

**Board of Trustees**  
**for**  
**Fort Lewis College**

**Manual**  
**of**  
**Policies and Procedures**

(Adopted September 30, 2011)

(Amended June 1, 2012)

(Amended April 26, 2013)

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## 1. The Manual and the Board

- 1.1. The **Board of Trustees for Fort Lewis College** (the "Board") is a body corporate and the governing authority for **Fort Lewis College** (the "College"), a state institution of higher education established by law.<sup>1</sup> The Board is charged with the general supervision of the College and the exclusive control and direction of all funds of and appropriations to the College, unless otherwise provided by law.<sup>2</sup>
- 1.2. The Board consists of nine (9) members; seven (7) "voting members" appointed by the Governor and two (2) "advisory members" – one elected member of the student body of the College and one elected member of the faculty at large of the College.<sup>3</sup>
- 1.3. This Manual sets forth the bylaws, policies and procedures of the Board. These bylaws, policies and procedures are intended to guide the Board's governance of the College and to direct the conduct and actions of its individual members, officers and employees.
- 1.4. Nothing in this Manual is intended to create any rights enforceable by any employee of the Board or College or any third party. The Board may unilaterally change or delete any provision of this Manual at any time, in its sole discretion.
- 1.5. This Manual may be amended at a regular meeting of the Board by the affirmative vote of a majority of the voting members, provided that the text of any proposed amendment shall have been given with the notice or agenda of the meeting at which such amendment is scheduled to be voted upon. At the meeting following such notice, the Board may adopt, reject, or adopt in an amended form the proposed amendment.
- 1.6. Each Board member shall receive a copy of this Manual upon his or her appointment or election to the Board, and a copy shall be posted on the College's public website.

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<sup>1</sup> Colorado Revised Statutes, §§ 23-52-101 and -102.

<sup>2</sup> Colorado Constitution, Art. VIII, § 5; Colorado Revised Statutes, § 23-52-101, et seq.

<sup>3</sup> Colorado Revised Statutes, § 23-52-102(2), (3) and (4).

## 2. Bylaws of the Board

- 2.1. Exercise of Powers. Official action of the Board may occur only at meetings duly called and held in accordance with the Colorado Open Meetings Law and these Bylaws at which a quorum is present. Matters properly coming before the Board at such meetings shall be determined by a majority of the voting members who are present at the meeting.
- 2.2. Contracts or Representations by Board Members. No Board member or group of Board members may make or enter into any contract on behalf of the Board or the College or otherwise make any binding agreement or representation on behalf of the Board or the College, except when specifically authorized by formal action of the Board.
- 2.3. Public Comment by Board Members. No individual Board members or group of Board members may speak or make public comments on behalf of the Board, unless specifically authorized to do so by formal action of a majority of the voting members of the Board. However, this shall not prevent Board members from making statements or observations in their individual capacities, so long as they clearly indicate that they are not speaking for the Board.
- 2.4. Duty of Board Members.
  - 2.4.1. Each Board member owes a fiduciary duty to the Board and the College.
  - 2.4.2. Board members shall maintain the confidentiality of any information discussed in an executive session of the Board.
  - 2.4.3. Board members shall not disclose any privileged communications with the Board's attorneys related to consultations or advice on Board or College business. Only the Board, by affirmative action, may waive the attorney-client privilege.
  - 2.4.4. Board members shall maintain the confidentiality under state or federal law of personally identifiable information regarding students and employees of the College.
- 2.5. Election of Board Officers, Vacancies.
  - 2.5.1. The Board shall elect from its voting members a Chairperson, a Secretary, and a Treasurer. The offices of Secretary and of Treasurer may be held by the same person. The Board may also elect a Vice Chairperson from the voting members of the Board. The duties and responsibilities of the elected officers shall be as described in these Bylaws.

- 2.5.2. Officers shall be elected by the Board prior to January 1 each year at the last regularly scheduled meeting of the previous year. Such officers shall assume their offices on January 1 of the year following their election and serve for a period of one year from said date or until their successors are elected, whichever is later. The Chairperson and Vice Chairperson shall not serve more than two consecutive terms plus any period of an unexpired term previously served by such person in filling a vacancy in such office. All other officers, including deputy officers, may serve such number of terms, as the Board deems appropriate.
- 2.5.3. At the expiration of the Chair's term, or in the event of a vacancy in the office of Chair, the current Vice Chair shall be considered for nomination to succeed the Office of Chair. (Addition approved April 26, 2013)
- 2.5.4. The Board may appoint a Deputy Secretary and a Deputy Treasurer to assist the Board Secretary and Treasurer in the performance of their duties and responsibilities. Deputy officers need not be Board members and may be employees of the Board.
- 2.5.5. In the event of a vacancy in any office of the Board, a successor shall be elected by the Board at its next regularly scheduled meeting to serve for the period of any unexpired term and until a successor to that person is elected and qualified.

## 2.6. Duties of Board Officers.

- 2.6.1. Chairperson. The Chairperson of the Board shall preside at all meetings; appoint, subject to ratification by the Board, the members of all Board committees; be an ex-officio, voting member of all Board committees; discharge the ordinary duties of such office in the pursuance of parliamentary law; sign all diplomas with the College President; and sign contracts, documents and other instruments and perform such additional tasks as may be necessary to implement actions approved or taken by the Board.
- 2.6.2. Vice Chairperson. The Vice Chairperson of the Board shall, in the absence of the Chairperson, perform the duties of the Chairperson.
- 2.6.3. Secretary. The Secretary shall give all notices to and from the Board as may be required and necessary to comply with these Bylaws, provisions of law (including, but not limited to, notice of meetings as required by the Colorado Open Meetings Law) and the wishes of the Board; keep a record of all actions and proceedings of the Board and all of its committees at a central location; transmit copies of such records to Board members as may be required by these bylaws or as otherwise requested by the Board; keep the corporate seal; attest to contracts, documents, and other instruments of the Board executed by the Chairperson; make certifications

on behalf of the Board and perform such other duties as are normally performed by the Secretary of a legally-organized corporate body and those which may be assigned by the Board. The Secretary shall also maintain an up-to-date record of all policy actions of the Board as amendments to this Manual and preserve all documents pertaining to said office.

2.6.4. Deputy Secretary. Any Deputy Secretary appointed by the Board shall assist the Secretary in the performance of the duties of that office and perform such other duties as may be assigned by the Secretary or the Board.

2.6.5. Treasurer. The Treasurer shall keep a true account of all monies received and paid out by that office; pay all warrants duly signed by the Chairperson; maintain and provide to Board members statements of the financial condition of the Board and the College; and prepare, compile, and provide such other financial documents as may be requested by the Board.

2.6.6. Deputy Treasurer. Any Deputy Treasurer appointed by the Board shall assist the Treasurer in the performance of the duties of that office and perform such other duties as may be assigned by the Treasurer or the Board.

2.7. Compensation of Officers. Officers who are not members of the Board may receive appropriate compensation and benefits as determined by the Board.

2.8. Salaries or Other Compensation of Board Members. No member of the Board, whether a voting or advisory member, shall receive any salary or other compensation for services rendered in connection with their office. A Board member, whether voting or advisory, may be reimbursed for actual expenses or approved per diem in lieu thereof incurred by reason of attendance at any meeting of the Board or a committee thereof, or in the performance of other official business of the Board.

2.8.1. Reimbursement of Expenses. All expenses incurred by members of the Board that are reasonable, necessary, and directly related to the individual's duties as a Board member (e.g., travel, attendance at official functions, miscellaneous expenses) will be reimbursed to the extent permitted by state law and Board policy. All such reimbursements included for these purposes set forth below are governed by the Board's Fiscal Rules.

2.8.1.1. Official Functions. Actual costs of all official functions authorized by the Chairperson of Board will be reimbursed provided that receipts are submitted for all expenses claimed.

