

Board of Trustees

Policy Governance Manual



Marion Technical College's Board of Trustees first adopted the policy governance model in January 2017. This manual is updated as needed to reflect changes by the Board.

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Policy Type: Ends

These policies define the purpose of the organization by identifying who the organization will serve and how the organization will affect them.

TYPE: Ends

1.1 Educated Workforce

The Community that Marion Technical College serves has an educated workforce.

- Local employers can hire qualified employees

Adopted 1-17-17

TYPE: *Ends*

1.2 Student Success

Students are better prepared for life.

- They have greater career success and more pathways to it.
- They can successfully transfer to a four-year educational institution when desired
- There are more successful career transitions for:
 - Second Career Students
 - Displaced Workers
 - Low Skilled/High-Risk Populations
 - Employees seeking to upskill

Adopted 1-17-17

Policy Type: Governance

These policies define the way that the Board will manage itself.

2.1 Governing Style

The Board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity. Accordingly:

(A) Scope of Activities

All activities of the Board, its officers, committee(s) or members shall relate to the specific responsibilities of the Board as formally adopted at Board meetings.

(B) Group Action

The Board shall exercise its governing authority as a whole. No individual Board member may exercise such authority except as instructed by the Board.

(C) Policy Development

- (1) The Board policies are to be active and dynamic. They are meant to be changed and refined regularly, based on the intent of each section, the values of the Board, and the changing context within which Marion Technical College functions.
- (2) Proposed resolutions made by members of the Board shall be consistent with the unique focus for each of the four types of policy: Ends, Governance, Board-Executive Relationship, and Executive Limitations. Therefore, the Board shall take actions only when those actions will affect solely the Board, or when specifically required in these policies, the bylaws, or the law.
- (3) All Board decisions governing actions by the President/CEO (hereafter referred to as President) shall be done through Executive Limitation Policies when possible.
- (4) Any actions taken or contemplated by the President, or any that may be or have been approved through the President, will only be considered in light of the appropriate governing policies. The Board will only review the limitation policies for their soundness as a test of ethical and prudent behavior and not dictate what are appropriate executive actions except as they comply with limitation policies. The Board shall rewrite limitation policies when appropriate. The Board shall focus its delegation and accountability concerns solely on the President through policy. It shall not interfere with the President's management of Marion Technical College or relieve the President from the responsibility of management.

(D) Policy Review and Revisions

Any Board member or the President may request that the Chair place on the Board's agenda a review of or a change of specific policies.

(E) Monitoring

The Board shall establish effective and regular ways of monitoring compliance with the Limitation Policies, as well as determining monitoring indicators for Ends Policies.

Adopted 1-17-17

TYPE: Governance

2.2 Board Job Description

The job of the Board is to represent the “moral ownership” of Marion Technical College. As the representative of the owners of the organization, the Board will determine and require appropriate organizational performance throughout Marion Technical College. To distinguish its own unique job from the tasks of staff, the Board will concentrate on the following job “products,” or outputs:

(A) The link between the organization and the moral owners (such as the community, students, or State)

(B) Written governing policies, which at the broadest level, address:

Ends: Organizational products, impacts, benefits, recipients, and their relative worth

Governance Process: Specification of how the Board conceptualizes, carries out, and monitors its own task.

Board-Executive Relationship: How power is delegated and its proper use monitored; the President’s role, its authority and accountability.

Executive Limitations: Constraints on executive authority that establish the prudential and ethical boundaries within which all executive activity and decisions must take place.

(C) The assurance of Executive performance.

Adopted 1-17-17

2.3 Board Member's Code of Conduct

Board members have a responsibility to each other, the moral owners of the organization, and to the employees of Marion Technical College.

- (A) They shall be prepared for the Board meetings.
- (B) They shall become familiar with this policy manual, the Marion Technical College's Bylaws, and the obligations to the Foundation.
- (C) They shall participate in Board meetings, special briefings, ad hoc committees, and policy decision-making.
- (D) They shall make informed decisions by insisting on complete and accurate information and then support all decisions once they have been fully discussed and resolved by the Board.
- (E) They shall bring to the Board issues for discussion and action.
- (F) They shall invest personal energy and skills in the purposes and objectives of Marion Technical College seeking opportunities where individual skills and abilities can be applied.
- (G) They shall maintain the confidentiality of executive sessions
- (H) They shall work to fulfill their fiduciary responsibility to the organization.
- (I) They shall actively discipline themselves and other members of the Board of Directors by identifying Board actions and conditions that run counter to these policies.
- (J) They shall bring to the Chair's immediate attention any condition or action that they believe exceeds an Executive Limitation Policy or is in non-compliance with Bylaws.
- (K) They shall make no public attribution to individual Board members' discussions made during Board activities.

