



ETHICS FOR BOARD MEMBERS

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I. CODE OF ETHICS FOR LOCAL PUBLIC OFFICIALS

A. State Public Officials.

1. The Code of Ethics for State Public Officials, Wis. Stat. § 19.45, applies to Wisconsin technical colleges district board members. Wis. Stat. § 19.42(13)(f).
2. The Code of Ethics for Local Public Officials applies to appointive offices of a technical college, such as a college administrator. Wis. Stat. § 19.42 (7w) and (7x). The Code of Ethics for State Public Officials closely mirrors the Code of Ethics for Local Public Officials, meaning the requirements set forth below would apply equally to technical college administrators. However, the state code of ethics has a separate conflict of interest provision. Wis. Stat. § 19.46.

B. Prohibitions.

1. A public official may not profit personally from holding his/her public office or position, apart from the salary and expenses to which the official is entitled as a result of the position.
 - a. No public official may use his/her public position or office to obtain financial gain or anything of substantial value for the private benefit of himself/herself or his/her immediate family or for an organization with which he/she is associated. Wis. Stat. § 19.45(2).

Important Definitions:

- (1) Substantial Value: Anything of more than nominal, token or inconsequential value in light of the totality of the circumstances. 1993 Wis. Eth. Bd. 8 (reviewed and reaffirmed by the GAB on January 15, 2009).
- (2) Immediate Family: An official's spouse and an official's relative by marriage, lineal descent, or adoption, who receives, directly or indirectly, more than one-half of his/her support from the official or from whom the official receives, directly or indirectly, more than one-half of his/her support. Wis. Stat. § 19.42(7).
- (3) Organization with which the Public Official is Associated: Any organization in which an official or member of his/her immediate family is a director, officer or trustee, or owns or controls, directly or indirectly, and severally or in the aggregate, at least 10% of the outstanding equity or of which

an official or a member of his/her immediate family is an authorized representative or agent. Wis. Stat. § 19.42(2). A local public official is not associated with an organization merely because he/she is a member or an employee of an organization or business.

b. No person may offer or give to a public official, directly or indirectly, and no public official may solicit or accept from any person, directly or indirectly, anything of value, if it could reasonably be expected to influence the public official's vote, official actions, or judgment, or could reasonably be considered as a reward for any official action or inaction on the part of the public official. Wis. Stat. § 19.45(3). This provision does not prohibit a public official from engaging in outside employment.

(1) Anything of Value: Any money or property, favor, service, payment, advance, forbearance, loan, or promise of future employment. Wis. Stat. § 19.42(1).

(2) Influence the Official: According to the Wisconsin Ethics Commission, it would be unreasonable to expect a gift of not more than \$15 to influence an individual's judgment. It would be unreasonable to expect a favor or service from an individual or from an organization without any special interest in the actions of the public body to influence an official affiliated with that body.

2. A public official may not participate in decisions in which he/she has a personal financial interest.

a. No public official may take any official action substantially affecting a matter in which the official or a member of his/her immediate family or an organization with which he/she is associated has a substantial financial interest. Wis. Stat. § 19.45(2).

(1) There is no \$15,000 safe harbor like that which exists in Wis. Stat. § 946.13. *See below*.

(2) An official should not, in an official capacity, participate in or perform any discretionary action with respect to the making, granting, or imposition of an award, sanction, permit, license, contract, or offer of employment in which either the official has a private financial interest, direct or indirect, or a business or organization with which the official is associated has a substantial financial interest. Thus, under such circumstances, an official may not participate in any

official capacity in discussions, contract negotiations, and votes on issues before the board.

(3) A public official may act on a matter, despite being “interested” within the meaning of the Code of Ethics for State Public Officials provided: the official’s action affects a whole class of similarly situated interests; the official’s interest is insignificant compared to all affected interests in the class; and the effect of the official’s action on his/her interest is neither greater nor less than the effect upon the interests of other members of the class. 1983 Wis. Eth. Bd. 7; 1982 Wis. Eth. Bd. 5.

b. No public official may use his/her office or position in any way that produces or assists in the production of a substantial benefit, direct or indirect, for the public official, one or more members of his/her family either separately or together, or an organization with which the official is associated. Wis. Stat. § 19.45(5).