2.8.1.2. Miscellaneous Expenses. All expenses incurred in the course of performing duties as a Board member (e.g., lodging, meals, parking, telephone, postage, lunch meetings, mileage, taxis) will be reimbursed to the extent permitted by state law and Board policy, provided that all receipts (or a full and complete accounting) for expenses are submitted with the request for reimbursement.

2.9. Meetings of the Board.

2.9.1. Regular Meetings. Regular meetings of the Board shall be held at such dates, times and places as agreed upon in advance by the Board. The Secretary of the Board shall post and maintain on the College's public website a schedule of the date, time and place of all regular Board meetings as information on those meetings becomes available.

2.9.2. Special Meetings. The Chairperson of the Board or any three voting members of the Board may call special meetings of the Board at any time.

2.9.3. Notice of Meetings.

2.9.3.1. Official notice of the date, time and place of Board meetings shall be provided by e-mail and posting on the College's public website.

2.9.3.2. If a person requesting notice of Board meetings does not have internet access, they may request in writing to the Board Secretary that they receive notice by regular first class mail.

2.9.3.3. Board members and any persons requesting notice of Board meetings shall be responsible for informing the Board Secretary in writing of their current delivery address.

2.9.3.4. Notice of a regular Board meeting shall be given at least seven (7) days prior to the meeting to which the notice relates, and notice of a special Board meeting shall be given at least 24 hours prior to the meeting to which the notice relates.

2.9.4. Quorum. A quorum of the Board shall be a majority of the voting members of the Board. Physical presence of such members at a meeting shall be necessary to establish a quorum, except when in the judgment and discretion of the Chairperson of the Board (1) immediate action of the Board is required and (2) the establishment of a quorum through such physical presence would impose an undue burden upon the Board members. In such event, Board members may be considered "present" and official action may be taken by telephone, video communication, or other comparable means, provided that all other Bylaws of the Board are followed.

- 2.9.5. Adjournment. Any regular or special meeting may be adjourned, and its business continued to an appointed date, time and place by a vote of the majority of the voting members present, even if there is less than a quorum present. Notice of the appointed date, time and place of the continuation of the meeting shall be given in accordance with paragraph 2.9.3 above.
- 2.9.6. Motions, Seconding and Voting on Actions. All members of the Board may make and second motions and vote thereon. However, the votes of the faculty and student representatives to the Board shall be advisory only and shall not be counted in determining the outcome of a motion or other formal Board action. The Chairperson of the Board shall have the same right to vote as any other member.
- 2.9.7. Public Meetings; Executive Sessions. All meetings and discussions of public business by the Board shall be conducted in open, public session and in full compliance with the Colorado Open Meetings Law. The Board may meet in executive session when and as permitted by the Colorado Open Meetings Law.
- 2.9.8. Agenda of Business.
- 2.9.8.1. At least seven (7) days prior to each regular meeting and at least 24 hours prior to each special meeting of the Board, the Secretary shall deliver to each member of the Board a written agenda setting forth all matters which are to be considered at the meeting, together with copies of any supporting documents or materials. The agenda may be included in the notice of the meeting.
  - 2.9.8.2. The Chairperson and the Secretary of the Board shall be responsible for preparing the agenda for all meetings of the Board. In the event that a special meeting is called by three or more voting Board members, then those Board members and the Secretary shall prepare the agenda for that meeting.
  - 2.9.8.3. In the event of an objection by any voting member to the consideration of any matter not included in the agenda for a regular meeting, consideration of such matters may be postponed until the next regular Board meeting, unless at least three (3) of the Board's voting members consent to consideration of the matter without such postponement.
  - 2.9.8.4. No business other than that mentioned in the notice of a special meeting shall be the subject of action at such meeting, unless all voting members consent to the consideration and transaction of such other business.

2.9.9. Rules of Order. The rules contained in Robert's Rules of Order Newly Revised, as originally copyrighted in 1967 by General Henry M. Roberts, III, shall govern the proceedings and the conduct of all meetings of the Board and its committees in all matters to which they are applicable and which are not covered in or by the bylaws, policies and procedures in this Manual or the laws of the state of Colorado. Any motion, resolution or other formal action of the Board that is otherwise lawfully adopted, approved or ratified by the Board may not be reversed or nullified because of a violation of the Rules of Order adopted.

2.10. Communications.

2.10.1. Unless otherwise determined by the Board, communications for presentation to the Board shall be in writing and may be presented by the Secretary at the next regular meeting following their receipt, if received at least fourteen (14) days prior to the Board meeting.

2.10.2. The Board may permit public comment at its regular meetings. Any person wishing to address the Board during the public comment segment of a regular meeting shall give their name to the Board Secretary before the commencement of the meeting and shall limit their comments to five (5) minutes.

2.10.3. All proposals, resolutions, and other communications from members of the faculty, student body, or employees of the College (other than those who are members of the Board) shall be presented only at the invitation of the College's President. This requirement may be waived by the Board.

2.10.4. Individuals or organizations who wish to make presentations to the Board may do so only with the permission of the Board. All requests for permission to make presentations to the Board shall be made in writing to the Board Secretary at least thirty (30) days prior to the Board meeting and shall state the purpose, nature and duration of the presentation. The chair may waive this requirement in extenuating circumstances.

2.10.5. To assure impartiality, the Board and its members shall not consider or address communications involving individual personnel matters or issues or other matters or issues that the Board may be required to address in a quasi-judicial capacity (such as the review of appeals from institutional decisions) other than those that are formally submitted in accordance with the policies and procedures in this Manual. All other communications received by the Board or its members relating to such matters or issues shall be referred to the Board's legal counsel for review and response.

2.10.6. The Chairperson of the Board may, in his or her sole discretion, terminate any comments, address or presentation to the Board that violates the provisions of this subsection or disrupts the Board meeting.

## 2.11. Committees of the Board.

2.11.1. Standing Committees. The Board shall have the following standing committees:

2.11.1.1. Academic and Student Affairs Committee. This committee shall be responsible for the review of academic and student affairs items or reports that may come before the Board, including, but not limited to, program reviews, the elimination or addition of academic programs, and academic and student policies and procedures.

2.11.1.2. Business Affairs Committee. This committee shall be responsible for the review of administrative and financial items or reports that may come before the Board, including, but not limited to, budget requests, business policies and procedures, multi-year employment contracts, the acquisition or disposal of real property by sale or lease, and financial and operational audits.

2.11.1.3. Capital Development Committee. This committee shall be responsible for the review of capital development items or reports that may come before the Board, including, but not limited to, the construction and maintenance of the College's facilities and physical plant, the acquisition or disposal of land or buildings, capital development and master plans, and the financing of capital development projects.

2.11.1.4. Legislative Committee. This committee shall be responsible for the development, analysis and tracking of state and federal legislation impacting the College and reporting to the Board on such legislation.

2.11.1.5. Nominating Committee. This committee shall be responsible for developing and nominating to the Board a slate of candidates for the Board officers.

2.11.2. Special Committees. Special committees may be appointed by the chair of the Board, subject to approval by the Board, with such powers and duties as the Board shall determine. No special committee shall act for more than one year from the date of its appointment, and all such committees shall be considered discharged upon expiration of said year, unless specifically authorized by the Board at the time of their appointment, or from year-to-year, to act for a longer period. During any period between regular meetings of the Board, the chair of the Board may appoint special committees to review and make recommendations regarding specific matters provided that the appointment and charge of such special committees is confirmed at the next regular meeting of the

Board following their appointment. The general provisions set forth above regarding quorum and minutes shall apply to all special committees.

