

The Trustees of Montgomery Community College (“Board”) are hereby vested to exercise all of the powers and duties as proscribed in Chapter 115D of the North Carolina General Statutes and as authorized by the North Carolina State Board of Community Colleges. As a body corporate, the Board is authorized to do all things necessary and proper to organize and operate Montgomery Community College consistent with laws and State Board rules and regulations.

The Trustees hereby incorporate by reference the Montgomery Community College Board of Trustees By-Laws, which shall take precedent over any policy or procedure adopted by the Board.

Legal Reference: N.C.G.S. § 115D-14, -15, -20; 1B SBCC 300.1 and 300.2

Adopted: October 10, 2018

The following are the official By Laws for the Montgomery Community College Board of Trustees.

Legal Reference: N.C.G.S. § 115D-14, -15, -20; 1B SBCC 300.1 and 300.2

Adopted: October 10, 2018

The Board of Trustees (“Board”) is a body corporate. Members of the Board have authority only when acting as the Board in a properly and duly called meeting. The Board will not be bound in any way by any statement or action on the part of an individual Board member or employee except when such action is specifically instructed and authorized by the Board.

Legal Reference: N.C.G.S. § 115D-14

Adopted: October 10, 2018

As required by federal and state law, members of the Board of Trustees and College employees have a legal duty to maintain the confidentiality of non-public, confidential records. From time-to-time and in the scope of their official duties, Board members and College employees are exposed to confidential information that should not be disclosed, in any fashion, except to those individuals/entities that have a legal right to have or view the information. Any College employee who is not sure whether particular information may be protected by state or federal confidentiality laws should seek clarification from his or her immediate supervisor. Board members should seek clarification from the President or Board attorney. When violations occur, appropriate disciplinary action will be taken.

Legal Reference: Family Educational Rights and Privacy Act, 20 U.S.C. § 1232g; N.C.G.S. § 115D-27, -28, -29; § 143-318.11.

Adopted: October 10, 2018

In accordance with N.C.G.S. §§ 14-234, 133-32 and Chapter 138A and in order to avoid conflict of interest, the appearance of conflict of interest or the appearance of impropriety, the Board of Trustees and College employees shall adhere to the following rules:

A. Contracts with the College

Board members and employees shall not do any of the following:

1. Obtain a direct benefit from a contract that he/she is involved in making or administering on the College's behalf unless a legal exception applies;
2. Influence or attempt to influence anyone who is involved in making or administering a contract on the College's behalf; or
3. Solicit or receive any gift, favor, reward, service or promise of reward, including a promise of future employment, in exchange for recommending, influencing or attempting to influence the award of a contract by the College.

A Board member or employee is involved in administering a contract if he/she oversees the performance of the contract or has authority to interpret or make decisions regarding the contract. A Board member or employee is involved in making a contract if he/she participates in the development of specifications or terms of the contract or participates in the preparation or award of the contract. An employee derives a direct benefit from a contract if the employee or his/her spouse does any of the following: (a) has more than ten percent (10%) ownership or other interest in an entity that is a party to the contract; (b) derives any income or commission directly from the contract; or (c) acquires property under the contract.

B. Receipt of Gifts

Unless a legal exception otherwise applies, no Board member or College employee may accept gifts from any person or group desiring to do or doing business with the College unless such gifts are instructional products or advertising items of nominal value that are widely distributed to the general public.

C. Reporting Requirements

Any Board members or employee who have questions regarding this Policy or whose actions could be construed as involving a conflict of interest shall report as follows:

1. College employees shall report to their immediate supervisor.
2. President / Board Members shall give written notice to the Board Chair.

3. Board Chair shall give notice to the board and record in the minutes, notifying the College's legal counsel as appropriate.

D. N.C. State Ethics Act

Pursuant to N.C.G.S. § 138A-3(30)(k), all voting Board members, the President and the Vice President for Administrative Services¹ (“Covered Persons”) are subject to the N.C. State Ethics Act. Covered Persons shall complete and file a public disclosure of economic interests as required under the Act, adhere to the ethics standard required under the Act and shall complete all required mandatory ethics education and training.

