



Western Dakota Technical College Board of Trustees Board Policies

GOVERNANCE

A. Board Meetings

1. The Western Dakota Technical College Board of Trustees will hold a minimum of 10 meetings per year, with an option through majority vote to add or suspend meetings.
2. The Board meeting in July will be designated the Annual Meeting of the Board.
3. The Board will hold an annual retreat.
4. The Board intends to hold some monthly meetings at alternate locations throughout Western Dakota Tech's service area.
5. Working Sessions will be held before each board meeting for WDT employees to present to the Board. These presentations will utilize a template to ensure ease in understanding and clear communication.
6. The Board will refer to Roberts Rules as a basis for meetings (without strict adherence) unless board policy or state statutes supersedes.
7. The Board will utilize summary minutes.
8. Board meetings will be video recorded and will be posted on the WDT website along with agendas and summary minutes in accordance with South Dakota Open Meetings requirements.

B. Public Comments

1. Public comments will be heard near the beginning of each agenda; speakers will be limited to 3 minutes; and a maximum of 20 minutes will be allowed for public comment. The Chair, at his or her discretion, may extend comment time.

C. Agenda Preparation

1. The Board Chair, Vice Chair and President will prepare the agendas at least one week prior to the meeting to provide time for public notice to be posted in accordance with South Dakota Open Meetings requirements.
2. Trustees will be asked via agenda item at the end of each meeting (before adjourning) about any items they wish to have in the queue for future agendas or work sessions. In between meetings, Trustees may submit potential agenda items to the Chair, Vice Chair and President for their consideration.
3. A calendar of annual and other regular items expected during the year (budget, etc.) will be compiled and shared.

D. Board Officers

1. Officers will consist of Chair and Vice Chair. The WDT President or designee will act in the role of Secretary. Officers will be voted on annually, with a 2-year consecutive term limit.

2. The Election of officers will typically be held one time per year, during the College's Annual meeting, after new or re-appointed board members are sworn in and seated. The WDT President will preside over the election of the Board Chair.
3. While it is likely the Vice Chair will move into the Chair position, it is not required.

E. Board Member Terms

1. In the absence of State of SD guidance, if a board appointee made by the Governor or RCAS District resigns, the board, in collaboration with the vetting committee, will fill the vacancy for the remainder of that person's term.
2. The first group of Trustees (outside the three RCAS current/former board members) except for one who needed a two-year term, was determined by random drawing. The following terms were decided as follows:
 - a. Curt Pochardt – 3 years
 - b. Andrea Powers – 3 years
 - c. Steve Willard - 3 years
 - d. Brad Heltzel – 2 years
 - e. Dick Johnson – 2 years
 - f. Mike Roesler – 2 years
 - g. Tom Brunner – 1 year
 - h. Ron Riherd – 1 year
 - i. Todd Watson – 1 year
3. In accordance with WDT Policy and SD CL 13-39A-36-38, the board vetting committee will facilitate the process to secure a slate of potential board memberships for those board members whose term of office expires. The vetting committee will present new board members for appointment or re-appointment to the WDT Board of Trustees no later than the regularly scheduled meeting in May each year.

F. Board Member Compensation

1. Compensation of \$75 per business meeting or official event such as graduation will be offered to Board Trustees. Social events, especially those where meals are served, will ordinarily not be compensated.
2. Mileage will be reimbursed at the IRS rate.

G. Board Committees

1. No committees are currently planned.
2. This decision will be evaluated again at the Annual Board meeting or Board Retreat.

H. Roles of Board Officers

1. Chair: The Chair is responsible for presiding at Board meetings in an efficient, effective, and positive manner and for representing the Board to outside parties. In conjunction with the College President, the Chair will ensure that Board members follow Board Policies and that Board Policies are updated as needed to reflect the current desires of the Board as a whole. The Chair is also responsible, in collaboration with the Vice Chair, for initiating the President's evaluation process, for initiating the Board's self-evaluation process, and for developing meeting agendas.

The Chair is authorized to sign official documents and contracts for Western Dakota Tech if the estimated cost exceeds 25,000. The Chair is also authorized to pursue all necessary legal actions in the name of Western Dakota Tech for the recovery of damages, money, penalty, or forfeiture.

