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COLLEGE BOARD OF TRUSTEES BYLAWS

Uintah Basin Technical College
1100 E Lagoon Street
Roosevelt, UT 84066

Uintah Basin Technical College Board of Trustees Bylaws

Purpose: To provide bylaws for the Board of Trustees that will govern how the Trustees administer Uintah Basin Technical College and conducts regular Trustee business.

1. Definitions

1.1 The Utah System of Higher Education shall be referred to as USHE

1.2 The Utah Board of Higher Education shall be referred to as the Board

1.3 The Uintah Basin Technical College shall be referred to as UBTech

1.4 The Uintah Basin Technical College Board of Trustees shall be referred to as the Trustees

2. References

2.1 Title 53B, Chapter 2, Section 10

2.2 Title 53B, Chapter 2, Section 104

2.3 Title 53B, Chapter 2, Section 106

2.4 Title 53B, Chapter 2A

2.5 Board Policy R532

2.6 Title 53B-2-112

3. Bylaws

3.1 Offices: The principal office of the Trustees shall be located at the Roosevelt Campus, 1100 East Lagoon Street, Roosevelt, Utah. The Trustees may have such other offices as the Trustees may designate or as the business of the Trustees may from time to time require.

3.2 General Powers: Under 53B-2a-108, the Trustees are vested with the power to govern UBTech as outlined in 53B-2a-110, and as delegated by the Board in 53B-1-402. The Trustees shall address all issues requiring its action in a properly convened meeting. The Trustees may adopt rules and regulations to govern the conduct of its meetings, oversee the Trustees' activities, and fulfill their powers and duties in accordance with state statute 53B-2a-110, Trustee bylaws, and the laws of the State of Utah.

3.3 Trustee Members: The Trustees shall consist of 11 members who are residents of the State of Utah as outlined in 53B-2a-108. Seven (7) members appointed by the governor with the advice and

consent of the Senate. Three (3) members of the local school boards, one from Daggett school board, one from Duchesne school board, one from Uintah school board, each appointed by the local school board to which the member belongs. One (1) individual who is a member of Utah State University board of trustees, appointed by Utah State University board of trustees; if no member of Utah State University board of trustees lives within UBTech's service area, Utah State University board of trustees may nominate an individual to be appointed by the governor with the advice and consent of the Senate instead of appointing a member of their board of trustees. Except as provided in 53B-2a-109, subsection (1), the Governor shall appoint Trustee members to four-year staggered terms. Each member shall hold office until his or her successor has been appointed.

4. Trustee Duties

4.1 The Trustees shall assist the College President as stated in Utah State Code 53B-2a-110 and listed herein:

- 4.1.1 Assist the college president in preparing a budget request for the technical college's annual operations to the Board.
- 4.1.2 After consulting with the trustees, other higher education institutions, school districts, and charter schools within the technical college's region, assist the college president in preparing a comprehensive strategic plan for delivering technical education with the region.
- 4.1.3 In accordance with Section [53B-16-102, approve programs](#), including expedited program approval and termination procedures to meet market needs.
- 4.1.4 Adopt an annual budget and fund balances.
- 4.1.5 Conduct annual program evaluations.
- 4.1.6 Approve a strategic plan for the technical college that is aligned with:
 - A. State attainment goals
 - B. Workforce needs
 - C. The technical college's role, mission, and distinctiveness
 - D. The Board goals and metrics described in Section 53B-1-402