Adopted 1-17-17

2.4 Governing Processes

(A) Annual Board Planning Cycle

To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda that completes a re-exploration of Ends Policies and continually improves its performance through attention to Board education and to broad based input and deliberation.

(1) The cycle will start with the Board's development of its agenda for the next year, and shall cover the one year. Consultations with selected groups in the ownership or other methods of gaining ownership input as well as governance education and education related to Ends shall be identified as part of the year's agenda.

(2) Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.

(3) Executive monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.

(4) Policy Review Calendar

The Board shall establish an annual policy review calendar to coordinate the review of every policy at least once a year. The Board shall make every effort to coordinate the calendar with the business cycles of its own work, reviewing appropriate policies just prior to management actions or decisions.

(B) Board Self-Appraisal

In order to discipline itself and its efforts, the Board shall conduct an annual self-appraisal. The Board shall commit part of one meeting to discuss the following areas and identify areas and actions for improvement. The self-appraisal shall focus on

(1) The Board's performance in identifying and achieving the Moral Owners' Desired Ends.

(2) The Board's openness and communication among its members.

(3) The Board's ability and skill in developing and monitoring policy.

(4) The Board's adherence to policy and to its Policy Based Leadership.

(5) The Board's communication with the President.

(C) Policy Governance Review

Every three years the Board will review the ability of Policy Governance to provide organizational effectiveness. This will include a discussion of its continued use or modification.

(D) Board Agenda Structure

The Board intentionally establishes a basic structure for its meetings. The structure's purpose is to assist the Board and President in processing information in order to maintain a policy based orientation. Additional items can be added as needed, but the basic elements need to be

maintained. This Board agenda structure shall work in tandem with the annual plan, policy review, and monitoring calendar.

The Board agenda structure shall consist of five sections:

- (1) Major Discussion Topic
- (2) Consent Agenda
- (3) President's Report
- (4) Monitoring (if necessary)
- (5) Policy Review/Governance Issues
- (6) Informational Items
- (7) Executive Session

(E) Consent Agenda

When Board approval is required by a higher governing policy such as bylaws or law, but not required specifically by the Board:

- (1) The President shall bring a recommended action to the Board.
- (2) The Board shall review the appropriate Limitation Policies, for their adequacy as a test for ethics, prudence, and compliance with other governing documents.
- (3) The Board shall approve any action that falls within the Limitation Policies.

(F) Types of Board Sessions

The Board shall have two types of Board sessions

- (1) Open
Open sessions allow Board members, the President, and non-Board members to be in attendance.
- (2) Executive
Executive sessions allow only Board members and those invited to be in attendance. There shall be no reporting of these sessions and no actions will be taken during them. They serve for board discussion only.

(G) Committee Process

The Board may from time to time use committees, but always consistent with the following principles:

- (1) Committee responsibilities shall flow directly from the Board's description of its job, shall be set forth in a formal written charge with an appropriate period for existence, and shall not impinge upon responsibilities delegated to the President.
- (2) Committees shall not do work that has been delegated to the President.

(3) Committees shall have no executive or decision-making authority except when empowered by the Board.

(H) Nomination Committee

The Chair shall appoint a Nomination Committee to identify potential new Board members.

Adopted 1-17-17

2.5 Remote Attendance

The Board allows members to participate in regular Board meetings remotely, either via phone or video conference, in accordance with Ohio Revised Code Section 3345.82. Board members participating remotely shall be counted for the purpose of establishing a quorum and have their vote cast when called.

- (A) Members must:
 - (1) Attend no more than three regular Board meetings remotely during the calendar year.
 - (2) Request to attend remotely by notifying the Board Chair and Secretary no less than 48 hours in advance of the meeting, excepting in an emergency.
- (B) All regular Board meetings, where a member or members are in attendance remotely, must:
 - (1) Have a least one-third of sitting members in attendance in person.
 - (2) Require all votes be taken by roll call.

Adopted 6-17-25

Policy Type: Board-Executive Relationship

The Board's sole official connection to the operational organization, its achievements, and conduct will be through the President.

3.1 Unity of Control

Only decisions of the Board acting as a body are binding on the President. Accordingly,

- (A) Decisions or instructions of individual board members, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.
- (B) In the case of Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds, or are disruptive.

Adopted 1-17-17

3.2 Accountability of the President

The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

- (A) The Board will never give instructions to persons who report directly to the President.
- (B) The Board will refrain from evaluating, either formally or informally, any staff other than the President.
- (C) The Board will view President Performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board proscribed means will be viewed as successful President performance.