2.11.3. Appointment of Standing Committees. At the first meeting of each calendar year, the Chairperson of the Board shall appoint the members of each standing committee and designate the chair of each committee, subject to the concurrence of the Board. No more than three (3) voting members of the Board may be on each standing committee. In the absence of the appointment of a standing committee, the duties and powers of that committee shall be the responsibility of the entire Board as a committee of the whole.

2.11.4. Procedures for Board Committees.

2.11.4.1. All meetings of Board committees shall be conducted in compliance with the Colorado Open Meetings Law.

2.11.4.2. Formal actions of all Board committees shall be limited to recommendations to be made to the Board and shall in no way bind the Board.

2.11.4.3. Meetings of Board committees may be called at the discretion of the Chairperson of the Board or the respective chairs of such committees. Notices of such meetings shall be given in the manner prescribed in paragraph 2.9.3 above.

2.11.4.4. Meetings of Board committees shall require the physical presence of their members except when the chair of a committee determines that it is necessary to provide for other means of communication for a particular meeting. Under such circumstances meetings may be held by telephone, video conferencing, or other forms of electronic communication, and members participating in such meetings shall be deemed to be "present."

2.11.4.5. Recommendations or actions of a Board committee shall require the presence of a quorum, which shall consist of a majority of the members of such committee. For Board committees with only three members, any recommendation shall require an affirmative vote of a majority of the entire membership of such committees.

2.11.5. Minutes shall be kept of all meetings of Board committees.

### **3. Code of Ethics and Conflicts of Interest**

#### **3.1. Code of Ethics. Each person employed by the Board:**

- 3.1.1. Shall serve the public with respect, concern, courtesy, and responsiveness;
- 3.1.2. Shall demonstrate the highest standards of personal integrity, truthfulness, and honesty and shall through personal conduct inspire public confidence and trust in the College;
- 3.1.3. Shall recognize that personal gains from public service are limited to respect, recognition, salary, and normal employee benefits;
- 3.1.4. Shall not use public service to bestow any preferential benefit on anyone related to the public official by family, business or social relationship;
- 3.1.5. Shall not disclose or use or allow others to disclose or use confidential information acquired by virtue of their position or employment, whether for private gain or otherwise;
- 3.1.6. Shall not accept any fee, compensation, gift, payment of expense, or any other thing of monetary value, under circumstances in which the acceptance may result in:
  - 3.1.6.1. An undertaking to give preferential treatment to any person; or
  - 3.1.6.2. Any loss of complete independence or impartiality or the making of a governmental decision outside official channels;
- 3.1.7. In the case of an employee, shall not engage in outside employment unless the outside employment is disclosed to the President of the College or the employee's immediate supervisor and the outside employment does not interfere with the performance of College duties;
- 3.1.8. Shall not knowingly engage in any activity or business which creates a conflict of interest or has an adverse affect on the confidence of the public in the integrity of government;
- 3.1.9. Shall not use or permit the use of state time, property, equipment or supplies for private gain;
- 3.1.10. Shall comply with all applicable state and federal laws and regulations and all policies and regulations of the Board and the College;
- 3.1.11. Shall carry out all duties as a public servant by exposing corruption in government wherever discovered; and

- 3.1.12. Shall support equal access and educational and employment opportunities for all persons and comply with the Board's Equal Opportunity and Affirmative Action Policy and shall not discriminate against any person on the basis of his or her race, color, national origin, gender, age, disability, religion, sexual orientation, political beliefs, or veteran status; and
- 3.1.13. Shall comply at all times with the Standards of Conduct set forth in Title 24, Article 18, of the Colorado Revised Statutes, and the provisions of Article XXIX (Amendment 41) of the Colorado Constitution.

### 3.2. Conflicts of Interest

- 3.2.1. Definition of Terms. As used in this policy, the following terms, unless otherwise specified, mean:
  - 3.2.1.1. "Board Designated Officers" means the Chairperson, Vice Chairperson, Secretary, Treasurer and any deputies designated by the Board.
  - 3.2.1.2. "Board" means the Board of Trustees for Fort Lewis College.
  - 3.2.1.3. "College Officers" means the College President, vice presidents, and persons with similar titles or responsibilities.
  - 3.2.1.4. "Administrative Staff" means professional and administrative personnel, other than Teaching Faculty with administrative duties, subject to types of appointments that are primarily associated with higher education institutions or their administrations. Persons whose duties include both academic and administrative responsibilities shall be considered "Administrative Staff" to the extent of their administrative appointment.
  - 3.2.1.5. "Teaching Faculty" means all persons whose duties are primarily academic in nature, including teaching, research or public service. Persons whose duties include both academic and administrative responsibilities, shall be considered "Teaching Faculty" hereunder to the extent of their academic appointment.
  - 3.2.1.6. "Contracting Personnel" means any individual (including State classified personnel) who engages in policy making, negotiating, reviewing, approving and/or signing contracts for the purchase of goods or services on behalf of the Board or College.
  - 3.2.1.7. "Immediate Family" means spouse, life partners, and dependents for tax purposes.

- 3.2.1.8. "Affiliation" means that a person covered by the conflict of interest policy is deemed to be affiliated with a nongovernmental organization if he/she or a member of his/her immediate family:
- 3.2.1.8.1. Is an officer, director, trustee, partner, agent, or employee of such non-governmental organization;
  - 3.2.1.8.2. Is either the actual or beneficial owner of more than 5% of the stock or controlling interest of such non-governmental organization; or
  - 3.2.1.8.3. Has any other direct or indirect dealings with such non-governmental organizations from which he/she knowingly is materially benefited. For purposes of this subparagraph, it shall be presumed that a person is "materially benefited" if he/she receives, directly or indirectly, cash or other property (exclusive of dividends and interest) in excess of \$10,000.00 in any year in the aggregate in connection with such affiliation.
- 3.2.2. Declaration of Policy. The Board hereby finds and declares that public employment and appointment is a public trust, and any effort to realize personal gain through official conduct other than as compensation set through established processes, disclosure of confidential information, or the advancement of interests that compete, are adverse to, or appear to be in conflict with the interests of the Board and the College, is a violation of that trust. All decisions of the Board, the Board Designated Officers, the College Officers and the College must be made solely on the basis of a desire to promote the best interests of the Board and the College.
- 3.2.3. Definition of Conflict of Interest. A conflict of interest exists when a Board member or employee has or represents interests that may compete with or be adverse to those of the Board and the College. A conflict of interest exists not only when there is any benefit, direct or indirect, received by an individual or those with whom such person has an "Affiliation" in connection with the official actions of the Board and the College, but also when the Board or College interests are, or could be, adversely affected by a conflict of interest or perception or appearance of a conflict. Although members of the Board may have allegiances to and associations with the College and/or community, as well as other outside interests, their paramount fiduciary obligation is to serve the best interests of the Board and the College.

3.2.4. Disclosure of Conflicts of Interest.

3.2.4.1. By August 31<sup>st</sup> of each year, the following individuals shall file a disclosure statement with the Secretary of the Board indicating all their Affiliations that reasonably could give rise to an actual or apparent conflict of interest:

3.2.4.1.1. Board members;

3.2.4.1.2. Board Designated Officers;

3.2.4.1.3. College Officers and Contracting Personnel; and

3.2.4.1.4. Such other Administrative Staff and Teaching Faculty as the Secretary and/or the College President shall designate who, because of their respective duties and responsibilities, should provide a continuing and/or annual disclosure of such outside relationships and/or business Affiliations to the Board.

3.2.4.2. Members of the Board shall immediately notify the Secretary of any material change in the information submitted in their annual disclosure statement.

3.2.4.3. In the event that the Board or Board Designated Officers shall be called upon to consider a transaction involving the Board or the College and a possible conflict of interest exists for an individual to whom this policy applies, such individual, before being involved in any vote or discussion of such transaction should:

3.2.4.3.1. Fully disclose the nature of his or her interest or involvement in such transaction to the Board; and

3.2.4.3.2. Refrain from participation in the Board's consideration of the proposed transaction if it is determined by the disinterested members of the Board, with advice of counsel if necessary, that a conflict of interest exists.