2. Vice Chair: The Vice Chair is responsible for carrying out the duties of the Board Chair, in the absence of the Board Chair. In addition, the Vice Chair assists the Chair in initiating the President's evaluation, the Board's self-evaluation, developing meeting agendas, and for such other duties as the Board may ask from time to time.
3. Secretary: The Western Dakota Tech President, or designee, will serve in the role of Board Secretary. The Board Secretary is the official custodian of all official records of Western Dakota Tech and the Board. The Secretary is responsible for ensuring that the Board follows all South Dakota Open Meetings requirements, including posting notice of the meeting, posting agendas, ensuring public access for comments and information and for recording and maintaining all official minutes of the Board. In the absence of the Chair or Vice Chair, the Secretary will call the Board meeting to order and act as Chair while the Board elects a Chair Pro Tempore.

I. Board Self-Evaluation

1. The Board conducts a Board Self-Evaluation annually to ensure that the Board is aware of areas of needed development and to provide the Board with the self-reflection time to identify and establish goals for continuous improvement and growing effectiveness as a Board in support of Western Dakota Tech's Vision, Mission, Strategic Plan, and President. The Board Self-Evaluation will incorporate best practices provided through its relationship with the Association of Community College Trustees (ACCT). The Board Self-Evaluation instrument will evaluate the Board's oversight of the College budget.
2. The Self-Evaluation results will be compiled before the Board's annual retreat so that the retreat discussion may include results of the Self-Evaluation for use in the development of Board goals for the upcoming year.

J. Board's Commitment to Effective Governance

1. Because the Western Dakota Tech Board of Trustees is the first local board in South Dakota empowered with the responsibility for directly governing a two-year technical college, the Board is committed to establishing and maintaining a high standard of effective local governance.
2. It is with the deepest sense of responsibility and conviction that Board members assume office and solemnly affirm that they:
 - Understand their authority exists only when acting collectively with fellow board members, and that our authority is derived from, and obliged to serve, the interests of our entire community;
 - Will exemplify ethical behavior and conduct that is above reproach;
 - Will be prepared to participate in open, honest and civil deliberation with my colleagues, vote my conscience rather than to advance any special interests, and support the decisions and policy we make; and

- Will honor the division of responsibility between the board and the President and staff and contribute to creating a spirit of true cooperation and a mutually supportive relationship in support of our community.

K. Board Communication with Legal Counsel

1. The Board agrees to direct all need for communication with Board or WDT legal counsel to the Board Chair, who will then determine whether such communication is necessary to reach Board or WDT goals and objectives. The Chair is empowered to use his or her judgment in balancing WDT financial resources with accessing the expertise needed to meet Board and WDT goals.

2. In unusual situations and as a fallback plan in situations where the Chair is unavailable or where it is inappropriate for the Chair to be the contact with WDT legal counsel, the Board can take formal action to contact WDT legal counsel. In this action, the WDT President, other WDT administrator, or a Board member other than the Board Chair should be identified as the point of contact with legal counsel, as appropriate for the situation.

L. Board Member Responsibilities

1. The Board is committed to the success of the Board and of WDT. Success requires a team effort and a commitment from each individual Board member to the following:

- a. Preparation for Board meetings, active engagement in discussions, and regular attendance and participation.
- b. Understanding and supporting Board governance and Board policies.
- c. Being knowledgeable about WDT's organization, instructional programs, budget, and key processes.
- d. Being knowledgeable about the SD Board of Technical Education and relevant laws and rules for technical colleges in S. Dakota.
- e. Representing the College to people in the region.
- f. Representing the people of the region to the College.
- g. Being active in legislative and key stakeholder advocacy.

M. Board Member Orientation

1. New Board members will attend a brief orientation to be conducted by the College President, administrators, and current board members. At this time, the new board member will be provided with background materials about Western Dakota Tech to better prepare the member for board service. New Board members will also be encouraged to participate in the ACCT New Trustees Leadership Institute.

N. Board Policy Creation and Review

1. The Board may approve new board policies or revise existing policies at any meeting by action of a majority vote of the full Board. The Board intends to review existing Board of

Trustees Governance Policies at its annual meeting, at which time policies in need of revision, deletion, or addition, will be identified.

O. Board Members as Ex-Officio on College-Related Boards and Councils

1. The Board will identify Board members who volunteer to sit as ex-officio members on the WDT Foundation Board and the WDT Skilled Workforce Advisory/Advocacy Council. The goal of these ex-officio seats is to provide opportunities for communication and collaboration among the groups.

P. Ex-Officio Membership on the Board of Trustees

1. To provide a partnership-based approach to governance, the Board may appoint ex-officio members to the Board of Trustees. These members will bring additional expertise, perspectives, or representation to support the board's mission and responsibilities. The Board of Trustees may appoint ex-officio members to serve in a non-voting advisory capacity. Ex-officio members are appointed based on their roles, expertise, or ability to provide valuable insights to the board.

