

Governance Committee Meeting

Sep 5, 2019 11:40 AM - 12:30 PM MDT

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METROPOLITAN STATE UNIVERSITY of DENVER
BOARD OF TRUSTEES

Governance Committee Meeting Agenda

Thursday, September 5, 2019
11:40 a.m. – 12:30 p.m.

Jordan Student Success Building
890 Auraria Pkwy., Room 400 (*University Advancement Boardroom*)

I. CALL TO ORDER

11:40-11:41 **II. APPROVAL OF MINUTES**

A. Approval of May 9, 2019 Governance Committee Meeting Minutes (*1 min.*)

11:41-12:11 **III. DISCUSSION ITEMS**

A. Governance Committee Task Force Meeting Debrief – *Jim Mulligan (30 min.)*

12:11-12:16 **IV. ACTION ITEMS**

A. Approval of Board Policy Regarding Evaluation of the University President –
Nick Stancil (5 min.)

12:30 or earlier **V. ADJOURNMENT**

Governance Committee Members

Jim Mulligan, Chair
Jack Pogge
Barb Grogan
Wendy Dominguez
Walter Isenberg
Marissa Molina

Approval of Minutes

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**METROPOLITAN STATE UNIVERSITY of Denver
BOARD OF TRUSTEES**

Governance Committee Meeting Minutes
Thursday, May 9, 2019

I. CALL TO ORDER:

The Governance Committee meeting was **called to order** at 10:25 a.m. by Committee Chair Jim Mulligan. Committee Chair Mulligan was joined by Committee Member and Board Chair Jack Pogge, Vice Chair Barb Grogan, Trustee Wendy Dominguez, Trustee Russell Noles, and Faculty Trustee Chris Harder. President Janine Davidson also joined, along with Board Secretary David Fine, Assistant Board Secretary Mel Olivarez, and various faculty, staff, and administrators.

II. CHAIR'S WELCOME

Governance Committee Chair Jim Mulligan introduced himself as the new Committee Chair and welcomed everyone to the meeting.

III. APPROVAL OF MINUTES:

A **motion** was made by Trustee Wendy Dominguez to approve the February 7, 2019, Governance Committee minutes, and was seconded by Trustee Barb Grogan. The motion was **unanimously approved**.

IV. DISCUSSION ITEM:

A. Trustees Discussion: Free Speech

Secretary Fine led the Committee in a discussion surrounding free speech.

B. Board Policies

Deputy General Counsel Nick Stancil briefed the Committee on three updated Board policies which included: Shared Governance Statement; Discrimination, Sexual Misconduct and Retaliation Policy; and Student Conduct, Disciplinary Action, and Due Process Policy.

V. ACTION ITEMS:

A. Proposed 2019-2020 Board of Trustees Meeting Schedule

Secretary Fine presented the proposed schedule for the 2019-2020 Board of Trustees Meetings to the Committee for approval.

B. Proposed 2019-2020 Board of Trustees Committee Appointments

Secretary Fine presented the proposed 2019-2020 Board of Trustees Committee Appointments to the Committee for approval.

A **motion** to approve the updated Board policies, the 2019-2020 Board of Trustees Meetings Schedule, and the 2019-2020 Board of Trustees Committee Appointments was made by Trustee Noles and seconded by Trustee Dominguez. The motion was **unanimously approved**.

VI. ADJOURNMENT:

The Governance Committee meeting adjourned at 11:13 a.m.

Discussion Items

[Page intentionally left blank.]

MSU Governance Committee

Proposed Roles & Responsibilities/summary

JMM/ September 5, 2019

1. **Selection** - Support staff in building relationship with Governor's office regarding skill sets needed for BOT appointments (Matrix of desired skill sets)

2. **Orientation** – Review/update periodically an orientation program for new BOT members, including notebook for reference materials. Commence a “Mentor” program for new members with existing members. Included would be networking connections of new BOT member for the benefit of MSU.

3. **Monitoring** – Monitoring and updating BOT regarding best practices, current issues impacting BOT policies/positions and ongoing operations.

4. **Assessment** – Periodic Board and Board member assessments, including a process by which such is done.

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The Governance Committee
Public Institutions

by Carol Cartwright



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Since 1921, the Association of Governing Boards of Universities and Colleges (AGB) has had one mission: to strengthen and protect this country's unique form of institutional governance through its research, services, and advocacy. Serving more than 1,300 member boards, 1,900 institutions, and 40,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and private institutions and institutionally related foundations with resources that enhance their effectiveness.

