

The College is a school corporation formed under the provisions of Chapter 260C, Code of Iowa. The College is legally organized as Merged Area XI and is known as the DES MOINES AREA COMMUNITY COLLEGE. Whenever the term "Des Moines Area Community College" is used in these policies or in any other document of the College, it shall mean Merged Area XI. When the term "College" is used in these policies, it shall mean Merged Area XI.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000

The Board of Directors shall be composed of nine (9) members, one (1) from each Director District. Members shall be residents of the Director District from which elected. Terms of membership of the Board of Directors shall be three (3) years.

Members shall hold office until a successor is elected and qualified, unless a member resigns, is removed, or suspended, or an event causing a vacancy occurs. Vacancies on the Board shall be filled at the next regular meeting of the Board by appointment by the remaining members of the Board. Successors shall be chosen at the annual school election for members whose terms expire on the first Monday in October following such election.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000

The Board of Directors shall organize at the first regular meeting in October of each year. The Board shall be called to order by the immediate Past-Chair. If that person is no longer a member of the Board, the Secretary shall act as temporary chairperson. The first order of business shall be to swear into office any new board members who have not been so sworn.

The Board shall elect a Chair and Vice Chair at the organizational meeting. These officers shall hold office for one year until the next organizational meeting. At the organizational meeting, the Board shall also appoint a Secretary and a Treasurer.

A schedule for regular meetings for the remainder of the year (through the following September) shall be adopted at the organizational meeting. It may be amended or changed during the year by Board action.

Election of the Chair and other officers of the Board may, if the Board chooses, be by written ballot; however, each member shall identify his/her ballot. Each ballot shall be attributed as it is tallied, in order to comply with the requirements of the Iowa Open Meetings Law.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000  
August 8, 2005

It shall be the primary responsibility of the College President and the Board Chair to orient new Board members.

The orientation shall acquaint new members with the policies, duties, and responsibilities of the Board and the operations of the College.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000  
August 8, 2005

Members of the Board of Directors, as public officials, shall strive to perform all the duties of their office in an ethical manner. Actions covered by this policy include, but are not limited to, the following:

1. A Board member shall not seek personal advantage.
2. Notwithstanding any contrary provisions of the Code of Iowa, no Board member, or spouse of a member, shall receive compensation directly from the Board.
3. Members of the Board shall not have an interest, direct or indirect, in a contract for the purchase of goods, including materials and profits, and the performance of services for the College. This does not apply to contracts for purchase of goods and services if the benefit to the College does not exceed \$2,500 in a fiscal year. This also does not apply to contracts made by competitive bid in writing, publicly invited and opened. When the Board purchases supplies, equipment or personal services from a firm or corporation in which a Board member or an employee of the Board has a direct or indirect pecuniary interest, that Board member or Board employee shall not participate in Board actions associated with that interest. A contract entered into in violation of this policy shall be void.
4. A Board member shall not discuss confidential business with the public.
5. A Board member shall not assume unauthorized authority away from Board meetings.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: December 16, 1992  
January 10, 2000  
August 8, 2005

The Board of Directors shall establish policy and make rules for its own governance and that of College employees and students, and for College buildings, grounds, equipment, and other property; and shall aid in the enforcement of these rules; and shall require the performance of duties of said persons imposed by the law, policy, and rules.

Authority shall rest with the Board in legal session and not with individual members of the Board except as authorized by specific Board action or by statute. Each Board member shall function at all times as part of a legislative, policy-making body, and not as an administrative officer, and shall meet his/her legal responsibilities as a trustee of the College.

The Board of Directors shall have four major duties:

1. LEGISLATIVE

The Board represents the people of the Merged Area and shall function as a policy-making body. The Board has exclusive jurisdiction over the College, its students, and its employees.

The adoption of new policies or amending or rescinding an existing policy is the exclusive responsibility of the Board. Any formal action to add, modify, or change existing Board policy will be by a majority vote of the membership of the Board during an open meeting. The proposed change must appear as an agenda item before the Board may take official action to approve suggested change to Board policy.

If passed, the proposal shall become effective upon the date of passage or at a time stated in the proposal, whichever occurs last.

