

# WYOMING ASSOCIATION OF COMMUNITY COLLEGE TRUSTEES POLICY & PROCEDURES MANUAL

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## POLICY & PROCEDURES MANUAL

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## Directors, Officers, and Staff

### President of WACCT

#### Duties

1. Serve by the applicable section of the Bylaws, Articles of Incorporation and other official governance instruments of the Association.
2. Serve as the official spokesperson for the Board of Directors and the Association
3. Keep the Board of Directors informed about Association affairs.
4. Appoint, with the approval of the Board of Directors, committee and task force members and chairpersons.

#### Election

The WACCT President shall be nominated and elected at the annual meeting of the Board of Directors.

### Board of Directors of the WACCT

#### Duties and Qualifications

The WACCT Board of Directors consists of sixteen directors, elected by each of the eight community colleges.. The Board is elected to advise, govern, oversee policy and direction, and assists with the leadership and general promotion of WACCT so as to support the Association's mission and needs. Board members are expected to make recommendations based on individual experience and vantage point in their community and their colleges.

Directors shall be members of good standing with WACCT. An outline of WACCT Director duties follows:

- Organizational leadership and advisement
  - Actively participate on a standing committee of the Board.
  - Actively serve on an ad hoc committee and assist with special projects as requested.
  - Be alert to community and industry concerns
- Formulation and oversight of policies and procedures
  - Understand and abide by the policies and procedures of the WACCT
- Financial management, including adoption and oversight of the annual budget
  - Become familiar with WACCT finances, budget, and financial/resource needs.
- Oversight of program planning and evaluation
- Review of organizational and programmatic reports
- Hire the Executive Director
- Establish Association dues in consultation with the Presidents Council
- Report to respective college Board on WACCT activities and meeting minutes
- Promotion, and outreach
  - Help communicate and promote WACCT's mission and programs.

### **Meetings and Time Commitment:**

The Board of Directors regularly meets a minimum of four times per year to conduct the business of the Association:

- Meetings may coincide with Wyoming Community College Commission meetings
- Annual meeting in February
- Spring strategic planning meeting
- Pre-legislative session meeting

Special meetings of the Board may be called by or at the request of the President or any two directors. Committees of the Board meet an average of four times per year, pending work agendas. New directors are encouraged to attend the February Board of Directors meeting for new director orientation.

Board members are expected to attend three-fourths of all meetings and actively participate in the Annual Meeting.

WACCT does not reimburse Officers or Directors for travel, meals or other expenses unless specifically approved by the Board.

### **Alternate**

In the event a Director cannot attend a Board meeting, an alternate with voting authority may be appointed in their stead by the Board Chair. The alternate must be from the same college and not currently a member of the WACCT Board of Directors.

## Officers

Officers are elected annually by the Board of Directors to serve one-year terms. Officers include President, Vice-President, Secretary, and Treasurer, and shall also include the immediate past President and current President of the Wyoming Community College Presidents Council as non-voting members. Together, they shall comprise the Executive Committee. The officers shall conduct WACCT's business and affairs on behalf of the Board of Directors.

### **Officer Responsibilities:**

- Administration of policies and procedures
- Oversight of budget and fiscal functions
- Personnel oversight and evaluation
- Resolution of matters concerning bylaws, policies, and procedures

## Communications

Free flow of information between members, the Board of Directors and the staff is encouraged.

Situations may arise where the WACCT is required to make a public comment. No one other than the Association President or the Executive Director is authorized to speak for the Association, either orally or in writing, unless directed by the Executive Committee. When asked

to make a public statement, Board members are requested to direct the inquiry to the President of the Association or the Executive Director.

All written communication expressing the beliefs or position of the Association shall be written on Association letterhead.

### Conflict of Interest

Any possible conflicts of interest on the part of any member of the Directors must be disclosed to the Board and made a matter of record as soon as possible after the member becomes aware of such possible conflict. The directors may then determine whether a conflict actually exists.

If a conflict does exist, the member shall not vote. However, this policy shall not be construed to prevent the member from stating his or her position in the matter, nor from answering pertinent questions from the other directors, if he or she so desires. A director may choose to absent his or herself from the meeting during discussions wherein a conflict of interest has been declared.

### Election of Directors

The annual process for electing new directors is as follows:

- Each college board elects/appoints two directors to the WACCT Board at their December election meeting.

Any vacancy occurring in the Board of Directors may be filled by the corresponding college. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### Executive Director

#### Selection

The Executive Director is hired by the Board of Directors and reports to the President and officers of the Board. The Executive Director is responsible for developing recommendations to the Board for the priorities, goals, legislative policies, and public positions of the Association; for administration of any staff and business of the Association; for the establishment of and adherence to the Association's approved budget; for coordination and implementation of fund-raising and grants.

