

**A. 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 serve under the direction of the executive director, who is responsible directly to the Board.

**B. Meetings**

1. The Board will maintain a 12-month rolling meeting schedule. To accomplish this, the Board will, at each of its regularly scheduled meetings, update its 12-month rolling 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.
2. 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.
3. All meetings of the Board are held at such place or places as may be determined by the Board.
4. Actions that impact ongoing future behavior of agencies and institutions shall be incorporated into Board policy. Actions limited to a specific request from an institution or agency, if not acted on within one year of approval, must be brought back to the Board for reconsideration prior to action by the institution or agency. This requirement does not apply to program approval time limits.

**C. 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*.
2. A quorum of the Board consists of five (5) Board members.
3. With the exception of procedural motions, all motions, resolutions, or other propositions requiring Board action will, whenever practicable, be reduced to writing before submission to a vote.
4. A roll-call vote of the Board is taken 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. The first voter is rotated on each subsequent roll-call vote.

#### **D. 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 of the Board is selected by the governor under Section 33-104, Idaho Code. At the Board's first meeting in April, the president shall select a vice president and secretary who shall serve for one (1) year terms and hold office until their successors are selected. Vacancies in these offices are filled by president for the remainder of the unexpired term.
3. Board representatives to serve on other boards, commissions, committees, and similar bodies are appointed by the Board president.
4. The executive director is appointed by and serves at the pleasure of the governor. The executive director serves as the chief executive officer of the Office of the State Board of Education.

#### **E. Duties of Board Officers**

1. 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, 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 the Board's policies between meetings.

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2. 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
  - 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 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 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 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. Pursuant to Section 33-102A, Idaho Code, the executive director, under the direction of the state board, shall have such duties and powers as prescribed by the Board..

**F. Standing Committees of the Board**

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 committee is responsible for performing work pursuant to Board policy or delegation. Such committees 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, College of Eastern Idaho, College of Western Idaho, College of Southern Idaho, and North Idaho College are included in references to the “institutions;” and Idaho Public Television, the Division of Vocational Rehabilitation, the Division of Career Technical Education, and the State Department of Education, 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 guidance to the agencies and institutions under the Board on the implementation of Board action 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 guidance on the implementation of the Board’s planning initiatives and goals. This committee shall also provide more detailed information to 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) member to serve as the chairperson and spokesperson of the committee, and is staffed by the Board’s Chief Planning and Policy Officer. The Planning, Policy and Governmental Affairs Committee may form working unit or units, as necessary, to advise the committee. The chairperson presents all committee and working unit updates to the Board.

c. Responsibilities and Procedures

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

- i. Long range planning and coordination;
- ii. Initial discussions and direction on strategic policy initiatives and goals;

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- iii. Legislative proposals and administrative rules for Board agencies and institutions;
- iv. Coordination and communication with the Governor, the Legislature, and all other governmental entities with regard to items of legislation, Board policy and planning initiatives;
- v. Review and revision of Board policies, administrative rules and education-related statutes for consistency and compatibility with the Board's strategic direction;
- vi. Reports and recommendations from workgroups and committees pertaining to education policy, planning and governmental affairs, including career technical education;
- vii. 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 Chief Planning and Policy Officer, under the direction of the chairperson, prepares the agenda for the Planning, Policy and Governmental Affairs Committee work that is under consideration at each meeting of the Board.

**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 implementing Board action and developing guidance to the institutions and agencies 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) member to serve as chairperson and spokesperson of the committee, and is staffed by the Board's Chief Academic Officer. The Instruction, Research and Student Affairs Committee may appoint a working unit or units, as necessary, to advise the committee. One such working unit shall be the Council on Academic Affairs and Programs (CAAP), which shall be composed of the Board's Chief Academic Officer and the chief academic officers of the institutions and agencies. The chairperson presents all committee and working group recommendations to the Board.

c. Responsibilities and Procedures

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

- i. Agency and institutional instruction, research and student affairs agenda items;
- ii. Instruction, academic or career technical program approval;
- iii. Instruction, academic or career technical program review, consolidation, modification, and discontinuance, and course offerings;
- iv. Outreach, technology and distant learning impacting programs and their delivery;
- v. Long-range instruction, academic and career technical planning;
- vi. Registration of out-of-state institutions offering programs or courses in Idaho;
- vii. Continuing education, professional development, workforce training, programs for at-risk populations, career guidance;
- viii. Student organizations' activities and issues; and
- ix. 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, under the direction of the chairperson, prepares the agenda for the Instruction, Research and Student Affairs Committee work that is under consideration at each meeting of the Board.

