



# Northeast Community College Board Policy Manual

## Governance Process Policy Policy Number: GP - 10

### Board Code of Conduct

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The Board expects of itself and its members ethical, business-like and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Board members. It expects Board members to treat one another, the President, College employees, students and their parents, and all citizens of the College service area (*Owners*), with respect, co-operation and a willingness to deal openly on all matters.

1. Board members must have loyalty to the Ownership that supersedes any loyalties to the constituents of the Districts that elected them, the President, College staff, other organizations or any personal interest as a consumer.
2. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Board members must avoid a conflict of interest with respect to their fiduciary responsibility.
  - There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information. Board members will annually disclose their involvements with other organizations, vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - When the Board is to decide upon an issue, about which a Board member has an unavoidable conflict of interest, that Board member shall absent herself or himself without comment from not only the vote, but also from the deliberation. This absence shall be recorded in the minutes.
  - Board members will not use their Board position to obtain employment with or furnish services or goods to the College for themselves, family members, or associates. Should a Board member obtain employment, she/he must first resign from the Board.

- Board members will not solicit or accept anything of value, including a gift, loan, contribution, reward, or promise of future employment based on an agreement that a vote, official action, or judgment of the Board member would be influenced thereby.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature, including at all times the content of legally held, closed meetings of the Board.
  5. Board members shall not attempt to exercise individual authority over the organization.
    - When interacting with College employees, Board members must recognize that individual Board members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.
    - The Board Chair or designee is the only person authorized to speak to the public, the media or other entities on behalf of the Board. Board members shall not presume to speak for the Board when interacting with the press or the public. Board members shall only report actual Board policy decisions when interacting with the press or the public.
  6. Board members shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, governing policies of the organization, issues pertaining to higher education, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
  7. Board members will be properly prepared for Board deliberation.
  8. Board members will support the legitimacy and authority of Board decisions, regardless of the member's personal position on the issue.
  9. Board members shall attend meetings on a regular and punctual basis. Each Board member shall notify the President or Recording Secretary of an absence from a Board meeting as far in advance of the meeting as possible. Failure to notify the President or Recording Secretary of their absence shall be unexcused. All absences shall be indicated in the meeting's roll call section and noted whether the absence is excused or unexcused.
    - Unexcused absence of a Board member from more than three (3) consecutive regular meetings, or from more than four (4) regular or special meetings in any calendar year, shall be considered a resignation from the Board and shall constitute a Board vacancy under Nebraska Revised Statute §85-1514. A Board member may request reinstatement. The Board may, at its discretion, reinstate a Board member upon request. Only one such reinstatement per Board term is permitted.
  10. Board members are expected to attend scheduled retreats and work sessions.
  11. Board members are expected to review community college publications and regularly take part in educational activities including state, regional and national meetings and events that will assist them in their ability to serve effectively as a member of the College's governing Board.
  12. Board members are encouraged to communicate the Board's interest and respect for student accomplishments by attending student commencement ceremonies and events.
  13. Board members shall hold themselves and other Board members accountable for complying with this Code of Conduct.

14. Charges by any person that a Board member has violated this Code of Conduct shall be in writing and directed to the Board Chair, or Vice Chair in the event the charge involves the Chair. At a special meeting called specifically for such purpose, the Board shall review all available evidence and, by a majority vote of the Board members not subject to the charge, determine whether a violation occurred. Board members who are found to have violated this Code of Conduct may be subject to the following:

- Public reprimand.
- Removal as an officer.
- Removal as a representative to the Nebraska Community College Association (NCCA) or other organization.
- Denial of travel to state or national meetings as a representative of the Board.
- Any other censure or consequence including removal from the Board as allowed by law.
- Referral to the appropriate law enforcement or legal authority.

**Effective Date:** 12/09/2021

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**Revision Date:** none

**Rescinded Date:** none