In accordance with its mission, AGB has developed programs and services that strengthen the partnership between the president and governing board, provide guidance to regents and trustees, identify issues that affect tomorrow's decision making, and foster cooperation among all constituencies in higher education.

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AGB Effective Committee Series

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Printed and bound in the United States of America.

ISBN 978-1-7336368-1-0

The Effective Committee Series is intended to strengthen the effectiveness of governing boards and board members by providing information about the respective roles of committees and the board.

This publication is an adaptation of the two companion volumes in the Effective Committee Series, *The Governance Committee: Foundation Boards* (2014) and *The Governance Committee: Independent Institutions* (2013), both of which were authored by Jim Lanier and E. B. Wilson and published by AGB Press.

For more information about AGB Press publications or to order additional copies of this book, call 800-356-6317 or visit agb.org.

About the Effective Committee Series

The Effective Committee Series is devoted to strengthening the role of key standing committees of governing boards. While there is no optimum committee system for institutions of higher education, certain principles, practices, and procedures prevail. The best practices outlined below support the objectives of board committees: focused effort, informed decision making, and self-management.

FOCUS THE WORK OF COMMITTEES

The work of boards should be grounded in the work of their committees. Working in tandem, committees enhance the purpose and advance the productivity of the full board.

- Committee charges or charters should clearly declare the governance purpose of each committee.
- Committee work should be aligned with the institution's strategic vision, goals, and priorities.
- Committees should translate their charges into annual goals and work plans that align with the board's governance responsibilities and the institution's strategic plan.
- Committees should focus on monitoring the institution's strategic progress and the committee's accomplishments.
- Committee meeting agendas should be concise, developed in consultation with the committee chair and designated staff member, clearly state

desired meeting outcomes, and be distributed—with appropriate supporting documents—well in advance.

- Committee members should strike an appropriate balance between “too much” and “too little” information. They must guard against requesting overly detailed information to avoid becoming embroiled in administration or overburdening staff. At the same time, they need sufficient supporting materials to make sound recommendations and ensure adequate oversight.

FACILITATE INFORMED AND PARTICIPATORY DECISION MAKING

Committees are responsible for recommending decisions and actions to the full board. They should serve as models of good governance, where issues are debated and recommendations are framed openly, inclusively, and with full transparency.

- Committees should deliberately include constituents whose voices have legitimate bearing on the topics under consideration.
- Board members and constituents should have active and reciprocal understanding of their respective roles and responsibilities within the institution's governance structure.
- Through committees, board members and the institution's constituents should engage in a dialogue that demands facts and explores critical issues within the appropriate boundaries. Jointly and based on mutual trust, they should learn to ask the right questions that honor governance prerogatives and advance the institution's strategic direction.
- When making formal recommendations to the full board, committees should present conclusions that summarize relevant data and findings, including constituent voices and diverse perspectives.

ORGANIZE THE WORK OF COMMITTEES

While board bylaws often define the committee structure, the needs of each committee vary depending on the committee's purpose and the institution's changing circumstances. Within the division of labor between committees and the board, committees have responsibility for managing their own policies and practices.

- Committee assignments should be rotated among board members to deepen board member education, engagement, and experience. Term limits should be considered because most committees benefit from hearing new voices and examining fresh perspectives. In some instances, however, continuity may be important for a period of time.

- Each committee should establish and articulate performance expectations of its members.
- No board member should be assigned to more than two committees, excluding the executive committee.
- Committee leadership positions should be used intentionally to prepare board members for future board leadership.
- Each committee must have an administrative staff member designated to serve as a liaison. This staff member is an integral part of the committee and should work in full partnership with committee leadership.
- Committee performance should be reviewed annually to assess progress toward annual goals and work plans.
- Evaluations of individual board members should include assessments of their committee performance.
- The board should periodically review its committee structure to determine whether current committee operations—structure and practices—continue to cover the board’s oversight responsibilities, serve strategic purposes, and support effective committee performance.

Because much board work is accomplished in committees, effective committees are essential to productive board meetings and, ultimately, to successful boards. These universal best practices were designed to be incorporated into the work of all committees.