- a. Eligibility: Individuals serving in relevant leadership roles (e.g., community leaders, institutional representatives, or subject matter experts) may be considered for ex-officio membership.
- b. Appointment Process: The appointment of ex-officio members must be by invitation from the Board Chair and approval by a majority vote of the Board of Trustees.
- c. Appointment Term: Appointments will be for a term determined by the board but not more than 3-years, with the option for renewal.
- d. Role and Responsibilities: Ex-officio members will participate in board discussions and provide input on matters within their areas of expertise. They will not hold voting rights or count toward quorum requirements. Ex-officio members representing partner organizations may be asked to offer periodic updates on behalf of their organization at Board meetings, as directed by the Board Chair.
- e. Termination of Appointment: The board may terminate an ex-officio appointment at any time by majority vote of the Board of Trustees.

Q. Legal Counsel, Financial Auditing, and Other Professional Services

1. The Board shall follow South Dakota codified law in determining appropriate timing for selecting and retaining the services of WDT legal counsel, financial auditing, and any other professional services needed or required by law.

R. Conflict of Interest Declaration—On-Going Circumstances

1. To ensure that the Western Dakota Technical College Board of Trustees members comply with South Dakota law, College policy, and best practices for governance in higher education, Board members with any on-going actual or potential conflicts of interest will formally declare these conflicts as soon as they become aware of them and then annually as long as they apply after the initial declarations are made.

S. Censuring Board Members

The Western Dakota Technical College Board of Trustees has the authority to censure a Trustee who is found by the Board to have violated the Trustee's duties. In order for the Board to censure a Trustee, the Trustee must be found to have violated a specific statute, law, College, or Board policy. To allow time for investigation and presentation of findings, the motion to censure a board member must occur after a motion is made at a previous meeting to investigate the allegations of the violation. The Board or the Board's designee will carry out the investigation, and presentation of the findings will occur during an executive session of the Board. The investigation must include an opportunity for the Trustee to respond to the specific allegation(s) that the Trustee has allegedly breached. A censure of a Trustee will require a super majority (two-thirds) vote of all members of the Board of Trustees during the public board meeting. A Board censure will consist of a reprimand of the Trustee through means of a written order or resolution for specified conduct. For violations of federal or state law for which a Trustee is censured, the matter will also be referred to law enforcement by the Board.

T. Board Development

1. To encourage the on-going development of Board members, the Board supports the use of college resources to attend appropriate conferences, trainings, and webinars. Board members traveling to attend conferences and trainings will follow WDTC policies and guidelines in arranging travel and reimbursements and are encouraged to coordinate with Board staff in these processes.
2. Board members interested in attending conferences, trainings, and webinars for which the cost is more than \$500 must request Board approval in advance. If the cost is less than \$500, the Board member will obtain approval from the Board Chair or Vice Chair and upon approval will coordinate with the Board staff on arrangements.

U. Trustee Appointments for Regular 3-Year Terms Beginning in or after July 2024

1. Appointments for board terms beginning in or after July 2024 shall be initiated by the WDTC Board of Trustees Chair, Vice Chair, or designee(s). Current Trustees are eligible to continue their board service for a maximum of three consecutive terms and must meet WDTC Board of Trustees standards for effective governance. Each board term lasts three years and begins in July.
2. Upon identifying (an) available board position(s), the Board will seek candidate nominations and will select potential new appointees based on the nominees' interest in Western Dakota Tech's mission, residence, profession, service on other boards, community leadership, public service, race, gender, and other types of diversity that reflect the population, students, and industries of the WDTC region. Previous Trustees currently not serving a board term may be re-appointed to a board position.
3. New or returning appointees to the WDTC Board of Trustees should be approved no later than June 30 of each year. New board members will be officially sworn in at the annual meeting of the Board.

V. Trustee Appointments in the Event of Trustee(s) Leaving the Board Before Term Ending

1. If a Trustee leaves the WDTC Board of Trustee before the end of their term, the WDTC Board of Trustees Chair, Vice Chair, or designee(s) will identify an appointee to complete the time remaining in the term as soon as possible. The appointee will be approved by the full

board, oriented to the board, and sworn in as a board member before beginning board service.

2. Previous Trustees currently not serving a board term may be re-appointed to the Board.
3. A Trustee appointed to complete the term of another Trustee who leaves the board before the end of their term is eligible to serve three consecutive terms.
4. No board member may serve more than three consecutive terms, per SDCL 13-39A-36-38.

BOARD/PRESIDENT RELATIONSHIP

A. Board Evaluation of President

1. The Board is committed to a formal and structured evaluation process for the President, overseen by the Chair and Vice Chair, and supported by Board Staff.
2. To determine the President's compensation, the Board will review data showing the regional salaries of two-year college presidents, other relevant compensation information, and the President's evaluation, including success meeting the annual goals established by the Board.

