

NUMBER: 103

SUBJECT: BRIDGERLAND TECHNICAL COLLEGE GOVERNING AUTHORITY

APPROVAL DATE OF LAST REVISION: JANUARY 24, 2011, JUNE 20, 2016, JUNE 19, 2017, APRIL 23, 2018

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**103.1 – PURPOSE**

The governance structure for the Bridgerland Technical College (BTECH) has three levels of authority: Utah State Executive and Legislative branches, Utah System of Technical Colleges (UTech), Board of Trustees, and Board of Directors. Collectively, these boards ensure there is adequate representation of the public interest and the diverse elements within UTech's constituencies. The duties and responsibilities of these boards, along with their composition, is clearly defined and described in statutory language as outlined below.

**103.2 – UTAH STATE LEGISLATURE**

Utah Code [§53B-2a-101-114](#) comprises legislation specific to the governance and operation of UTech. The Utah State Executive and Legislative branches are the highest level of authorities and provide general direction and authority for the operation of this institution. While they are the ultimate governing authorities, they have delegated specific governing authority to the UTech Board of Trustees and the BTECH Board of Directors as described below.

**103.3 – BOARD OF TRUSTEES**

The UTech Board of Trustees' composition is specifically outlined in Utah Code [§53B-2a-103](#).

The composition of this board is specifically designed to provide significant representation from business and industry across all regions of the state. It was also recognized that representation from the educational community would be beneficial so that a reasonably seamless transition between educational delivery systems can be ensured. No members of the UTech Board of Trustees are owners or employees of Bridgerland Technical College.

The UTech Board of Trustees' powers and duties are specifically identified in Utah Code [§53B-2a-104](#).

**103.4 – BOARD OF DIRECTORS**

The BTECH Board of Directors' composition is specifically outlined in Utah Code [§53B-2a-108](#).

The composition of this board is designed to provide substantial representation from business and industry within the region and the local educational community to ensure that there is a seamless educational delivery system throughout the region with minimum duplication. There are no members of the BTECH Board of Directors that are owners or employees of the College.

The technical college board of directors' terms, quorum, chair, and compensation is outlined in Utah Code [§53B-2a-109](#).

The Board of Directors' powers and duties are listed in Utah Code [§53B-2a-110](#).

**103.4.1 – OFFICERS OF THE BOARD OF DIRECTORS**

The officers of the BTECH Board of Directors will consist of three positions: chair, vice-chair, and past chair. The Board of Directors shall elect a chair and vice-chair to serve one-year terms and until their successors are elected. Terms will begin on July 1 of each year. As terms expire, the chair will rotate to the position of past-chair, the vice-chair will rotate to the position of chair, and the Board of Directors will elect a new vice-chair, except as provided in the Vacancies of Officers section.

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#### **103.4.2 – ELECTION OF OFFICERS**

- 4.2.1 Election of the vice-chair will occur every year during a spring Board meeting. The officer(s) shall be elected by a majority vote of the members present. The election shall be conducted according to the following procedures:
- 1.1.a A nominating committee shall consist of the chair, vice chair, and past chair.
  - 1.1.b The nominating committee will contact their choice(s) to confirm the following criteria prior to making a nomination for a Board leadership position:
    - A Board member should gain experience on BTECH's Board of Directors by serving on the Board for a minimum of one year.
    - The Board member's willingness, interest, and availability to serve as an officer.
    - The Board member's commitment to attending and participating in regular Board meetings, along with any additional leadership or Board officer meetings.
  - 1.1.c The nominating committee will nominate the candidate(s).
  - 1.1.d The chair shall then declare nominations open for any further nominations. Any member of the Board of Directors may nominate any other member of the Board of Directors for any open position, providing the member nominated gives consent for his or her name to be placed in nomination and the criteria of 1.1b has been confirmed.
  - 1.1.e Following the nominations, including discussion by the Board, the election shall be conducted in an open meeting of the Board of Directors with each voting member of the Board of Directors who is present having one vote for each open position. The vote will be conducted by hand vote for each nomination. Each Board member's vote will be recorded in the minutes of the meeting.

#### **103.4.3 – TERMS OF OFFICE**

The terms of office for Board officers elected shall be one year from July 1 through June 30.

#### **103.4.4 – RESIGNATION OR REMOVAL FROM OFFICE**

An officer may resign at any time by giving written notice to the Board of Directors. An officer elected by the Board of Directors may be removed, either with or without cause, by majority vote of the seated voting members of the Board of Directors, whenever, in the judgment of the Board of Directors, the best interests of the College would be served by such removal.

#### **103.4.5 – VACANCIES OF OFFICERS**

A vacancy in any office shall be filled by the Board of Directors at the next regular or special meeting of the Board of Directors for the unexpired portion of the term of such office, providing that the Board members have been informed in advance of such proposed action. The process for filling the vacancy, should one ever exist, will be as outlined in the Election of Officers section above.

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**103.4.6 – THE DUTIES AND POWERS OF THE OFFICERS OF THE BOARD OF DIRECTORS**

- 4.6.1 The chair shall preside at all meetings of the Board of Directors.
- 4.6.2 The chair, vice-chair, and past chair will collectively appoint members to standing and ad hoc committees.
- 4.6.3 The officers shall assume other duties, which may be assigned by the Board of Directors.
- 4.6.4 The vice-chair shall, in the absence of the chair, preside at meetings of the Board of Directors and assist the chair with any reasonable request.
- 4.6.5 The past chair shall provide advice and experience to the chair and vice-chair in an effort to maintain consistency and continuity for the College. The past chair will preside at meetings of the Board of Directors in the absence of both the chair and vice-chair.

**103.4.7 – STANDING COMMITTEES**

- 4.7.1 The Audit Committee shall be comprised of a chair, three Board members, and one member from a local CPA firm who is chosen and appointed by the other four members of the Audit Committee. The chair and the other Board members of the Audit Committee will be chosen by the BTECH Board chair, vice-chair, and past chair as outlined in 4.2 above. The role and purpose of the Audit Committee is to assist the Board, in conjunction with the appropriate administrative staff, in audit related matters. This includes external financial audits, compliance audits, and/or internal audits.

**103.4.8 – QUORUM**

- 4.8.1 A quorum for the transaction of any business shall consist of not less than a majority of the seated, voting members of the Board of Directors. Board members may participate in a meeting of the Governing Board by means of telephone or other communications equipment by which all members participating in the meeting can hear each other. Participation by such means shall constitute presence in person for purposes of determining a quorum and voting on agenda items.

**103.4.9 – VOTING**

- 4.9.1 At all meetings of the Board of Directors, each voting member shall have one vote. All matters submitted to the Board of Directors for its approval shall be decided by a majority vote of the voting members present, including those members participating by means of the telephone or other communications equipment, providing there is a quorum. Proxy voting shall not be permitted in any meetings of the Board of Directors or its Committees.