SECTION 1

Introduction to the Governance Committee

Increasingly, boards of public colleges, universities, and systems have come to understand that creating a governance committee fulfills a significant need to provide guidance so that the board and board members are following best practices, shaping board culture, and appropriately carrying out their fiduciary duties. The committee has three primary functions: (1) it identifies best practices in governance that are relevant for the organization it oversees; (2) it is responsible for ensuring a program of orientation, continuous board education, and regular assessment of the board and its members; and (3) it maintains a record of board members’ expertise relative to the mission and strategic priorities of the institution or system. Because of the wide array of different methods by which individuals are selected for service on boards of public institutions, the third function can apply in a variety of ways. It may be used to influence the selection of new board members by an appointing authority, for example, or, if the board has a role in selecting its own members, it may be used to identify, vet, and recommend prospective board members.

SELECTION OF BOARD MEMBERS FOR PUBLIC INSTITUTIONS AND SYSTEMS

There are significant differences among the fifty states regarding how board members are chosen:¹

- The majority of public institutions and systems have boards whose members are appointed by the governor, often with a confirmation process in the state legislature. Of the more than 330 boards of public institutions in the nation, roughly 95 percent have some type of gubernatorial appointment for at least some of the board seats.
- In roughly a dozen states, at least one member of the board is appointed directly by the legislature.
- A few institutions have a combination of gubernatorial appointees and trustees selected through a self-perpetuating process.
- A few states have a process whereby trustees are elected at large in statewide elections.
- Many public boards include ex officio members, such as the governor, leaders of the state house of representatives and state senate, and the cabinet member responsible for public education.
- In systems, campus-based presidents and chancellors may be ex officio members of the governing board, with or without a vote.
- If there are faculty members, staff members, or students on the board, these individuals are selected in a variety of ways. They may be selected by faculty, staff, or student governing bodies that are part of the institution's shared governance structure. Or, these governing bodies may develop a short list to recommend to the appointing authority, usually the governor. They may also be selected because they hold a particular office, such as president of the student government association or chair of the faculty senate.

It is important to note that regardless of the process of selection, every board member holds the same fiduciary duties.

¹ AGB maintains a website (www.agb.org/public-higher-education-boards) documenting how board members are selected in all fifty states.

The governance committee began decades ago at independent colleges as a narrowly defined “nominating committee” for new board members. The boards were self-perpetuating, and the committee was responsible for the process of bringing candidates to the board. Typically, the committees paid little attention to a candidate's credentials for board service, other than perhaps the ability to give or a connection to someone already on the board. Governing boards at that time were mostly honorific and largely passive, and the governance culture was often dominated by trustees' deference to a sitting president who received fiscal authority and license to carry out his or her ideas by working closely, and often solely, with the chair of the board. That approach is no longer acceptable in any type of higher education institution.

Over time, the governance committee has evolved, and its list of responsibilities has expanded, leading many institutions to rename it as the committee on trustees, the committee on trusteeship, or the committee on directors. For boards of public institutions, a governance committee is relatively new in the overall array of standing board committees. As of 2016, AGB research suggests that 20 percent of public boards have a governance committee.

All boards should give serious consideration to establishing a governance committee. For those boards that have not yet done so, it is essential that the functions of the governance committee be a part of the charter of another standing committee.

As new and more diverse student populations, new methods of delivery, and challenges to the financial model emerge, expectations for higher education expand and shift. Boards must be educated about this changing landscape, and they must lead their institutions' responses to it. There is no doubt that the demands on boards have grown and become more complex, and the governance committee has had to become more thoughtful about the orientation and mentorship of new trustees, more strategic in its approach to ongoing board education, and more attentive to both trustee self-assessment and board assessment. The committee has also become the key means by which a board monitors best practices in governance and adopts those that promise to improve its effectiveness in exercising its oversight responsibilities. A board looks to its governance committee to help it ask and answer the right governance questions.

Most boards now recognize that their institutions are confronting significantly greater competition and financial urgencies than ever before. They are also grappling with growing demands from students, parents, and the public to manage their assets well and to provide value for the tuition and tax dollars invested. And, as the nation needs better-educated students to compete globally, higher education must prove and defend its historic responsibility to educate and prepare those students. These trends have all combined to place pressure on boards to perform at the highest levels of excellence, and on presidents and boards to work collaboratively in order to develop a higher level of board engagement. The stakes are especially high in the public sector of higher education. More than three-quarters of American college students are educated in public institutions that provide a significant benefit for the individuals as well as for society. Today, an institution cannot be effective without an effective board—which, in turn, requires an effective governance committee (or a committee charged with governance matters).

