



Board Bylaws

Title: Article II – Trustee Expectations

Number: B4001

Type: Board – Bylaws

Responsible: Board Chairperson

Related Policies: None

Linked Operating Standards: None

Related Laws: [110 ILCS 805](#); [10 ILCS 5](#); [5 ILCS 120](#)

Related External Standards: None

HLC Criterion: 2C, 3F, 3G, 4B

Section 1 – Trustee Responsibilities

The Board functions as a collective body; no Trustee has individual authority to act on behalf of the Board. The success of the Board depends on each individual Trustee, the duly elected representatives and voice of the College's community, to exercise their legislative responsibility in a positive way.

To that end, in the execution of their Board responsibilities, individual Trustees will:

1. Increase their knowledge of college operations, community needs, and social/economic trends to improve their decision-making competence and strengthen community commitment.
2. Act in a way that inspires confidence, builds public trust, and is consistent with the best interest of the College.
3. Focus on the mission of the College.
4. Act in an ethical and responsible manner.
5. Participate at Board meetings through appropriate preparation, regular attendance, active participation in Board discussions, and volunteer for ad hoc committees or other Board tasks.
6. Understand and support the Board governance concepts, Board policies, and Board operations.
7. Develop and maintain an in-depth knowledge of the community and its needs by participation in community outreach activities.
8. Maintain a working knowledge of the College's organization, programs and services, facilities, and budget.
9. Become well-informed about major initiatives of the College.
10. Engage in Board and self-development activities designed to promote Board effectiveness.
11. Engage in new Trustee orientation development activities.
12. Present a positive image of the College to the community.
13. Respect President-Employee relationships by not engaging in internal individual or collective interests. It is also improper for students, faculty, administrators, or other employees of the College to submit to the unofficial demands of individual Trustees, or seek the participation of individual Board members in

the daily administration and operation of the College, or solicit or use individual Trustees to promote personal or collective constituent goals.

14. Respect the collective decisions of the Board.
15. Refer questions regarding college staffing and operations to the President.
16. Serve as an informed volunteer to participate in legislative events and promote the College's legislative agenda as recommended by the President.
17. Attend community and College events, when willing and able, in accordance with a schedule that is jointly prepared by the President and Board Chairperson.

Section 2 – Trustee Qualifications

Candidates for election to the Board must be a resident elector in the Shawnee Community College District 531 for at least one (1) year immediately preceding the election. In addition, a candidate must be eighteen (18) years of age or older at the time of his or her election or appointment. If a Trustee ceases to reside in the Community College District during the Trustee's term of office, the Trustee must resign from service.

Section 3 – Number of Trustees

Seven (7) Trustees shall be elected at large from the Board of Community College District Number 531, Counties of Union, Alexander, Massac, Pulaski, Johnson, and parts of Jackson, State of Illinois.

Section 4 – Term of Office

Each Trustee of the Shawnee Community College Board shall be elected during the Consolidated Election for a term of six (6) years.

Section 5 – Election of Trustees

The Consolidated Election of Trustees of the Board shall be nonpartisan and shall be held in odd-numbered years in the time and manner provided in the General Election Law. [10 ILCS 5/1-1 et seq.](#)

The Secretary of the Board shall be the Local Election Officer as determined by the Illinois General Election Law.

Trustees of the Shawnee Community College Board shall be elected in the manner provided by state law in [Chapter 110 Section 805/3-7](#) of the Illinois Public Community College Act.

Section 6 – Student Trustee

Consistent with [110 ILCS 805/3-7.24](#), an annual election will be held to elect a non-voting student member of the Board. The election will be decided by a simple majority of those voting in the election. All candidates must be full-time students (12 hours) and in good academic standing. The Student Trustee will serve a one-year term beginning in April. The Student Trustee may participate in special Board meetings or activities at the discretion of the Board Chairperson.