The Wisconsin Ethics Commission interprets “benefit” as broader than a financial interest. A “benefit” means an advantage or profit gained. For example, the terms of a health insurance contract that provides health insurance to a board member would be a substantial benefit even if it did not result in financial gain. 1996 Wis. Eth. Bd. 10. Thus, the range of prohibited voting matters extends beyond direct financial interests.

Often, when a board takes action on a matter of general policy, board members and their families may be affected in some way. For example, all board members, as residents of the District, have a financial interest in the tax levy that is approved. However, the Wisconsin Ethics Commission advises that board members may take action on general policy issues even though the action will affect the board member, his/her immediate family, or an associated organization if:

- the board member's action affects a whole class of similarly-situated interests;
- the interests of the board member, the immediate family member, or associated organization is not significant when compared to all affected interests in the class; and
- The action's effect on the interests of the board member, immediate family member or associated organization is not significantly greater or less than the effect on other members of the class.

Ethics Commission Guideline 1240.

Thus, board members should be cautious of taking action on matters before the School Board that may significantly impact themselves, their family members, or organizations with which they are affiliated. However, board members may vote on matters that impact a large group of similarly situated people or organizations.

C. Penalties.

1. Any person who violates the Code of Ethics for State Public Officials may be required to forfeit not more than \$5,000 for each violation. Wis. Stat. § 19.579.
2. Intentional violations are penalized criminally by fines of \$100 to \$5,000, imprisonment for up to one year, or both. Wis. Stat. § 19.58(1).

II. CRIMINAL STATUTES GOVERNING BOARD MEMBER ETHICS

A. Private Interest in Public Contracts. Wis. Stat. § 946.13.

1. Wis. Stat. § 946.13(1)(a) is violated when a public officer or public employee, in his/her private capacity, negotiates or bids for or enters into a contract in which the officer or employee has a private pecuniary interest, direct or indirect, if at the same time, the officer or employee is authorized or required by law to participate in the officer's or employee's capacity as such officer or employee in the making of that contract or to perform in regard to that contract some official function requiring the exercise of discretion on the officer's or employee's part.
 - a. The Attorney General has suggested that it may not be possible to avoid liability by merely abstaining from voting on a matter where he/she has a private pecuniary interest. Thus, the public officer or public employee should avoid making proposals in areas in which he/she is financially interested. 60 Op. Att'y Gen. 98 (1971).
2. Wis. Stat. § 946.13(1)(b) is violated when a public officer or public employee, in his/her capacity as an officer or employee, participates in the making of a contract in which the officer or employee has a private pecuniary interest, direct or indirect, or performs in regard to that contract some function requiring the exercise of discretion on the officer's or employee's part.
 - a. This provision applies to those with final authority to approve a contract, i.e., board members, as well as those who make recommendations regarding a contract, i.e., an administrator.

- b. It is not clear whether a public officer or public employee may avoid liability by remaining “totally aloof” from the contracting process.
- c. The Attorney General has suggested that the statute is not violated if the public officer or public employee refrains from voting or discussing a contract or any matter relating to the contract and if the public officer or public employee does not personally or by agent negotiate or enter into the contract. 52 Op. Att’y Gen. 367 (1963).
- d. This provision does not apply to a public officer or public employee by reason of his/her holding not more than 2% of the outstanding capital stock of a corporate body involved in such contract.

3. Exceptions:

- a. This statute does not apply to contracts in which any single public officer or employee is privately interested that do not involve receipts and disbursements by the state or its political subdivision aggregating more than \$15,000 in any year.
- b. This statute does not apply to contracts involving the deposit of public funds in public depositories.
- c. This statute does not apply to contracts for the publication of legal notices required to be published, provided such notices are published at a rate not higher than that prescribed by law.
- d. This statute does not apply to contracts for the issuance to a public officer or employee of tax titles, tax certificates, or instruments representing an interest in, or secured by, any fund consisting in whole or in part of taxes in the process of collection, provided such titles, certificates, or instruments are issued in payment of salary or other obligations due such officer or employee.

4. Strict Liability.

- a. Wis. Stat. § 946.13 is a strict liability crime meaning that there is no obligation to prove criminal intent. *State v. Stoehr*, 134 Wis.2d 66 (1986).
- b. The public officer or public employee may be convicted even if he/she did not intend to violate the statute and if he/she did not know that his/her conduct violated the statute.
- c. A defense of good faith will likely not be sufficient to avoid conviction.