This booklet discusses the purpose of the governance committee, its composition and key responsibilities, the emerging trends that are influencing it, and the specific ways it helps support the board and the institution. Various terms (*trustees*, *regents*, *curators*) are used to refer to members of governing boards of public colleges, universities, and systems. The terms *president* and *chancellor* are used to refer to the chief executives of institutions and systems. *Trustee* and *president* are used throughout this booklet for ease of communication.

SECTION 2

Purpose of the Committee

The governance committee has the central responsibility of ensuring that board members are prepared to exercise their fiduciary duties. Going back to 2001, when the Enron scandal stunned America with, among other disclosures, a finding that the governing board was “asleep at the switch,” the public’s trust in corporations and nonprofit organizations diminished. Congress and other regulators enacted new laws and controls for corporate governing boards that have spilled over to the governance of nonprofit organizations, including higher education institutions. The results are increased accountability and higher expectations for board oversight.

There are also challenges beyond legal and regulatory matters. As noted in AGB’s 2014 report of the National Commission on College and University Board Governance, *Consequential Boards: Adding Value Where It Matters Most*, “Institutional governance is not the primary source of the difficulties facing higher education, but at most colleges and universities, governance structures are ill-aligned to deal with current and future challenges.” The commission observed that, too often, governance is approached as it was decades ago; but, in order to meet current challenges, boards must lead improvements in governance to ensure institutional effectiveness. Further, the report notes, “To meet their responsibilities, boards must focus on their distinct fiduciary role: to oversee the assets of the

institution that the board holds in trust for the public.” In this oversight role, independence presents a particular challenge for boards of public institutions. Because so many board members are gubernatorial appointees, it is essential that the trustees understand that they must make decisions independent of any undue influence by interested parties such as governors and legislators. As public institutions with some funding from taxpayers, they should be responsive to state priorities. Their fiduciary duty of care, however, requires that they act in the best interests of the institution. This is true even if others expect or impose a different agenda.

The governance committee is responsible for ensuring that board members receive a comprehensive orientation to higher education, to their institution, and to the principles of good governance. The committee must also organize and present a relevant program of board education so that governance itself does not become an added risk for the institution.

COMPREHENSIVE CHECKLIST FOR GOVERNANCE COMMITTEE OVERSIGHT

The following checklist illustrates the three primary areas of governance committee responsibility and oversight.

GENERAL GOVERNANCE FUNCTIONS:

- Establish expectations for individual board members.
- Evaluate performance (conduct committee and board assessments, and oversee self-assessments by members).
- Oversee conflict-of-interest policies and procedures.
- Review board documents periodically (bylaws, expectations and responsibilities, composition matrices, assessment processes, committee charters).
- Keep apprised (by legal counsel) of relevant federal and state laws and ensure they are followed (e.g., Freedom of Information Act laws, open meetings, and open-records laws).
- Ensure committee alignment and integration.
- Monitor state and national trends relating to higher education governance.
- Identify best practices in governance.

The governance committee oversees a systematic process of board assessment, which should assist the board and individual board members in identifying strengths and areas for improvement. The committee acts as a constant monitor of best practices in higher education governance, recommending appropriate areas for study and adoption by the board. If it does not monitor, test, and implement best governance practices, and if it does not periodically test the board’s effectiveness in carrying out its responsibilities, then the board cannot support institutional vitality and excellence.

Where boards have some role in identifying and recommending individuals as board members, the committee should develop a matrix of expertise aligned with institutional mission and priorities and should have a clear, transparent process for identifying and researching potential new members.

FUNCTIONS RELATED TO BOARD MEMBERS:

- Create a board profile and matrix.
- If permitted, identify and vet prospective members.
- If appropriate, recommend reappointment of board members.
- Create slate of board officers.
- Plan and oversee orientation for new board members.
- Ensure mentoring of new board members.

BOARD DEVELOPMENT AND EDUCATION FUNCTIONS:

- Ensure ongoing board education and development.
- Honor and recognize retiring board members.

The governance committee serves a unique role in maintaining board performance and in setting the tone for risk management by ensuring that board members fully understand and follow conflict-of-interest policies and the code of conduct.

