



Board Bylaws

Title: Article I - Governance

Number: B4001

Type: Board - Bylaws

Responsible: Board Chairperson

Related Policies: None

Linked Procedures: [B4000.01](#), AXXXX.XX Policy Development, AXXXX.XX Policy Numbering

Related Laws: [110 ILCS 805](#)

Related Standards: None

HLC Criterion: 2C, 5A, 5B, 5C

Section 1 - Governance Commitment

The Board shall govern the College in accordance with the Illinois Constitution, the Illinois Community College Act, Higher Learning Commission Accreditation standards, bylaws, and within the principles of policy governance.

As elected fiduciary representatives of the college community, the Board shall be accountable for the College's performance. The Board will establish policies that communicate appropriate Strategic Outcomes and Executive Limitations; and ensure monitoring and accountability measures are clearly identified and reported. The frequency of reporting and the methods for monitoring and accountability are determined by the Board.

Since the President operates the College as the Board's primary employee, the Board has a direct interest in ensuring that the President is successful. To that end, the Board will communicate to the President clear performance expectations with an emphasis on how those expectations will be monitored and evaluated. These performance expectations shall be communicated through Board policy and/or resolution. To ensure the Board's performance expectations are clearly understood, consistent, and fulfilled, the Board shall communicate solely with the President.

Trustee requests for information, including existing reports, shall be made to the President and in accordance to the Board Information Request Procedure B4000.01.

Strategic Outcome policies describe the College's purpose and impact on the Community and contain three critical components: 1) which programs & services are to be provided; 2) for whom; and, 3) the value to the community.

Consistent with policy governance principles, administrative and operational decisions of the College are "*Operational Activity*" decisions. As such, the Board empowers the President to make all Means decisions. While not an exhaustive list, "*Operational Activity*" (administrative and operational) decisions may include: personnel matters, financial planning, purchasing, programs, services, curricula, and internal organizational structure. Further, the Board acknowledges the Strategic Outcome and *operational activity* distinction is critical to the College's success. The Board is not charged with producing a particular Strategic Outcome, only with defining them. The

President is solely responsible for producing the Board's defined Strategic Outcomes and deciding what *Operational Activities* to use.

To strengthen the President's accountability to the Board, the Board will establish Executive Limitations on *operational activity* decisions. Board defined Executive Limitations will provide the President clear direction about which *Operational Activity* decisions are unacceptable to the Board. Unless otherwise noted in Executive Limitations, the President has full authority to make any *operational activity* decision the President deems necessary to accomplish the Board's Strategic Outcomes.

The Board recognizes that Executive Limitations potentially limit creativity and may increase the cost of producing the Board's Strategic Outcomes. As such, the Board will endeavor to minimize the number of Executive Limitations. Executive Limitations shall focus on practices, activities and decisions that may be imprudent, illegal and/or contrary to commonly accepted business practices and professional ethics.

Section 2 – Governing Principles

Consistent with accreditation expectations and best practice, the Board shall govern using the principles outlined in policy governance. As such, the Board will govern with an outward and futuristic vision focusing primarily on the benefits the College contributes to the community, which are defined in the Board's Strategic Outcome statements. In addition, the Board will direct its efforts at creating and sustaining the College's mission and vision in ways that achieve the Board's Strategic Outcomes. Further, the Board will delegate the *Means* to achieve the Strategic Outcome to the College's President.

To accomplish this, the Board will:

1. Execute the powers designated by the Illinois Community College Act and all other applicable federal and state laws.
2. Operate in all ways mindful of its trusteeship and its fiduciary and statutory obligations to the public. It will allow no officer, individual, trustee, or committee of the Board to prevent the fulfillment of this commitment.
3. Act in the best interest of the College.
4. Commit to the pursuit of excellence through the use of continuous quality improvement practices.
5. Demonstrate uncompromised professionalism and ethics in the course of its work.
6. Enforce upon itself whatever discipline is needed to govern with excellence. Actively engage in continuous development which will include orientation of new Trustees with the Board's governance process, periodic Board discussion of process improvement, regular policy review, Board self-assessment, review of related literature, and conference attendance.
7. Collaborate and share all information among all Trustees on matters of substance related to their governance role. No Trustee shall be in sole possession of information related to the Board's governance role.
8. Strive, to the greatest extent possible, to reach consensus on all decisions.