B. Delegation to the President

1. The Board delegates the hiring and termination of all WDT employees to the President.
 - a. The President will communicate all terminations to the board in Executive Session or through telephone if an emergency arises between meetings.
 - b. A list of hires and departures will be regularly reported at the Board meetings.
2. The Board delegates authority for signing contracts of a value below \$25,000 to the President.

C. WDT Board of Trustees and Western Dakota Tech Employee Communications

1. The Board is committed to ensuring effective communication with WDT employees. Board members agree to copy the WDT President on electronic communications between them and WDT employees and to inform the college president of other communications with employees regarding WDT. In cases where an employee reaches out to a board member with a complaint or concern about WDT, Board members agree to refer these situations to the WDT President for follow up. The President will update all board members on outcomes. Most official communications from college employees to the Board are submitted through the President for inclusion in Board updates or Board meetings.
2. Since individual Board members have no special authority except when they are convened at a legal meeting of the Board, any communications between Board members and College employees related to personnel issues, grievances, or other employee complaints or concerns will be directed to the President for appropriate action. College policies and procedures relevant to each situation will be followed.
3. In the event that an employee has a complaint or grievance with the President, Board members agree to refer that employee to the Human Resources Director so that the appropriate College policy can be followed. The Human Resources Director will follow up with

all board members on the outcome of complaints or grievances against the President. Legal counsel will advise the Board of Trustees in situations in which a conflict cannot be otherwise resolved by this policy.

D. Administrative Plan for Succession Upon Absence of President Due to Vacation, Illness, or Other Long-Term Absence from Duty

1. When the WDTC President is absent from duty for an extended period (typically more than one to two weeks, depending upon the circumstances and time of year), the WDTC President will ensure the following primary duties are assigned to appropriate staff and administrators with the requisite background knowledge and competencies. The President will notify the Board of these assignments and communication plan during the absence.

2. Duties to be assigned to others include

- a. attending local and state events and meetings.
- b. liaising with the Rapid City Police Department.
- c. speaking for WDTC with media.
- d. signing contracts, agreements, and other official documents.
- e. hiring staff.
- f. being contact person for federal, state, accrediting, and other agencies.
- g. supporting the Board in carrying out its duties and responsibilities.
- h. contacting legal counsel.

3. Administrators assigned to these duties will report related work on a weekly basis to the Board of Trustees through the Board staff member, who will also copy the President and leadership team on the weekly report.

4. Whether due to unexpected termination, death, immediate resignation, or disability where the President can no longer fulfill the duties as President of WDTC, the Chairman of the Board of Trustees shall be notified immediately. The Chairman may call a special session of the Board of Trustees to discuss the next steps so that the College can continue to function smoothly. The Board of Trustees may name an acting or interim President to fulfill the duties and responsibilities of the President until such time as a decision can be made by the Board on the future of the position.

PROCESSES FOR THE BOARD CARRYING OUT RESPONSIBILITIES

A. Budget Development

1. Under the Supervision of the WDT President, the WDT Vice President of Finance and Operations reviews requests from all reporting departments in collaboration with leadership team members to develop a draft budget for the upcoming year. The draft combines established needs for funding that aligns with strategic goals and targets and a realistic revenue picture for the upcoming year. This process is normally completed in February of each year. The WDT President and Vice Presidents of Finance and Operations will provide board updates and decision-making points from March through May each year, which may

include decisions for financing to strengthen opportunities for reaching strategic targets, local fee changes and other considerations. This process will culminate in the Board's approval of the final WDT budget plan in May each year.

B. College Policy Approval

1. The WDT Policy Committee, under the supervision of the College President and Vice President for Institutional Effectiveness, follows WDT policies to regularly update, review, and add College policies with the goal of ensuring the College complies with state and federal law and operates effectively. For new policies or for situations where laws have changed, the WDT Policy Committee consults legal counsel or professional organizations for assistance.

2. Once approved by the WDT Policy Committee, policies are sent forward for approval by the WDT Cabinet and then to the President. Upon receipt in the President's office, proposed policies will be forwarded to Board members at least one week (preferably two weeks) before the board meetings where the items will be considered for approval. Board members will have the opportunity to meet with the President and Vice President for Institutional Effectiveness the week before the regular board meeting to discuss proposed policy changes and request additional information before the Board meeting. Once the meetings are completed, the President will confirm with the Board Chair and Vice Chair that Board members have had the opportunity to review policies and ask questions. The policies will then be presented for approval at the Board meeting.