Section 7 – Installation of Trustees

All Trustees shall be required to file with the Board Secretary, prior to assuming office, an Acceptance of Office and Affidavit of Eligibility in the following forms:

I, _____, having been elected to the office of Student Trustee of Shawnee Community College District 531 in the County of Pulaski, in the State of Illinois, DO SOLEMNLY SWEAR OR AFFIRM, that I will support the Constitution of the United States of America and the Constitution of the State of Illinois and will faithfully discharge the duties of the office of Student Trustee to the best of my ability.

I, _____, having been elected to the office of Trustee of the Board Shawnee Community College District 531 in the County of Pulaski, in the State of Illinois, DO SOLEMNLY SWEAR or AFFIRM, that I will support the Constitution of the United States of America and the State of Illinois and will faithfully discharge the duties of the office of Trustee to the best of my ability.

Section 8 – Trustee Orientation

The Board Chairperson and President will assist each newly elected Trustee with becoming familiar with and understanding the Board's functions, duties, responsibilities, policies, and operating standards before the Trustee assumes office.

The orientation process, which shall be the primary responsibility of the Board Chairperson, shall include:

1. Guidance in completing Attorney General's Electronic Open Meetings Act Training within 90 days of being elected or appointed ([5 ILCS 120/1.05](#) Training) and filing of certificate of completion.
2. Instruction explaining the role of a Trustee.
3. Review of all Board policies and operating standards.
4. Explanation of the Illinois Community College Trustees Association (ICCTA) and encouragement to participate in ICCTA sponsored activities.

In addition, each newly elected Trustee will be provided with the opportunity, in either a structured or unstructured forum, to meet with the College President and other administrators and members of the staff, the College attorney, and other members of the Board, to familiarize and orient the new members on matters including: Trustee legal and ethical responsibilities and duties; trusteeship; College fiscal and administrative structure and operation; policy governance; shared governance; and collective bargaining.

Section 9 – Trustee Development

The Board is committed to the continuing development and education of each Trustee. Each Trustee shall be encouraged to attend Board Retreat(s) as scheduled, the Southeast Regional Trustees Association meetings, Illinois Community College Trustees Association Seminars, and other opportunities for professional growth.

Section 10 – Vacancy

Whenever a Trustee vacancy occurs, the Board shall appoint an individual to fill the vacancy within 60 days. The Board will advertise and solicit applications for the vacancy. The individual appointed shall serve until a successor is elected and certified at the next Consolidated Election in accordance with [*Sections 22 17 and 22 18 of the Election Code*](#).

Section 11 – Compensation

Trustees shall serve without compensation, but shall be reimbursed for their reasonable expenses incurred in connection with their service.

Section 12 – Code of Ethics

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Trustees. All decisions and actions of the Board are to be made for the purpose of advancing the best interest of the College. Furthermore, Trustees are fiduciaries of the College and, as such, owe a duty of loyalty to the College and community.

Accordingly, Trustees at all times shall:

1. Govern with responsibility for the public trust, the citizens of the Shawnee Community College District, the future of the College, and the benefit of current and future students.
2. Act in a personal and professional manner that protects the reputation and integrity of the College and avoids the appearance of impropriety.
3. Act in ways that protect the College's financial, personnel, and tangible assets.
4. Act in good faith reasonably, competently, and prudently.
5. Avoid conflicts of interest.
6. Act in a manner that is consistent with the purpose of the College.
7. Act in a manner that supports the Board's policy governance commitment.
8. Act in a manner that supports the successful performance of Board and Trustee responsibilities identified in other Board policies.

To facilitate a climate that supports these activities, the following: defines a set of professional and ethical values; establishes a code of conduct; and defines conflict of interest.

Professional & Ethical Values

The Board recognizes that it has a responsibility to act in an ethical and legal manner. From the Board's perspective, acting ethically means observing standards of right and wrong, good and bad. Further, ethics addresses what individual Trustees ought to do to fulfill their moral obligation as a fiduciary for the Community. Acting in a legal manner means complying with the laws and regulations that apply to the College and elected officials. As such, ethics refers to moral responsibilities and goes beyond legal considerations. Acting ethically and legally involves more than understanding what the right thing is to do; it means that one must perform in ethical and legal ways.

