

3357:15-1-01 Governance Commitment.

- (A) The Board of Trustees will govern Stark State College of Technology in accordance with the Constitution and laws of the State of Ohio. The Board will always act in the best interest of the College (students, faculty, and staff) and the community as a whole. The Board is committed to excellence.

- (B) Educational programs and other services of the College shall be of high quality and available to all people.

3357:15-1-02 Governing Style.

- (A) The Board will govern with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership rather than administrative detail, clear distinction of board and presidential roles, collective rather than individual decisions, future rather than past or present, and proactivity rather than reactivity.

- (B) More specifically, the Board will:
 - (1) Operate in all ways mindful of its trusteeship obligation to the public. It will allow no officer, individual, trustee or committee of the Board to prevent its fulfilling this commitment.

 - (2) Discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability. The Board, not the staff, will be responsible for excellence in governance.

 - (3) Direct, control and inspire the organization through the careful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long term impact outside the operating organization (Ends), not on the administrative or programmatic means of attaining those effects (Means).

 - (4) Cultivate a sense of group responsibility. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual trustees to enhance the work of the Board as a body, rather than to substitute their individual judgments for those of the Board as a whole.

 - (5) Monitor and discuss the Board's process and performance regularly. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories. Continual development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.

- (6) Seek input from various sources including faculty, staff, students, alumni, employers, and other community members on Board policies on Ends.
- (7) Make decisions, to the extent possible, on a consensus basis.

3357:15-1-03 Board Job Description.

- (A) The job of the Board is to represent the public in determining and demanding appropriate organizational performance. To distinguish the Board's own unique job from the jobs of its staff, the Board will concentrate its efforts on the following responsibilities:
- (B) Serving as the link between the college and political entities, the Board of Regents and the public.
- (C) Enacting written governing policies which, at the broadest levels, address:
 - (1) Governance Process: Specification of how the Board conceives, carries out and monitors its own tasks.
 - (2) Board-Staff Relationship: How power is delegated and its proper use monitored; the President's authority and accountability.
 - (3) Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - (4) Ends. College services, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost). Ends include college mission, values, vision, goals and priorities.
- (D) Monitoring institutional performance and the President's performance (against Board policies on Ends and Executive Limitations) and monitor the Chairperson's performance (against Board Policies on Governance Process).
- (E) Promoting a positive image for the College.
- (F) Recommend appointments to the Board.

3357:15-1-04 Chairperson's Role.

- (A) The Chairperson is responsible for the integrity of the Board's process and occasional representation of the Board to outside parties. The Chairperson is the only authorized spokesperson for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.
- (B) The Chairperson shall ensure the Board and individual Board members act consistent with the Board's own rules and policies and those legitimately imposed upon the Board from outside the college.
 - (1) The Chairperson shall preside at board meetings in an efficient and effective manner and shall set the general tone for each meeting through positive leadership.
 - (2) Discussion at the Board meetings will be on those issues which, according to Board policy, belong to the Board to decide, not the President.
 - (3) Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and to the point.
 - (4) The Chairperson will attempt to arrive at a consensus by the Board members on Board decisions. The Chairperson will stimulate discussion among Board members.
- (C) The authority of the Chairperson consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Staff Relationship, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
- (D) The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas.
- (E) The Chairperson has no authority to supervise or direct the President, unless authorized by the Board.
- (F) The Chairperson shall ensure the other Board members are informed of current and pending Board issues and processes.

- (G) The Chairperson shall appoint members of committees established by the Board.

3357:15-1-05 Board Committee Principles.

- (A) Board committees, when used, will operate so as to minimally interfere with the wholeness of the Board's job and so as never to interfere with delegation of authority from the Board to the President. Committees will be used sparingly.
- (B) Board committees are to help the Board do its job, not to help the staff do its jobs. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
- (C) Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
- (D) Board committees cannot exercise authority over staff. Because the President works for the full Board, the President is not required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
- (E) This policy applies only to committees which are formed by Board action, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the President.
- (F) The Board shall not have standing committees.
- (G) The Board will act as a committee of the whole and will establish ad-hoc committees when appropriate.

3357:15-1-06 Board Planning and Agenda.

- (A) The Board will carry out its responsibilities using a governance style consistent with Board policies by:
 - (1) re-exploring Ends policies annually
 - (2) holding an annual planning session
 - (3) following an agenda at its regular monthly meetings which implements the Board policy on Governing Style, and
 - (4) continually improving its performance through Board education and enriched input and deliberation.
- (B) The agenda for all Board meetings will be prepared by the President after consultation with the Chairperson and based on input from other Board members. The agenda will be delivered to the Board at least five days before the meeting.
- (C) Education, input and deliberation will be paramount in structuring meetings, and other Board activities.
- (D) The annual planning session will be held in April.
 - (1) The College Mission will be reviewed at the annual planning session.
 - (2) Financial planning, including the establishment of budget parameters and priorities, will be conducted at the annual planning session.
 - (3) Subjects for Board discussion and action during the following year will be developed at session.
- (E) The College Budget will be approved by the Board each May. Revised budgets will be submitted to the Board for approval as necessary during the fiscal year but no more often than quarterly.
- (F) Board policies and policy revisions will not be adopted until they have been considered at a minimum of two meetings, unless Board action waives this requirement and immediate effect is authorized.

3357:15-1-07 Board Members' Code of Conduct.

- (A) The Board expects ethical conduct by itself and its members. This includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.
- (B) Board members must maintain unconflicted loyalty to the interests of the ownership. This accountability supersedes the personal interest of any Board member acting as an individual consumer of college services.
- (C) Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - (1) There must be no self-dealing or any conduct of private business or personal services between any Board member and the college except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 - (2) Board members must not use their positions to obtain employment by the college or the furnishing of services or goods to the college for or by themselves, family members, friends or associates.
- (D) Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - (1) Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above in Board Policies.
 - (2) Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.
 - (3) Board members will express no judgments of the President's or staff performance except as that performance is assessed in accordance with explicit Board policies.
- (E) Board members will participate in educational activities, including state, regional and national meetings, to enhance their ability to serve effectively as members of the college's governing Board.

- (F) Board members will not permit themselves to be used to circumvent established lines of authority or interfere in the normal procedures for the processing of complaints or grievances.
- (G) Board members will not violate confidentiality including discussions which occur at legally held closed meetings of the Board.
- (H) Board members will not present an item for action or discussion at a Board meeting which is not on the agenda unless item is approved for discussion by the Board.
- (I) Board members must comply with attendance requirements according to state law.