5. Penalties.

- a. A contract entered into in violation of Wis. Stat. § 946.13 is void and the governmental entity on whose behalf the contract is made incurs no liability for the contract, unless the contract creates a public debt.
- b. Any public officer or public employee who violates the statute is guilty of a Class I felony, which is punishable by a fine not to exceed \$10,000 or imprisonment not to exceed 3 years and 6 months, or both. Wis. Stats. §§ 946.13, 939.50(3)(i).
- c. If the governmental entity declares the contract void, other parties to the contract may attempt to hold the public officer or public employee personally liable for damages. *Reetz v. Kitch*, 230 Wis. 1 (1939).

B. Misconduct in Public Office. Wis. Stat. § 946.12.

1. A public officer or public employee is prohibited from:
 - a. Intentionally failing or refusing to perform a known mandatory, nondiscretionary, ministerial duty of the officer's or employee's office or employment within the time or in the manner required by law.
 - b. In the officer's or employee's capacity as such officer or employee, doing an act which the officer or employee knows is in excess of the officer's or employee's lawful authority or which the officer or employee knows the officer or employee is forbidden by law to do in the officer's or employee's official capacity.
 - c. Whether by act of commission or omission, in the officer's or employee's capacity as such officer or employee exercises a discretionary power in a manner inconsistent with the duties of the officer's or employee's office or employment or the rights of others and with intent to obtain a dishonest advantage for the officer or employee or another.
 - d. In the officer's or employee's capacity as such officer or employee, makes an entry in an account or record book or return, certificate, report or statement which in a material respect the officer or employee intentionally falsifies.

- e. Under color of the officer's or employee's office or employment, intentionally solicits or accepts for the performance of any service or duty anything of value which the officer or employee knows is greater or less than is fixed by law.
2. Any public officer or public employee who violates the statute is guilty of a Class I felony, which is punishable by a fine not to exceed \$10,000 or imprisonment not to exceed 3 years and 6 months, or both. Wis. Stats. §§ 946.12, 939.50(3)(i).

C. Bribery of Public Officers and Public Employees. Wis. Stat. § 946.10(2).

1. A public officer or public employee is prohibited from taking any of the following actions:
 - a. Whoever, with intent to influence the conduct of any public officer or public employee in relation to any matter which by law is pending or might come before the officer or employee in the officer's or employee's capacity as such officer or employee or with intent to induce the officer or employee to do or omit to do any act in violation of the officer's or employee's lawful duty transfers or promises to the officer or employee or on the officer's or employee's behalf any property or any personal advantage which the officer or employee is not authorized to receive.
 - b. Any public officer or public employee who directly or indirectly accepts or offers to accept any property or any personal advantage, which the officer or employee is not authorized to receive, pursuant to an understanding that the officer or employee will act in a certain manner in relation to any matter which by law is pending or might come before the officer or employee in the officer's or employee's capacity as such officer or employee or that the officer or employee will do or omit to do any act in violation of the officer's or employee's lawful duty.
2. This statute is not a strict liability offense; it is necessary to prove criminal intent. *State v. Alfonsi*, 33 Wis.2d 469 (1967).
3. Any public officer or public employee who violates Wis. Stat. § 946.10 is guilty of a Class H felony, which is punishable by a fine not to exceed \$10,000 or imprisonment not to exceed 6 years or both. Wis. Stats. §§ 946.10, 939.50(3)(h).

III. OTHER LEGAL CONFLICTS OF INTEREST

A. Common Law Conflict of Interest.

1. Public officers are also subject to conflict of interest doctrines developed under the common law, i.e., the law that results from court decisions, instead of by statute or administrative code.
2. “The principle upon which public officers are denied the right to make contracts in their official capacity with themselves or to be or become interested in contracts thus made is evolved from the self-evident truth...that no person can, at one and the same time, faithfully serve two masters representing diverse or inconsistent interests. *Heffernen v. Green Bay*, 266 Wis. 534 (1954).
3. As a general rule, no public official may vote on any question (as well as any contract) in which he/she has a direct, personal, financial interest. *Board of Supervisors of Oconto County v. Hall*, 47 Wis. 208 (1879).
4. As a trustee of the public, a public officer owes an undivided duty to the public he serves, and is not permitted to place himself in a position which will subject him to conflicting duties or expose him to the temptation of action in any manner other than the best interests of the public. 58 Wis. Op. Att’y. Gen. 247 (1969).
5. When it is proven that a public officer had a conflict of interest with regard to a matter upon which he/she voted, a court is likely to set aside the tainted vote and/or allow the governmental entity to declare the action void.