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 updates 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) member to serve as chairperson and spokesperson of the committee, and is staffed by the Board's Chief Fiscal Officer. The Business Affairs and Human Resources Committee may appoint a working unit or units, as necessary, to advise the committee. One such working unit shall be the

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Financial Vice Presidents council, which shall be composed of the Board's Chief Fiscal Officer and the chief financial officers of the institutions and agencies. The chairperson presents all committee updates to the Board.

c. Responsibilities and Procedures

The Business Affairs and Human Resources Committee is responsible, through its various working unit or units, for providing guidance on the implementation of Board action to the institutions and agencies under the Board in the following general areas:

- i. Agency and institutional financial agenda items;
- ii. Coordination and development of guidelines and information for agency and institutional budget requests and operating budgets;
- iii. Long-range fiscal planning;
- iv. Fiscal analysis of the following:
  - 1) New and expanded financial programs;
  - 2) Establishment, discontinuance or change in designation of administrative units;
  - 3) Consolidation, relocation, or discontinuance of programs;
  - 4) New facilities and any major modifications to facilities which would result in changes in programs or program capacity;
  - 5) Student fees and tuition; 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 the Business Affairs and Human Resources Committee work that is under consideration at each meeting of the Board.

4. Audit, Risk and Compliance Committee

a. Purpose

The Audit, Risk and Compliance Committee is a standing committee of the Board. The Audit, Risk and Compliance Committee provides oversight to the organizations under its governance (defined in Idaho State Board of Education, Policies and Procedures, Section I. A.1.) for: financial statement integrity, financial practices, internal control systems, financial management, and standards of conduct.

b. Composition

The Audit, Risk and Compliance Committee members shall be appointed by the Board and shall consist of five or more members. Three members of the Committee shall be current Board members and at least two members shall be independent non-Board members who are familiar with the audit process and permanent residents of the state of Idaho. No employee of an institution or agency under the governance of the Board shall serve on the Audit, Risk and Compliance Committee. Each Committee member shall be free from any relationship that would interfere with the exercise of independent judgment. Committee members shall not be compensated for their service on the committee, and shall not have a financial interest in, or any other conflict of interest with, any entity doing business with the Board, or any institution or agency under the governance of the Board. Audit, Risk and Compliance Committee members who are Board members may be compensated for Board service. The Audit, Risk and Compliance Committee may appoint a working unit or units, which could include the chief financial officers of the institutions and financial officers of the Board office.

All members shall have an understanding of financial affairs and the ability to exercise independent judgment. Committee appointments will be made in such a way that collectively the Committee membership possesses sufficient knowledge of internal audit, external audit, accounting, finance, information technology, compliance, risk management, higher education, and governance concepts. At least one member of the committee shall have current accounting or related financial management expertise in the following areas:

- i. An understanding of generally accepted accounting principles, experience in preparing, auditing, analyzing, or evaluating complex financial statements, and;
- ii. The ability to assess the general application of such principles in the accounting for estimates, accruals, and reserves, and;
- iii. Experience in preparing or auditing financial statements and;
- iv. An understanding of internal controls.

Members may be reappointed. The Audit, Risk and Compliance Committee chair shall be appointed by the Board president and shall be a Board member.

**c. Responsibilities and Procedures**

It is not the Committee's duty to plan or conduct audits or to determine that the institution's financial statements are complete, accurate and in accordance with generally accepted accounting principles. Management of the applicable institutions and agencies shall be responsible for the preparation, presentation, and integrity of the financial statements and for the appropriateness of the



accounting principles and reporting policies used. The following shall be the principal duties and responsibilities of the Committee:

- i. Recommend the appointment and compensation to the Board of the external auditors. Evaluate and oversee the work of the external auditors. The Committee must review any services prior to being provided by the external auditor. The external auditing firm shall report directly to the committee as well as the Board and the auditor's "engagement letter" shall be addressed to the Committee and the president of each institution. The Committee shall have the authority to engage the Board's legal counsel and other consultants as necessary to carry out its duties.
- ii. Evaluate and oversee the work of the Internal Audit and Advisory Services unit (IAAS), located within the Board office.
- iii. Discuss with the external auditors the audit scope, focusing on areas of concern or interest;
- iv. Review the financial statements, adequacy of internal controls and findings with the external auditors. The external auditor's "management letter" shall include management responses and be addressed to the Audit, Risk and Compliance Committee and president of the institution.
- v. Ensure the external auditor presents the financial statements to the Board and provides detail and summary reports as appropriate.
- vi. Oversee standards of conduct (ethical behavior) and conflict of interest policies of the Board and the institutions and agencies under its governance including establishment of confidential complaint mechanisms.
- vii. Monitor the independence and performance of each organization's external auditor and internal auditing departments;
- viii. Provide general guidance for developing risk assessment models for all institutions.
- ix. Provide an avenue of communication among the external auditor, management, the internal audit staff and the Board.
- x. Maintain audit review responsibilities of institutional affiliates to include but not limited to foundations and booster organizations.
- xi. Oversee institutional compliance programs.

