

## Board Policy: 204 – Codes of the Board

Subject: Board of Trustees  
Series 204: Codes of the Board

### I. Code of Conduct

The Board of Trustees as the sole statutory legislative governing body of Kirkwood Community College adopts a Code of Conduct to promote a healthy working relationship among its members and with its president and administration based upon mutual trust and support.

Each member of the Board of Trustees of Kirkwood Community College shall endeavor to:

1. Have read and understand the Code of Iowa, Chapter 260C, Community Colleges.
2. Attend all scheduled Board meetings insofar as possible.
3. Conduct all College business in open public meetings unless, in the judgment of the Board and only for those purposes permitted by law under Chapter 21 of the Code of Iowa, it is deemed more appropriate to hold a closed meeting.
4. Hold confidential all matters discussed in Executive Sessions of the Board.
5. Through enactment of policies, monitoring of activities, and appointment of administrative personnel, uphold, implement, and enforce all laws, rules, regulations, court orders, and standards pertaining to Kirkwood Community College, and bring needed change only through legal and ethical procedures.
6. Recognize, understand, and respect that the Trustees' basic function is policy making, and not administrative or those items related to carrying out the day-to-day operations.
7. Approach all Board related discussion, decision making and voting from an unbiased perspective, free of personal agendas and in a non-discriminatory manner.
8. Provide leadership in helping the individual trustee's district as well as the greater Kirkwood community in understanding the importance of proper support for Kirkwood Community College, whether it be in providing adequate finance, optimum facilities, staffing and resources or better educational programs for the students.
9. Support Kirkwood's fundraising efforts through personal giving in accordance with one's means and willingness to share in the solicitation of others.
10. Promote a healthy working relationship with the President and the administration by:
  - a. Appointing the best qualified professional leader available when a president is to be appointed and appointing the best-trained professional and support staff available upon recommendation of the president.
  - b. Developing and maintaining open and honest communication between the Board members and the College president.

- c. Expecting the president to present recommendations for Board action with complete information and in a timely manner that would allow members an adequate period of study and deliberation.
  - d. Recognizing the importance of full and open discussions on all facets of any recommendation presented by the president before Board action is taken.
  - e. Referring complaints to the president or advising that complaints be presented in writing to the Board as a whole through the president.
  - f. Presenting any personal criticisms of employees to the president.
  - g. Recognizing that contacts with the media are best handled by the president or chairperson of the Board respectively, and recognizing that such contacts should be generally referred to them.
  - h. Recognizing that the hiring, assigning, transferring, terminating or discipline of employees will be handled according to established personnel policies through the Human Resources office and in accord with any approved collective bargaining agreement, employee handbooks or guidelines, and affirmative action policies and procedures.
  - i. Understanding that direct communication of intended College business with any employee besides the president is inappropriate. The Board's sole employee is the President and any questions or requests should come to the President.
11. Devote appropriate time, thought, and study to the duties and responsibilities of a trustee in order to render effective and creditable service.
  12. Work with fellow Board members in a spirit of harmony and cooperation in spite of differences of opinions that arise during vigorous debates of issues.

## **II. Code of Ethics**

1. To vote according to one's individual conviction; to challenge the judgment of others when necessary; yet to be willing to support the decision of the Board and work with fellow Board members in spirit of cooperation.
2. To hold the educational welfare of students as primary concern.
3. To maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
4. To comply with conflict of interest policies and disclosure as developed by the Board.
5. To make judgments always on the basis of what is best for the institution as a whole and for the advancement of higher education rather than to serve personal or special interests.
6. Be scrupulous in requesting only authorized and legitimate reimbursement of expenses.
7. Maintain balance between responsibility of explaining a personal opinion on school related political issues without creating the perception that the full Board is of that opinion.
8. Avoid any activity that would cast the appearance of a relationship between the Board and any political committee.

9. Understanding the power of the Board is through the collective body and does not rest with individual trustees.

#### Steps in addressing Codes of Conduct or Ethics violations:

1. The Board of Trustees has responsibility for monitoring itself.
2. The Chair of the Board plays a key role in ensuring that laws and codes of conduct are followed.
3. Violations or suspected violations of the Board's Code of Conduct will be addressed by the Chair of the Board, who will first discuss the violation with the Trustee in question to reach a resolution.
4. If resolution is not achieved and further action is deemed necessary, the Chair may appoint an ad hoc committee to examine the matter and recommend further courses of action to the Board, which may include a recommendation for censure of the Trustee in question.
5. If the Chair is perceived by another Trustee to have violated the Code, the Vice Chair will pursue resolution.
6. If the violation is perceived to be a criminal or legal offense, the matter will be referred to the Kirkwood Community College legal counsel or local or state authorities as needed.

In accordance with Robert's Rules of Order, the Board of Trustees may, after investigation and upon written findings of fact, adopt, by majority vote, a resolution of censure with respect to any Trustee who violates the Code of Conduct or any other provision of Board Policies.

### III. Conflicts of Interest

The Board of Trustees believes that its members, including secretary and treasurer, should exercise a leadership role with respect to ethical behavior. It is important to avoid even the appearance of a conflict of interest. A potential conflict of interest is a situation that involves a personal, familial or business relationship between a trustee or stipulated institutional officers and the College or organizations that do business with the College that can cause the College or the Board to be legally or otherwise vulnerable to public criticism, embarrassment, or litigation.