#### Duties

- The Executive Director will become knowledgeable of the eight community colleges' missions and current needs and be able to function as an informational resource.
- The Executive Director will work with WACCT, college presidents, and the WCCC to develop goals to pursue in working with the Wyoming State Government.
- The Executive Director is encouraged to connect with each Wyoming Community College as needed to visit with the Presidents, trustees, and others as deemed necessary by the college.
- The Executive Director will provide weekly legislative summaries and provide a final legislative report at the end of each legislative session.

## WACCT Committees

### General Information

Ad hoc committees may be appointed by the President on an as-needed basis.

### Executive Committee

The Executive Committee shall conduct the business and affairs of the Association during such time, as the Board of Directors is not in session, and shall have such power and authority as the Board of Directors may determine from time to time, such as:

- Conduct an annual review of the Executive Director and recommend annual compensation
  - Executive Director self-evaluation is due to the President and full Board by May 1<sup>st</sup>
  - Board comments due to the President by the 15<sup>th</sup> of May
  - President and Executive Director to meet on review prior to the end of the fiscal year.
- Preparing a slate of officers for review and approval by the full board

Membership shall include all WACCT officers and also include the immediate past President and current President of the Wyoming Community College Presidents Council as non-voting members.

### Meeting minutes

- The purpose of taking minutes at meetings is to protect the organization and the people who participate in the meeting. The minutes are not intended to be a record of discussions, or serve as a newsletter for the organization but rather to accurately reflect the meeting and the decisions that are made. The minutes are to be as brief as possible and only reflect action taken at the meeting.
- Accurate minutes shall be kept for all official meetings, including committee meetings.
- Minutes shall be a record of what was considered and accomplished at the meeting, not a record of conversations, reports, and work assignments. They will not include sidebar conversations if they occur. Minutes shall indicate the place, date and time of the meeting and the names of all participants at the meeting, , guests and staff.
- Drafts of minutes, notes, and audio or video recordings shall NOT be retained in the files of the organization officers, directors, committee members and office once the minutes are approved. The Executive Director and staff must be sure they are discarded.
- Minutes shall be recorded by the Secretary and submitted to the Board for review and approval.
- Minutes will be distributed within a reasonable time following the meeting to those who attended, those who were supposed to be in attendance, and others determined by the Board.
- Minutes shall be safeguarded in the permanent files.

## Financial Policies

### **General Overview**

Financial responsibility of the Association lies with the Board of Directors which retains the sole authority to assess membership dues and authorize distributions of funds through an annual budgeting process.

Day-to-day fiscal management for the Association is the responsibility of the Executive Director. The Executive Director has the following fiscal responsibilities:

- Preparation of the annual budget denoting expected revenues and expenditures for the fiscal year. The budget shall be presented to the Board of Directors at the Spring meeting.
- Authority to spend funds as approved in the budget or by specific action of the Board of Directors or Executive Committee.
- Ensure timely and accurate billing for all accounts receivable, payment of all accounts payable, and reporting of the financial condition of the Association.
- Maintain accurate record keeping files for all financial transactions.

The Executive Director may utilize a third-party contract employee to serve as the Association's Bookkeeper.

The Association utilizes an Audit Committee, the members of which may be WACCT Board members or other trustees, appointed by the President to review annually financial documents and provides recommendations for prudent fiscal management. The Executive Committee shall approve the contract for services of the external accounting firm prior to commencement of the review.

The Treasurer of the Board shall serve as the fiscal controller and provide direction to the Executive Director as it relates to fiscal management of the Association. The Treasurer will conduct quarterly reviews of the financial reports and provide a financial condition summary to the Executive Committee and full Board.

### **Fiscal Year**

The fiscal year of the association is July 1 through the following June 30.

### **Financial Accounts**

Funds held by the Association shall be deposited in accounts authorized specifically by the Board of Directors. Authorized signatures on the financial accounts shall be approved annually by the Executive Committee and shall include the Executive Director and, at least, one Board member.

Checking Account—All expenditures shall be distributed from the Checking Account. The Executive Director will authorize any transfers, including monthly payroll, and document transfers in the appropriate files. The Board may set aside funds in a savings account if the market rates are attractive.

All banking account balances shall be reconciled on a quarterly basis by the Association's bookkeeper. Copies of the bank reconciliations shall be provided to the Executive Director and Treasurer.