To those ends, the Board recognizes the values of trustworthiness, respect, responsibility, fairness, caring, and citizenship as central to their role as community representatives and adopts these values as an ethical framework to conduct business.

In terms of trustworthiness, the Board wants to be viewed by the community as trustworthy (i.e., people believe in what we do). Components of being trustworthy require individual Trustees to act with honesty, integrity, reliability, and loyalty. Being honest means acting with sincerity, truthfulness, straightforwardness, and avoiding deception. Further, Trustees shall avoid violating confidentiality, being uncivil, or making promises that they might not be able to keep. Integrity refers to “wholeness.” A Trustee who has integrity is consistent in decision-making and behavior, and bases their behavior on a core set of ethics or values. Reliability means Trustees honor their commitments. Ethical Trustees spend the appropriate time each week to perform the job well. Loyalty means protecting and promoting the interests of the community. A Trustee’s primary loyalty is to the College and the public good.

In terms of respect, components include civility, courtesy, decency, autonomy, and tolerance. Civility and courtesy are particularly important when engaging in discussions with others with whom there is disagreement. Autonomy means that others are empowered to make decisions for themselves. Tolerance means acknowledging and considering others’ perspectives on College matters.

In terms of responsibility, the Board must make decisions and choices and be accountable for those. Responsible Trustees do not shift the blame to others. Responsible Trustees do the best they can by being diligent, careful, prepared, and informed. In addition, perseverance is critical in that Trustees must follow through and finish tasks that they promised to do. Responsibility also involves self-restraint, prudence, and recognizing the importance of setting a good example. Responsible Trustees exercise appropriate restraint in their public communications because people view them as representatives of the College.

The components of fairness involve equality, impartiality, openness, and using due process. Exhibiting fairness involves using open and impartial processes for gathering and evaluating information, so that even those who disagree with a decision can understand how it was made. It means seeking equity and avoiding favoritism or prejudice.

In terms of caring, the Board is genuinely concerned about the welfare of others. Trustees, as public officials, care about the common good and welfare of the community. Trustees are often asked to care about many different people–community members, students, faculty, and others. Benevolence as a trustee involves seeking the well-being of the entire community. Challenges arise when decisions must be made for the benefit of the public welfare that may not meet the needs of specific groups. Caring Trustees understand those challenges and realize their role requires focusing on the public good. Because Trustees care about the broader community, they care about being ethical, respectful, responsible, and trustworthy.

Finally, citizenship involves how Trustees behave as part of a community. Ethical citizens obey laws and contribute to the community through service and leadership. Citizenship is concerned with the future health and welfare of society. Trusteeship is an expression of civic leadership. The ethics of trusteeship reflect good citizenship practices.

Code of Conduct

The Board commits itself and its members to ethical and professional conduct. In conjunction with the Board's defined responsibilities, Trustee defined responsibilities, and other policies as appropriate, the following guidelines for conduct will be observed:

1. Trustees must maintain unconflicted loyalty to the interests of the citizens of the College service area. This accountability supersedes any conflicting loyalty that a Trustee might have as an advocate or supporter of specific interest groups, or as a member of other boards, or as an employee of other organizations. This accountability supersedes the personal interest of any Trustee acting as an individual consumer of College services.
2. Trustees shall avoid situations that violate the conflict-of-interest portion of this policy.
3. Trustees shall not use their position to obtain employment by the College.
4. Trustees shall not use their position to provide services or goods to the College that benefit themselves, their family members, or business partners without Board approval.
5. No Trustee may apply for full-time employment at the College or receive consulting contracts from the College until twelve (12) months after termination of duties as a Trustee.
6. Trustees will refrain from publicly criticizing the President, any College employee, or any College Trustee.
7. Trustees will communicate, both verbally and in writing, in a professional and respectful manner.
8. Trustees will not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
9. Trustees will not permit themselves to be used to circumvent established lines of authority or interfere in the normal operating standards for the processing of complaints or grievances within the College.
10. Trustees shall not violate confidentiality including discussions which occur at legally held, closed meetings of the Board. Additionally, Trustees will respect confidentiality as appropriate to issues of a sensitive nature or protected by law.