2. EXECUTIVE

The Board shall recognize and maintain the distinction between those activities which are appropriate for the Board as the legislative, policy-making body of the College and those executive and ministerial activities which are to be performed by the College President and employees in the implementation of policy. The Board of Directors shall select the College President and shall delegate to him/her the authority for formulating and overseeing all administrative rules and regulations, plans, and details necessary to ensure that the policies of the Board are carried out in the daily operation of the College.

Rules and regulations developed by the President or designee need not be reviewed or approved by the Board unless the Board places them on the Board meeting agenda for review.

The Board of Directors shall recognize and support the College President as the main line of communication between the Board and the internal and external College community.

3. EVALUATION

It shall be the Board's duty to determine, through careful study and examination of facts and conditions, whether the College is being operated efficiently; not only in terms of dollars and cents, but in terms of the effectiveness of the programs of the College.

4. JUDICIAL

The Board is required under Iowa law and certain College procedures to render independent judicial decisions related to matters such as student and employee discipline and discharge. These decisions require fairness and independent consideration. Therefore, Board members shall avoid premature participation in any activities from which they may later be called upon to render a decision. This will ensure the maintenance of due process and consideration De Novo for all parties involved to guarantee independent, fair decisions in matters of this nature.

Adopted: January 17, 1984

Reviewed: 2005

Revised: January 10, 2000

The Board Chair shall be entitled to vote as a member and shall preside at all of its meetings. The Board Chair or designee shall sign checks, warrants, drafts, and all orders as provided by law, and shall sign all contracts made by the Board. The Board Chair shall appear on behalf of the College in all actions brought by or against it, unless personally a party in a lawsuit, in which case this duty shall be performed by the Vice Chair.

The Board Chair, in addition to the duties prescribed by law, shall exercise such powers as may be delegated by the Board and communicate to Board members official information and documents related to Board members' activities.

The Board Chair shall be the official spokesperson for the Board.

The Board Vice Chair shall perform such duties as may be assigned by the Board Chair and shall serve as temporary Chair and perform the duties and exercise the powers of the Chair in the absence of the Chair.

Adopted: January 17, 1984

Reviewed: 2005

Revised: January 10, 2000

The Secretary shall be appointed and qualified at the organizational meeting of the Board of Directors. The Secretary shall not be selected from the Board membership. The Secretary shall give bond as prescribed by law and shall receive a salary as determined by the Board. The term of appointment shall be for one year. He/she shall qualify within ten days following appointment.

The duties of the Board Secretary shall be to:

1. File and preserve copies of reports made to the Iowa Department of Education and papers transmitted to the Secretary pertaining to the business of the College.
2. Prepare the agenda for the Board of Directors with the advice of the Board Chair and the President of the College.
3. Maintain a complete record of all proceedings of the meetings of the Board of Directors.
4. Maintain a record of all elections as directed by the Commissioner of Elections.
5. Maintain a record for each fund deposited with the Treasurer.
6. Maintain an accurate account of all bills, and present to the Board for approval and payment.
7. File monthly financial statements with the Board.
8. Countersign all checks signed by the Board Chair and approved by the Board.
9. Report to the State Department of Education, to County Auditors, and to County Treasurers, the names of the Chair, the Secretary, and the Treasurer of the Board of Directors after each officer has qualified.
10. Prepare and publish an annual financial statement for the College.
11. Call to the attention of the Board, legal requirements in those matters for which the Secretary is responsible.
12. Arrange with the Polk County Commissioner of Elections for all elections.
13. Ensure publication of legal notices.
14. Countersign all interest-bearing bonds, warrants or certificates issued by the College.
15. Publish a year-end financial statement in accordance with law.
16. Serve as temporary chair for the purpose of selecting a chair pro tempore if both the Chair and Vice Chair are absent.

17. Maintain devices for Board Chair, Secretary, and Treasurer facsimile signatures in a safe and secure place and establish procedures to control access to assure authorized use.
18. Perform such other duties as may be required by the Board of Directors or by law.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000

The Treasurer shall be appointed and qualified at the organizational meeting of the Board. The Treasurer shall give bond as prescribed in Section 291.2, Code of Iowa, and shall receive the salary determined by the Board. Term of office shall be for one year. Treasurer shall qualify within ten days following appointment. The Treasurer may not be selected from the Board membership. He/she may be another employee of the College, including the Board Secretary but may not be an employee of the Business Services Division.