- E. Monitor the technical college's progress toward achieving the strategic plan
 - F. Act on behalf of the technical college in performing other duties as authorized by the Board or by statute.
- 4.2 The Trustees may not exercise jurisdiction over career and technical education provided by a school district or charter school or provided by a higher education institution independent of the technical college.
- 4.3 The Trustees shall participate in the appointment and evaluation processes of the College President, in accordance with 53B-1-402, and as delegated by the Board.
- 4.4 The Trustees shall approve the college's master plan and associated changes and periodically submit the master plan and/or changes to the commissioner's office.
- 4.5 The Trustees shall verify and assess tuition, and fee needs of the college and recommend tuition and fee increases to the Board.
- 4.6 The Trustees shall establish and oversee internal accounting and operating controls, monitor use of discretionary funds, establish institutional debt policy, and oversee all auxiliary enterprises.
- 4.7 The Trustees may approve construction projects of new facilities for less than \$500,000 and remodels or improvements of existing facilities for less than \$3,500,000.
- 4.8 The Trustees may approve property acquisition or disposal of less than \$500,000.
- 4.9 The Trustees may approve capital leases of less than \$100,000.
- 4.10 The Trustees may review and approve requests to submit to the Board for all other capital facilities.
- 4.11 The Trustees may set internal audit priorities, review internal audits, and report audit findings annually to the Board.

4.12 The Trustees may facilitate communication between the college and the community; assist in planning, implementing, and executing fund raising and development projects; and perpetuate and strengthen alumni and community identification with the college's tradition and goals.

4.13 Formation of a Non-Profit Corporation or Foundation:

The Trustees may form a non-profit corporation or foundation to aid or assist UBTech within its education's mission and role described in Section 53B-16-101, to meet UBTech's charitable, educational, or other objectives. The board and the president of UBTech control a nonprofit corporation or foundation described in 53B-2-112. An organized nonprofit corporation or foundation created as described herein, may receive, and administer:

legislative appropriations;

government grants;

private contracts; or

private gifts.

- 5. Oath of Office:** A member shall take the official oath of office before entering upon the duties of office. The Oath of Office is not a requirement of state statute.
- 6. Simultaneous Service on Institutions' Boards of Trustees:** An individual may not serve simultaneously on the Board and as a Trustee.
- 7. Terms:** Individuals appointed to the Trustees shall be appointed to a four-year term. The governor may appoint a member to a two-year term to ensure members appointed by the governor expire every other year. Terms of trustees appointed by the governor shall expire upon the date indicated upon the initial appointment document.
- 8. Consecutive Terms:** A member of the Trustees may not hold office for more than two consecutive full terms. An appointed member holds office until a successor is appointed in accordance with Section 53B-2a-108.
- 9. Vacancies:** A vacancy on the Trustees occurring before the expiration of a member's full term shall be immediately filled by the original appointing authority, for the vacant position described in Section 53B-2a-

108. An individual appointed to fill a vacancy shall be appointed to serve for the remainder of the unexpired term.

10. Removal of Trustee Members: The governor may remove a member of the Trustees for cause after consulting with the president of the Senate.

11. Resignation: A member of the Trustees may resign at any time by giving written notice to the Board's chair and College President.

12. Compensation: A member of the Trustees may not receive compensation or benefits for service but may receive per diem and travel expenses in accordance with: (a) Section 63A-3-106; (b) Section 63A-3-107; and (c) rules made by the Division of Finance pursuant to Sections 63A-3-106 and 63A-3-107.

13. Meetings: The Trustees shall meet regularly at a time and place it shall determine. The Trustees may also meet, in full or executive session, at the request of the chair, the college president, or a majority of the Trustees.

13.1 Special Meetings: The Trustees may convene a special meeting, in full or executive session, when called by the Trustees chair, the President, or a majority of the Trustees. The chair or president may designate the location or method for holding any special meeting.

13.2 Notice to Members of Trustees: The Trustees secretary shall notify Trustee members of the time and place of regular meetings of the Trustees at least five days prior to the meeting, together with an agenda explaining the nature of the business to be acted upon. The Trustees secretary may provide shorter notice for special meetings.

13.3 Notice to the Public: The Trustees and Executive Committee—when taking action on behalf of the Trustees in accordance with Section 3.9.6—shall give public notice of their meetings as required by Section 52-4-202 of the Open and Public Meetings Act.

14. Conducting Trustees Business

14.1 Open and Public Meetings Act: The Trustees shall conduct meetings in compliance with the Open and Public Meetings Act. If the Executive Committee intends to act on behalf of the Trustees in accordance with Section 3.9.6, it shall conduct its meeting in compliance with the Open and

Public Meetings Act. The Trustees may elect to enter a closed session in compliance with the Open and Public Meetings Act as outlined in Section 52-4-204.

