

## **ITEM B.5**

### **Subject: Board Governing Policies and Procedures Manual**

#### **Background/Discussion:**

As the Board increases its focus on governance, periodic reviews of Board policies, procedures and rules would serve to ensure all Board members are aware of existing provisions and have opportunity for input on future direction. It is anticipated that time could be set aside at each regular meeting for this review and discussion.

To this end, attached are the Bylaws and Section I. General Policies and Procedures, subsections A-D. These sections essentially provide provisions in the Board's governance of itself. The Board may wish, as time allows, to review these sections and ensure all members are aware of the provisions and to discuss and give direction to the staff on any desired changes. There are some obvious "housekeeping" type changes necessary in relation to references to new committees, agenda composition, etc. Staff will forward suggested revisions in these areas in June.

**Idaho State Board of Education**  
**GOVERNING POLICIES AND PROCEDURES**  
SECTION: BYLAWS

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**BYLAWS**

**A. Membership.**

The membership of the State Board of Education and Board of Regents of the University of Idaho is determined in accordance with the Constitution of the State of Idaho and by legislative enactment.

**B. Office of the State Board of Education.**

The Board maintains an Office of the State Board for the purpose of carrying out the administrative, financial, and coordinating functions required for the effective operation of the institutions and agencies under the governance of the Board. The staff of the Office of the State Board is under the direction of an executive director responsible directly to the Board.

**1. Staff Professional Development.**

The Board encourages the professional development of its employees in the Office of the State Board of Education. The same opportunities afforded to comparable positions in the institutions will be extended to Board officers to the maximum extent possible. Employees seeking professional leave with compensation must commit to returning to service in the Board office for a period of time equivalent to the paid professional leave. Should the employee fail to return and meet the service requirement, repayment of the compensation received during the professional leave will be required.

**C. Powers and Duties.**

The State Board of Education and Board of Regents of the University of Idaho has all the powers and duties specified in the Constitution of the State of Idaho and the Idaho Code.

**D. Meetings.**

1. The Board holds at least four (4) regular meetings annually. A quorum of the Board consists of five (5) Board members. A quorum of the Board must be present for the Board to conduct any business.
2. The Board will maintain a 12-month running meeting schedule. To accomplish this, the Board will, at each of its regularly scheduled meetings, update its 12-month running schedule of Board meetings, provided, however, that the Board by majority vote, or the Board president after consultation with Board members, may reschedule or cancel any meeting.

## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

## **SECTION: BYLAWS**

---

3. The Board may hold special meetings by vote of a majority of the Board taken during any regular meeting or by call of the Board president.
4. All meetings of the Board are held at such place or places as may be determined by the Board.
5. All meetings of the Board are conducted and notice thereof provided in accordance with the Idaho "Open Meeting Law." An executive session (a closed meeting) of the Board may be held upon a two-thirds vote of a quorum of the Board for the purpose of considering (a) appointment of an employee or agent, (b) employee evaluation or termination or hearing of complaints and disciplinary action, (c) labor negotiations or acquisition of private real property, (d) records that are exempt from public inspection, (e) preliminary negotiations on matters of trade or commerce, or (f) matters of pending or probable litigation as advised by its legal representatives.

### **E. Rules of Order.**

1. Meetings of the Board are conducted in accordance with controlling statutes and applicable bylaws, regulations, procedures, or policies. In the absence of such statutes, bylaws, regulations, procedures, or policies, meetings are conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised* except that a Board action that conflicts with a previous action takes precedence.
2. With the exception of usual, short, parliamentary motions, all motions, resolutions, or other propositions requiring Board action will, whenever practicable, be reduced to writing before submission to a vote.
3. A record vote of the Board is taken in rotational order on all propositions involving any matters of bonded indebtedness; convening an executive session of the Board; or on any other action at the request of any Board member or upon the advice of legal counsel.