B. Incompatibility of Offices Doctrine.

1. The Attorney General has stated: “two offices are incompatible if there is a conflict of interest or duties, so that the incumbent of one office cannot discharge with fidelity and propriety the duties of both. Incompatibility is not simply a physical impossibility to discharge the duties of both offices at the same time, but is an inconsistency in the functions of the two offices.” 58 Wis. Op. Att’y. Gen. 247 (1969).
2. Incompatibility is generally understood to mean a conflict or inconsistency in the function of two offices. It is almost always found to exist where one office is subordinate to another or subject to its supervision or control; where one office has the power of appointment or removal from the other; or where the exercise of authority in one office creates a conflict of interest related to the other office (i.e., salary negotiations, supervision and evaluation, auditing, etc.).

3. When substantial conflicts of interest between two offices (or an office and employment) exist, the individual holding both cannot avoid incompatibility by abstaining from voting in certain areas. The doctrine of incompatibility of office is designed to avoid requiring an individual to make such decisions. *Otradovec v. City of Green Bay*, 118 Wis.2d 393 (Ct. App. 1984).

IV DISTRICT BOARD CODES OF ETHICS

A. Enforcement.

Technical College boards may create their own Code of Ethics for board members and administration.

1. Board Member Ethics
A local ethics policy can create more restrictions than those in Wisconsin law. However, Technical College Boards have little recourse for violations of a local policy. The Board can censure a member that violates a policy, but it cannot impose monetary sanctions or remove a board member from his or her position.
2. Administrator Ethics
Since the board has control over administrative positions, it has more enforcement capabilities for an ethical code for administrators. Thus, a technical college board could impose discipline for ethical violations.

B. Sample Ethics Codes.

1. Chippewa Valley Technical College.

Each member of the Board is an appointed representative of the citizens of the entire District and, therefore, embraces the public's trust. The Board members' obligations, as a group, are both legal and ethical. Each member promises to carry out his/her duties with the very highest ethical conduct and to carry out the Board's requirements under the applicable education code provisions of the State of Wisconsin (Section 19.41-19.58 Wis. Statutes) and such other local, state, and federal laws as apply.

- Board members must maintain no conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of College services.
- Board members must assure that all actions and decisions are done to better serve students, local businesses and industries, and district residents.

- Board members must understand that the positive relationship between the student and instructor is critical, but of equal value are all the student-centered types of activities that support instruction and the individual needs of students.
- Board members must be responsible for the balance of appropriate programs, services, facilities, resources, staffing, and financial support necessary to meet the needs of current students in such a manner that assures their success in meeting their educational and occupational goals while keeping in mind the public trust of taxpayer funding.
- Board members must accept the responsibility of becoming well informed of the major initiatives of the College, the global perspective of the Wisconsin Technical College System, and being well informed of related national activities such that each Board member is better able to make the necessary decisions that maintain or strengthen our commitment to students at the College.
- Board members must help create and sustain an atmosphere in which controversial issues or different philosophical stances can be presented fairly and in which the dignity of each individual is maintained.
- Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
- Board members must maintain confidentiality of privileged information and refuse to use his/her position on the Board or any confidential information in any way for personal gain.
- Board members must not use their positions to obtain employment by the College or the furnishing of services or goods to the College for or by themselves, family members, friends, or associates.
- Board members recognize that each Trustee is only one member of a team, and that all Board actions are taken as a group in such a manner that the best interests of the entire College community are advanced.
- Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above in Board policies.
- Board members' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.

- Board members will express no judgments of the President’s or staff performance except as that performance is assessed in accordance with explicit Board policies.

2. **Madison Area Technical College**

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Board members must have loyalty to stakeholders, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
 - b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - c. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member apply for employment, he or she must first resign from the Board.
3. Board members may not attempt to exercise individual authority over the organization.
 - a. Board members’ interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - b. Board members’ interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - c. Except for participation in Board deliberation about whether the CEO has achieved any reasonable interpretation of Board policy, members will not express individual judgments of performance of employees of the CEO.