Conflict of Interest

The Board recognizes that effective College governance is promoted by attracting Trustees who give of their valuable time and effort for the benefit of the College. The Board functions best when Trustees are drawn from varied backgrounds and are engaged community members. The Board respects the right of Trustees to participate in outside business, financial, service, and other activities. This presents the

opportunity for occasional conflicts between a Trustee's personal interest and the interest of the Board/College.

Generally, a conflict of interest is any personal, professional, political, or material financial interest that is (or is reasonably likely to appear) materially adverse to the interests of the College and/or compromises the Trustee's independent judgment. A conflict of interest may also exist in those instances where the actions of a Trustee involve a personal gain or advantage for the Trustee or immediate family member.

Conflicts of interest can arise from one's employment or from one's business and personal relationships, as well as from other causes. The Board believes that mutual interests or possible conflicts of interest may not necessarily prevent the Trustee from performing their duties if appropriate disclosures are made and adequate precautions are taken. Accordingly, Trustees must at all times avoid any conduct that would constitute a conflict of interest between their own interests and the interests of the institution, including avoiding any conduct that would create a material risk of compromising the integrity or damaging the reputation of the College. Moreover, Trustees should avoid situations in which external associations and interests could compromise or reasonably appear to compromise the College's business decisions. Accordingly, each Trustee shall act in a manner consistent with his or her responsibilities to the College and make full disclosure of any relationship, position, or interest that is in conflict with his or her duties as a Trustee and College fiduciary.

It is not the intent of this policy to prevent the College from contracting with corporations or businesses because a Trustee or an immediate family member is an employee of the outside entity. The policy is designed to prevent placing a Trustee in a position where his/her interest in the College and his/her interest in his/her place of employment (or other indirect interest) might conflict and to avoid the appearance of conflicts.

Guidelines for Addressing Conflicts of Interest

The Board shall use the following guidelines and process to address a Trustee's actual or perceived conflict of interest.

- A. Definitions – As used in this policy, the following terms shall have the following meanings:
 1. Conflict of Interest
 - a. A conflict of interest is a situation in which:
 - i. A Trustee has a personal, professional, political, or material financial interest that is (or is reasonably likely to appear) materially adverse to the interests of the College and/or compromises the Trustee's independent judgment. An interest is considered "materially adverse" if it can be reasonably expected to impair the individual's ability to consider, recommend, or carry out an appropriate course of action as a result of the individual's other interests or responsibilities.
 - ii. A Trustee's actions result or reasonably appear to result in a personal gain or advantage to the Trustee or an immediate family

member. For the purpose of this policy, the terms “gain”, “advantage”, and “benefit” include direct and indirect methods.