### **F. Officers and Representatives.**

1. The officers of the Board include:
  - a. A president, a vice president, and a secretary, who are members of the Board.
  - b. An executive secretary, who is the state superintendent of public instruction.
2. The president, vice president, and secretary are elected at the organizational meeting for one (1) year terms and hold office until their successors are elected. Vacancies in these offices are filled by election for the remainder of the unexpired term.
3. Board representatives to serve on other boards, commissions, committees, and similar bodies

**Idaho State Board of Education**

**GOVERNING POLICIES AND PROCEDURES**

**SECTION: BYLAWS**

---

are appointed by the Board president.

4. The executive director is appointed by and serves at the pleasure of the Board unless the contract of employment specifies otherwise. The executive director serves as the chief executive officer of the Office of the State Board of Education.

**G. Duties of Board Officers.**

1. Board President.

The Board president:

- a. Presides at all Board meetings, with full power to discuss and vote on all matters before the Board.
- b. Submits such information and recommendations considered proper concerning the business and interests of the Board.
- c. Signs, in accordance with applicable statutes and Board action, all contracts, minutes, agreements, and other documents approved by the Board, except in those instances wherein the Board, by its procedures, has authorized the Board president to designate or has otherwise designated persons to sign in the name of or on behalf of the Board.
- d. Gives prior approval for any official out-of-state travel of seven (7) days or more by Board members, agency and institution heads, and the executive director.
- e. Subject to action of the Board, gives notice and establishes the dates and locations of all regular Board meetings.
- f. Calls special Board meetings at any time and place designated in such call in accordance with the Open Meeting Law.
- g. Establishes screening and selection committees for all appointments of agency and institutional heads.
- h. Appoints Board members to all standing and interim committees of the Board.
- i. Establishes the Board agenda in consultation with the executive director.
- j. Serves as chief spokesperson for the Board and, with the executive director, carries out its policies between meetings.

2. Vice President.

## Idaho State Board of Education

# GOVERNING POLICIES AND PROCEDURES

## SECTION: BYLAWS

---

The vice president:

- a. Presides at meetings in the event of absence of the Board president.
- b. Performs the Board president's duties in the event of the Board president's inability to do so.
- c. Becomes the acting Board president in the event of the resignation or permanent inability of the Board president until such time as a new president is elected.

### 3. Secretary.

The secretary:

- a. Presides at meetings in the event of absence of the Board president and vice president.
- b. Signs, in accordance with applicable statutes and Board action, all minutes, contracts, agreements, and other documents approved by the Board except in those instances wherein the Board, by its procedures, has authorized or has otherwise designated persons to sign in the name of or on behalf of the Board secretary.

### 4. Executive Secretary.

The state superintendent of public instruction, when acting as the executive secretary, is responsible for:

- a. Carrying out policies, procedures, and duties prescribed by the Constitution of the State of Idaho and the *Idaho Code* or established by the Board for all elementary and secondary school matters.
- b. Presenting to the Board recommendations concerning elementary and secondary school matters and the matters of the State Department of Education.

### 5. Executive Director.

The executive director serves as the chief executive officer of the Board, as chief administrative officer of the statutory Office of the State Board of Education, and as chief executive officer of such federal or state programs as are directly vested in the State Board of Education. The position description for the executive director, as approved by the Board, defines the scope of duties for which the executive director is responsible and is accountable to the Board.

## H. Committees of the Board

## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

### **SECTION: BYLAWS**

---

The Board may organize itself into standing and other committees as necessary. Committee members are appointed by the Board president after informal consultation with other Board members. Any such standing or other committee may make recommendations to the Board, but may not take any action, except when authority to act has been delegated by the Board. The Board president may serve as an ex-officio member of any standing or other committee. The procedural guidelines for Board committees appear in the Board Governing Policies and Procedures.

For purposes of the bylaws, the University of Idaho, Boise State University, Idaho State University, Lewis-Clark State College, Eastern Idaho Technical College, the College of Southern Idaho and North Idaho College are included in references to the “institutions;” and Idaho Educational Public Broadcasting System, the Division of Vocational Rehabilitation, the Division of Professional-Technical Education, the School for the Deaf and the Blind, the State Department of Education, the State Historical Society, and the State Library are included in references to the “agencies.”\* An institution or agency may, at its option and with concurrence of the Board president, comment on any committee report or recommendation.