4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members will be properly prepared for Board deliberation.
6. Board members will support the legitimacy and authority of Board decisions, irrespective of the member's personal position on the issue.

3. **Northeast Wisconsin Technical College.**

1. Statement of Expectations. It is the policy and expectation that each Board Member shall provide leadership, guidance, and direction for the college by promoting the mission, vision and values, upholding the reputation, and fostering the economic well-being of the college. Each Board Member shall:

- a. Act in the best interests of our students and the entire college community.
- b. Exercise the duties and responsibilities with integrity, collegiality, and care.
- c. Represent the college in a positive and supportive manner at all times on and off campus.
- d. Act according to Board policies and the laws of the United States and the State of Wisconsin, and local ordinances.
- e. Create an atmosphere in which diversity of opinion is welcomed and respected, controversial issues or different philosophical stances can be presented fairly, and in which the dignity of each individual is maintained.
- f. Cultivate a sense of group responsibility for collective rather than individual decisions.
- g. Refrain from engaging in conduct that may embarrass the college or adversely affect its reputation or the Board's governance.
- h. Enforce upon itself whatever discipline is needed to govern with excellence.
- i. Attend all regular and special Board meetings, unless excused from attendance.

j. Refrain from public comments on Board matters without Board authorization or according to Board policy.

k. Comply with Governance Policies incorporated herein by reference.

2. Code of Ethics.

a. Board Members shall carry out their duties with the highest ethical and professional conduct and shall follow these policies and Sec. 19.45, Wisconsin Statute entitled Standards of Conduct; State Public Officials and the Wisconsin Code of Ethics for Public Officials and Employees, Sections 19.41-19.59, Wisconsin Statutes. This includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

b. Observe the Wisconsin Open Meetings Law, Sections 19.81-19.98, Wisconsin statutes, adhere to agenda items for each meeting, and not knowingly participate in closed meetings except as permitted by the Open Meetings Law. Board members shall observe the Wisconsin Public Records and Property Law, Sections 19.21-39, Wisconsin Statutes.

c. Board members must represent un-conflicted loyalty to the interests of the residents of the Northeast Wisconsin Technical College District. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as a consumer of the College's services.

d. Accept the responsibility of being informed of the major initiatives of the College, the global perspective of the Wisconsin Technical College System, and related national activities such that each Board Member is better able to make the necessary decisions that maintain or strengthen our commitment to students of the College.

e. Board members shall not attempt to exercise individual authority over the College except as explicitly set forth in Board policies.

f. Board members' interaction with the president, staff, public, press, or other entities must recognize the lack of authority, including the inability to speak for the Board, in any individual Board member or group of Board members except as noted in Board policies or when explicitly Board-authorized.

g. Board members will make no judgments of the president or staff performance except as that performance is assessed against explicit Board policies by the official process.

h. Board members shall be ethical, courteous, respectful, and open with each other, the executive officer, the staff, and with the public in general.

i. Board members must go through the Board Chairperson before contacting the College attorney.

3. Confidentiality

a. Board Members shall maintain confidentiality of privileged information and shall not use confidential information for personal gain or benefit or for the benefit of family or others.

b. Board Members shall maintain the confidentiality of discussions which occur at legally held closed meetings of the Board and shall not discuss personnel or performance matters in public except in accordance with Board policies or as may be required by law.

c. Board members shall respect the confidentiality of matters in a way appropriate for their sensitivity. Board members shall not subvert any Board action but of course have the right to dissent, including public dissent. Any dissent shall be accurate and fair.

4. Conflict of Interest

a. Board Members owe a duty of loyalty to the college and to the community. Board members must avoid any conflict of interest or the appearance of a conflict of interest with respect to their fiduciary responsibility.

b. A conflict of interest exists when the Board Member is in a position to influence, directly or indirectly, college business or college-related decisions which does or could result in personal financial gain for the Board Member or that of a family member, subject to Section 946.13, Wisconsin Statute.

c. Board members shall declare to the Board, or for reasons of confidentiality, to the Board Chairperson, any appearance or actual conflict of interest, and that member shall not vote on any issue, which involves an apparent or actual conflict of interest. When the Board will consider a matter as to which a Member has an

unavoidable conflict of interest, the Member shall absent himself/herself from that portion of the meeting at which the matter is considered and voted upon. The Member shall not participate in the discussion or vote on the matter.