3.2.4.4. Nothing hereunder shall be deemed to prohibit members of the Board from engaging in business transactions with the Board or College, so long as the required disclosures are made and such member refrains from participating in the consideration of any decision regarding any such transaction. Such disclosure and abstention shall be noted by the member in open session of any meeting of the Board and duly reflected in the minutes of the Board.

3.2.4.5. It is recommended that individuals, including members of the Board and officers and employees of the College, follow the voluntary procedures set forth in § 24-18-110, C.R.S., for making prior

disclosure to the Secretary of State of actions proposed by them that may result in conflicts of interest. Such disclosures must include the amount of the person's financial interest, if any, the purpose and duration of services to be rendered, if any, the compensation to be received for such services, and any other information necessary to describe the interest. This statute requires that those making such disclosures must also summarize "for the record" the nature of the interest involved at the time of taking any such action. Although these procedures are voluntary, the statute provides that persons having a conflicting interest who follows them shall have an affirmative defense to any civil or criminal action or other sanction that might otherwise apply.

#### **4. Delegation of Board Authority**

- 4.1. The Board retains the sole authority to exercise all powers and duties conferred on it by the Colorado Constitution and state statute, except those expressly delegated by this section 4. By way of example, but not limitation, the following may not be approved or executed and shall have no form or effect without the express, formal approval of the Board:
  - 4.1.1. Leases of real property for a period of more than one year.
  - 4.1.2. Contracts to purchase or sell real property.
  - 4.1.3. Employment contracts for a period of or including more than one fiscal year, except for such contracts with tenured or tenure track faculty members.
  - 4.1.4. Agreements requiring the expenditure of \$10,000 or more to resolve lawsuits, grievances, or other civil claims against the Board, the College, or their agents and employees.
  - 4.1.5. Agreements which conflict with or require modification of this resolution or any resolution of the Board.
  - 4.1.6. Annual budgets.
  - 4.1.7. Bond matters and such other fiscal matters requiring bond counsel opinion related to issuance.
  - 4.1.8. Academic and honorary degrees.
  - 4.1.9. Bank resolutions and related signature authority.
  - 4.1.10. New academic degree programs.
  - 4.1.11. Establishment of tuition.
  - 4.1.12. Program plans, master plans, and capital construction projects.
  - 4.1.13. Final decisions on all appeals from personnel grievances.
  - 4.1.14. Employing the College President and vice presidents.
  - 4.1.15. Declaring a financial exigency or reduction of force.
  - 4.1.16. Sabbatical leaves and leaves without pay.
  - 4.1.17. Conferring emeritus status on retiring personnel.

- 4.1.18. Approval of any and all personnel policies of the College including, without limitation, handbooks and policies within handbooks, equal opportunity and affirmative action policies, salary administration plans, and promotion and tenure policies.
- 4.2. Except as otherwise provided herein and subject to such reviews and approvals as may be required by state statutes and the College's fiscal rules, the College President is authorized to approve and execute all contracts, agreements, grants, warrants, and other binding legal instruments presented in the name of the Board for the state of Colorado, which are either:
  - 4.2.1. Expressly approved by resolution of the Board; or
  - 4.2.2. Usual, necessary, and appropriate to the normal operation of the College and within the budgeted expenditures as approved of the Board.

The College President may, in writing, authorize other administrators to negotiate and execute instruments, so long as such authorization is limited to instruments, which are usual, necessary and appropriate to the normal operations of the College and within the budgeted expenditures for the College.

- 4.3. The Board designates the College President as the "appointing authority" for the classified staff of the College. The President may further delegate this authority in writing to the Vice President for Finance and Administration.
- 4.4. The following powers and duties of the Board are delegated to the College President:
  - 4.4.1. To approve and execute leases of real property for a period of one year or less.
  - 4.4.2. To approve and execute agreements requiring the expenditure of less than \$10,000 to resolve lawsuits, grievances, or other civil claims against the Board, the College, or their agents and employees.
  - 4.4.3. To employ, renew or non-renew, discipline, accept the resignation of or terminate all College personnel, except the College vice presidents.
  - 4.4.4. To grant or deny applications and recommendations for tenure and/or promotions.
  - 4.4.5. To approve transitional retirement applications and to enter into transitional retirement agreements with eligible employees.

- 4.4.6. To adopt such other and further policies and procedures as are reasonable and necessary for the proper conduct of the operations and activities of the College, provided those policies and procedures are lawful and consistent with the bylaws, policies and procedures set forth in this Manual. The Board may review any policies and procedures adopted by the President and revise or repeal them as it deems necessary.
- 4.5. None of the powers or duties set forth in sub-section 4.4 may be delegated by the President to any person, except as applied to classified staff.

## 5. College Administration

### 5.1. College President.

5.1.1. Appointment. The President shall be appointed by and serve at the pleasure of the Board. The position shall be exempt from the state classified personnel system.

5.1.2. Duties. The President shall report directly to the Board and shall be the chief executive officer of the College with overall authority and responsibility for the planning and management of all functions and operations of the College, for keeping the Board informed regarding the affairs of the College in a timely and appropriate manner, and for performing such other duties and functions as are assigned and delegated by the Board.

5.1.2.1. Among other duties, the President shall:

5.1.2.1.1. Provide strong and visionary leadership to assure a vigorous intellectual community, advancing the goals and missions of the College, and in planning and development of the College.

5.1.2.1.2. Work and coordinate with the Board to enhance the purposes of the Board and provide educational excellence at the College.

5.1.2.1.3. Serve as a spokesperson and advocate for the College to its external constituencies.

5.1.2.1.4. Be responsive in directing the governmental relations activities of the College.

5.1.2.1.5. Manage and sustain human and fiscal resources in a way that allows the College to accomplish its role and mission in the most effective way.

5.1.2.1.6. Provide effective leadership in raising external support, both public and private, for College programs.

5.1.2.1.7. Be responsible for the preparation and submission of items to the Board on matters requiring formal Board action and on matters requiring informational reports.

5.1.2.1.8. Report directly to the Board on all budget items and all budget issues. The President will be directly responsible for the preparation, presentation to the Board, and implementation of the College's budgets.

5.1.2.1.9. Attend all Board meetings.

5.1.3. Evaluation. The Board will evaluate the President annually. The purposes of this process are to:

- 5.1.3.1. Ensure that sound institutional goals are being pursued and achieved;
- 5.1.3.2. Foster improved institutional as well as individual performance;
- 5.1.3.3. Increase the legitimacy of the office of the President; and
- 5.1.3.4. Familiarize the Board with complex functions, obligations, restrictions and realities that occupy the President.

5.1.4. Evaluation Process.<sup>4</sup>

- 5.1.4.1. The President shall develop objectives and annual goals *and metrics* consistent with the criteria for evaluation.
- 5.1.4.2. The objectives, accomplishment of prior year goals *and metrics*, and proposed goals *and metrics* shall be reviewed by the Board.
- 5.1.4.3. The President will provide brief updates, when appropriate, on progress toward achievement of annual goals *and metrics*.
- 5.1.4.4. The Board will hold an annual meeting with the President to review its evaluation of his/her performance.
- 5.1.4.5. *The Board may conduct a more comprehensive evaluation with the input of an external evaluator every three years, or more or less frequently as it deems necessary.*

5.1.5. Evaluation Criteria. The President shall be evaluated by the Board using the following minimum criteria:

5.1.5.1. Leadership, Planning, Management.

- 5.1.5.1.1. The ability to articulate coherent and exciting visions and core values of the institution and to inspire others toward their fulfillment.
- 5.1.5.1.2. The extent to which the President and the Institution's senior administrative staff are sensitive to the needs of students, faculty, and other internal and external constituents of the institution; the quality of administrative appointments, and

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<sup>4</sup> Italicized portions added June 1, 2012.

the effectiveness and efficiency of institutional financial, marketing, and organizational functions.