#### **1. Planning, Policy and Governmental Affairs Committee**

##### **a. Purpose**

The Planning, Policy and Governmental Affairs Committee is a standing advisory committee of the Board. It is responsible for developing and presenting recommendations to the Board on matters of policy, planning, and governmental affairs. The committee, in conjunction with the chief executive officers and chief administrators of the Board governed agencies and institutions, will develop and recommend to the Board future planning initiatives and goals. This committee shall also advise the Board on collaborative and cooperative measures for all education entities and branches of state government necessary to provide for the general supervision, governance and control of the state educational institutions, agencies and public schools, with the goal of producing a seamless educational system.

##### **b. Composition**

The Planning, Policy and Governmental Affairs Committee is composed of two (2) or more members of the Board, appointed by the president of the Board, who designates one (1) to serve as chairperson of the committee. In addition, it includes as ex-officio, nonvoting members

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\* Definition provided for purposes of the Bylaws only. Recognizing the Board governance relationship varies with each of these entities, the intent in including representatives of each of the agencies and institutions as much as possible in the committee structure is to ensure proper and adequate representation, but is not intended to obligate or interfere with any other local boards or governing entities.

## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

## **SECTION: BYLAWS**

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the chief executives of the institutions; the chief deputy superintendent of public instruction; the chief executive officers or chief administrators of the other agencies; and the Board's executive director. The chairperson presents all committee recommendations to the Board.

### **c. Responsibilities and Procedures**

The Planning, Policy and Governmental Affairs Committee is responsible for making recommendations to the Board in the following general areas:

- (1) long range planning and coordination;
- (2) initial discussions and direction on strategic policy initiatives and goals;
- (3) legislative proposals and administrative rules for Board agencies and institutions;
- (4) coordination and communication with the Governor, the Legislature, and all other governmental entities with regard to items of legislation, Board policy and planning initiatives;
- (5) review and revision of Board policies, administrative rules and education-related statutes for consistency and compatibility with the Board's strategic direction;
- (6) reports and recommendations from the Presidents' Council and the Agency Heads' Council;
- (7) agency and institutional personnel agenda items (until transferred to the Business Affairs and Human Resources Committee as of 1/1/2001);
- (8) other matters as assigned by the Board.

At the direction of the Board President, any matter before the Board may be removed to the Planning, Policy and Governmental Affairs Committee for initial action or consideration.

The Planning, Policy and Governmental Affairs Committee may establish necessary procedures to carry out its responsibilities. Such procedures must be consistent with the Board's Governing Policies and Procedures. The Board's executive director, under the direction of the chairperson, prepares the agenda for and schedules each meeting of the Planning, Policy and Governmental Affairs Committee and maintains a written record of the committee's activities and recommendations. A copy of the written record is included in the official minutes of the State Board of Education and Board of Regents of the University of Idaho.

## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

### **SECTION: BYLAWS**

---

#### **2. Instruction, Research and Student Affairs Committee**

##### **a. Purpose**

The Instruction, Research and Student Affairs Committee is a standing advisory committee of the Board. It is responsible for developing and presenting recommendations to the Board on matters of policy and procedure concerning instruction, research and student affairs.

##### **b. Composition**

The Instruction, Research and Student Affairs Committee is composed of two (2) or more members of the Board, appointed by the president of the Board, who designates one (1) to serve as chairperson of the committee. In addition, it includes as ex-officio, nonvoting members the chief academic officers of the institutions; a representative of the Division of Professional-Technical Education; a representative of the state department of education; a postsecondary faculty representative; a postsecondary chief student affairs officer representative; a postsecondary student body officer representative; a representative of the Targeted Educational Groups Advisory Council; and the Board's chief technology officer and chief academic officer. The chairperson presents all committee recommendations to the Board.