d. There must be no self-dealing or any conduct of private business or personal services between any Board member and the College except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.

e. Board members must not use their positions to obtain employment in the College for themselves, family members or close associates, as defined in Chapter 19 Wisconsin Statute. If a Board member is interested in seeking employment with the district, he/she shall resign from the Board before getting involved in the application process for the position in question. The District staff is further directed to not accept applications for employment from sitting Board members.

f. Board Members shall not use their positions to protect or maintain employment at the college for themselves or family members as defined herein.

g. Should a Board Member pursue employment that would lead to a conflict of interest with the Board of the College, she/he must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.

h. Board members will annually file the required Ethics Board disclosure required by the State of Wisconsin

5. Sexual Misconduct. The college has a zero-tolerance policy for gender and sex-based discrimination and seeks to create and maintain a campus free from sexual misconduct. The Gender Discrimination and Sexual Misconduct College policy is incorporated herein by reference. Board Members shall comply with this policy and avoid all prohibited activity.

6. Sexual Harassment. The Nondiscrimination and Anti-Harassment College Policy is incorporated herein by reference. Board Members shall comply with this policy and avoid all prohibited activity.

7. Harassment. The Nondiscrimination and Anti-Harassment College Policy is incorporated herein by reference. Board Members shall comply with this policy in their conduct with staff, students, Board Members, vendors, and the general public and shall avoid all prohibited activity.

8. Abuse of Power. A Board Member shall not, by virtue of the position as Board Member, expect, demand or coerce special favors, attention or treatment from any other Board Member or employee or student of the college, or any other Entity or Individual.

9. Consensual Relationships.

a. A Board Member is strongly discouraged from engaging in a consensual relationship of a romantic or sexual nature involving another Board Member, employee or student. Such relationship may constitute or create a situation of alleged abuse of power, sexual or other harassment, conflict of interest, or other conduct prohibited by these policies.

b. A Board Member who is in a consensual relationship shall disclose the nature of the relationship to the Board Chairperson.

10. Board Member Reporting Requirements.

a. A Board Member who has a reasonable basis to believe another Board Member has violated a Board Policy shall report the alleged violation to the Chairperson of the Board, or an Officer of the Board, or the College President.

b. A Board Member shall report his/her own alleged violation of Board Policy according to the provisions of Section 10(a). This includes, but is not limited to, conduct that may embarrass the college or adversely affect its reputation or the Board's governance under Section 1(g) of this Policy, including, but not limited to, designation of sex offender status, pending charges under state or federal criminal law, or conviction under state or federal criminal law.

11. Complaint Procedure.

a. This procedure applies to a Board Member who allegedly violates this Board Policy or any other Board Policy. The College President, Chairperson of the Board, or Officer of the Board who has received a report of an alleged violation is responsible for determining the appropriate procedure to be followed which may include any procedure specified in the underlying Policy.

b. A report of violation under Section 10 Board Member Reporting Requirements made to the College President, Chairperson of the Board or Officer of the Board shall be promptly referred to the Chairperson of the Board. An alleged violation which involves the

Chairperson of the Board shall be referred to the Board Executive Committee or the Officers of the Board. The process under subsections (c) through (f) shall be followed.

c. The Board Chairperson shall inform the Board Member against whom the allegation is made of the allegation. The Board Chairperson, in his/her sole discretion, may meet with the Board Member at any time prior to, during, or following any investigation to discuss and resolve the matter. If the matter is not resolved, the Board Chairperson shall refer the matter to the Board Executive Committee or the Officers of the Board.

d. The Board Executive Committee or the Officers of the Board shall inform the Board Member against whom the allegation is made of the allegation if subsection (c) is not applicable. The Board Executive Committee or the Officers of the Board may meet with the Board Member to discuss and resolve the matter.

e. The President, Board Chairperson, Board Executive Committee, or the Officers of the Board, at any time, may authorize an investigation of the matter by a qualified investigator, internal or external to the College. The final report of the investigation, if any, shall be provided to the Board.

f. If the matter is not resolved, the Board may vote, by a majority of the full Board, to refer the matter, with or without a recommendation, to the Board Appointment Committee as then constituted pursuant to Sec. 38.10(1) Wis. Stat. The Appointment Committee may, by majority vote, remove the Board Member at pleasure pursuant to Sec. 17.13(1) Wis. Stat.

g. This policy acknowledges Sec. 17.13(3) Wis. Stat. which provides a Board Member is subject to removal by the judge of the appropriate circuit court, for cause.