### **Receipts**

- All amounts due to the Association shall be billed by official Association invoice.
- Invoices shall be issued in an accurate and timely manner.
- Monies received by the Association shall be deposited in authorized accounts.
- All deposit slips shall be endorsed by the Executive Director.
- Copies of deposit slips shall be appropriately filed with the deposit receipt.
- Copies of deposits shall be forwarded to the Bookkeeper with account codes clearly designated to assign revenue to the appropriate category.  
The Bookkeeper shall enter all receipts into the official recordkeeping system of the Association.

### **Distribution from Accounts**

- Invoices received for payment shall be verified for accuracy and authorized for payment by the Executive Director.
- Staff will indicate the appropriate expenditure category on the invoice and forward a copy to the Bookkeeper for payment.
- Invoices shall be paid from authorized accounts within 30 days of receipt.
- All expense reimbursements shall be submitted on an authorized template with appropriate receipts to substantiate the expense.
  - The Executive Director will authorize staff reimbursements.
  - The Treasurer will authorize Executive Director reimbursement.
- Payroll of hourly employees shall be approved and authorized by the Executive Director.
- Payroll of salaried or contract employees shall be approved by the Board of Directors either through a specific motion or through the budget process.
- The Bookkeeper shall prepare all disbursements for payment from authorized accounts and code expenditures into the official recordkeeping system of the Association and provide reports on expenditures.
- Payments shall be signed by the Executive Director and mailed to vendors.
- Distributions in amounts more than \$5,000 shall require a second signature of an authorized board member.
- The Executive Director, with the approval of the Treasurer, may make monthly payroll transfers electronically.
- The Executive Director may obtain a credit card for the Association's checking account as approved by the Board of Directors.

It is acknowledged that occasionally, a disbursement must be made outside of the standard process. In these instances, the Executive Director must receive approval from either the Treasurer or the President to prepare a payment for distribution.



## **Financial Accountability and Reporting**

The bookkeeper shall prepare financial reports accounting for all receipts, expenditures, and changes in financial condition. Quarterly reports shall be received and approved by the Treasurer and provided to the Executive Committee prior to the quarterly Board meeting.

Accurate files to document all financial transactions will be maintained in the Association's offices.

The Treasurer shall receive the following documents as designated:

- Summary of disbursements
- Report of projected expenditures
- Profit and loss statement vs. total budget
- Balance sheet
- Report of cash flows

The Executive Committee shall receive the following documents on a quarterly basis as designated:

- Profit and loss statement
- Balance sheet
- Report of cash flows

The Board of Directors shall receive the following documents at regular board meetings:

- Year-to-date profit and loss vs. total budget
- Balance sheet
- Report on cash flows

## **Budget Preparation**

All expenditures of the Association shall be approved either through the budget process or formal action of the Executive Committee or the Board of Directors.

The Executive Director, in conjunction with the Treasurer, will initiate work on the budget, at least, two months in advance of the end of the fiscal year. Budget preparation shall include the following:

- A strategic program of work outlining events and programs for the upcoming year
- A three-year historical analysis of revenue and expenditure trends
- Expected changes in sponsorship revenue
- Anticipated revenues with realistic cost expectations

The Treasurer and Executive Director will review and approve the budget and forward it to the Executive Committee at least 30 days prior to the spring board meeting.

Proposed expenditures outside of the annual budget process must be submitted with a proposed cost estimate and must be approved by the Executive Committee or full Board.

Bonuses and merit increase for the following year will be approved only after receipt of final year-end reports.

### Membership Dues

Membership dues are assigned annually at the beginning of the fiscal year to support the expenses of the Association with a net thirty days due. Dues are determined by the Executive Committee. The annual membership dues shall be reviewed at the annual meeting of the Association.

### Reserve Policy

The association should use the minimum target of six months and a maximum target of twelve months of total annual expenses.

#### **Purpose**

- To provide sufficient assets to help carry out the mission of the association;
- To provide funds for unforeseen contingencies due to unpredictable economic turns in the Association's financial status
- To cushion the Association during dips in the cyclical variation of its circumstances.
- To fund strategic initiatives.

### Expense Reimbursement Policy

All expense reports for the Executive Director shall be reviewed by the Treasurer. Copies of the approval shall be filed with the expense report. Likewise, all expense reports for staff shall be approved by the Executive Director. The Association utilizes the federal rate for mileage reimbursement.

#### **Travel**

Travel and other miscellaneous expenses for Board of Directors, Committee Chairs, Committee members, ad hoc task force members in the course of doing business normally would NOT be considered reimbursable item by organization. The Board of Directors must approve any exceptions to this policy prior to the activity in question and will follow the considerations listed below:

Travel expenses for staff to attend meetings of the Board or other meetings shall be reimbursed on presentation of an approved expense report form.

