

BYLAWS OF THE BOARD OF GOVERNORS

1. PURPOSE OF THE BOARD OF GOVERNORS

Established in 1993, SJVC's Governing Board represents the interests of students, the business communities served by the College, and the public-at-large by exercising responsibility for the following matters:

- Mission
- Educational Quality and Student Success
- Managerial Oversight
- Institutional Goals, Plans, Policies, and Initiatives
- Budget
- Financial Integrity and Sustainability
- Legal Matters
- Accreditation
- Board of Governor's Self Governance
- Ethical Integrity

2. STRUCTURE AND MEMBERSHIP

2.1 Appointments

The Board of Governors shall be made up of seven members: two members of the Board of Directors and five appointed community-at-large members. Appointments of community members are effective on July 1 of the first year and end on June 30 of the last year of the term.

2.2 Representatives of the SJVC Board of Directors

The members of the Board of Directors serve non-expiring terms as Governors and are responsible for appointing community members to the Board.

2.3 Community At Large Representatives

Members for the three year term on the Board of Governors shall be appointed by the Board of Directors. Candidates for membership may be nominated by any college employee. Nominations are made with prior approval of the candidate and are submitted to the Board of Directors. The final selection will be determined by the Board of Directors, and may be based on interviews conducted by the Board of Governors. Community member terms are staggered to provide an orderly rotation of new and retiring members.

2.3.1 New Members

New Board members will be given an orientation which will be facilitated by the Board's Chairperson and Secretary.

2.4 Officers

2.4.1 Board of Governors Chairperson

The members of the Board of Governors will select a Chair Person, from among the Community members, by simple majority vote to serve a three year term. Members of the Board of Directors may not serve as Chairman of the Board of Governors.

2.4.2 Board of Governors Secretary

The Board of Directors will appoint an employee of the College to serve as Secretary to the Board of Governors.

2.5 Length of Terms

Community members are appointed by the Board of Directors for up to a 3-year term of service. Terms are staggered to provide an orderly rotation of membership. Any current member may be re-appointed for up to three additional consecutive terms of service by the Board of Directors (maximum of 12 consecutive years of service).

2.6 Vacancies

A vacancy in mid-term will be filled by a Board of Directors appointment for the time remaining in the term.

3. MEETINGS, VOTING, AND COMMITTEES

3.1 Meetings

The Board of Governors will meet in closed sessions no less than four times per year at a location to be announced.

3.2 Voting

Board voting shall consist of a minimum of five votes (a quorum). Voting is typically conducted in closed sessions at Board of Governors meetings, but may, with approval from the Board of Directors, be conducted telephonically and/or electronically.

3.3 Conflicts of Interest

All Board members must abstain from voting in any matters for which they have or may be perceived to have a conflict of interest, as per the Conflict of Interest Policy. They should also absent themselves during the discussion of any matter regarding which they have a conflict of interest or their presence may inhibit members' willingness to speak candidly.

3.4 Committees

The Board of Directors and the Board's Chair may establish committees as needed in order to allow for a more thorough exchange of information and better fulfill the Board's duties and responsibilities.

The Board of Governors has two standing committees responsible for ensuring SJVC's educational quality and financial stability and integrity as set forth below:

3.4.1 Academic Oversight Committee:

In accordance with Board Policy #3, the Academic Oversight Committee ensures the educational quality of SJVC's academic programs through the following activities:

- Reviews educational effectiveness and student success data and reports back to the full board
- Use the data to identify matters needing attention.

At least two Community Board members will serve on the committee. At its discretion, the committee may choose to consult with the President/CEO, the Vice President of Academic Affairs, the Director of Assessment, program directors, and faculty.

3.4.2 Finance Committee

The Finance Committee ensures the financial stability and accountability of the College through the following activities:

- Meeting annually with SJVC's Chief Financial Officer to review the institutional two-year budget projections in accordance with the Policy on the Principles of Budget Development (BP#2).
 - Reporting its findings and recommendations (if any) to the full board.
- Annually, the committee will meet with SJVC's Chief Financial Officer, Controller, and an objective, third-party with appropriate financial expertise, to review the results of the College's annual financial audit and financial performance reports.
 - The committee will report back to the full board its findings and any recommendations for action.