5.1.5.1.3. The extent to which progress has been made in achieving ethnic and cultural diversity among students, faculty, staff, and administration.

5.1.5.1.4. The extent to which both long-term and short-term objectives are accomplished within agreed upon time periods.

5.1.5.2. Relationships. The extent to which positive, supportive relationships have been established with students, faculty, community, business, legislative and executive branches of state government, and, special constituencies Board.

5.1.5.3. Fund Raising. The extent to which the President has developed and increased significant sources of external support for the institution.

5.1.6. Faculty Input to Presidential Evaluation. The College President shall be evaluated by the College faculty using the following minimum criteria:

5.1.6.1. Relationship with Faculty. The extent to which the President communicates effectively with the faculty and faculty governance system and is responsive to faculty policies and concerns, on matters of curricula and academic personnel policies especially.

5.1.6.2. Academic Leadership. Effectiveness of the President in articulating academic values, the academic vision of the College the centrality of the academic mission within the College and to external publics, and the President's knowledge of the College's academic activities.

5.1.6.3. Academic Administration. The sense of the administrative culture and atmosphere from the faculty perspective; the extent to which the President and the vice presidents are responsive to and facilitative of faculty needs.

The faculty's evaluation of the College President shall be presented to the Board by the faculty representative to the Board and the President of the Faculty Senate.

5.1.7. Student Input to Presidential Evaluation. The College President shall be evaluated by the students of the College using the following minimum criteria:

5.1.7.1. College's Academic Effectiveness. The extent to which the President supports and promotes the academic mission, learning environment, and overall quality of students' education.

- 5.1.7.2. Physical Environment of Campus. The extent to which the President supports and promotes a safe, aesthetically pleasing, and functional campus for students to access.
- 5.1.7.3. Campus Esprit de Corps. The extent to which the President advocates and promotes the mechanisms to support and avenues to resources on campus to further enhance the overall student morale and college experience.

The students' evaluation of the College President shall be presented to the Board by the student representative to the Board.

5.1.8. Evaluation Meeting.

- 5.1.8.1. The Board will ask for input from the student and faculty representatives to the Board prior to meeting with the President to conduct the evaluation.
- 5.1.8.2. The evaluation meeting shall be a confidential verbal interaction between the Board and the President.

5.2. Vice President for Finance and Administration.

- 5.2.1. The Vice President for Finance and Administration shall be appointed by and serve at the pleasure of the Board. The position shall be exempt from the state classified personnel system.
- 5.2.2. The Vice President for Finance and Administration shall report to the President and serve as the chief financial officer of the College, assuming responsibility for preserving all documentation pertaining to that office.
- 5.2.3. Among other duties, the Vice President for Finance and Administration shall be responsible for representing the Board and the College in administrative and financial actions involving the State Controller, State Auditor, Office of State Planning and Budgeting, Joint Budget Committee and Capital Development Committee; reviewing and compiling the College Budget and monitoring its implementation consistent with Board policies, under the general direction of the President; and performing such other duties and functions as are assigned and delegated by the Board or the President.
- 5.2.4. The Vice President for Finance and Administration may be elected to the position of Deputy Treasurer of the Board and may be directed to perform all duties of that office without additional compensation.
- 5.2.5. The President shall annually evaluate the performance of the Vice President for Finance and Administration.

5.3. Provost and Vice President for Academic Affairs.

- 5.3.1. The Provost and Vice President for Academic Affairs (“Provost”) shall be appointed by and serve at the pleasure of the Board. The position shall be exempt from the state classified personnel system.
- 5.3.2. The Provost shall report to the President and serve as the chief academic officer of the College, coordinating the academic planning and programming activities of the College.
- 5.3.3. The Provost shall serve as the chief executive officer of the College in the event that the President is incapacitated or otherwise unable to perform the duties of that office.
- 5.3.4. Among other duties, the Provost shall assist the College in achieving excellence in academic and related scholarly activities and in developing and gaining necessary approvals for undergraduate and graduate programs appropriate to the role and mission of the College. The Provost is responsible for overseeing the review of academic program proposals and in program review; helping the College in developing and utilizing technology in the delivery of instruction that is responsive to student needs and State expectations; responding to and developing proposals for implementation of the state and institutional quality indicator system; identifying key policy areas that require developing strategies for responses to the Colorado Commission on Higher Education; serving as the primary liaison to the Colorado Commission on Higher Education in academic and student support areas.
- 5.3.5. The President shall annually evaluate the performance of the Provost.

5.4. Vice President for Student Affairs.

- 5.4.1. The Vice President for Student Affairs shall be appointed by and serve at the pleasure of the Board. The position shall be exempt from the state classified personnel system.
- 5.4.2. The Vice President for Student Affairs shall report to the President and manage the planning and supervision of the departments within the College’s Division of Student Affairs.
- 5.4.3. Among other duties, the Vice President for Student Affairs shall be responsible for the management and supervision of student activities, judicial processes, student housing, cultural centers, health services, and campus police.
- 5.4.4. The President shall annually evaluate the performance of the Vice President for Student Affairs.

## 6. Budget Policy

6.1. Purpose. The purpose of this section is to summarize the general budgetary framework of the Board for the operation of the College. The goals of this policy are threefold.

6.1.1. To demonstrate a commitment to budgetary accountability.

6.1.2. To increase awareness and understanding of the Board's budget process and attendant objectives.

6.1.3. To provide criteria for College and Board budget review.

This policy shall relate to Education and General Budgets, Auxiliary/Self-funded Budgets, and Capital Budgets.

6.2. Operating Budget Policy.

6.2.1. The annual budget will be used as a logical extension of the College strategic planning and priority process.

6.2.2. The results of periodic reviews of College programs will be integrated, where appropriate, in budget resource allocations.

6.2.3. Where possible and appropriate, performance measurements and productivity indicators will be integrated with the budget.

6.2.4. Costs will be monitored to insure the minimization of administrative costs and their duplication.

6.2.5. The original budget approved by the Board will represent the College's spending authority. The College is authorized to exceed the final Board-approved spending plan as long as in doing so expenditures do not exceed revenues. Funds rolled forward from a prior year will be considered approved in the year of origination.

6.2.6. The College administration is responsible for managing expenditures within available revenues. On a quarterly basis, reports will be provided to the Board's Business Affairs Committee in the same format as the originally adopted spending plan. Major variances will be explained.

6.2.7. The Business Affairs Committee, with representation from the College as determined by the College President, shall develop the Final Budget Calendar, the Budget Development Policies, and the Budget Development Format, as the specific mechanisms for final budget preparation, subject to the approval of the Business Affairs Committee.

6.3. Revenue Policy.

6.3.1. Annual revenues will be estimated by an objective, analytical process.

6.3.2. Enrollment will be projected for the next three (3) years and will be updated annually.

6.3.3. When proposing tuition and fee increases, the College will consider the impact of such increases upon student access and mitigate any negative impacts to the maximum extent possible.

6.3.4. To the extent possible and appropriate, non-state sources of revenue will be generated to help fund the cost of high priority institutional expenditures.

6.3.5. Fees will be set for other user activities such as recreational services, at a level to support the direct and indirect cost of the activity.

6.3.6. Each existing and potential revenue source will be re-examined annually.

6.3.7. The College administration will work with the Fort Lewis College Foundation as a strategic partner and together will develop annual support goals.

6.4. Contingency Policy. The College will establish a contingency reserve to pay for needs caused by unforeseen emergencies such as state fiscal exigencies and unanticipated expenditures of a nonrecurring nature. This contingency reserve will be established at a minimum of two percent (2%) of the budgeted state funding and tuition.