14.2 Electronic Meetings: The Trustees and the Executive Committee may convene and conduct an electronic meeting in accordance with Section 52-4-208 of the Open and Public Meetings Act. Members of those committees who participate by electronic communication may be counted as members of the quorum to conduct and transact the Trustee's business. Such participation does not alter the requirements of notice, open and public meetings, and other applicable rules of the Trustees.

14.3 Quorum: The Trustees must have a quorum to take action. A quorum consists of six members. A quorum of the Executive Committee shall consist of a majority of its members. If less than a quorum is present at the time and place for any such meeting called, the Trustees or Executive Committee meeting may be adjourned without further notice.

14.4 Rules of Procedure: The Trustees and its committees shall follow Robert's Rules of Order in conducting all meetings.

14.5 Agenda and Regular Order of Business: The Trustees chair and the President shall set the agenda for Board meetings in consultation with the Leadership Committee. The official agenda shall constitute the principal business at regular meetings of the Trustees.

14.6 Categories of Agenda Items: The Trustee's business shall be listed in the agenda within the following categories:

14.6.1 Action Items: Items that are recommended for action and that require full discussion by the Trustees.

14.6.2 Consent Calendar: Items that are recommended for action and that have been fully discussed by the president's cabinet and do not require discussion by the Trustees.

14.6.3 Information Items: Items that are not recommended for action, but are for information, such as presentation of institutional reports by members of the president's cabinet, or other items for informational purposes.

14.7 Voting: Each member of the Trustees are voting members.

14.7.1 Consent Calendar: The Trustees may act on items in the Consent Calendar by voting on items either as a group or as items individually. Any item listed upon the Consent Calendar may, by majority vote of the Trustees, be transferred to the Action Items at the same or a subsequent meeting and made subject to full discussion and deliberation.

14.7.2 Recording of Votes: Any member so requesting shall have her or his vote recorded in the minutes, or on request of any member the vote of each member shall be recorded.

14.7.3 Proxy Voting: Proxy voting shall not be permitted at meetings of the Trustees or the meetings of its committees.

15. Policy Approval: Policies may be adopted by the full Trustees in a regularly scheduled meeting of the Trustees, or by the Executive Committee in extenuating circumstances as determined by the Trustees Leadership Committee.

16. Trustees Leadership: The Trustees Leadership Committee shall consist of the Trustee chair, a vice-chair, and the college president. The college president is neither a member nor an officer of the Trustees.

17. Appointment, Election and Term of Office

17.1 Chair and Vice-Chair(s): The Trustees shall elect a chair and vice-chair from among its members at its January meeting in each even numbered year, or as needed in a regularly scheduled meeting of the Trustees. Beginning on the date of election, the chair and vice-chair(s) shall serve concurrently for two years and until their successors are chosen and qualified. A member may not serve more than two terms as chair.

17.2 Secretary: The college president shall appoint a member of his/her staff to act as the Trustees secretary and will serve in this capacity at his/her discretion.

17.3 Duties of Chair and Vice-Chair and Secretary:

17.3.1 Chair: The chair shall preside at all meetings of the Trustees and shall have such other duties, powers and responsibilities as directed by the Trustees or by these bylaws. In the absence of such specifications, the chair shall have the powers and authority and shall perform and discharge the duties of similar officers serving organizations with similar purposes and objectives as the Trustees.

17.3.2 Vice-Chair(s): The vice-chair(s) shall act as chair in the absence or disability of the chair and shall have such other duties, powers and responsibilities as the Trustee or chair may assign. In the event the office of chair becomes vacant, a vice-chair shall act as interim chair until the next regular meeting, at which time the Trustees shall elect a new chair to serve the balance of the unexpired term. If the office of vice-chair is similarly vacated, the Trustees shall elect a new vice-chair from among its members at the next regular meeting.