9. Direct, control and inspire the College's vision through the careful establishment of the broadest organizational policies reflecting the Board's values and perspectives.
10. Be solely responsible for excellence in governing.
11. Engage in Board policy development in collaboration with the President.
12. Hold itself accountable by monitoring and discussing the Board's process and performance regularly. To this end, the Board will conduct an annual self-assessment, the results of which shall be used for the improvement of their work individually and collectively. Self-monitoring will include comparison of Board activity and discipline to the Governance process and the Board Delegation of Authority policies.
13. Determine the Strategic Outcomes based on the external needs of community stakeholders. To this end, the Board will work with the President to adopt processes and employ practices that allow for broad input from community stakeholders to obtain input on issues related to the development and/or improvement of the Strategic Outcome policies.
14. Benchmark the College's performance against other comparable institutions in order to develop or improve Strategic Outcome policies.
15. Encourage and consider diverse viewpoints.
16. Act as a whole Board; thereby, cultivating a sense of group responsibility. Trustees have no individual authority to govern the College or direct the President or staff. The Board may use the expertise of individual Trustees to enhance the work of the Board as a body, but may not use it as the sole basis for Board action.
17. Establish broad policy that reflects the vision and values of the Board and focuses on the long term needs of the community rather than the internal operational aspects of the College.
18. Support and empower the President to achieve the Strategic Outcomes by defining their respective roles in job descriptions and delegating operational authority to the President.
19. Empower the President with full discretion for determining and executing the *operational activities* within the bounds of Executive Limitations as communicated by the Board. The Board will respect and support all *operational activity* decisions that conform to policy.
20. Not engage in administrative decisions related to *operational activities*.
21. Ensure the College is making adequate progress towards achieving the Board's Strategic Outcomes by reviewing timely monitoring reports and evaluating the President's performance.
22. Act only through its bylaws, written policies, resolutions and in accordance with applicable laws and criterion established by its accrediting bodies.

Section 3 – Board Authority and Responsibility

The legislative responsibilities of the Board are defined in [110 ILCS 805/3](#). In addition, the Board shall not be bound in any way by any action or statement on the part of any

individual Trustee or employee, except when such statement or action is in pursuance of specific instructions by the Board.

As a collective body, the Board fulfills its Governance commitment by overseeing the operations of the College and assuring its conformance with applicable laws using established governing principles. The Board represents the voice of the Community (i.e. the citizens and business interest located throughout the Shawnee Community College service area) and acts in the public's best interest. The Board recognizes that its role is uniquely distinguishable from the responsibilities of the President, which is to administer college operations.

To achieve their oversight role, the Board's primary responsibilities are to:

1. Serve as the official governance link between the College and the Community at large.
2. Establish, clarify, and adapt the College's purpose, mission, and vision in ways that reflect the needs of the Community through Strategic Outcome statements.
3. Provide strategic leadership by enacting written governing policies that address Strategic Outcome, Executive Limitations, Governance Processes, and Delegation of Authority categories.
4. Ensure the adoption of policies and statutorily prescribed procedures as required by law.
5. Conduct its business in compliance with the Illinois Community College Act, the Illinois Open Meetings Act and other applicable laws.
6. Select and employ a President. Delegate administrative authority for the College to the President, support the President and evaluate the President's performance.
7. Make decisions in the areas in which the Board has limited Presidential authority as defined in Executive Limitations.
8. Ensure the College engages in effective planning.
9. Monitor the performance of the College's programs and services to ensure they meet the Board's prescribed Strategic Outcomes.
10. Ensure the College has access to adequate financial resources and provide fiduciary oversight.
11. Establish tuition and fees.
12. Levy and collect taxes as authorized by law.
13. Engage in professional development activities to continuously improve the Board's competency as a governing unit.
14. Act with ethical integrity and within all legal requirements.
15. Enhance the College's public image.
16. Serve as an advocate for the College to federal, state, and local governing bodies and other public and private entities that may assist in furthering the mission of the College.
17. Approve and implement a Community and College engagement strategy that is jointly prepared by the President and the Board Chairperson.

18. Assess the Board's own processes and performance annually. Self-assessment will include comparison of Board activity and adherence to policies in the Governance Process and Delegation of Authority categories as it relates to the attainment of the Board's Strategic Outcomes.