6.5. Capital Improvement Budget Policy.

6.5.1. The College will develop a multi-year plan for capital improvements and update it annually. This plan shall be a logical extension of the College's strategic planning and priority process.

6.5.2. The College will develop an annual capital budget request based on the multi-year capital improvement plan. Future capital expenditures necessitated by changes in enrollment, changes in academic programming, or changes in economic conditions will be calculated and included in capital budget projections.

6.5.3. The College will make all capital improvements in accordance with its adopted capital improvement plan.

6.5.4. The College will coordinate development of the capital improvement budget with development of the operating budget. Future operating costs

associated with new capital improvements will be projected and included in operating budget plans.

6.5.5. The College will use external assistance to finance only those capital improvements that are consistent with the capital and maintenance costs that can be accommodated in operating budget plans.

6.6. Budget Development Policy.

6.6.1. Objectives. The funding system should be:

6.6.1.1. Flexible in its ability to respond to issues and changing circumstances.

6.6.1.2. Stable to allow for longer term planning and priority setting.

6.6.1.3. Responsive to Board Strategic Priorities and College planning in its allocation of resources by function.

6.6.1.4. Reflective of legislative appropriation intent.

6.6.2. Development of Budget Parameters. The College, through its internal budget processes, shall develop budget parameters for submission to the Board through the Business Affairs Committee.

6.6.2.1. The budget parameters will consider at a minimum:

6.6.2.1.1. Enrollment – Institutionally documented estimates.

6.6.2.1.2. Salary Survey – State Department of Personnel.

6.6.2.1.3. Tuition – Consistent with CCHE Tuition and Fee Policy.

6.6.2.1.4. Long Bill directives.

6.6.2.1.5. Need-based financial aid.

6.6.2.1.6. Comparison of rates with peer Institutions.

6.6.2.1.7. Comparison of rates with Colorado Institutions.

6.6.2.1.8. Reserves – This reserve will be established at a minimum of two percent (2%) of the budgeted state funding and tuition.

6.6.2.2. The budget parameters shall include:

6.6.2.2.1. Dollar comparisons by total and source of funds, with current year budget base.

- 6.6.2.2.2. Dollar comparisons of expenditure distributions with current year budgets.
- 6.6.2.2.3. Discussion of tuition rate proposals based upon the CCHE Tuition and Fee Policy requirements, Long Bill directives, with dollar values and options.
- 6.6.2.2.4. Discussion of relationship between budget resource allocation proposed and the Board strategic priorities, where appropriate.
- 6.6.2.2.5. Graphic data presentation will be provided where appropriate in areas such as enrollment, revenues by source of funds, expenditures, salaries, and tuition.

### 6.6.3. Format of Budget Parameters

- 6.6.3.1. Highlights depicting the relationship between proposed budget resource allocation, the Board strategic priorities, and the College's planning priorities.
- 6.6.3.2. Major budget parameters highlighted and discussed.
- 6.6.3.3. Enrollment trends discussed including FTE and Headcount for resident, nonresident and total student.
- 6.6.3.4. Revenue sources including General Fund, Tuition and Other Revenue.
- 6.6.3.5. Expenditures.
- 6.6.3.6. Faculty Salary Comparisons – Discussion of faculty salaries compared to peer institutions.
- 6.6.3.7. Cost of Attendance – Historical information showing the cost of attendance including tuition, fees and room and board.
- 6.6.3.8. Tuition and Fee Rates and Comparisons – Discussion of tuition and fees compared to peer institutions.
- 6.6.3.9. Auxiliary Budget Highlights.

### 6.7. Board Budget Development Calendar.

SEPTEMBER	Board establishes priorities.
MAY	Presentation of budget parameters to the Board Budget Committee.
JUNE	Final budget is developed and presented to the Board.

## 7. Legal Services

- 7.1. Purpose. Attorneys practicing in Colorado are subject to the Rules of Professional Conduct, which recommends that attorneys employed in a corporate setting with non-lawyers serving as board members or officers have a written understanding which defines the relationship between the lawyers and the organization and provides for the lawyers' professional independence. For this reason, and to prevent misunderstanding as to the appropriate respective roles of attorney, board member, and executive officer, the Board establishes the following policy concerning legal services.
- 7.2. Representation by Attorney General. On its own behalf and for the College, the Board shall employ and receive legal advice from lawyers in the Office of the Attorney General ("the Attorney General's Office"). All attorneys on the staff of the Attorney General's Office assigned to represent the Board shall be responsible to the Board and the President. Although the Board naturally requires the development of good working relationships between its attorneys and its executive staff, the attorneys must observe their ultimate fiduciary responsibilities to the Board as a whole, and not solely to any single individual. The attorneys shall provide legal advice in the first instance to officers of the College. The attorneys shall not render advice to any individual on the individual's personal legal issues, but only in his or her capacity as a member or employee of the Board. The attorneys shall have an opportunity to advise the Board directly at such times as legal advice is sought by the Board. At all other times, the attorneys shall provide their advice to the President, and other appropriate officers responsible for administrative decisions and policy recommendations in representation of the College.
- 7.3. Preparation. An attorney must represent the client competently. Competently advising on legal issues may require a degree of candor concerning alternative points of view and the risks involved in a particular course of action which would be inadvisable for public discussion. Also, competent advice cannot be rendered without adequate preparation. For these reasons:
  - 7.3.1. The Attorney General's Office shall have a reasonable opportunity to review and comment on items presented for Board action before they are included in the agenda;
  - 7.3.2. Legal questions of concern to Board members should be brought to the attention of the Attorney General's Office before the Board meeting whenever possible; and
  - 7.3.3. The Board and its executive officers normally should raise legal questions and receive legal advice in executive session or private consultation unless the Board decides to waive the attorney-client privilege by asking an attorney to address legal issues in public session.

- 7.4. Attorney-Client Privilege. Legal advice and communications, both written and oral, to the Board are protected by the attorney-client privilege. Colorado law requires affirmative action by the **entire** Board to waive the attorney-client privilege. No Board member, by his or her individual actions, is authorized to waive this privilege. Actions to disclose privileged information without the affirmative vote of the Board may be a breach of a Board member's fiduciary obligation.
- 7.5. Defense of Board Actions. The unqualified endorsement of an attorney is not required for any action by the Board or its authorized representatives. Occasions may arise in which the Board or its authorized executive officer determines that overriding considerations of public policy require action in the face of legal issues. In such cases, the Board's attorneys will defend the actions of the Board and its members and officers against legal claims in such judicial and quasi-judicial forums as may be required, so long as such defenses can be raised consistently with the attorney's obligations under the Code of Professional Responsibility and applicable law.
- 7.6. Priority of Legal Work. In order to make efficient use of the Board's limited legal resources, all requests for legal advice shall be subject to the protocol and procedures determined by the College. Board members who wish to be advised on legal issues will ordinarily submit their requests through the President. Priority among such requests shall be resolved by the President. The attorneys shall keep the President informed as to their workload, and, upon request, shall advise the President as to the relative legal and financial significance of individual projects, and the estimated amounts of time required to complete them.
- 7.7. Independent Legal Judgment. The Board acknowledges the attorneys' professional responsibility to exercise independent legal judgment, and requires that its attorneys adhere to this and all other professional responsibilities.
- 7.8. Withdrawal of Counsel. When, in their judgment, the Code of Professional Responsibility or applicable law so requires, the Board's attorneys may withdraw from representation of the Board in a particular matter and provide the Board with independent legal counsel. In the event that the Attorney General's Office is unable to do so, the Board will retain other counsel on the particular matter.