The Audit, Risk and Compliance Committee will meet at least four times per year. The 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 chair, prepares the agenda for work that is under consideration at each meeting of the Board.

5. Executive Committee

a. Purpose

The Executive Committee is responsible for assisting the full Board in discharging its responsibilities with respect to the management of the business and affairs of the Board and the Board Office, to consider matters concerning the Board that may arise from time to time, and to provide direction to the executive director on any of such matters.

b. Composition

The Executive Committee is composed of the current Board president, vice president, and secretary, and the immediate past Board president. The Board's executive director also shall serve on the Executive Committee. The current Board president serves as chairperson of the committee. In the event the past Board president is unable to serve on the Executive Committee, then the Board president may appoint another member of the Board to serve in the place of such former officer.

c. Responsibilities and Procedures

The Executive Committee shall have such duties, responsibilities, and authority as may be delegated from time to time to the Executive Committee by the Board, and in the intervals between meetings of the Board, the Executive Committee shall, in conjunction with the executive director, assist in directing the management of the business and affairs of the Board. However, the Executive Committee may not undertake any action that, pursuant to any applicable law, rule, or policy of the Board, must be performed by another committee of the Board, or which must be acted upon by the whole Board in public session. The Board's executive director, under the direction of the Board president, prepares the agenda for and schedules each meeting of the Executive Committee, which may be conducted telephonically. A written record is not kept of the committee's activities, but it shall be the responsibility of the executive director to promptly communicate to all Board members who are not members of the committee regarding information related to the committee's discussions and activities.

**G. Committee Presentations**

1. The agenda for each regular meeting of the Board shall be organized using the areas of responsibility provided for in regard to each permanent standing committee of the Board, as described in Subsection F above, with the exception of the Audit Committee.
2. The Board member who is the chair of the permanent standing committee and spokesperson shall present the agenda items in the area of the committee's

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responsibility. This presentation may include calling on institutional/agency representatives and/or other individuals. In the event of an absence or conflict with respect to the committee chairperson, the Board president may designate a substitute Board member or Board officer to present the agenda items.

**H. Conflict of Interest**

1. Policy

Members of the Board serve a public interest role and have a clear obligation to conduct all business of the Board in a manner consistent with that role. All decisions of the Board are to be made solely on the basis of a desire to promote the best interests of the public good.

2. Procedure

- a. A conflict of interest occurs when a member's private interests compete with his or her professional obligations to the Board to a degree that an independent observer might reasonably question whether the person's professional actions or decisions are materially affected by personal considerations, including but not limited to personal gain, financial or otherwise.
- b. In the event the Board must consider any transaction for an institution, school or agency that also involves (a) a member of the Board or (b) a member of his or her immediate family or close relative ("immediate family" means spouse, parent, child, stepchild or sibling), or a person residing in the member's household or a legal dependent of the member, or (c) an organization with which a member of the Board is affiliated, such Board member, at the first knowledge of such transaction, must publicly disclose such real or potential conflict to the Board.
- c. Disclosure is also required concerning all relationships and business affiliations that reasonably could give rise to a conflict of interest involving a matter before the Board. Affiliation is understood to exist if a Board member or a member of the Board member's immediate family, or a person residing in the member's household or a legal dependent of the member, is:
  - (1) An officer, director, trustee, partner, employee, or agent of such organization; or
  - (2) Either the actual or beneficial owner of more than five percent (5%) of the voting stock or controlling interest of such organization; or
  - (3) Has any other direct or indirect dealings with such organization from which he or she knowingly benefited (e.g., through receipt directly or indirectly of cash or other property in excess of one thousand dollars (\$1000) a year).

- d. Board members shall also comply with all applicable statutes and rules governing conflicts of interest including, but not limited to, the Bribery and Corrupt Influences Act, Idaho Code §18-1351 et. seq. and the Ethics in Government Act of 1990, Idaho Code §74-401 et. seq.