Section 4 provides more detail about the committee's relationship with the president and other administrative staff. However, it is appropriate to note here that the success of the committee in accomplishing its central purposes requires close ties with institutional leaders and a healthy cross-pollination of ideas between the committee and the administration.

The president is an important conduit of knowledge for the committee, both as a link to the broad sector of higher education and as a source of information about statewide expectations that align with the institution's mission. The president hears about positive trends in governance and about governance failures experienced by others through his or her contacts with other presidents and institutions. Moreover, the president is in frequent contact with potential candidates for trustee positions through his or her work in external relations and advancement, which can be especially useful if the board has a role in identifying new trustees or advising the appointing authority.

The committee is generally created by provisions within the board's bylaws that set forth its functions and responsibilities. There should be a written charge to guide the work of the committee just as there should be a written charge for all other board committees.

SECTION 3

Committee Responsibilities

As part of the overarching purposes described in section 2, it is essential that the governance committee understand its twelve key responsibilities, described below, and that it fulfill them in ways that enhance the board's performance.

1. Develop and gain board approval of a formal statement setting out the roles and responsibilities of each board member. Such a statement, one of the foundations of good governance, is part of the committee's "tool box" of policies and practices that help board members understand and fulfill their responsibilities. The statement, which some boards require all board members to sign every year, should fully describe the values, commitments, and standards that each trustee agrees to as a member of the board. It should be clear about the board's role as the fiduciary of the institution and the fact that each and every board member, regardless of how he or she was selected, carries fiduciary responsibilities. It should clearly communicate that board members hold fiduciary responsibilities individually, but they act collectively as a board. It should codify all known responsibilities and use sufficiently detailed language so that a board member completely understands these responsibilities and knows that the statement will be the basis on which his or her performance is assessed. Ideally, this statement is based on board policies and developed through dialogue with board members. The importance of the dialogue cannot be overestimated, as it is a way of deepening and broadening an understanding of board culture. The statement should be reviewed periodically to document any changed expectations and to reinforce the value of discussing board culture.

Standards of trusteeship include any expectation of support for institutional advancement efforts. Although the expectation of personal philanthropy to the institution is rarely an explicit condition for board service in a public institution, board members are generally expected to contribute to the institution annually and during comprehensive campaigns, commensurate with their ability to give. Such an expectation is of symbolic importance, as institutions seek to expand their revenue streams and become more dependent on private giving. High rates of personal participation by trustees demonstrate board commitment to fundraising and make it more likely that the institution will succeed in reaching its goals for private giving.

In those instances where a board has some role in selecting new board members or collaborating with the appointing authority in the recruitment of new board members, the statement of roles and responsibilities serves as a recruiting tool. Before joining the board, a potential new member should be informed about the statement and agree to abide by its terms. This approach ensures that the candidate has a comprehensive understanding of the expectations of board members and a beginning sense of the culture of the board. Approximately three in four boards of public institutions (73 percent) have developed such a statement (for an example, see appendix A).²

2. Ensure that an orientation program is provided to each new board member.

For new board members, the orientation program is typically the first encounter with the workings of the board. For many, it may also be the first experience with a higher education institution since their own time as college or graduate students. Since most public institutions have little control over who is selected for board membership, the orientation program is especially critical and should include particular focus on the fiduciary responsibilities of the board and the expectations for individual board members. Some boards and administrations hesitate to take the necessary time to orient new board members—after all, trustees are important people with a lot of experience and expertise in their fields, so why should the governance committee make a special effort to educate them? But serving on the board of a college or university or a higher education system is substantially different from serving on the board of another type of organization, whether commercial or nonprofit. Higher education is unique in terms of the values and principles that guide the work: the mission of teaching, research,

and public service; autonomy, academic freedom, and self-regulation; and belief in shared governance. Most board members will have a learning curve—and often a steep one.

The new trustee should have read and discussed with a member of the governance committee the board's statement of trustee roles and responsibilities, and the orientation program should supplement that discussion. The orientation should not be rushed, with everything crammed in before the first board meeting, and it should not be "once and done." Instead, it should be extended over a sufficient period of time for new board members to adequately learn about the institution and their responsibilities. While the appropriate orientation obviously varies with each institution, continuing educational sessions, special tours of the campus, and opportunities to speak one-on-one with institutional leaders can go a long way toward moving a new board member up the learning curve.