The duties of the Board Treasurer shall be to:

1. Receive money on behalf of the Des Moines Area Community College.
2. Pay out money only upon order of the Board Chair, countersigned by the Secretary.
3. Receive warrants signed by the Board Chair and countersigned by the Secretary.
4. Keep an accurate record of all receipts and expenditures of funds.
5. Register all checks and orders drawn and reported by the Secretary showing the number, date, to whom drawn, fund upon which drawn, the purpose and amount.
6. Maintain an accurate separate account of all funds, over-seeing cash management in the areas of investments, establishment of checking accounts, and bidding of bank services.
7. Prepare monthly financial statements for Board review.
8. Prepare an annual report, including sworn statements from each depository bank with June 30 balances, for the July meeting of the Board of Directors and file copies with the Iowa Department of Education and the County Treasurer.
9. Deposit funds in banks designated by the Board as the official depositories and file with the county treasurers and the State Treasurer a list of such depositories.
10. Maintain a record of bond, warrant, or certificate buyers.
11. Spot-audit expenditure claims against the College on a monthly basis.
12. Serve as Board Secretary in the Secretary's absence.
13. In conjunction with the Vice President, Business Services, establish a written system of internal controls and investment practices.
14. In conjunction with the Senior Vice President, Business Services, submit an investment report quarterly that summarizes recent market conditions and investment strategies employed since the last report.

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August 8, 2005

Meetings of the Board shall be conducted for the purpose of carrying on the business of the College. Meetings may be formal or informal and may be held in person or by electronic means. A gathering of Board members for purely ministerial or social purposes when there is no discussion of policy or no intent to avoid the provisions of the Iowa Open Meetings law shall not constitute a Board meeting.

#### Meeting Schedule and Notice

The Board shall hold regular, annual, and special/emergency meetings pursuant to Iowa law. The Board Secretary shall be responsible for public notification of meetings. Notice of annual, regular and special meetings shall be given at least 24 hours prior to the meeting. An emergency meeting may be called with less than 24 hours notice.

#### Rules of Order

The Board shall generally follow Robert's Rules of Order, with some modifications, when conducting Board meetings. These rules of procedure shall include the following:

1. A meeting shall require a quorum of Board members for the transaction of business. A majority of Board members shall constitute a quorum.
2. Board action may only take place with items on the published agenda.
3. Only Board members shall have the authority to make and second motions and vote on issues before the Board.
4. Board members need not rise to gain recognition of the Chair.
5. The Chair may decide the order in which Board members shall be recognized to address an issue. An attempt should be made to alternate between pro and con positions.
6. The Chair shall have complete authority to recognize any member of the audience regarding a request to participate in the Board meeting.
7. The Chair may rule on points of order brought before the Board.
8. All motions shall be made as a positive action.
9. All motions shall receive a second, prior to opening the issue for discussion of the Board. If a motion does not receive a second, the Chair may declare the motion dead.
10. The Chair shall rule on all motions that come before the Board.
11. A motion shall be adopted or carried if it receives an affirmative vote from more than half of the votes cast unless by law or Board policy a greater number of votes is required. Only "aye" and "nay" votes shall be counted in this calculation.
12. Roll Call Votes
  - a. All Board members shall be listed in alphabetical order by last name.
  - b. All roll call votes shall be called in alphabetical order, beginning at various positions on the list.
  - c. The first roll call vote shall begin at the top of the list and proceed down. The second vote shall begin with the second name on the list and proceed down with the last name called to be the first person called on the previous vote.

13. Voting
  - a. Any Board member may request a roll call vote. All votes dealing with the disposition of funds or contractual agreements shall be roll call votes recorded as "ayes" or "nays" with an indication of abstentions or passes.
  - b. No Board member may vote by proxy. Every member present shall vote on all questions unless excused by the Board. The reconsideration of a vote may be moved only by a member who voted with the majority. If the motion to reconsider prevails, the matter under consideration shall be decided at that or the next regular session.
  - c. No Board member shall be allowed to give or change his/her vote on any question after the result has been announced by the Chair unless by unanimous consent of the Board members.
14. The Chair shall have the authority to declare a recess at any time for the purpose of restoring decorum to the meeting.
15. A quorum need not be present to adjourn a meeting. The Secretary shall call the roll and those members present shall adjourn the meeting.

