

BLUE RIDGE COMMUNITY AND TECHNICAL COLLEGE BOARD OF GOVERNORS

SERIES: 1 | **General Rules**
RULE: 11.1 | **Board of Governors Meetings - Organization and Operations of the Board of Governors**

Scope: | The purpose of this rule is to set forth the basic organization and operations of the Blue Ridge Community and Technical College Board of Governors.
Authority: | W. Va. Code §§ 6-9A-3; 18B-1-6(c)(3)
Approval Date: | 8/07/19
Effective Date: | 10/01/19

SECTION 1. Application.

- 1.1. This rule sets forth the basic organization of the Blue Ridge Community and Technical College Board of Governors (Board).
- 1.2. This rule outlines basic procedures for conducting Board meetings.
- 1.3. This rule outlines professional development requirements for Board members.

SECTION 2. Definitions.

- 2.1. Council. West Virginia Council for Community and Technical College Education.
- 2.2. Emergency. A situation in which Board action is necessary for the immediate preservation of the public peace, health, safety or welfare; to comply with a time limitation established by state or federal law or regulation or a directive or rule of the Council; to prevent substantial harm to the public interest; or to deal with a financial exigency. (135 W. Va. C.S.R. § 6.2)
- 2.3. Executive Session. Any meeting or part of a meeting that is closed to the public. (W. Va. Code § 6-9A-2(2))
- 2.4. Fiscal Year. A period beginning on July 1 and ending on June 30 of the next year.
- 2.5. Meeting. The convening of the Board for which a quorum is required to make a decision or deliberate toward a decision on any matter that results in an official action. It does not include: (W. Va. Code § 6-9A-2(4))
 - 2.5.1. Any meeting for the purpose of making an adjudicatory decision in any quasi-judicial proceeding;
 - 2.5.2. Any on-site inspection of any project or program;
 - 2.5.3. General discussions among Board members on issues of interest to the public when held in a planned or unplanned social, educational, training, informal, ceremonial or similar setting, without intent to conduct public business, even if a quorum is present and public business is discussed but there is no intention for the discussion to lead to an official action; or
 - 2.5.4. Discussions by members of a governing body on logistical and procedural methods to schedule and regulate a meeting.
- 2.6. Motion. A proposal, resolution, order or other measure made by a Board member.

SECTION 3. Membership. (W. Va. Code § 18B-2A-1)

- 3.1. The Board consists of twelve members:
 - 3.1.1. Nine lay members appointed by the Governor of the State of West Virginia with the advice and consent of the Senate;
 - 3.1.2. One full-time faculty member, with the rank of instructor or above, elected by the faculty;
 - 3.1.3. One student member, enrolled for college credit work and in good academic standing, elected by the student body; and
 - 3.1.4. One staff employee member elected by the staff employees.
- 3.2. Term.
 - 3.2.1. The faculty and staff employee members each serve for terms of two (2) years beginning on July 1 and may serve a total of four (4) consecutive terms.
 - 3.2.2. The student member serves for a term of one (1) year beginning on July 1.
 - 3.2.3. Unless appointed to fill a vacancy, the nine lay members, whose terms are staggered, serve for terms of four years and may serve a total of two consecutive terms.
 - 3.2.4. A lay member may continue to serve past the expiration of his or her term if the Governor has not appointed a replacement.
- 3.3. Eligibility.
 - 3.3.1. A person is ineligible to serve as a lay member on the Board if he or she is:
 - 3.3.1.1. An officer, employee or member of any other institutional board of governors;
 - 3.3.1.2. An employee of any institution of higher education;
 - 3.3.1.3. An officer or member of any political party executive committee;
 - 3.3.1.4. The holder of any other public office, other than an elected county office, or public employment, other than employment by a county board of education, under the government of West Virginia or any of its political subdivisions; or
 - 3.3.1.5. A member of the West Virginia Council for Community and Technical College Education or the West Virginia Higher Education Policy Commission.
 - 3.3.2. Before a person may become a member of the Board of Governors, he or she shall take the Oath of Office prescribed by Article IV, Section 5 of the Constitution of the State of West Virginia. The certificate thereof shall be filed with the West Virginia Secretary of State.
 - 3.3.3. A lay member may be removed only for official misconduct, incompetence, neglect of duty or gross immorality and in the manner prescribed by law.

SECTION 4. Officers.

- 4.1. The Board shall elect the following officers at its last regularly scheduled meeting of each fiscal year:
 - 4.1.1. A Chair;
 - 4.1.2. A Vice Chair; and
 - 4.1.3. A Secretary.
- 4.2. Duties of the Chair. The duties of the Chair are:
 - 4.2.1. To preside in an efficient and effective manner at all Board meetings at which he or she is present;

- 4.2.2. To ensure that the Board and Board members are informed of current and pending Board and institution issues;
 - 4.2.3. To comply with state law and follow the Board's own rules in conducting meetings;
 - 4.2.4. To promote open and thorough, but efficient, deliberation at meetings;
 - 4.2.5. To speak on behalf of the Board as its designated representative;
 - 4.2.6. To appoint or arrange for the election of members to committees of the Board;
 - 4.2.7. To call emergency meetings as necessary;
 - 4.2.8. To facilitate the completion of an annual evaluation of the President;
 - 4.2.9. To facilitate an annual self-evaluation of the Board;
 - 4.2.10. To file with the Council a list by October 1 of each year of all institutional rules in effect on July 1 and/or repealed during the preceding fiscal year; (W. Va. Code § 18B-1-6(h); 135 W. Va. C.S.R. § 5.3)
 - 4.2.11. To file with the Council a certification by July 31 of each year of the training and development completed by each Board member during the preceding fiscal year; (W. Va. Code § 18B-1D-9)
 - 4.2.12. To sign all official Board minutes; and
 - 4.2.13. To perform other duties assigned by the Board or required as a result of action taken by the Board.
- 4.3. Duties of the Vice Chair. The Vice Chair shall preside at Board meetings when the Chair is absent, fulfill other duties of the Chair when the Chair is unavailable and perform other duties specifically assigned by the Chair.
- 4.4. Duties of the Secretary. The Secretary shall preside at Board meetings when the Chair and Vice Chair are absent, fulfill other duties of the Chair when the Chair and Vice Chair are unavailable and perform other duties specifically assigned by the Chair.