Section 4 – Policy & Bylaw Creation and Review

College policies are guiding or governing principles, formally approved by the Board in furtherance of the College's mission and values. Policy does not include procedures used to implement the policy. College Bylaws describe the structure, organization, operation, Board responsibilities, and Trustee responsibilities in conducting formal business matters at Board meetings.

Policies & Bylaws shall be:

1. Presented in a common format.
2. Formally approved by the Board.
3. Maintained centrally, electronically accessible and available in hard copy.
4. Linked electronically to applicable procedures, where they exist, for implementing the policy or bylaw.
5. Reviewed and updated annually.

Division of Responsibility – Policies

The Board is responsible for adopting policies for the oversight of the operation of the College. The responsibility for formulating policy shall be divided as follows:

1. Broad strategic, value-based policies are the responsibility of the Board.
2. The Board will set policy in the areas of: Strategic Outcomes, Delegation, Executive Limitations, and Bylaws.
3. Administrative rules, guidelines and procedures for employees to follow in implementing College policies are the responsibility of the President and will be provided to the Board for informational purposes and available on the web.
4. Specific tactical decisions and procedures to be established in accordance with the administrative rules and/or guidelines are the responsibility of the operation units, or positions designated by the President.

Responsibility for Bylaws

Bylaws are a special kind of policy that describes how the Board intends to operate. The Board is responsible for adopting bylaws for the oversight of the operation of the Board.

Standard Format for Policies

Policies shall follow an established consistent format per Exhibit A.

Standard Format for Bylaws

Bylaws shall follow an established consistent format per Exhibit B.

Initiating Policy

Policies shall be initiated in accordance with the Procedure for initiating a policy.

Board Policy Action

In order to ensure public transparency and accountability, newly proposed Board policies, and substantive changes to existing policies shall be presented at a properly noticed public Board meeting for at least two readings before they may be acted upon. The purpose of the first reading is to present the proposed policy or substantive change to the public and allow for comment. After the first reading, and prior to second reading, the public and additional college stakeholders may provide additional input to the President, which may result in revisions to the proposed policy or substantive change. The purpose of the second reading is to provide final public comment and Board action.

In an emergency, the Board may act upon a new policy proposal or a substantive change at the first reading by a supermajority of the quorum vote. In this situation, policy adoption is considered provisional and shall not become final until the conclusion of the second reading and final action. Revisions to a provisionally approved policy may be proposed between provisional and final adoption.

As part of the Board's ongoing policy review responsibility, revised policies that do not substantially change the intent or direction of the policy may be adopted after first reading at the discretion of the Board. In addition, the Board empowers the President to make non-substantive changes to policy without Board action when clarity is needed to reflect changes in college operations. The President will present any non-substantive change to Board policy at the next regularly scheduled Board meeting.

After the first reading, any proposed policy can be removed from consideration or rejected by a majority vote at the next properly noticed Board meeting.

Unless otherwise noted, policies may only be acted upon by a majority vote of the trustees constituting a quorum at a properly noticed public Board meeting.

In rare instances where the Board, at its discretion, may need additional information about a particular policy or substantive change, it may choose to have additional readings beyond a second reading.

Harmony with Law & Collective Bargaining Agreements

All policies will comply with applicable law. If any policy (or portion thereof) is found to be in conflict with applicable law, the policy or conflicting provision will be temporarily suspended. The elements of the policy that are not in conflict with the law shall continue to be in effect as long as the policy's intended purpose can still be achieved. Subsequently, the policy will be revised to comply with the law.

If any policy (or portion thereof) is found to be in conflict with Collective Bargaining Agreements through the grievance and/or arbitration process, the Collective Bargaining Agreement shall supersede the policy. In this situation, the policy may be revised to be consistent with the collective bargaining provision.

Supersedes Prior Policies

Policies adopted by the Board shall supersede all previous versions and related procedures.

Communication

New and amended policies shall be communicated and be accessible through the College's website.

Policy Rights

Policies are not contractual in nature and are not intended to create any contractual, liberty and/or property rights. Policies may be changed and/or repealed at the sole discretion of the Board.

Change Log

Date of Change	Description of Change	Governance Unit
03-07-22	Initial Adoption	Board of Trustees
06-15-23	Means updated to Operational Activities, Minor Grammatical Edits, Review Cycle Identified as Annually	Board of Trustees