At least two Community Board members, with financial expertise, will serve on the committee. At its discretion, the committee may choose to consult with the accounting firm that prepared the audit or with SJVC's President, Chief Executive Officer, Chief Financial Officer, or Controller.

4. DUTIES AND RESPONSIBILITIES OF THE BOARD OF GOVERNORS

4.1 Responsibility for the Mission

In its responsibility for SJVC's mission, the Board of Governors should:

4.1.1 Annually review the College's mission statement. As part of its review of the mission statement and in accordance with BP#6, the Board may review relevant data such as:

- Community Demographics
- Academic Programs and Support Services Offered
- Student Learning Outcomes Achievement
- Student Achievement
- Results of college-wide review of the mission statement, as applicable (See 4.1.2)

4.1.2 Ensure that the President/CEO initiates a college-wide review of the mission statement every three years to ensure that it appropriately reflects the College's intended student population, educational goals, and purposes. (See Board Policy #7)

4.1.3 Ensure that all policies and institutional plans, goals, and objectives it establishes and approves align with the College's mission.

4.2 Responsibility for Educational Quality and Student Success

In its responsibility for the quality of education that SJVC students receive, the Board of Governors should:

4.2.1 In accordance with BP#3, review educational effectiveness data and corresponding standards no less than annually and recommend action to the President/CEO.

4.2.2 Mandate that each academic program undergo a review every two years. (BP#3)

4.2.3 Require that faculty participate in the program review process and fulfill the duties and responsibilities enumerated in the Statement of Faculty Responsibilities. (BP#4)

4.2.4 Ensure that SJVC makes timely progress on addressing educational quality concerns raised by regional and programmatic accreditors.

4.2.5 Review and approve or reject proposals for new educational programs, the migration of existing programs to SJVC campuses that do not offer the program, and the elimination of programs.

4.2.6 Approve and support all policies protecting faculty and students' academic freedom.

4.2.7 Approve and support all policies on student academic honesty.

4.2.8 Mandate that each student support service department undergo a review every two years. (BP#5)

4.2.9 Review student learning outcome and success data and corresponding standards no less than annually and recommend action to the President/CEO.

4.3 Responsibility for Managerial Oversight

In its responsibility to oversee SJVC's management, the Board of Governors should:

4.3.1 With substantial input from the Board of Directors, select the President/CEO.

4.3.2 Annually evaluate, manage, and, with substantial input from the Board of Directors, replace the President/CEO as necessary. (Appendix A-1.)

4.3.3 Delegate full authority for college operations to the President/CEO.

4.3.4 Ratify all hires and promotions to college leadership positions as set forth in BP#8.

4.3.5 Support the success of the President/CEO.

4.4 Responsibility for Institutional Goals, Initiatives, and Policies

In its responsibility for SJVC's institutional priorities, goals, initiatives, and policies, the Board of Governors should:

4.4.1 Participate, with significant input from the Senior Management Team, in the establishment of the College's goals and the initiatives for accomplishing institutional goals.

4.4.2 Use quantitative and qualitative data to regularly monitor SJVC's progress on achieving its institutional goals and recommend action to the President/CEO when minimum standards are not met.

4.4.3 Review and approve or ratify proposals for new key institutional policies, including eliminations of or major revisions to existing policies.

4.5 Responsibility for the Budget

In its responsibility for SJVC's budget, the Board of Governors should:

4.5.1 Annually review, provide input into, and approve or reject the two-year budget projects developed by the Senior Management Team. (BP#2)

4.5.2 Monitor the College's budget and, if warranted, make recommendations for adjustments to the budget.

4.5.3 Consider cost effectiveness and expected educational outcomes when making recommendations and decisions.

4.6 Responsibility for Financial Integrity and Sustainability

In its responsibility for SJVC's financial integrity and sustainability, the Board of Governors should:

4.6.1 Monitor SJVC's financial performance by annually reviewing financial reports to ensure sufficient funds are allocated to the fulfillment of the mission and that an adequate cash reserve is available for emergencies.

4.6.2 Require SJVC to obtain an annual financial audit and management letter from a certified public accountant that has expertise in higher education and no other relation to the College other than auditor.