## 8. Internal Auditing

- 8.1. Purpose. The Board may employ an internal auditor to provide an independent objective appraisal function for the College. The objective of the internal auditor is to assist members of the organization in the effective discharge of their responsibilities. To this end, internal auditing provides analyses, appraisals, recommendations, counsel, and information concerning the activities reviewed.
- 8.2. The internal auditor shall owe a responsibility to the Board and the management of the College, providing them with information about the adequacy and effectiveness of the organization's system of internal control and the quality of performance. The information furnished to each may differ in format and detail, depending upon the requirements and requests of management and the Board.
- 8.3. The internal auditor will ensure that:
  - 8.3.1. Departments, program, activities, and functions within the College are reviewed at appropriate intervals to determine whether they are efficiently and effectively carrying out their functions of planning, accounting, stewardship, and control in accordance with Board and institutional policies and objectives.
  - 8.3.2. Audit findings and recommendations for corrective action are promptly reported to management personnel responsible for taking appropriate action.
  - 8.3.3. Any plans or actions taken to correct reported conditions are evaluated for satisfactory disposition of audit findings and, if the disposition is considered unsatisfactory, to see that further discussions are held to achieve satisfactory disposition.
- 8.4. The internal auditor shall have complete and timely access to all institutional activities, records, property and personnel.
- 8.5. In performing his/her functions, the internal auditor has no direct responsibility for nor authority over any of the activities reviewed. Therefore, the internal audit review and appraisal does not in any way relieve other persons in the College of the responsibilities assigned to them.

## **9. Equal Opportunity and Affirmative Action Policy**

- 9.1. The Board of Trustees for Fort Lewis College does not discriminate on the basis of race, color, national origin, gender, age, disability, religion, sexual orientation, political beliefs, or veteran status in admission and access to, and treatment and employment in, its educational programs, services or activities. The Board affirms its commitment to promote racial, ethnic, cultural and gender diversity, to employ qualified disabled individuals, and to provide equal opportunity to all students and employees.
- 9.2. The Board prohibits and will not tolerate acts of discrimination, including sexual harassment, or related retaliation, against or by any employee or student in the College's educational programs, services or activities.
- 9.3. Qualification for the position and institutional need shall be the sole bases for hiring employees, and the criteria for retaining employees shall be related to performance evaluation, assessment of institutional need, fiscal constraints, and/or, in the case of exempt professional staff, the rational exercise of administrative prerogative.
- 9.4. All students shall have the same fundamental rights to equal respect, due process, and judgment of them based solely on factors demonstrably related to their performance and expectations of them as students. All students shall share equally the obligations to perform their duties and exercise judgments of others in accordance with the basic standards of fairness, equity, and inquiry that should always guide education.
- 9.5. The College shall comply with all applicable federal and state anti-discrimination laws. The Board delegates to the President the responsibility for adopting, publishing to the College community and enforcing appropriate policies, procedures and plans that comply with and implement this policy and all applicable federal and state anti-discrimination laws. The President shall submit such policies, procedures and plans to the Board for its information and for its approval as necessary.
- 9.6. The President shall submit reports when needed to the Board.

## 10. Grievance Review Policy

- 10.1. The Board will review decisions by the President made under Part II, Section 17 (Dismissal and Other Disciplinary Action) or Section 20 (Grievances), of the Faculty Handbook, pursuant to the following procedure:
  - 10.1.1. A faculty member subject to dismissal or other disciplinary action or who filed a grievance may initiate an appeal of the President's decision by filing a written notice of appeal with the Secretary within fifteen (15) calendar days of the date of the President's decision.
  - 10.1.2. The faculty member shall have the right to legal counsel in connection with his/her appeal at his/her sole expense.
  - 10.1.3. Within ten (10) calendar days after receiving a timely notice of appeal, the Secretary shall:
    - 10.1.3.1. Give notice to the faculty member and to the responsible administrator of the date of the meeting of the Board at which the appeal is expected to be reviewed (the "Review Proceeding"); and
    - 10.1.3.2. Provide them with a schedule of the deadlines for submission of written statements to the Board.
  - 10.1.4. If legal counsel to the Board has advised the College administration concerning the dismissal, other disciplinary action or grievance or matters giving rise to the dismissal, other disciplinary action or grievance, or has represented the responsible administrator in connection with the dismissal, other disciplinary action or grievance at any stage, the Board shall be advised by separate counsel during the Review Proceeding. Separate counsel shall be provided by the Colorado Department of Law.
  - 10.1.5. At least thirty (30) calendar days prior to the scheduled date for the Review Proceeding, the faculty member shall provide a written statement of not more than fifteen (15) double-spaced pages to the Secretary and the responsible administrator succinctly summarizing the bases for the appeal, identifying the specific parts of the record which support his/her arguments, and setting forth the specific action or relief being requested of the Board.
  - 10.1.6. If the faculty member fails to submit a statement in accordance with paragraph 10.1.5 above, the appeal shall be deemed abandoned and no further action by the Board will be required.
  - 10.1.7. Within ten (10) calendar days after receiving a copy of the written statement of the faculty member, the responsible administrator shall provide a written response of not more than fifteen (15) double-spaced

pages in length to the Secretary and the faculty member. The Secretary shall transmit copies of the statements of the faculty member and the responsible administrator to all members of the Board and to the Board's legal advisor immediately after receiving them and such members and legal advisor shall treat them as confidential, except as may otherwise be required by law.

- 10.1.8. The Secretary may, upon the written application of the faculty or the responsible administrator, permit exceptions to the statement deadlines or page limits, if the Secretary finds good cause for the exceptions.
- 10.1.9. A complete copy of the record of the dismissal, other disciplinary action or grievance shall be submitted to the Secretary. The Secretary shall maintain a copy of the record at his/her office and shall make such record available to the members of the Board, the Board's legal advisor, the faculty member and responsible administrator, upon request.
- 10.1.10. A faculty member shall state in his/her notice of appeal whether they want to present oral statements to the Board at the Review Proceeding. The Board, in its sole discretion, may grant or deny such requests. If a faculty member's request is granted, the responsible administrator shall be permitted to make an oral responsive statement. Even if no such request is made by the faculty member, the Board, on its own initiative, may ask the faculty member and the responsible administrator to make oral statements to the Board concerning the appeal. Therefore, both the faculty member and the responsible administrator should be prepared to make oral statements at the Review Proceeding. All oral statements made to the Board shall concisely set forth the speaker's position regarding the matter being heard and shall be confined to the record before the Board. No new evidence may be submitted. All oral statements shall be limited to ten (10) minutes, unless the Board chooses to establish a longer or shorter time period.
- 10.1.11. The Board shall base its decision upon the written statements submitted, the oral statements, if any, which are presented to it, and the record of the dismissal, other disciplinary action or grievance. The Board may deliberate in Executive Session.
- 10.1.12. The Board may:
  - 10.1.12.1. Adopt and affirm the President's decision;
  - 10.1.12.2. Reverse or modify the President's decision, if it is found to be arbitrary and capricious or unlawfully discriminatory; or

10.1.12.3. In the event the Board finds that the record of the dismissal, other disciplinary action or grievance is inadequate, remand the matter for such additional proceedings as the Board may deem necessary, with instructions as to how to proceed.