The following considerations are understood:

- (a) Expenses must be approved in budget and/or approved by the Board of Directors.
- (b) Hotel rooms should be in the medium price range: reimbursement for suite-type accommodations is not authorized.
- (c) Air travel; coach, is authorized.
- (d) Automobile travel expenses will be reimbursed at the then current rate per mile authorized by the Internal Revenue Service. However, where air travel would be considered the 'normal

transportation mode and auto travel is chosen as a personal convenience, only the equivalent coach class airfare will be reimbursed.

- (e) Per Diem reimbursement for food and beverages for meals will be at actual, reasonable cost with presentation of receipts. Any meals included in scheduled meetings will not be reimbursed. Incidental expenses such as phone, internet access, shuttle, tips, cab fares, parking will be reimbursed at actual expense and receipts should be provided as possible. Miscellaneous expenses such as bottled water (except international), soft drinks, coffee, snacks, refreshment center, magazines and alcoholic beverages (except when with members, clients) will not be reimbursed.

### IRS FORM 990 DISCLOSURE

The organization will supply Form 990, Return of Organizations Exempt From Income Tax to individuals or firms that request it. The request must be in person or in writing. If the request is in person, the request will be honored on the day of the request. If the request is in writing the request will be honored within 30 days.

### Compensation

This policy on the process for determining the compensation of WACCT applies to key employees and, most specifically, the Executive Director. Board members of the WACCT are not compensated by the Association for their service to the Association.

In reviewing and approving the compensation of key employees, the Board will utilize the following process. The Board may appoint a Compensation Committee to undertake the tasks of securing comparability data and concurrent documentation.

### Discrimination

It always has been and continues to be WACCT's policy that employees and directors should be able to enjoy a work environment free from all forms of unlawful employment discrimination. All decisions regarding recruiting, hiring, promotion, assignment, training, termination, and other terms and conditions of employment will be made without unlawful discrimination on the basis of race, color, national origin, ancestry, sex, sexual orientation, gender identity or expression, religion, age, pregnancy, disability, work-related injury, covered veteran status, political ideology, genetic information, marital status, or any other factor that the law protects from employment discrimination.

### Document Retention and Destruction

The following shall be retained on a permanent basis:

- Audit reports of accountants
- Capital stock and bond records; ledgers, transfer registers, stubs showing issues, record of interest coupons, options, etc.
- Cash books
- Charts of accounts

- Checks (cancelled for important payments, i.e., taxes, purchases of property, special contracts, etc. - checks should be filed with the papers pertaining to the underlying transaction)
- Contracts and leases still in effect
- Correspondence (legal and important matters only)
- Deeds, mortgages, and bill of sale
- Depreciation schedules
- Financial statements (end-of-year, other months optional)
- General and private ledgers (and end-of-year trial balances)
- Insurance records, current accident reports, claims, policies, etc.
- Journals
- Minutes of directors and committees, including by-laws and charter
- Property appraisals by outside appraisers
- Property records – including costs, depreciation reserves, end-of-year trial balances, depreciation schedules, blueprints and plans
- Tax returns and worksheets, revenue agents’ reports and other documents relating to determination of income tax liability
- Trade mark registrations

## APPENDIX A – BOARD EXPECTATIONS

### As a member of the Board of Directors, I will:

Perform my duties so as to honor the trust of the membership that elected me.

Comply with all applicable statutes and regulations applying to non-profit organizations and the terms of the Articles of Incorporation, the bylaws, and the policies adopted by the Board and state law governing public boards and their meetings.

Protect the interest of the organization as determined by its Board, its mission and prudent business practice.

Refrain from using my position on the Board for my own personal advantage or the advantage or any special interests inside or outside of the organization

Refrain from asserting authority as a Board member except when participating in a meeting of the board or as the Board delegates to me; recognizing the chair of the Board will speak for the Board.

### Accept my personal responsibility to:

Make every effort to attend the meetings of the Board and Board committees to which I have accepted appointment.

Review all information and materials sent to me in connection with Board business and to provide to the Board my best attention and judgment.

Advocate for the best interests of all eight community colleges.

Report to my respective Board of the WACCT activities and meeting minutes on a regular basis.

Conduct myself so as to reflect credit on the WACCT, the Board of Directors, and the colleges boards we represent.

Respect the integrity and abilities of my fellow Board members and strive to advance the unity and harmony of the Board, recognizing all actions, whether or not I agree, belong in one to the board and not the individual.

Tender my resignation from membership on the Board if I am, or become, unable to serve in accordance with the provisions of this commitment.