4. **Mid-State Technical College.**

1. Statement of Expectations. It is the policy and expectation that each Board Member shall provide leadership, guidance, and direction for the college by promoting the vision and mission, upholding the reputation, and fostering the economic well-being of the college. Each Board Member shall:

a. Act in the best interests of our students and the entire college community.

- b. Exercise the duties and responsibilities with integrity, collegiality, and care.
- c. Represent the college in a positive and supportive manner at all times on and off campus.
- d. Act according to Board policies and the laws of the United States and the State of Wisconsin, and local ordinances.
- e. Create an atmosphere in which diversity of opinion is welcomed and respected, controversial issues or different philosophical stances can be presented fairly, and in which the dignity of each individual is maintained.
- f. Cultivate a sense of group responsibility for collective rather than individual decisions.
- g. Refrain from engaging in conduct that may embarrass the college or adversely affect its reputation or the Board's governance.
- h. Enforce upon itself whatever discipline is needed to govern with excellence.
- i. Attend all regular and special Board meetings, unless excused from attendance.
- j. Refrain from public comments on Board matters without Board authorization or according to Board policy.
- k. Comply with policy governance.

2. Code of Ethics. The Board expects ethical conduct by itself and its members. This includes proper use of authority. Board Members shall carry out their duties with the highest ethical conduct and shall follow these policies and Sec. 19.45, Wis. Stat. entitled *Standards of Conduct; State Public Officials* and the *Wisconsin Code of Ethics for Public Officials and Employees*, Secs. 19.41-19.59, Wis. Stats. Board Members shall:

- a. Maintain unconflicted loyalty to the interests of the College. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board Member acting as an individual consumer of college services.

b. Observe the *Wisconsin Open Meetings Law*, Secs. 19.81-19.98, Wis. Stats., adhere to agenda items for each meeting, and not knowingly participate in closed meetings except as permitted by the *Open Meetings Law*. Board members shall observe the *Wisconsin Public Records and Property Law*, Secs. 19.21-39, Wis. Stats.

c. Accept the responsibility of being informed of the major initiatives of the college, the global perspective of the Wisconsin Technical College System, and related national activities such that each Board Member is better able to make the necessary decisions that maintain or strengthen our commitment to students of the college.

d. Avoid any exercise of individual authority over the college except as explicitly set forth in Board policies or with specific Board authorization. A Board Member's interaction with the President, staff, public, press, and other entities must recognize the lack of authority in any individual Board Member or group of Board Members except as noted in Board policies or by specific Board authorization. No Board Member or Board Members may speak for the whole Board unless so designated by the Board.

e. Not use the Board Member's position to obtain financial gain or anything of value for his/her private benefit or that of a family member for the purpose of influencing a decision or action in the discharge of the Board Member's official duties. A "family member" is defined in Chapter 19, Wis. Stat. and in College policy.

3. Confidentiality. Board Members shall maintain confidentiality of privileged information and shall not use confidential information for personal gain or benefit or for the benefit of family or others. Board Members shall maintain the confidentiality of discussions which occur at legally held closed meetings of the Board and shall not discuss personnel or performance matters in public except in accordance with Board policies or as may be required by law

4. Conflict of Interest.

a. Board Members owe a duty of loyalty to the college and to the community. Board Members must avoid conflicts of interest or the appearance of a conflict of interest with respect to performance of their duties and fiduciary responsibilities.

b. A conflict of interest exists when the Board Member is in a position to influence, directly or indirectly, college business or college-related decisions which does or could result in personal

financial gain for the Board Member or that of a family member, subject to Sec. 946.13, Wis. Stat.

c. A Board Member shall timely disclose a conflict of interest to the Board, or for reasons of confidentiality, to the Board Chairperson. When the Board will consider a matter as to which a Member has an unavoidable conflict of interest, the Member shall absent himself/herself from that portion of the meeting at which the matter is considered and voted upon. The Member shall not participate in the discussion or vote on the matter.

d. Board Members shall not use their positions to obtain employment at the college for themselves or family members, as defined in Chapter 19 Wis. Stat. and in College policy. Board Members shall not use their positions to protect or maintain employment at the college for themselves or family members, as defined herein.