#### 1. Conflict of Interest.

##### a. Scope

This statement of policy with respect to conflict of interest applies to each member of the Board of Trustees and Secretary and Treasurer of Kirkwood Community College. It is intended to serve as guidance for members of the Board of Trustees, Secretary and Treasurer, and for the president, vice presidents, deans, and executive directors.

##### b. Fiduciary Responsibilities

Members of the Board, secretary and treasurer, serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board and recommendations made by the secretary and treasurer are

to be made solely on the basis of a desire to promote the best interest of the institution and the public good. The College's integrity must be protected and advanced at all times.

The Board requires that each trustee and secretary and treasurer annually (1) review this policy; (2) disclose any possible personal, familial or business relationships that reasonably could give rise to a conflict involving the College; and (3) acknowledge by his or her signature on the Disclosure Form for Trustees and Institutional Officers that he or she is in compliance with the letter and spirit of this policy. Thereby, it is the declared policy of the Board that trustees will not participate in Board discussions, except for recitation of the facts, or vote on items or transactions where trustees have a conflict of interest or have developed a potential conflict of interest since the time of the filing of the required disclosure form. Similarly, the secretary and treasurer with a conflict of interest shall not participate in making a recommendation to the Board concerning a matter in which a conflict of interest exists.

c. **Disclosure**

All trustees and secretary and treasurer are required to list only those substantive relationships that he or she maintains or members of his or her family maintain with the College or with organizations that do business with the College or otherwise could be construed to potentially affect their independent unbiased judgment in light of his or her decision-making authority or responsibility.

In the event that a trustee or secretary or treasurer is uncertain as to the appropriateness of listing a particular relationship, the chairperson of the Board of trustees, the College president or College counsel should be consulted. Trustees and secretary and treasurer shall file this disclosure form with the Secretary of the Board within 45 days after the annual organizational meeting.

**DEFINITIONS**

The following definitions are provided to help trustees and secretary and treasurer decide whether a relationship should be listed on the disclosure form or should prevent a trustee or secretary or treasurer from participating in consideration of recommendations or proposed transactions:

- i. **Potential conflict of interest or conflict of interest:** Substantive relationships maintained by trustees or secretary and treasurer, or members of their family, with the College or with organizations that do business with the College or that otherwise could be construed to potentially affect their independent, unbiased judgment in light of his or her decision-making authority or responsibility.
- ii. **Business relationship:** One in which a trustee, secretary or treasurer, or a member of his or her family as defined below, serves as an officer, director, employee, partner, trustee or controlling stockholder of an organization that does substantial business with the college.
- iii. **Family member:** A spouse, parents, siblings, children, or any other relative if the latter resides in the same household as the trustee or officer.
- iv. **Substantive relationships:** When a trustee, secretary or treasurer, or member of his or her family, (a) has other direct or indirect dealings with such an

organization from which the trustee, secretary or treasurer, or member of his or her family benefits directly, indirectly or potentially from cash or property receipts totaling \$20,000 in any fiscal year; or (b) is employed by the College or receives fees, benefits or other compensation from the College.

- v. **Substantial business:** An organization that does substantial business with the College is one that received more than \$20,000 from the College in the previous fiscal year.

## Disclosure Form for Trustees and Institutional Officers

Please complete this disclosure form and return to the Secretary of the Board within 45 days after the annual organizational meeting.

1. Are you aware of any relationships with the College between yourself or a member of your family as defined by the letter or spirit of the Board of Trustees Code of Ethics that may represent a conflict of interest or might be perceived as a conflict of interest?

Yes \_\_\_\_\_ No \_\_\_\_\_

If yes, please list each such relationship and the details of annual or potential financial benefit, if any, as you can best estimate them.

- a.
- b.
- c.
- d.

2. Did you or a member of your family receive during the past 12 months any fees, gifts, or loans from any source from which the College buys goods or services or with which the College otherwise transacts substantial business, as defined in the Code of Ethics?

Yes \_\_\_\_\_ No \_\_\_\_\_

If yes, please list such fees, loans or gifts, their source, and their approximate value.

- a.
- b.
- c.
- d.

3. Do you have a business relationship with an organization that does substantial business with the College, as defined by the Board of Trustees Code of Ethics?

Yes \_\_\_\_\_ No \_\_\_\_\_

If yes, please list each such business relationship.

- a.
- b.
- c.
- d.

4. Other:

I certify that the foregoing information is true and complete to the best of my knowledge.

Name \_\_\_\_\_

Date \_\_\_\_\_

## Removal of Trustee

### Iowa Code- 66.1A Removal by court.

Any appointive or elective officer, except such as may be removed only by impeachment, holding any public office in the state or in any division or municipality thereof, may be removed from office by the district court for any of the following reasons:

1. For willful or habitual neglect or refusal to perform the duties of the office.
2. For willful misconduct or maladministration in office.
3. For corruption.
4. For extortion.
5. Upon conviction of a felony.
6. For intoxication, or upon conviction of being intoxicated.
7. Upon conviction of violating the provisions of [chapter 68A](#).

[S13, §1258-c; C24, 27, 31, 35, 39, §1091; C46, 50, 54, 58, 62, 66, 71, 73, 75, 77, 79, 81, §66.1] C2001, §66.1A

Impeachable officers, Iowa Constitution, Art. III, §20

Date of Adoption: 08/11/1966

Date of Revision: 09/23/2010  
12/09/2021  
06/09/2022  
12/08/2022  
10/10/2024

Date of Review: 12/13/2018  
01/13/2022  
07/14/2022  
01/12/2023  
11/14/2024

[Legal Reference \(Code of Iowa\)](#)

Chapter 22  
Section 279.7A