#### Meeting Agenda and Minutes

The President, in conjunction with the Board Chair, shall submit the meeting agenda to the Board. Individuals or groups may submit a written request to place an item on the agenda.

The Secretary may include on the agenda a unanimous consent item. Any member of the Board may ask to have any item removed from the unanimous consent order of business or have the unanimous consent order of business divided. The Board may vote on all items in the unanimous consent agenda or a motion to adopt the unanimous consent order of business, or upon the items as separated or divided.

Records of all transactions of Board meetings shall be set forth in official minutes. In addition, the proceedings of closed sessions shall be taped. The Board Secretary shall serve as custodian of the minutes and shall make the minutes of open meetings available to the public upon request.

#### Participation by the Public

The Board encourages public attendance and participation in its public meetings. The public is asked to recognize that time constraints and procedures are required to assure an orderly process during the meeting.

1. A person who wishes to address the Board should fill out a card provided at the meeting, listing his/her name and the subject of his/her remarks. If the subject is on the agenda, the speaker shall be heard at the time the agenda item is initially brought up for discussion. Other speakers on the topic shall also be recognized if time permits.  
  
If the subject is not on the agenda, speakers may address the Board in the public comment item of the agenda. If the subject requires preparation of an agenda item, it shall be referred to the President and the person raising the issue shall be informed of the meeting when it shall appear on the agenda.
2. Only those individuals recognized by the Chair shall be permitted to participate in the discussion. Any attempt by persons not so recognized to discuss any motion before the Board is out of order.

3. The Chair shall permit and conduct adequate discussion of each agenda item by Board members, employees and the public. Speakers are asked to keep comments as brief as possible, not to exceed five minutes. In general, no more than 20 minutes shall be allowed for public comments. Should additional time be needed, a motion to extend the discussion may be made by any Board member. Extended discussion or action on any item can only take place with items on the agenda as posted.
4. Members of the Board, after gaining recognition of the Chair, may interrupt the speaker to ask questions and clarify discussion.
5. Remarks and allegations by a speaker concerning the character or motives of a College employee shall be out of order.
6. The Correspondence item of the agenda is designed for written comments from the public, not discussion.

#### Closed Sessions

In general, all meetings of the Board shall be conducted in open public sessions. Closed sessions may be held, in accordance with the Iowa Open Meetings law, as either "exceptions" or "exemptions" to the law.

1. "Exceptions" to the Iowa Open Meetings Law.

This type of closed session occurs during an open meeting. A special motion stating the reason for the closed meeting must be made and seconded, followed by a two-thirds affirmative roll call vote of the total membership of the Board or of all members present. The vote of each member on the question of holding the closed session and the reason for holding the closed session by reference to a specific exception under this provision of the law shall be announced publicly at the open session and entered in the minutes.

The Board shall not discuss any business during a closed session which does not directly relate to the specific reason announced as justification for the closed session. All sessions closed under this provision shall be tape recorded and have detailed minutes kept. The tape recordings shall be kept for one year from the date of the meeting. Real estate-related minutes and tapes must be released after the transaction is completed.

The Board may enter into this type of closed session for the following reasons:

- a. To review or discuss records which are required or authorized by state or federal law to be kept confidential or to be kept confidential as a condition for the Board's possession or continued receipt of federal funds.
- b. To discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent and where disclosure would be likely to prejudice or disadvantage the position of the Board in that litigation.
- c. To discuss whether to conduct a hearing or to conduct a hearing to suspend or expel a student, unless an open session is requested by the student or a parent or guardian of the student if the student is a minor.
- d. To discuss the decision to be rendered in a contested case conducted according to the provisions of Chapter 17A of the Code of Iowa.

- e. To avoid disclosure of specific law enforcement matters, such as allowable tolerances or criteria of the selection, prosecution or settlement of cases, which if disclosed would facilitate disregard of requirements imposed by law.
- f. To avoid disclosure of specific law enforcement matters, such as current or proposed investigations, inspection or auditing techniques or schedules, which if disclosed would enable law violators to avoid detection.
- g. To evaluate the professional competency of an individual whose appointment, hiring, performance or discharge is being considered when necessary to prevent needless and irreparable injury to that individual's reputation and that individual requests a closed session.
- h. To discuss the purchase of particular real estate only where premature disclosure could reasonably be expected to increase the price the College would have to pay for that property.