##### **c. Responsibilities and Procedures**

The Instruction, Research and Student Affairs Committee is responsible for making recommendations to the Board in the following general areas:

- (1) agency and institutional instruction, research and student affairs agenda items;
- (2) instruction, academic or professional-technical program approval;
- (3) instruction, academic or professional-technical program review, consolidation, modification, and discontinuance, and course offerings;
- (4) outreach, technology and distant learning impacting programs and their delivery;
- (5) long-range instruction, academic and professional-technical planning;
- (6) registration of out-of-state institutions offering programs or courses in Idaho;
- (7) continuing education, professional development, workforce training, programs for at-risk populations, career guidance;



## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

## **SECTION: BYLAWS**

---

- (8) student organizations' activities and issues; and
- (9) other matters as assigned by the Board.

The Instruction, Research and Student Affairs Committee may establish necessary procedures to carry out its responsibilities. Such procedures must be consistent with the Board's Governing Policies and Procedures. The Board's chief academic officer, in conjunction with other Board governed agencies and under the direction of the chairperson, prepares the agenda for and schedules each meeting of the Instruction, Research and Student Affairs Committee and maintains a written record of the committee's activities and recommendations. A copy of the written record is included in the official minutes of the State Board of Education and Board of Regents of the University of Idaho.

### **3. Business Affairs and Human Resources Committee**

#### **a. Purpose**

The Business Affairs and Human Resources Committee is a standing advisory committee of the Board. It is responsible for developing and presenting recommendations to the Board on matters of policy and procedures concerning business affairs and human resources affairs.

#### **b. Composition**

The Business Affairs and Human Resources Committee is composed of two (2) or more members of the Board appointed by the president of the Board, who designates one (1) to serve as chairperson of the committee. In addition, it includes as ex-officio, nonvoting members the chief financial officers of the institutions; the chief financial officers of the agencies; and the Board's chief financial officer. The chairperson presents all committee recommendations to the Board.

#### **c. Responsibilities and Procedures**

The Business Affairs and Human Resources Committee is responsible for making recommendations to the Board in the following general areas:

- (1) Selection of the external auditor and review of the fiscal and internal audit operations of the agencies and institutions;
- (2) Agency and institutional financial agenda items;
- (3) Coordination and development of guidelines and information for agency and institutional budget requests and operating budgets;

## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

## **SECTION: BYLAWS**

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- (4) Long-range fiscal planning;
- (5) Fiscal analysis of the following
  - (a) New and expanded financial programs;
  - (b) Establishment, discontinuance or change in designation of administrative units;
  - (c) Consolidation, relocation, or discontinuance of programs;
  - (d) New facilities and any major modifications to facilities which would result in changes in programs or program capacity; and
- (6) other matters as assigned by the Board.

The Business Affairs and Human Resources Committee may establish necessary procedures to carry out its responsibilities. Such procedures must be consistent with the Board's Governing Policies and Procedures. The Board's chief fiscal officer, under the direction of the chairperson, prepares the agenda for and schedules each meeting of the committee and maintains a written record of the committee's activities and recommendations. A copy of the written record is included in the official minutes of the State Board of Education and Board of Regents of the University of Idaho.

### **4. Targeted Educational Groups Advisory Council**

#### **a. Purpose**

The purpose of the Targeted Educational Groups Advisory Council (TEGAC) is to provide an advisory and reporting function to the Board regarding the needs and viewpoints of the represented populations with regard to all Board operations. It is intended this Council will provide a mechanism for feedback and ensure the responsiveness of the educational system to the needs and viewpoints of the groups represented. The Targeted Educational Groups Advisory Council shall report to the Board through its representative on the Instruction, Research and Student Affairs Committee.