## **11. Hazardous Materials Management Policy**

- 11.1. The Board is committed to safe and environmentally responsible hazardous materials management. This policy is designed to protect the safety and health of students, employees, visitors, staff and the community; protect the environment; minimize or prevent the generation of hazardous wastes; comply with federal, state and local laws and regulations; minimize liability; and reduce waste disposal costs. Specific objectives include:
- 11.1.1. Developing, where appropriate, guidelines for chemical purchasing;
  - 11.1.2. Where feasible and cost effective, developing and maintaining a chemical inventory tracing and redistribution system, including appropriate security and records retention;
  - 11.1.3. Sharing material safety data sheet databases;
  - 11.1.4. Providing hazardous waste training and educational materials;
  - 11.1.5. Developing waste minimization programs where appropriate;
  - 11.1.6. Encouraging optimization of chemical use, including use of least hazardous chemicals appropriate to fill educational and research needs, minimization of use of hazardous substances and implementation of acceptable waste management and disposal techniques, all in a manner consistent with College education, research and service missions;
  - 11.1.7. Developing contracts for hazardous waste storage, transportation and disposal where feasible and cost effective;
  - 11.1.8. Encouraging development and utilization of cost-effective and environmentally responsible pollution prevention and waste reduction technologies or methods which will assure compliance with applicable regulations and minimize liability;
  - 11.1.9. Encouraging coordination of Hazardous Materials Management Policy with its emergency response and evacuation plans and procedures; and
  - 11.1.10. Requiring assessment of environmental conditions in connection with acquisition of real property by purchase, gift or lease.
- 11.2. The President shall be responsible for developing, approving and carrying out programs and procedures that achieve and implement the objectives of this policy and assure compliance with applicable laws and regulations. The President may designate a qualified individual as Hazardous Materials Manager who shall assist in carrying out these responsibilities.

- 11.3. All College officers, supervisors, faculty and staff are directly responsible for compliance with this policy and the College programs and procedures on a day-to-day basis.
- 11.4. This Hazardous Materials Management Policy shall be posted in conspicuous locations on the campus and shall be available, together with all programs and procedures enacted hereunder, for inspection in the office of the Hazardous Materials Manager.

## **12. Policy on Seeking Public Office**

- 12.1. Any College employee contemplating candidacy for elective political office or appointment to public office shall consult with his/her immediate supervisor. These consultations should focus on the question of whether or not temporarily suspending some portion of the employee's responsibilities can be accommodated without serious impairment of the functions of the department or unit that is involved.
- 12.2. No political campaigning activities may be engaged in during hours when an employee is expected to be performing his/her regularly scheduled College duties; nor may College facilities, equipment, supplies, services or personnel be used in support of an employee's campaign, except for facilities that are available for public use and then that use shall be on the same terms and conditions as for the general public.
- 12.3. When an employee is elected to a political office, e.g., to office in the State Legislature, that requires absenting himself or herself from College duties for continuous periods of time less than one year, it is anticipated that normal leave of absence procedures for a portion, or portions, of the year will accommodate the need to temporarily suspend the employee's responsibility to the College.
- 12.4. When an employee is elected to political office, e.g., such as Governor, U.S. Representative, or U.S. Senator, it is expected that he or she will contact the appropriate administrator to request a leave of absence or arrange termination of employment. Service as an elected or appointed official on off-hour demand activities, e.g., school boards, city councils, or on local, state, or national commissions, would not normally require a reduced appointment or leave of absence.
- 12.5. Prior approval of the Board shall be required for all full-time or part-time leaves of absence without pay.
- 12.6. The primary consideration in any of the consultations or decisions above shall be the best interests of the College and the integrity of its academic and other programs and operations.

### **13. Unfair Competition Appeal Process**

13.1. The Board will review appeals of unfair competition under § 24-113-104, C.R.S., pursuant to the following procedure:

13.1.1. Within five calendar days after the receipt of a Notice of Intent to Appeal a decision of the College, the Secretary shall

13.1.1.1. Give notice to the Claimant and to the Respondent of the date of the meeting of the Board at which Claimant's Appeal is expected to be reviewed (the "Review Proceeding"); and

13.1.1.2. Provide them with a schedule of the time periods for the submission of written statements and other materials to the Board, as more fully set forth below.

13.1.2. The Claimant shall have the right to assistance from private legal counsel in connection with Board review, at the Claimant's expense. The College's legal counsel shall advise the Respondent concerning the Appeal. The Board shall be advised by separate counsel during the Proceedings. Separate counsel shall be provided by the Colorado Department of Law.

13.1.3. The Claimant and the Respondent shall provide a written statement of not more than five single-spaced pages to the Secretary and to each other no later than 20 calendar days before the meeting of the Board at which the appeal is to be heard. In this statement, the Claimant and the Respondent shall succinctly summarize their respective positions, identify the specific parts of the record which support their positions, and set forth the specific action being requested from the Board.

13.1.4. If the Claimant fails to submit a statement in accordance with paragraph 13.1.3 above, the Appeal shall be deemed abandoned and no further action by the Board will be required.

13.1.5. Upon receipt of the statements from the Claimant and the Respondent, the Secretary shall transmit copies of each statement to all members of the Board and to the Board's legal advisor immediately and such members and legal advisor shall treat them as confidential, except as may otherwise be required by law.

13.1.6. The Secretary may, upon the written application of the Claimant or the Respondent, extend the above deadlines and page limitation, if the Secretary finds good cause for the exception.

13.1.7. Within ten (10) days after the receipt of a Notice of Intent to Appeal, the Respondent shall submit a complete copy of the record of the Appeal to the Secretary. The record shall consist of all written

submissions and written decisions of the College administration. The Secretary shall maintain a copy of the complete record relating to the Appeal at his/her office and shall make such record available to the members of the Board, the Board's legal advisor, and the Claimant, upon request.

- 13.1.8. The Board, in its sole discretion, may request that the parties make oral presentations or be available to respond to questions. In that event, the Secretary will so notify the parties no later than five calendar days before the Board meeting at which the Appeal is scheduled to be considered.
- 13.1.9. The Board shall base its decision upon the written statements submitted, the written record, oral statements, if any, including those made in response to questions posed by members of the Board, and the advice of legal counsel.
- 13.1.10. The Board shall deliberate in Executive Session, upon the required affirmative vote by the Board, from which the parties to the Appeal shall be excused. The Board may:
  - 13.1.10.1. Adopt and affirm the Respondent's findings and conclusions;
  - 13.1.10.2. Reverse or modify the Respondent's findings and conclusions if they are found to be not in accordance with the law; or
  - 13.1.10.3. Remand the Appeal for such additional proceedings as the Board may deem necessary, with instructions as to how to proceed.

**14. Policy on Contractual Indemnification** *(Added April 26, 2013)*

14.1 Policy Statement – Fort Lewis College shall not contract to indemnify or hold harmless any other person or party, except as authorized in this policy or otherwise expressly provided by law, without express approval by or on behalf of the Board.

14.2 This policy applies to all contracts entered into by Fort Lewis College. This policy shall not otherwise modify or amend prior delegations of authority from the Board to the President regarding the authority to approve and execute contracts, agreements and other binding legal instruments.

14.3 The Board authorizes and directs the President to develop, administer and maintain appropriate administrative policies, procedures and guidelines necessary to implement this policy.

14.4 In accordance with Colorado law, C.R.S. § 23-5-106, the Board authorizes the President to contract to indemnify and hold harmless certain contractors only if the agreement is specifically identified and approved in accordance with this policy, and the President's procedures for such indemnification have been satisfied.

14.5 Approved Categorical Contracts – Fort Lewis College may contract to indemnify and hold harmless a contractor when the contract meets all of the following criteria:

14.5.1 The contract falls into one of the following types:

14.5.1.1 - License of intellectual property; or

14.5.1.2 - Lease, license, sale, purchase or donation of information technology goods and services; and

14.5.2 The contract is necessary and appropriate to the normal operation of the College; and

14.5.3 The contract clause requiring indemnification is non-negotiable and considered standard in the industry, or, if no standard exists, is reasonable under the circumstances, as determined by the College's legal counsel; and

14.5.4 The potential liability attributable to the indemnification or hold harmless clause in the contract is sufficiently limited and reasonably likely to be covered by insurance, bonds, surety instruments, loss reserves, or other such source of funds.

14.6 The Board hereby finds that Approved Categorical Contracts serve a valid public purpose and the risks to the College are outweighed by the benefits of such

contracts, provided that the procedures for approving such contracts have been followed.