4.6.3 Review SJVC's College's independent financial audits and related financial reports on an annual basis as a means of ensuring the institution's financial sustainability and the adequacy of its financial management and controls.

4.6.4 Evaluate auditing firms to determine whether any changes are required.

4.7 Responsibility for Legal Matters

In its responsibility for SJVC's legal matters, the Board of Governors should:

4.7.1 Be apprised by the President/CEO of any legal actions as defined in BP#10.

4.7.2 Ensure to the best of its knowledge that SJVC complies with all local, state, and federal laws

4.8 Responsibility for Institutional Accreditation

In its responsibility for WASC accreditation, the Board of Governors should:

4.8.1 Understand WASC's accreditation process, including the Eligibility Requirements and Accreditation Standards.

4.8.2 Participate as needed in the institutional Self Evaluation process

4.8.3 Approve or reject all proposals to submit an application to WASC for a specific accreditation activity (e.g., re-accreditation or substantive change).

4.8.4 Review and approve or reject accreditation reports to WASC, as appropriate (e.g., Mid-Term Report, Follow-Up Reports, and Special Reports).

4.8.5 Review action letters and team reports from WASC.

4.8.6 Be kept apprised of SJVC's progress toward addressing any recommendations or concerns raised by WASC and ensure that matters are addressed in a timely fashion.

4.9 Responsibility for Programmatic Accreditation

In its responsibility for programmatic accreditation, the Board of Governors should:

4.9.1 Review action letters from programmatic accrediting bodies

4.9.2 Be kept apprised of SJVC's progress toward addressing any recommendations or concerns raised by programmatic accrediting bodies and ensure that the College does so in a timely fashion.

4.10 Responsibility for Self-Governance

In its responsibility to govern itself, the Board of Governors should:

4.10.1 Govern as a unit – that is, speak with one voice and act as a whole

4.10.2 Members of the Board of Governors, including members of the Board of Directors, have no authority *in their role as board members* to direct college employees or operations.

4.10.3 Members of the Board of Governors, with the exception of the members of the Board of Directors, are not permitted to act individually on behalf of the Board of Governors or the College without being officially authorized to do so by the Board of Governors and Board of Directors.

4.10.4 Conduct board business with a high level of ethics and integrity, including but not limited to, the following:

4.10.4.1 Reviewing and signing the Board of Governors' Certification form each year affirming that one has no employment, family, or financial interest in the institution. (See Appendix B.)

4.10.4.2 Reviewing and signing SJVC's Conflict of Interest Policy statement each year. (See Appendix C.)

4.10.4.3 Completing the Institutional Affiliations form annually listing all of the organizations with which they are associated and the roles they play in those organizations. (See Appendix D.)

4.10.5 Promote a climate of respect, collegiality, and candor.

4.10.6 Advocate for and protect the College from undue influence or pressure.

4.10.7 Reflect the interests of the students, business communities whom the College serves, and the public in board activities and decisions.

4.10.8 Ensure that fiscal or policy commitments set by the Board will not jeopardize institutional effectiveness, integrity, or stability.

4.10.9 Publish Board of Governors operating procedures, bylaws, policies, and codes specifying the board's work and how it is to be conducted.

4.10.10 Act in a manner consistent with the procedures, bylaws, policies, and codes described in this handbook.

4.10.11 Regularly evaluate its procedures, bylaws, policies, and codes and revise them as necessary.

4.10.12 Annually assess the Board of Governors' performance. (Appendix A-2)

4.10.13 Uphold and advance SJVC's good reputation.

4.10.14 Maintain a program for ongoing development of the Board of Governors

4.10.14.1 Every year identify and communicate the Board's professional development needs to the President/CEO.

4.10.15 Report to the chairperson and the Board of Directors any concerns,

complaints, and criticisms of the College from the community-at-large.

4.11 Responsibility for SJVC's Ethical Integrity

By following its procedures, bylaws, policies, and codes, the Board of Governors takes responsibility for SJVC's ethical integrity.

As the members of the Board of Governors strive for quality and adherence to these values, they serve as models and leaders in encouraging all members of the SJVC staff, faculty, and student body to pursue and achieve excellence.