17.3.3 Secretary: The secretary shall make a record and maintain a record of all Trustees meetings and shall perform such other duties as the college president may direct.

17.4 Removal of Board Chair or Vice-Chair

17.4.1 Chair and Vice-Chair: The Trustees may remove a chair or vice-chair of the Trustees upon majority vote of its members, at a regularly scheduled meeting of the Trustees.

18. Appointment of College President

18.1 College President: The Board shall appoint the College President. The Board shall provide support and guidance to the president and evaluate the president based on institutional performance and progress toward systemwide priorities and set the compensation for the president. The president is the chief executive officer of UBTech and the college Trustees. The president is vested with power and authority to ensure the effective and efficient administration and operation of UBTech.

The president shall act as the Trustee's chief executive officer and, subject to the control of the Trustees, shall supervise and control all the business and affairs of the Trustees. The Board shall consult with the Trustees or the president, prior to acting on matters pertaining to the college.

18.2 President Interprets Trustees Policy: The president shall be responsible for interpreting the Trustee's policies.

19. President's Duties:

19.1 Leadership: The president is the chief executive officer of the college; develops and implements UBTech's vision, mission, goals, and manages progress toward achieving them. The President is vested with power and authority to ensure the effective and efficient administration and operation of UBTech. The president guides the colleges contribution to the vision, mission, and goals of USHE. The president is responsible to lead as part of a larger alliance of USHE institutions, sharing a central mission of providing world-class, affordable higher education. The president is responsible for leading UBTech in collaboration and support of all college and university presidents, the commissioner's office, and the Board for the benefit of all students in Utah. The president may execute and deliver instruments that do not exceed \$100,000 on behalf of the Trustees, in accordance with UBTech policy 504 without Trustee approval. Contracts or instruments exceeding \$100,000 shall require Trustee approval in accordance with UBTech policy 504.

The president may enter partnership agreements with local employers and industry partners on behalf of the Trustees, for the benefit of the college, of up to \$1M. Prior to entering partnership agreements, contracts or accepting grants more than \$1M the president shall receive Trustee approval.

19.2 External Relations: The president represents UBTech with key stakeholder communities, including but not limited to: Alumni; Private, Foundation and Corporate Donors; State and Federal Legislators and other Governmental Leaders; Community Members and Non-Profit Partners; Employers, Industry; K-12 Education; etc. The President is responsible for effective and high integrity stewardship of both relationships with, and resources received from external stakeholders.

19.3 Advocacy: The president is authorized to advocate on behalf of the Trustees before the governor, the legislature, other officials, and governmental entities.

- 19.4 Trustee Policies Properly Executed:** After the Trustees has adopted a new policy, program, or taken an action, the president shall ensure that it is properly carried out.
- 19.5 Faculty and Staff:** The president may appoint, support staff, support personnel, administrative officers, deans, faculty members and other professional personnel, prescribe their duties, and determine their salaries from UBTech’s position classification plan. Where applicable, provide for the constitution, government, and organization of the faculty, administration, and enact implementing rules; enact rules for administration and operation of UBTech consistent with the prescribed role established by the Board, rules enacted by the Board, or the laws of the state of Utah. The president may exercise powers relating to all college employees, including but not limited to; furloughs, reduction in force, benefit adjustments, program reductions or discontinuance, early retirement incentives that provide cost savings to the college, and other measures that may provide cost savings to UBTech.
- 19.6 Strategic Planning:** The president will lead and guide the development of a strategic plan that leads UBTech in achieving their institutional goals; USHE statewide goals, and performance matrix.
- 19.7 Master Planning:** The president will oversee the development and maintenance of UBTech’s campus master plan(s), 5-year financial plans, and other applicable master plans; submitting them to the Trustees for approval as needed.
- 19.8 Finance and Budget:** The president oversees the institutions fiscal health, budgetary priorities, and the efficient and effective use of UBTech’s resources. Establishing priorities for all resources that help the college achieve their institutional goals, performance measures, and statewide goals of USHE.
- 19.9 Student Success:** The president will establish and oversee the development of institutional goals and initiatives that encourage student success and well-being, including student retention, graduation rates, course and program affordability, safety and mental health, career and academic counseling and workforce alignment. The president prioritizes, fosters, and celebrates a vibrant, challenging, and positive learning environment for UBTech students.