#### **b. Composition**

The Targeted Educational Groups Advisory Council is comprised of one (1) or more member(s) of the Board, appointed by the president of the Board, who designates one (1) to serve as chair of the committee. Representatives from the institutions, agencies and other groups with targeted educational needs, including but not limited to the Five Tribes in Idaho, the Hispanic Education Task Force, and the education system for the Department of

## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

## **SECTION: BYLAWS**

---

Correction and the Department of Juvenile Justice, will be members of the Advisory Council. In addition, it includes as ex-officio, nonvoting members, designated Board staff. The TEGAC member assigned as the representative to the Instruction, Research and Student Affairs Committee will work with the Council chairperson to present Council recommendations to the Instruction, Research and Student Affairs Committee.

### **c. Responsibilities and Procedures**

The Targeted Educational Groups Advisory Council is responsible for advising the Board in the following general areas:

- (1) initiatives and improvements to the educational system for the benefit of the represented groups;
- (2) related matters pending before the Board's standing committees; and
- (3) policy recommendations, budget items and other matters related to the targeted educational population.

Board staff, under the direction of the Council chairperson, prepares the agenda for and schedules each meeting of the Council and maintains a written record of the Council's activities and recommendations.

## **I. Presidents' Council**

### **1. Purpose**

The Presidents' Council convenes prior to each Board meeting to discuss and make recommendations, as necessary, on agenda items scheduled for Board consideration. The Presidents' Council may also choose or be directed by the Board to meet with the Agency Heads' Council for exchanges of information or to discuss projects of benefit to the entire system. The Presidents' Council reports to the Board through the Planning, Policy and Governmental Affairs Committee of the Board.

### **2. Composition**

The Presidents' Council is composed of the presidents of the University of Idaho, Idaho State University, Boise State University, Lewis-Clark State College, Eastern Idaho Technical College; and the presidents of North Idaho College and the College of Southern Idaho; each of whom has one (1) vote. One (1) of the voting members shall serve as chair of the Council, with a new chair elected each academic year, such that the chair will rotate among the respective members. The

## **Idaho State Board of Education**

# **GOVERNING POLICIES AND PROCEDURES**

### **SECTION: BYLAWS**

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administrator of the Division of Professional-Technical Education and the Board's Executive Director shall be non-voting members of the council.

#### **3. Duties of the Chair**

The chair:

- a. presides at all Presidents' Council meetings with full power to discuss and vote on all matters before the Council;
  - a. establishes the Presidents' Council agenda in consultation with the executive director; and
  - c. maintains open communications with the Board on agenda matters through the Planning, Policy and Governmental Affairs Committee.
4. The executive director will communicate openly and in a timely manner with the Presidents' Council for discussion and recommendation on agenda items.

## **J. Agency Heads' Council**

#### **1. Purpose**

The Agency Heads' Council convenes prior to each Board meeting to discuss and make recommendations, as necessary, on agenda items scheduled for Board consideration. The Agency Heads' Council may also choose or be directed by the Board to meet with the Presidents' Council for exchanges of information or to discuss projects of benefit to the entire system. The Agency Heads' Council reports to the Board through the Planning, Policy and Governmental Affairs Committee of the Board.

#### **2. Composition**

The Agency Heads' Council is composed of the chief administrators of Idaho Educational Public Broadcasting System, the Division of Vocational Rehabilitation, the Division of Professional-Technical Education, the School for the Deaf and the Blind; and representatives from the State Department of Education, the State Library and the State Historical Society; each of whom has one (1) vote. The Board's Executive Director shall serve as chair of the Council.

#### **3. Duties of the Chair**

The chair:

- a. presides at all Agency Heads' Council meetings with full power to discuss and vote on all matters before the Council;

**Idaho State Board of Education**

**GOVERNING POLICIES AND PROCEDURES**

SECTION: BYLAWS

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- b. establishes the Council's agenda in consultation with the Council's members; and
- c. maintains open communications with the Board on agenda matters through the Planning, Policy and Governmental Affairs Committee.

**K. Adoption, Amendment, and Repeal of Bylaws**

Bylaws may be adopted, amended, or repealed at any regular or special meeting of the Board by a majority vote of the Board, provided notice has been presented at the preceding meeting of the Board.