Adopted 1-17-17

3.3 Delegation to the President

The Board will instruct the President through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

Accordingly,

- (A) The Board will develop policies instructing the President to achieve certain results, for certain recipients. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends Policies.
- (B) The Board will develop policies that limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations.
- (C) As long as the President uses any reasonable interpretation of the Board's Ends and Executive Limitations Policies, the President is authorized to establish all further management policies, make all decisions, take all actions, establish all practices, and develop all activities.
- (D) The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. However, as long as any particular delegation is in place, the Board will respect and support the President's choices.

Adopted 1-17-17

3.4 Monitoring President Performance

Systematic and rigorous monitoring of President job performance will be solely against the only expected President job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly,

- (A) Monitoring is simply to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.
- (B) The Board will acquire monitoring data by one or more of three methods:
 - (1) Internal report, in which the President discloses compliance information to the Board
 - (2) External report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies
 - (3) Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- (C) In every case, the standard for compliance shall be any reasonable interpretation by the President of the Board policy being monitored.
- (D) All policies that instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule. The schedule and responsible party shall be listed with each Limitation policy in Section 4. These monitoring reports shall include the appropriate policy, a statement of compliance or non-compliance, and supporting evidence for the statement.

Adopted 1-17-17

Policy Type: Executive Limitations

These are the constraints placed on the President's efforts to achieve the Ends Policies. The Mega-Limitation is further defined by the sections that follow it. These sections are not mutually exclusive, since they do not limit actions independently. Each section is further limited by all other sections.

Unless restricted in the Executive Limitation Policies, all actions are acceptable.

Mega-Limitation

The President of Marion Technical College shall not act at any time in a manner that is unethical or imprudent, or that is inconsistent with Marion Technical College's governing documents.

TYPE: Executive Limitation

4.1 Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the President shall not permit the Board to be uninformed. Accordingly:

- (A) The President shall not neglect to submit monitoring data required by the Board in a timely, accurate, and understanding fashion, directly addressing provisions of the Board policies being monitored.
- (B) The President shall not let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- (C) The President shall not fail to advise the Board if, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the President.
- (D) The President shall not present information in unnecessarily complex or lengthy form or allow the information and advice to the Board to have significant gaps in timeliness, completeness, or accuracy.
- (E) The President shall not fail to provide a mechanism for official Board, officer, or committee and staff communications.
- (F) The President shall not fail to deal with the Board as a whole except when (a) fulfilling individual requests for information, or (b) responding to officers or committees fully charged by the Board.
- (G) The President shall not fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board. If the limitation is immediately correctable, the President shall take immediate action within Executive Limitation Policies and report the results to the Board. If the result is not immediately correctable, the President shall share with the Board a plan for corrective action.

Monitoring: Annually

Adopted 1-17-17

Amended 11-16-23

TYPE: Executive Limitation

4.2 Strategic Planning

In setting the direction and action plans of Marion Technical College:

- (A) The President shall not allow plans that do not have a beneficial impact on Marion Technical College's Ends.
- (B) The President shall not allow the organization to operate with a Strategic Plan that has a time frame of less than three years.
- (C) The President shall not allow the strategic plans to be reviewed less than once a year for continued adequacy.
- (D) The President shall not allow plans that are unresponsive to the changing climate and conditions that affect Marion Technical College.
- (E) The President shall not allow plans that do not consider their financial impact.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.3 Organizational Structure

In defining or reorganizing the management structure for the purpose of carrying out Marion Technical College's Ends:

- (A) The President shall not establish a structure that does not have a beneficial impact on the Ends Policies.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.4 Services

With respect to developing and managing services and programs, the President shall not jeopardize program or organizational integrity. Accordingly:

- (A) The President shall not cause or allow services or programs that are unrelated to achieving Ends Policies.
- (B) The President shall not allow services without considering their financial impact.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.5 Financial Condition

With respect to operating Marion Technical College in a sound and prudent fiscal manner, the President shall not jeopardize the long-term financial strength of the organization:

- (A) The President shall not allow Marion Technical College to operate without a plan for assuring that expenditures will not exceed the total annual projected income and other available funds.
- (B) The President shall not allocate the financial resources for Marion Technical College in a way that is not beneficial to attaining the Ends Policies.
- (C) The President shall maintain the required ODHE and HLC composite scores.
- (D) The President shall not invest funds or securities in a manner that compromises a high level of security and return, or sufficient liquidity to make funds available as needed for program or administrative purposes.
- (E) The President shall not borrow money without prior Board approval.
- (F) The President shall not allow deviations from generally accepted accounting principles.
- (G) The President shall not allow the distribution of audit reports without first sharing them with the Board.
- (H) The President shall not fail to have at least four months of subsidy reserves.