Any applicable State Board administrative regulations and rules and any applicable North Carolina state law will take precedence over this Policy.

Legal Reference: N.C.G.S. §§ 14-234, 115D-26, 133-32 and Chapter 138A

Adopted: October 10, 2018

¹ The State Ethics Act defines the President, Chief Financial Officer and Chief Administrative office as “covered persons” under the Act.

The Board of Trustees' policies shall constitute the basic governance for the College. All of the Board's policies shall be contained in the College's Policy Manual.

I. Adopting and Amending Policies

The following procedures shall be followed when adopting or revising policies:

- A. Either when directed by the Board or when necessitated by changes to federal and/or state laws and regulations or when otherwise determined in the best interest of the College or necessary due to operational and/or management issues, the President or President's designee shall draft and propose new policies and/or provide amendments to current policies.
- B. The President shall present the proposed policy to the Board at a regularly scheduled Board meeting for first reading. If approved at first reading, the proposed policy will stand open until the next regularly scheduled Board meeting where the Board will take formal action on the proposed policy. In the event of an emergency or special condition (e.g., legal changes mandated by a specific date), the Board may waive second reading and approve the proposed policy at first reading.
- C. During the policy development process, the President shall consider, and when necessary solicit, the views and considerations of faculty and staff members, students and the public.
- D. Board members may propose amendments to proposed policies at any time during the process. An amendment will not require that the proposed policy go through an additional reading unless the Board determines that the amendment needs further consideration and an additional reading is warranted and necessary.
- E. In order for the proposed policy to be official, the proposed policy must be formally adopted by a majority of the Board members present at an official Board meeting with the Board's action being recorded in the Board's minutes.

II. Adopting Administrative Procedures

Unless otherwise stated in a specific policy, the President is hereby authorized to develop and implement administrative procedures and rules that are in furtherance of and consistent with the Board's policies.

Legal Reference: N.C.G.S. § 115D-20

Adopted: October 10, 2018

All official business conducted by the Board of Trustees shall be conducted at a duly noticed, official meeting of the Board. Pursuant to North Carolina law, a “meeting” of the Board occurs whenever a majority of the members of the Board meet, in person or by some electronic means, in order to: conduct a hearing, deliberate, take action, or otherwise transact public business. All Board meetings must be called pursuant to the proper notice and all meetings are open to the public except for closed session.

I. Board Meetings

Pursuant to applicable North Carolina law, the Board is allowed to conduct four types of official meetings: regular meetings, special called meetings, emergency meetings and recessed meetings. All meetings are public meetings unless designated as a closed session meeting.

A. Types of Meetings

- 1. Regular Meeting.** The Board shall maintain a schedule of regular meetings in accordance with the Board’s By-Laws. The Board shall maintain a copy of the schedule of its regular meetings on its website. If the schedule is revised, the Board’s Secretary shall update the website as soon as possible. Any changes to the regular meeting schedule, except for the cancellation of a meeting, shall require seven (7) days’ notice.

The Board’s Secretary shall keep the minutes for all regular meetings and the minutes shall be approved by the Board at its next regular meeting.

- 2. Special Called Meeting.** A special-called meeting may be called by either the Board Chair or the College President. The Board’s Secretary shall prepare the notice for the special called meeting. The notice must be sent to Board members at least 48 hours in advance and the notice must state the time, place and purpose(s) for the special called meeting. The notice will be sent via electronic mail to the Board members’ email address of record.. In addition, the Board’s Secretary shall deliver the notice by email to each person who has submitted a written request for notices of the Board’s meetings.

The Board’s Secretary shall keep minutes of all special-called meetings and the meeting shall be approved by the Board at its next regular meeting.

- 3. Emergency Meeting.** In the event of a generally unexpected circumstance that requires the Board’s immediate consideration and a meeting is necessary without 48 hours’ notice, the Board Chair or the College President may call an emergency meeting. The Board’s Secretary shall prepare the notice of the time and location for the meeting. The notice shall

be sent via electronic mail to Board members' email address of record. In addition, the Board's Secretary shall deliver the notice by email to each person who has submitted a written request for notices of the Board's meetings.