5. Sexual Misconduct. The college has a zero tolerance policy for gender and sex-based discrimination, and seeks to create and maintain a campus free from sexual misconduct. **[The College's sexual misconduct policy can be found at: <http://www.mstc.edu/sites/default/files/files/AdministrativePolicies/SexualAssaultSexualMisconduct.pdf>]** Board Members shall comply with this policy and avoid all prohibited activity.

6. Sexual Harassment. **[The College's harassment policy can be found at: <http://www.mstc.edu/sites/default/files/files/AdministrativePolicies/EqualOpportunityandAffirmativeAction.pdf>]** Board Members shall comply with this policy and avoid all prohibited activity.

7. Harassment. **[The College's harassment policy can be found at: <http://www.mstc.edu/sites/default/files/files/AdministrativePolicies/EqualOpportunityandAffirmativeAction.pdf>]** Board Members shall comply with this policy in their conduct with staff, students, Board Members, vendors, and the general public and shall avoid all prohibited activity.

8. Abuse of Power. A Board Member shall not, by virtue of the position as Board Member, expect, demand or coerce special favors, attention or treatment from any other Board Member or employee or student of the college, or any other Entity or Individual.

9. Consensual Relationships.

a. A Board Member is strongly discouraged from engaging in a consensual relationship of a romantic or sexual nature involving another Board Member, employee or student. Such relationship may constitute or create a situation of alleged abuse of power, sexual or other harassment, conflict of interest, or other conduct prohibited by these policies.

b. A Board Member who is in a consensual relationship shall disclose the nature of the relationship to the Board Chairperson.

10. Board Member Reporting Requirements.

a. A Board Member who has a reasonable basis to believe another Board Member has violated a Board Policy shall report the alleged violation to the College President, Chairperson of the Board, or any Officer of the Board.

b. A Board Member shall report his/her own alleged violation of Board Policy according to the provisions of Section 10(a). This includes, but is not limited to, conduct that may embarrass the college or adversely affect its reputation or the Board's governance under Section 1(g) of this Policy, including, but not limited to, designation of sex offender status, pending charges under state or federal criminal law, or conviction under state or federal criminal law.

11. Complaint Procedure.

a. This procedure applies to a Board Member who allegedly violates this Board Policy or any other Board Policy. The College President, Chairperson of the Board, or Officer of the Board who has received a report of an alleged violation is responsible for determining the appropriate procedure to be followed which may include any procedure specified in the underlying Policy.

b. A report of violation under Section 10 Board Member Reporting Requirements made to the College President, Chairperson of the Board or Officer of the Board shall be promptly referred to the College President. An alleged violation which involves the College President shall be referred to the Chairperson of the Board. An alleged violation which involves the Chairperson of the Board shall be referred to the Board Executive Committee or the Officers of the Board. The process under subsections (c) through (g) shall be followed.

c. The College President shall inform the Board Member against whom the allegation is made of the allegation and shall meet with the Board Member and attempt to resolve the matter. If the matter is not resolved, it shall proceed to subsection (d).

d. The Board Chairperson shall inform the Board Member against whom the allegation is made of the allegation if subsection (c) is not applicable. The Board Chairperson, in his/her sole discretion, may meet with the Board Member at any time prior to, during, or following any investigation to discuss and resolve the matter. If the matter is not resolved, the Board Chairperson shall refer the matter to the Board Executive Committee or the Officers of the Board.

e. The Board Executive Committee or the Officers of the Board shall inform the Board Member against whom the allegation is made of the allegation if subsections (c) and (d) are not applicable. The Board Executive Committee or the Officers of the Board may meet with the Board Member to discuss and resolve the matter.

f. The President, Board Chairperson, Board Executive Committee, or the Officers of the Board, at any time, may authorize an investigation of the matter by a qualified investigator, internal or external to the College. The final report of the investigation, if any, shall be provided to the Board.

g. If the matter is not resolved, the Board may vote, by a majority of the full Board, to refer the matter, with or without a recommendation, to the Board Appointment Committee as then constituted pursuant to Sec. 38.10(1) Wis. Stat. The Appointment Committee may, by majority vote, remove the Board Member at pleasure pursuant to Sec. 17.13(1) Wis. Stat.

h. This policy acknowledges Sec. 17.13(3) Wis. Stat. which provides a Board Member is subject to removal by the judge of the appropriate circuit court, for cause.