Monitoring: Monthly

Adopted 1-17-17

Amended 10-17-17

TYPE: Executive Limitation

4.6 Financial Planning

With respect to planning fiscal events (budgeting for all or any remaining part of a fiscal period), the President shall not jeopardize either programmatic or fiscal integrity of the organization.

- (A) The President shall not submit an annual budget that:
 - (1) Contains too little detail to reasonably project operating income and expenses.
 - (2) Does not separate capital and operational items.
- (B) The President shall not submit an annual budget without identifying its underlying assumptions.
- (C) The President shall not submit an annual budget that plans in any fiscal year the expenditure of more funds than are projected to be received in that period.
- (D) The President shall not submit an annual budget that exceeds the financial condition policies.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.7 Funding

In soliciting or obtaining resources:

- (A) The President shall not accept donations that would compromise the ethics and statutes of the State of Ohio.
- (B) The President shall not accept donations in cash or in kind where there is a difference between the applicable donor intent and that of Marion Technical College.
- (C) The President shall not fail to consider all appropriate means of fundraising and shall not fail to work cooperatively with the Foundation.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.8 Asset Protection

In order to effectively utilize and maintain Marion Technical College's facilities and property:

- (A) The President shall not allow the organization to operate without a regular assessment of needed maintenance to the facilities and property and required insurance.
- (B) The President shall not allow the organization to operate without addressing critical maintenance needs in a timely basis.
- (C) The President shall not acquire, divest, or lease real property without Board approval.
- (D) The President shall not divest of property when doing so will have a negative impact on Ends.
- (E) The President shall not begin new capital projects without an operational plan.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.9 Treatment of Students

In relating to students:

- (A) The President shall not deviate from local, state or federal law or regulations in the fair and equitable treatment of students.
- (B) The President shall not allow students to be treated in an unfair or unethical way.
- (C) The President shall not allow students to be uninformed of their rights and responsibilities.
- (D) The President shall not fail to provide for a grievance procedure for students.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.10 Treatment of Employees

With respect to treatment of employees and volunteers, the President may not cause or allow conditions that are unsafe, unsupportive, or inequitable. Accordingly:

- (A) The President shall not deviate from local, state, or federal law or regulations in the fair and equitable treatment of employees.
- (B) The President shall not set human resource policies that run counter to effective operations and shall not allow employees to be unaware of said policies.
- (C) The President shall not allow employees to be uninformed of their responsibilities and duties.
- (D) The President shall not impair employees' rights to equitable and humane treatment.
- (E) The President shall not fail to ensure employees of opportunities for professional growth.
- (F) The President shall not allow the organization to function without a way for employee grievances to receive a fair internal hearing.
- (G) The President shall not conduct the decision-making process of administration in a secretive manner except as required for personal privacy and confidentiality of personnel records.
- (H) The President shall not allow any employee positions to be undefined or not generally reflect the responsibility and tasks given to the position.
- (I) The President shall not allow any employee positions to exist where resources are inadequate for that position to be successful.
- (J) The President shall not fail to implement Conflict of Interest procedures with employees.

Monitoring: Annually

Adopted 1-17-17

Revised 8-17-21

TYPE: Executive Limitation

4.11 President Vacancy Contingency Plan

The President shall not allow the organization to function without a contingency plan in the case that the President can no longer serve and to share said plan with the Chair.

Monitoring: Annually

Adopted 1-17-17

TYPE: Executive Limitation

4.12 Conflict of Interest for the President

The President has an obligation to identify all conflicts of interest and resolve any that are unacceptable. Therefore:

- (A) The President shall not allow the Board to be uninformed of all potential conflicts of interests. This disclosure shall include membership on, a substantial financial interest in, or employment of the President or a relative of the President by any organization doing business with Marion Technical College.
- (B) The President shall not accept any gifts or favors of a substantial nature from any organization doing or seeking business with Marion Technical College.
- (C) The President shall not enter into activities or share information acquired in the course of service to Marion Technical College that may be detrimental to the Organization.
- (D) The President shall not fail to have a plan to resolve all unacceptable conflicts of interests.

Monitoring: Annually

Adopted 1-17-17

MONITORING REPORT SCHEDULE

Executive Limitations Policies

Policy	Monitoring Report	Board Policy Review
4.1 Communication and Counsel to the Board	August	September
4.2 Strategic Planning	March	May
4.3 Organizational Structure	August	September
4.4 Services	January	March
4.5 Financial Condition	Monthly	August
4.6 Financial Planning	June	August
4.7 Funding	November	January
4.8 Asset Protection	November	January
4.9 Treatment of Students	May	June
4.10 Treatment of Employees	May	June
4.11 President Vacancy	September	November
4.12 Conflict of Interest	January	March

Ends Policies

Policy	Monitoring Report	Board Policy Review
1.1 Educated Workforce	September	November
1.2 Student Success	March	May