- iii. A Trustee or any member of the Trustee’s immediate family has a material financial interest as owner, investor, officer, director, Trustee, partner, employee, contractor, consultant, or recipient of a gift with any entity (person, firm, corporation, or organization) that supplies or receives funds, goods, services, or required approvals to or from the College, or proposes to do so in the foreseeable future.
- iv. A Trustee has a continuing relationship with another College or with any other entity engaged in the delivery of postsecondary educational services such that the relationship may influence the exercise of the Trustee’s professional judgment on behalf of the College.
- v. A Trustee or any member of the Trustee’s immediate family stands to benefit professionally or in a material financial way as the result of Board action on any matter.
- b. The following is a non-exhaustive, illustrative list of potential conflicts of interest:
 - i. Soliciting, either directly or indirectly, any contract or service between the College and any third party of which a Trustee, or members of their immediate families, are owners, partners, members, employees, or have any substantial interest, financial or otherwise.
 - ii. Holding, either directly or indirectly, a material financial interest in an outside entity that competes with services offered by the College.
 - iii. Holding, either directly or indirectly, a material financial interest in an outside entity that provides goods and/or services to the College.
 - iv. Any activity which interferes, either directly or indirectly, with the performance of the Trustee’s responsibilities.
 - v. Any direct or indirect activity that constitutes nepotism. As defined herein, “nepotism” includes, but is not limited to, recommending, offering, or entering into any contract with an immediate family member or any other action which could materially (or otherwise directly or indirectly) benefit an immediate family member.
 - vi. Using the College’s resources for personal benefit, for the benefit of an immediate family member, friend, or for the benefit of an outside entity (e.g., using the institution’s space, equipment, and/or College employees, without the written approval of the President).
 - vii. Disclosing, either directly or indirectly, confidential or proprietary College information for personal gain, gain of an immediate family member, or gain through a third party.
 - viii. Performing College services (e.g., teaching, counseling, administrative, etc.) as a full-time employee or independent contractor.
 - ix. Soliciting or accepting a gift, monetary loan, good, service, or any item of value which tends to influence the manner in which the Trustee performs their official duties.

- x. Extending a gratuity or special favor to a Trustee or employee of the College under circumstances which might reasonably be interpreted by a disinterested person as an attempt to influence the individual in the performance of his or her duties.
- 2. Immediate Family Member – A Trustee’s immediate family includes the Trustee’s spouse or domestic partner, the Trustee’s child, adopted child, stepchild, foster child, step-relations, in-laws, brother, sister, parent, grandparent, grandchild or the respective spouse of any of the foregoing, aunt, uncle, niece, nephew, or first cousin; and any other person residing within the Trustee’s household.
- 3. Material Financial Interest – A financial interest is presumed to be a material financial interest if it entails:
 - a. Any ownership or investment interest (including stock, options, a partnership interest, or any other ownership or investment interest) valued at more than \$10,000, except equity in a publicly traded company amounting to less than a five percent ownership interest in the company.
 - b. Receipt of non-dividend compensation (including salary, consulting or professional fees, royalty payments or other remuneration) of more than \$10,000 in any 12-month period or the expectation of such compensation in the future.
 - c. Receipt of real property, personal property, intellectual property, or any other interest valued at \$10,000 or more.
 - d. A position of real or apparent authority in an outside entity, such as director, officer, Trustee, or partner. A Trustee is not deemed to have a material financial interest in a publicly-traded entity solely by reason of an investment in that entity by another publicly-traded entity, such as through a mutual fund of which the Trustee does not control investment decisions.
- 4. Gift – A gift is any item, whether money, goods or services, of greater than nominal value received directly or indirectly by a Trustee from any entity that supplies or receives funds, goods, services, or required approvals to or from the College, or proposes to do so in the foreseeable future. A gift can include the positive difference, if any, when the amount paid by a Trustee for an item is subtracted from the item’s fair market value. A gift can take the form of a loan on less than arm’s length terms. Ordinarily, a gift valued at \$100 or less shall be considered a gift of nominal value.

B. Trustee Obligations

- 1. Disclosure of Conflicts of Interest – A Trustee who has a known material financial interest in, or other potential conflict of interest relating to a pending or proposed matter before the Board, shall promptly disclose to the Board the existence of the interest and other material information that the Trustee may have regarding the transaction or arrangement.
- 2. Participation in Decision-Making – A Trustee shall promptly recuse themselves from any participation, direct or indirect, with respect to any matter as to which they have a conflict of interest. A Trustee who has

