

## Policy on Duties, Responsibilities, and Expectations of Board Members

- I. Applicability and Purpose. This policy sets forth the duties, responsibilities, expectations, and standards of conduct for members of the State Board of Community Colleges.
- II. Definitions. For purposes of this policy:
  - A. “Board” means the State Board of Community Colleges.
  - B. “Board member” means any member of the Board.
  - C. “System” means the System Office and the fifty-eight Community Colleges that make up the Community College System.
- III. Duties and Responsibilities. Board members are responsible for performing essential functions that are central to the governance of the System, as described in Chapter 115D of the North Carolina General Statutes. Board members are expected to adhere to the Board’s by-laws, committee charters and Board-established policies. Board members shall adhere to the standards of conduct and fulfill duties and expectations set forth in this policy.
  - A. Attendance. Board members shall attend and participate in board meetings.
  - B. Participation in Policy and Oversight Functions. Board members are expected to prepare for meetings; actively contribute to the work of the Board; and act in accordance with the governance, oversight, and advisory functions allocated to the Board by:
    1. Reviewing and inquiring about materials that involve the System, such as board minutes, annual reports and program reviews;
    2. Understanding and participating appropriately in the oversight function allocated to the Board with respect to the finances and effectiveness of the System;
    3. Seeking information from and consulting appropriately with the President of the System and the Presidents of the Community Colleges to gain additional context, make well-informed policy decisions, and carry out responsibilities for board-level oversight and monitoring of the System’s affairs;
    4. Participating as requested in the preparation and revision of long-range plans for the System;
    5. Serving on, preparing for and contributing to the work of assigned committees;
    6. Interacting with political officials to inform them regarding the System’s priorities and needs and to advance the interests of the System;
    7. Attending events at local community colleges to become better informed and connected to their work; and

8. Listening to and considering differing opinions, and otherwise making reasonable efforts to conduct oneself in accordance with the practices and customs of formality and decorum articulated in Robert's Rules of Order.
- C. Scope of Authority. Board members' authority is collective, not individual, and only arises from their participation with other members of the Board when officially convened. Individual Board members hold no inherent authority under applicable law or System policy to exercise management or executive functions on behalf of the System Office or any Community College. Individual Board members may not bind the Board or any Community College, enter into contracts on behalf of the Board, or otherwise act on behalf of or in the name of the Board unless clearly authorized to do so in a particular matter by the Board itself. Accordingly, and by way of example, Board members shall:
1. Refer matters of management to the President of the System or a staff member designated by the President;
  2. Respect and follow executive leadership, management, and reporting lines when communicating with and seeking information from the System Office and any System constituent institution;
  3. Refrain from directing matters of administration or executive action except through the President of the System; and
  4. Not undertake reviews, background checks, investigations, or any other assessments of System Office or Community College employees or candidates for employment unless duly and explicitly directed to do so by the Board or the President of the System.
- D. Ethical Conduct. Board members shall adhere to high standards of ethical conduct by complying with laws, regulations, and System policies applicable to their service as Board members and public officials, which include the obligations to:
1. Exercise authority honestly and fairly, free from impropriety, threats, favoritism, and undue influence, as required by the State Ethics Act;
  2. Keep confidential all information and records that are required by law to be kept confidential, including, but not limited to, personnel records and information, student records and information, attorney-client communications, and closed session deliberations and information;
  3. Comply with North Carolina open meetings law by conducting hearings, deliberations, and actions of these bodies openly, except when permitted or required to a closed session;
  4. Comply with applicable public records laws by permitting open access to and inspection of public records in the member's custody, including records created, sent, or received by Board members entirely on non-System accounts or devices, as required by law;

5. Bring matters of concern, potential or real conflicts of interest, and reports of unlawful and/or noncompliant activity to the attention of the appropriate institutional or organizational officer, such as the President, Board chair, or committee chair;
6. Avoid any personal or business interest that may conflict with the member's responsibilities to the System;
7. Avoid even the appearance of impropriety when conducting the Board's business;
8. Recuse oneself from consideration of matters during meetings when required;
9. Conduct oneself at all times in a manner that is free of any form of illegal discrimination or harassment;
10. Not engage in acts of fraud or other violations of law inconsistent with the ethical expectations of a public official;
11. Not act as a registered lobbyist on behalf of any lobbyist principal in any matter or issue that is adverse to the interests of the System or a constituent institution; and
12. Not represent, as a practicing attorney, any party in a matter in which the party's interest is adverse to the interests of the System or, a constituent institution. For purposes of this restriction, members are not generally prohibited from acting as criminal defense counsel to students and employees in criminal prosecution matters.