2. "Exemptions" to the Iowa Open Meetings Law

This type of closed session is exempt from the Iowa Open Meetings law. It may be held separate from an open public meeting and may be held without public notice. The Board may enter into this type of closed session to discuss negotiations strategy regarding a certified bargaining unit, to discuss negotiations strategy for groups of employees not included in a certified bargaining unit, and to conduct a private hearing relating to the recommended termination of a teacher's contract and the teacher requested said private hearing. No record need be maintained of negotiation strategy sessions. The private hearing in a teacher's contract termination shall be recorded by a court reporter.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000

Members of the Board of Directors shall serve without compensation. They shall be reimbursed for actual and necessary expenses incurred in the performance of their official duties as members of the Board.

Prior Approval - Board members' travel on behalf of the Board for which reimbursement shall be requested shall be approved by the Board Chair. The Vice Chair shall approve travel for the Chair.

Reimbursement Policy - Expenses incurred by Board Members for approved travel on behalf of the College shall be reimbursed in accordance with appropriate sections of the College Procedures Manual. All expenses must be within the Board-approved travel budget. Individual Board member's expenses shall be submitted to the Board Chair for approval. The Chair's expenses shall be submitted to and approved by the Vice Chair.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000

Because it is often necessary to consult legal counsel to receive an expert opinion to be used by the College in making decisions, and because at times the College may be involved in litigation or other legal matters, the President or a designee is authorized to select licensed attorneys to assist with matters arising in the course of conducting College business.

Situations may arise where it will be necessary for the Board to be represented independently in which case the Board Chair or a designee shall secure appropriate counsel. Individual Board members are expected to consult the Board's legal counsel only when the full Board has given permission for such consultation and such request is communicated to legal counsel by the Secretary of the Board.

In selecting counsel, independence, expertise, professional indemnification, and potential conflicts of interest shall be considered.

Adopted: January 17, 1984  
Reviewed: 2005  
Revised: January 10, 2000

Standing and temporary committees of the Board may be created by the Board and their duties shall be outlined at the time of creation. Board committees shall be comprised of less than a majority of the Board membership, and the Board chair shall appoint Committee members and designate a Committee Chair. Members of standing committees shall serve terms of one (1) year, and appointments or reappointments will be made at the Organizational Meeting of the Board.

The function of all committees shall be to provide information and recommendations as directed by the Board to assist the Board in its decision-making capacity. The recommendation and reports of all committees will be advisory in nature with final decision-making authority retained by the Board.

A temporary committee shall be considered dissolved when its final report is made.

By definition, a standing committee is an ongoing committee responsible for a designated area of jurisdiction. Standing committees should gather information on issues and policies pertinent to their work, develop recommendations to the Board on these issues and regularly report to the Board regarding the status of their assignments and accomplishments.

The Board's standing committees are as follows:

- Audit-Finance Committee
- President's Performance Committee

Adopted: January 17, 1984  
Reviewed: 2005, 2006  
Revised: January 10, 2000  
April 10, 2006

Appointment - Each year the Board of Directors may appoint members to educational program advisory committees based on the recommendation of the College President. Suggestions for appointment shall be obtained from Board members, employees, and representatives of the community. The persons recommended for advisory committee services should be well qualified to give advice and counsel regarding the respective educational program and genuinely interested in the mission of the College.

Term of Membership - Advisory committees may be formed by the Board on an ad hoc basis to deal with a particular matter, or on a continuing basis to work with the faculty in a program area.

Members of continuing advisory committees will be appointed for a specific term of service, usually one, two, or three years. Each year approximately one-third of the membership shall be new appointees.

Adopted: January 17, 1984

Reviewed: 2005

Revised: January 10, 2000

The Board authorizes the formation of organizations to assist in the development and growth of the College and/or to provide a vehicle for social fellowship and community good will. These organizations may include, but are not limited to:

Circle West Incubator  
DMACC Alumni Foundation  
DMACC Foundation  
DMACC Pioneers Connection

The Board reserves the right to designate and review such organizations and to ratify membership.

Adopted: January 10, 2000

Reviewed: 2005

Revised: August 8, 2005

Voting delegates representing the College at association conferences shall be appointed by the Board Chair.

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Reviewed: 2005  
Revised: January 10, 2000