- recused themselves from participation in a matter is precluded from participating in debate or discussion as to that matter as well from decision-making with respect to such matter. Additionally, a Trustee shall not participate in a matter while a determination of a conflict is under review as noted in the process below.
3. Annual Disclosure Form (Statement of Economic Interest) - Each Trustee shall annually sign and submit a statement to the Board Finance Committee Chairperson disclosing all known material financial interest as required by law. Trustees are required to sign and submit an updated form when circumstances change.
 4. Gifts - Trustees shall not encourage or accept gifts, favors, or gratuities for themselves or for immediate family members from any individual or entity that, to the Trustee's knowledge, has or seeks to have a business relationship with the College. Any Trustee that receives a gift greater than nominal value shall submit a Gift Disclosure Form to the Board Secretary prior to next regularly scheduled Board meeting.
 5. Appropriation of College Opportunities - Trustees shall inform the Board of business opportunities that may be of interest to the College instead of taking the opportunity to further their personal business interest.
 6. Confidentiality - Trustees may not use confidential information acquired as a result of service to the College for any purpose unrelated to College business or provide such information to any third party without the consent of the Board. Wrongful use of College information includes, but is not limited to, use or disclosure of information to engage, invest, or otherwise participate in any business, project, venture, or transaction other than through the College.

C. Process for Resolving Conflicts of Interest

1. The Chairperson of the Board's Finance Committee shall review annual disclosure statements and any other disclosed or reported conflict to determine whether a material financial interest has been disclosed. If a material financial interest is disclosed or if the Chairperson of the Finance Committee has reason to believe that a conflict of interest exists, the Chairperson of the Finance Committee shall promptly obtain from the interested Trustee any additional information that the Finance Committee Chairperson believes may be informative.
2. The Finance Committee Chairperson shall review the matter and determine whether there is a conflict of interest. If the Finance Committee Chairperson determines that a conflict of interest exists, they shall so advise the interested Trustee. If the Finance Committee Chairperson or the interested Trustee believes that further assistance is needed, the matter may be referred to the Board Chairperson.
3. If the Finance Committee Chairperson or the Board Chairperson is the interested Trustee, the matter shall be referred to the Board. In addition, if the Finance Committee Chairperson and the Board Chairperson are

- immediate family members, as defined above, then the matter shall be referred to the Board Vice Chairperson.
4. If a conflict-of-interest determination is referred to the Board Chairperson, it shall be the obligation of the Board Chairperson to determine whether a conflict of interest exists. If the matter cannot be resolved between the Board Chairperson and the interested Trustee, the Board Chairperson shall refer the matter to the Board.
 5. If a conflict-of-interest determination is referred to the Board, the Board shall decide whether a conflict of interest exists. The Board may question the interested Trustee, and the interested Trustee shall have an opportunity to address the Board as to whether there is a conflict.
 6. In all instances in which either the Finance Committee Chairperson, the Board Chairperson, or the Board is called upon to determine whether a conflict of interest exists, the presumption shall be that there is a conflict of interest, and the presumption shall not be rebutted unless there is clear and convincing evidence that such a conflict does not exist.
 7. If it is determined that a conflict of interest exists, then the interested Trustee shall not participate in Board discussion of the matter, shall not speak to individual Trustees about the matter before or during the meeting, and shall not cast a vote (abstain) on the matter. The minutes of the Board meeting shall include the notation that, with respect to that particular matter, the affected Trustee did not participate in discussion and did not vote (abstained) because of a disclosed conflict of interest.
 8. Whenever the Board holds a meeting at which a Trustee's interest in a matter is disclosed, a determination regarding the existence of a conflict of interest is made, or a matter with respect to which a Trustee has a conflict of interest is considered, the Board's consideration of these issues shall be reflected in the minutes of the meeting.
 9. No transaction or action undertaken by the College shall be void or voidable, or may be challenged as such by an outside party, by reason of having been undertaken in violation of this Policy or the principles set forth herein.

Policy Violations

Failure to comply with any provision of this Code of Ethics policy may result in corrective action as deemed appropriate by the Board Chairperson or the Board.

Change Log		Governance Unit: Board of Trustees
Date	Description of Change	
03-07-22	Initial Adoption	
06-15-23	Minor Grammatical Edits; Added Operating Standards for Board Organization, Orientation, Development, and Vacancy	
08-15-24	Board Reviewed, Clarified Responsibilities & Professional Growth of Trustee and Student Trustee	
08-21-25	Board Reviewed, HLC Criterion Updated	