20. Advisory Committees: The Trustees shall establish advisory committees and such other special committees as the Trustees, or Trustees Leadership Committee may determine to be necessary or appropriate. Except for the Trustee’s Leadership Committee, the board chair in consultation with the college president shall appoint the membership, and a chair, of all standing and special committees. Advisory committee terms shall be established by the Trustee’s Leadership Committee at the time of appointment.

20.1 The Trustees shall form the following advisory committees:

20.1.1 Trustee Leadership Committee

20.1.2 Executive Committee

20.1.3 Fiscal Committee

20.1.4 Policy Committee

20.1.5 Instruction & Student Affair Committee

20.1.6 UBTech Way Committee

20.2 Special Committees: In addition to the standing committees, the Trustees may form other special committees as needed.

20.3 Staff Support: The president shall provide staffing support to each advisory and special committee as needed.

20.4 Committee Membership / Voting of Trustees Chair and Advisory Committee Chair(s): The chair of the Trustees and/or chair of any college advisory committee may serve as regular members of one or more advisory committees, with full power to vote.

20.5 Committee Meetings: Meetings of all committees of the Trustees may be held upon the call of the committee chair, the Trustees chair, or at the request of the president.

20.6 Executive Committee

20.6.1 Composition: The Executive Committee shall be comprised of the Trustees chair, the Trustees vice-chair, the chairs of the Fiscal, Policy, UBTech Way, and Program & Student advisory committees.

20.6.2 Authority: The Executive Committee may meet to address issues, identify areas of concern, set priorities or agenda items, or conduct other business requiring the Trustee’s action during the interim period between Trustees meetings as provided in this section. The Executive Committee shall report to the Trustees at the Trustee’s next meeting following an action undertaken.

20.6.3 Routine Matters: The Trustees authorizes the Executive Committee to act upon routine matters during the interim between the Trustee’s regular meetings.

20.6.4 Non-routine Matters: The Executive Committee may not act on non-routine matters except under extraordinary and emergency circumstances.

21. Public Information

21.1 Official Pronouncements: The Trustees chair is the only member of the Trustees authorized to make official pronouncements for the Trustees, and then only as authorized by the Trustees. The president as the chief executive officer of the Trustees is authorized to speak for the Trustees and UBTech with respect to all functions, responsibilities, and duties of the president’s office, policy matters that have received the approval of the Trustees, and administrative matters.

21.2 Releases and General Information: The president or designee may issue news releases, general information, and other communications regarding administration of UBTech, consistent with the duties of the president’s office, Trustee policies and/or directives.

22. Conflict of Interest

22.1 A potential conflict of interest is any direct and immediate interest or relationship, including financial interest exceeding \$2,000, with persons or businesses regulated by or directly affected by decisions of the Trustees, or persons or organizations which may present requests or issues before the Trustees. The interest of a spouse or other members of the immediate family/household or the interest of any other person which is constructively controlled by the member is included.

22.2 Trustees shall disclose potential conflicts of interest in a signed written document provided by the President’s Office. In the event the Trustees are taking action that involves issues with which a

Trustee has a potential conflict, the Trustee shall orally disclose the conflict during a regularly scheduled public meeting and abstain from participating in discussion or voting on the issue.

22.3 Trustees are subject to the Ethics Act, Utah Code 67-16-7. The President's Office will provide training materials to Trustees that explain the obligations of the Ethics Act. Trustees are also encouraged to counsel with the college president and seek general counsel from the Attorney General's office if there is any potential doubt as to the applicability of this section or the Ethics Act.

23. Amendment of Bylaws: The Trustees may amend these bylaws at any regular meeting. Copies of any proposed amendments shall be submitted in writing to each member and to the president at least seven days before the meeting at which they are to be proposed for vote.