The Board's Secretary shall keep minutes of all special-called meetings and the meeting shall be approved by the Board at its next regular meeting.

4. **Recessed Meeting.** If proper notice was given at the original meeting and if the time and place of the recessed session were set during open session, no further notice is required, except, notice shall be posted on the College website prior to the scheduled recess meeting.

B. Closed Session Meetings

The Board may conduct business in closed session when permitted by the reasons enumerated in N.C.G.S. § 143-318.11(a) or as otherwise permitted by law. The Board may hold a closed session upon a motion duly made and adopted during the open portion of the meeting. Every motion shall site the legal reason for going into closed session and the law that renders the information confidential or privileged. A motion based on the need to consult with an attorney employed by the Board regarding the handling or settlement of a lawsuit must identify the parties in the lawsuit.

Unless otherwise designated by the Chair, the Board's Secretary shall keep minutes of all special-called meetings and the meeting shall be approved by the Board at its next regular meeting.

C. Electronic Meetings

The Board may conduct a meeting by use of conference telephone or other electronic means indicated by N.C.G.S. § 143-318.13(a). The Board shall provide a location and means whereby the public may listen to the meeting.

II. Committee Meetings

In accordance with the Trustees' By-Laws, the Board may establish standing or ad hoc committees as necessary. The Chair shall appoint the members of the committees as well as the committee chairs. Committees established by the Board, including the Executive Committee, are subject to this policy except that a majority of the committee's members, present and in attendance at the meeting, shall constitute a quorum of the committee.

III. Meeting Procedures

- A. **Parliamentary Procedures.** When conducting its meeting, the Board shall use the parliamentary procedures consistent with the most updated version of *Roberts Rules of Order*. As part of his/her official duties, the Board Chair shall serve as the

parliamentarian officer and shall rule on issues and questions concerning parliamentary procedure. As needed, the Board Chair shall consult with the Board's attorney regarding matters of parliamentary procedure.

- B. Meeting Agenda.** The Board Chair and the President will prepare a proposed agenda for each Board meeting. A request to have an item of business placed on the agenda must be received at least seven (7) business days before the meeting. Each Board member will receive a copy of the proposed agenda five (5) business days prior to the meeting and the agenda will be available for public inspection and/or distribution immediately after being made available to Board members. At the meeting, the Board may, by a majority vote, add an item that is not on the agenda.
- C. Quorum.** A majority of voting members of the Board in actual attendance at meetings (seven (7) members) shall constitute a quorum for the transaction of business. Unless otherwise stated, no business shall be transacted without a majority vote of the quorum. A Board member may participate by remote or electronic access as allowed by law. A majority of the full Board is required for the election, non-renewal or termination of the College President.
- D. Ethics Statement.**

At the beginning of each Board meeting (including Board committee meetings), the Chair shall remind all members of their duty to avoid any conflict of interest and shall inquire as to whether there is any known conflict of interest with respect to any matters coming before the Board (or Board committee) at that time.
- E. Board Secretary.** All duties assigned herein to the Board Secretary may be assigned to the President and the Executive Assistant to the President as allowed in the By-Laws.

Legal Reference: Chapter 143, Article 33C of the North Carolina General Statutes;
N.C.G.S. § 138-15(e)

Adopted: October 10, 2018

As needed, the Board will retain attorneys to provide legal services for it and the College, including both legal advice and representation in litigation. Such employment shall be at the pleasure of the Board. Any attorney retained by the Board represents the legal entity of the Board and not any individual Board member or administrator. The President may consult with the Board attorney as needed to carry out administrative operations and to protect the Board and the College from liability. Other staff may consult with the Board attorney as determined appropriate by the President.

Adopted: October 10, 2018

This Policy sets forth the duties and expectations of members of the Board of Trustees as well as the process for removal of a Board member. Board members are expected to perform essential functions for the College as described in the General Statutes, the Board of Trustees' By-Laws and College policy. Board members should perform these duties faithfully upholding the integrity of the office while avoiding impropriety or the appearance of impropriety.