SECTION 5. Meetings.

- 5.1. Scheduling.
 - 5.1.1. The Board shall hold at least six (6) meetings each fiscal year. At its last meeting each fiscal year, the Board shall elect officers. (W. Va. Code § 18B-2A-2)
 - 5.1.2. The Chair or seven (7) members of the Board may call a special meeting at any time.
- 5.2. Notice. (W. Va. Code § 6-9A-3)
 - 5.2.1. The President shall ensure that a notice of and agenda for all Board meetings and Board committee meetings, except emergency meetings, is:
 - 5.2.1.1. Published in the West Virginia Register at least five (5) days before the meeting date;
 - 5.2.1.2. Posted on the President's Office bulletin board, located in a public corridor, at least three (3) days before the meeting date; and
 - 5.2.1.3. Published on the Board's webpage at least three (3) days before the meeting date; and
 - 5.2.1.4. Provided to the press who regularly cover matters relating to the college at least three days before the meeting date.

- 5.2.2. In the case of an emergency, the President shall ensure that notice of the meeting, including the basis for the emergency, is provided as outlined in Section 5.1.1 as soon as practicable.
 - 5.2.3. The notice shall include the date, time and place of the meeting, and the agenda, at a minimum, shall identify topics expected to be discussed and on which action may be taken.
- 5.3. Procedures.
- 5.3.1. Meetings shall comply with all provisions of the Open Governmental Proceedings Act. (W.Va. Code §§ 6-9A-1 to 6-9A-12)
 - 5.3.1.1. The Board may enter into any executive session only after the Chair or Board member making the motion identifies the reason for the need for an executive session, consistent with the exceptions contained in W. Va. Code § 6-9A-4(b), and upon an affirmative vote of a majority of the members present during the open portion of the meeting.
 - 5.3.1.2. No decision may be made in executive session.
 - 5.3.2. A member may attend and participate in any meeting by means of telephone or video-conference. Equipment used to allow such attendance and participation shall be configured to allow those present, including members of the public, to observe and/or hear the members who are attending and participating by electronic means.
 - 5.3.3. The Board may not take any official action in the absence of a quorum. A quorum exists if seven (7) of the twelve (12) Board members are present. (W. Va. Code § 18B-2A-2)
 - 5.3.4. The Board shall use *Robert's Rules of Order Newly Revised* as a guide for conducting business.
 - 5.3.5. Any person desiring to address the Board concerning an agenda item shall notify the Chair before the meeting. The Chair shall have the discretion to recognize or not recognize a person for purposes of addressing the Board and to limit the amount of time that any person may address the Board. The Chair's decision may be reversed only upon motion by a Board member and a majority vote of Board members present.
 - 5.3.6. Voting may be oral or by show of hands. A proposed action is approved if a majority of the members voting vote in the affirmative. The Chair shall announce the result, and the recording secretary shall record the vote accordingly. Any Board member may request a roll-call vote immediately following the Chair's announcement of the outcome of a vote.
- 5.4. Minutes.
- 5.4.1. The President shall arrange for a recording secretary to prepare written minutes of all meetings. The minutes, at a minimum, shall include the following information: (W. Va. Code § 6-9A-5)
 - 5.4.1.1. The date, time and place of the meeting;
 - 5.4.1.2. The name of each Board member present and absent;
 - 5.4.1.3. Each motion made, the name of the person making each motion, and the disposition of each motion;
 - 5.4.1.4. The name of any Board member who did not participate in discussing and voting on a matter on the Board's agenda; and
 - 5.4.1.5. The results of all votes, including the names of each member voting affirmatively and negatively, if a roll call vote is held.
 - 5.4.2. Once approved by the Board, the Chair shall sign the official minutes.

5.4.3. The President shall be responsible for maintaining official Board minutes permanently and in a safe condition. Copies of official Board minutes shall be made available to the Board upon request.

SECTION 6. Training and Development. (W. Va. Code § 18B-1D-9)

6.1. Within six (6) months of beginning service on the Board, each new member shall complete at least three (3) hours of training and development. The training and development shall address the following topics:

6.1.1. State goals, objectives and priorities for higher education;

6.1.2. The state accountability system for higher education;

6.1.3. The general powers and duties of the Board; and

6.1.4. Ethical considerations arising from Board membership.

6.2. With the exception of the student member of the Board, each member shall complete at least six (6) hours of training and development related to his or her duties within two (2) years of beginning service and within every two years of service thereafter.

6.3. The President or his or her designee shall be responsible for ensuring that Board members have opportunities to complete the required training and development.

SECTION 7. Costs. (W. Va. Code § 18B-2A-1(n))

7.1. The President shall set aside sufficient resources of the institution for conducting the business of the Board.

7.2. Members of the Board serve without compensation. Members, however, may be reimbursed for all reasonable and necessary expenses actually incurred in the performance of official duties of the institution and upon presentation of an itemized sworn statement of expenses.

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Board of Governors Chair

Date

President

Date