E. Fiduciary Responsibilities and Support for the System. Board members shall discharge their duties to the institution with care, skill, prudence, and diligence by:

1. Exercising the degree of diligence, care, and skill that a prudent individual familiar with such matters would use under similar circumstances in a like position;
2. Acting in good faith with the best interest of the System and each constituent institution thereof in mind;
3. Conducting oneself, at all times, in furtherance of the System's goals and not the member's personal or business interests;
4. Providing oversight to ensure that the resources of the System are dedicated to the fulfillment of its mission; and
5. Becoming knowledgeable about issues that affect the System and seeking to understand the educational needs and desires of all the State's citizens, and their economic, geographic, political, racial, gender, and ethnic diversity.

IV. Complaints. If a Board member has a complaint against another Board member, the Board member should address the complaint directly with the Board member and seek to resolve the subject of the complaint in a private manner. If the complaint cannot be resolved in that manner, the Board

member should follow the process set forth below. For complaints by staff, students or third parties, complaints can be addressed as set forth below.

- A. Complaints against a board member should be addressed to the chair of the Committee on Policy and Governance (the “Committee”).
  - B. Upon receipt of a complaint, the chair of the Committee shall determine whether, assuming all of the facts alleged are true, the complaint alleges a material violation of the duties, responsibilities, and expectations of Board members. If the complaint does not meet this threshold, the chair of the Committee may dismiss the complaint and shall report the dismissal to the Committee.
  - C. If the complaint alleges a material violation, the chair of the Committee shall send the respondent a written specification of the complaint(s) against the Board member. In the event that the chair of the Committee is the subject of the complaint, the vice chair of the Committee will temporarily serve in the chair’s role. The notice shall state that the Board member may submit a written response to the chair of the Committee along with any supporting materials to answer the allegations of the complaint. The respondent shall provide a copy of the response to the complaining board member or other complaining party within seven (7) business days of receipt of the written notice.
  - D. If the board member submits no written response to the chair of the Committee within the specified timeframe, the Committee may proceed to consider the complaint.
  - E. In its consideration of each matter, the Committee shall ensure that all material facts are presented to the Committee. The Committee may select one or more Committee members or another qualified individual to investigate the allegations and provide the Committee with factual findings and a recommendation. The Committee may review any documents it considers necessary based on the particular circumstances involved.
  - F. Following the deadline for the respondent’s written response and the conclusion of any investigation, the Committee shall conduct a hearing to consider the complaint against the Board member. The chair of the Committee shall preside over the hearing, which shall include a full and accurate presentation of all relevant facts. During this hearing, the respondent member shall be permitted to be heard.
  - G. At the conclusion of the hearing, the Committee shall assess the evidence presented using a preponderance of the evidence standard and recommend to the Board findings and action that the Committee deems appropriate, including a recommendation of a sanction if warranted.
  - H. In addition to making recommended findings and action to the Board, the chair of the Committee may, after consultation with the membership of the Committee, refer the complaint to the State Ethics Commission.
- V. Sanctions. If a Board member does not accept the sanction recommended by the Committee, the entire Board will decide the appropriate sanction based on the findings of the Committee. The Board may ~~decide request~~ that a Board member ~~be recommended for removal~~ resign, or subject to a lesser sanction for any material violation of the duties, responsibilities, and expectations

of board members set forth in this policy. Lesser sanctions may include public censure or removal from committee assignments. Any sanction shall require an affirmative vote of two-thirds (2/3) of the voting membership of the Board then in office.

~~A. Removal of a Member of the Board. The Board may recommend to the State House of Representatives or State Senate, whichever chamber elected the member, or to the Governor that a member of the Board be removed.~~

~~B. Other Sanctions. A Board member, regardless of their appointing authority, may be subject to other sanctions lesser than removal (ex: public censure, suspension of voting rights, removal of committee assignments).~~

VI. Other Matters

A. Effective Date. The requirements of this policy shall be effective on the date of adoption by the Board.

B. Relation to State Laws. The foregoing policies as adopted by the Board are meant to supplement, and do not purport to supplant or modify, those statutory enactments which may govern the activities of public officials.