I. Standards of Conduct

Board members shall uphold the following standards of conduct when carrying out their official duties:

- A. Adequately prepare for and attend Board of Trustee meetings and its respective committees.
- B. Render all decisions based on the available facts and appropriately seek out information from the College President, when necessary, in order to carry out the duties of the Board when making decisions and monitoring the affairs of the College.
- C. Maintain the confidentiality of information that is made private under the law and do not disclose matters discussed in closed session.
- D. Avoid conflicts of interest and avoid the appearance of conflicts of interest. When a conflict or potential conflict arises, the member should bring the matter to the attention of the Chair.
- E. Serving on and contributing to the work of Board and College committees when assigned.
- F. Understand that the Board of Trustees' authority arises out of official actions taken by the Board in a called meeting. Members may not obligate the College to any contract, promise or other liability and should refrain from acting individually on behalf of the College or Board of Trustees unless authorized to do so.
- G. Adhere to North Carolina open meeting and public records laws.
- H. Participate in a College-approved trustee orientation as well as the mandated State ethics training.
- I. Adhere to the applicable provisions of the State Ethics Act.

II. Removal of a Board of Trustee Member

- A. In accordance with N.C.G.S. §115C-19, the Board of Trustees may declare vacant the office of a member of the Board who:
1. does not attend three consecutive scheduled meetings of the Board without justifiable excuse; or
 2. does not, within six months of appointment, participate in a trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees or other organization approved by the Board.

Prior to declaring the office of a member vacant for the reasons above, the Board shall provide the member an opportunity to provide information on why the member has failed to meet either requirement.

- B. Should the State Board of Community Colleges have sufficient evidence that any member of the Board is not capable of discharging, or is not discharging, the duties of his/her office as required by law or lawful regulation, or is guilty of immoral or disreputable conduct, the State Board shall notify the Board Chair, unless the Chair is the offending member, in which case the other members of the Board shall be notified. The Board may request assistance from the Board's attorney or another professional to investigate the matter. Upon receipt of such notice there shall be a meeting of the Board for the purpose of investigating the charges, at that meeting a representative of the State Board of Community Colleges may appear to present evidence of the charges. The allegedly offending member shall be given proper and adequate notice of the meeting and the findings of the other members of the Board shall be recorded, along with the action taken, in the minutes of the Board. If the charges are, by an affirmative vote of two-thirds of the members of the Board, found to be true, the board of trustees shall declare the office of the offending member to be vacant.

The Board may initiate its own investigation into a member's actions upon receipt of sufficient information that the member is not discharging the duties required of the office or is guilty of immoral or disreputable conduct. Any hearing on the matter shall be conducted in accordance with this section.

- C. The Chair shall notify the appointing agency of any vacancy on the Board.

Legal Reference: N.C.G.S. § 115D-20; Trustee By-Laws

Adopted: October 10, 2018

In accordance with N.C.G. § 115D-17, members of the Board of Trustees are prohibited from receiving compensation for their services. However, members shall receive reimbursement for cost of travel, meals and lodging while performing official duties in accordance with these policies and procedures.

Legal Reference: N.C.G.S. § 115D-17

Adopted: October 10, 2018

The Board shall ensure that sound fiscal and management practices are employed in the operation of the College's business office. To that end, the Board requires the following:

- A. The College expends all funds prudently and consistently within the adopted budget.
- B. The College shall manage the budget to ensure the percentage of State current operating funds remaining unexpended in the budget does not exceed five percent or five times the system-wide percentage, whichever is higher.
- C. The College's institutional fund accounts do not have a negative balance at the end of the fiscal year unless such an instance exists for a planned reason, such as an anticipated reimbursement. If any of the College's institutional fund accounts have a negative balance at year-end, the negative fund balance shall be reviewed by the President and Vice President of Administrative Services/ Chief Financial Officer. In the event the negative balance is not due to a planned reason, the President and the Vice President of Administrative Services/ Chief Financial Officer shall develop a plan to rectify the negative balance and shall report the matter to the Board at its first scheduled meeting in the new fiscal year.
- D. The College shall track expenditures consistent with the North Carolina Community College System's Chart of Accounts, as outlined in the North Carolina Community College System Accounting Procedures Manual (see Policy 6.3.5 – Chart of Accounts).
- E. The President or designee shall provide financial reports to the Board no less than once per quarter¹.
- F. The College shall participate in the EAGLE Program (Enhancing Accountability in Government through Leadership and Education) and shall maintain a system of internal controls as required by N.C.G.S. 143D – The State Governmental Accountability and Internal Control Act.
- G. The College shall not overdraw accounts by ensuring bank accounts are reconciled and any discrepancies resolved within thirty (30) business days from the end of the prior month. In the event the College fails to comply with this requirement more than once during a fiscal year, such information shall be reported to the Board at its first scheduled meeting following the month of non-compliance.
- H. The College shall submit complete and accurate financial statements to the North Carolina Office of the State Controller by deadline as prescribed by the State Controller.

¹ The Board can adopt another schedule.

- I. The College shall conduct audits consistent with N.C.G.S. §115D-20(9) and N.C.G.S. § 115D-58.16 (see Policy 6.2.6).
- J. Once established, the President shall address to the Board any findings identified in audits, compliance reviews, SACSCOC reviews, or other monitoring reviews. The President shall address the matter with the Board at the first scheduled meeting following notice of the findings.
- K. To ensure that the College actively seeks to fill leadership and other supervisory positions in a timely manner with individuals of high competence.
- L. To monitor employee turnover by providing an employee vacancy report for information to the Board at least biannually.

Legal Citation: 1A SBCCC 200.4

Adopted: October 10, 2018

I. President Selection Process

- A. When a presidential vacancy occurs or is anticipated, the Board shall notify the System President and invite the System President or the System President's designee to meet with the board of trustees to discuss legal requirements and other procedural matters while also providing technical assistance to the Board as needed.
- B. In selecting the College's President, the Board shall, at minimum, consider general input from College and community stakeholders on the desired attributes of a college's president and evaluate more than one candidate for the position. The State Board may waive this requirement at the request of the Board if the State Board determines it is in the College's interest to do so.
- C. The Board shall submit at least one candidate to the System President for review at least ten business days prior to the next regularly scheduled SBCC Personnel Committee meeting or at least ten business days prior to a special called SBCC Personnel Committee meeting.
- D. While completing the review process, the System President or the System President's designee shall confirm that the Board completed a background check to include the following:
 - 1. Social security number verification,
 - 2. Criminal history check,
 - 3. Civil litigation history check,
 - 4. Education verification,
 - 5. Employment verification, and
 - 6. Personal credit history check.
- E. Upon completion of the review process, the System President shall present the name(s) of candidate(s) to the Personnel Committee of the SBCC for consideration and assessment.
- F. Following consideration and assessment of the candidate(s), the Personnel Committee of the SBCC or the SBCC shall authorize the System President to communicate the Personnel Committee's or the SBCC's assessment to the Board.
- G. The Board shall proceed with the final election process and submit the Board's final election to the SBCC for approval. The Board shall submit its recommendation in writing to the System President at least five business days prior to the next meeting of the SBCC.

- H. The SBCC shall act upon the Board's election at the SBCC's regularly scheduled meeting following receipt of the Board's election unless delayed for cause as determined by the SBCC.
- I. The System Office shall convey in writing to the chairman of the Board the SBCC's action on the Board's election. The action of the SBCC is final.
- J. The College shall execute a contract prior to SBCC action to approve the Board's presidential election without a provision specifying that the effective date of the contract is subject to the SBCC's approval of the presidential election.

II. Contract

The President shall receive a contract and Board shall specify in the President's contract the contractual term, salary, additional benefits, if any, and contract termination procedures.

III. Duties

The President is charged by the Board with full responsibility and authority for the College's operation pursuant to state and federal statutes, policies, rules and regulations and the Board's policies and procedures. The President shall be responsible for other duties as the Board may delegate and require.

Legal Reference: N.C.G.S. § 115D-20; 1C SBCCC 300.1

Adopted: October 10, 2018

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