In the orientation, the new board member should be exposed to the strategic direction of the institution and the challenges and obstacles it faces, along with its noteworthy accomplishments. He or she should learn about the fundamental nature of the institution—its finances, academic programs, and contributions to the community, region, or nation. Learning about the state's priorities for its higher education institutions, state funding models, and other legislative issues is also important for new board members in the public sector. The orientation program should also outline the board's relationships with the president, faculty members, staff members, students, and other constituencies. A new board member should be introduced to the culture of the academy and one of its primary features: shared governance. The relationship among the board and its various committees should be made clear, as well as the committees' various responsibilities and how they operate to support the institution's strategic goals and objectives. Issues that need to be brought to the attention of or decided by committees or the full board should be well defined.

If your institution is subject to sunshine laws (see sidebar on page 13), this complex issue should be thoroughly explained in the orientation. This is essential at the very beginning of the orientation to ensure that a new board member does not violate state laws or other relevant rules. Some states have laws that surprise and often frustrate board members who wonder how they can have a strategic discussion on a complex issue in a completely transparent situation, especially when they want to engage in open-ended discussion or brainstorm-

² The 2014 AGB Survey of Higher Education Governance (Washington, DC: Association of Governing Boards of Universities and Colleges, 2014), 25.

ing about an opportunity or problem. They express concern about how they can build relationships with other board members when, for example, in some states, any three board members meeting together (even informally) constitutes an open meeting, with a requirement that open meetings have to be noticed. They also need to understand the often complicated rules about when, and for which topics, a board can go into a closed executive session. New board members should be apprised of appropriate communication processes—including electronic communication—so that they are in compliance with the rules of open meetings and open records.

The overall goal of the orientation is to ensure that new members enter the boardroom equipped with knowledge, ready to ask the right questions, and familiar with the character or depth of the deliberations in which the committees and the board are engaged. To continue their education, all new board members should be made aware of national and regional professional conferences, meetings, and webinars on governance and other relevant issues and should be informed about whether the institution has a budget to support their participation in such educational experiences.

As part of orientation, it is wise for the committee chair to assign a mentor to each new member in order to acclimate him or her to the board. Typically, assigned mentors serve for the new member's first year, but in some cases the mentorship may last longer. Mentors should be experienced board members who have a broad perspective and who understand and support the board's priorities. The governance committee can develop a sample work plan that encourages mentors to contact and welcome the new board members and begin to explain to them how the board works, what to expect on board agendas over the next few scheduled meetings, and how to prepare for meetings of the committees and full board. The mentors can help the new board members analyze upcoming issues and determine which ones are particularly sensitive or significant. Mentors should also contact new board members following board and committee meetings to review with them what the board or committee did and why, as well as what issues are likely to reemerge and when. In this way, the mentors can prepare new board members for the next meeting and offer any further assistance that might be needed. Finally, new board members should be encouraged to take ownership of their own learning—to be well prepared and mentally engaged, ask discerning questions, provide feedback, and connect with trustees at other institutions.

SUNSHINE LAWS: OPEN MEETINGS AND OPEN RECORDS

Every state has sunshine laws affecting colleges, universities, and systems. All states require that meetings and records of entities of state government be open to state authorities, the general public, and the news media. Open records are documents that are to be made available to the public upon request; each state defines what constitutes a public record. Open meeting laws require that all meetings of the government bodies be open to the public; each state has definitions of open meetings. The scope of these laws is broad; the focus here is on topics that the governance committee needs to share with new members in orientation.

The expectation for openness that is created by state funding of public institutions provides the rationale for sunshine laws, which are intended to serve the public good and enhance our democracy. However, the relationship, or tension, between the public's legitimate right to know and protections for individual privacy is complex.

Open-meeting requirements generally mandate that all meetings be open and accessible to the general public, including the news media. Public notice is required for all board meetings and events, including committee meetings. A board may meet in private session only under narrowly defined circumstances, as when topics pertaining to certain personnel actions or legal issues are to be discussed. Typically, open-meeting laws apply to any meeting—even informal gatherings—where at least the minimum number of board members specified in the law are present.

Open-record requirements mean that all board communications must be produced upon request. Electronic communications present interesting challenges that are still being evaluated. In some states, for example, email messages between and among board members are considered open records.

Robust orientation and mentoring programs are essential to introduce new trustees to the institution and to their governance roles and responsibilities. Ongoing board education is also important because all trustees need regular updates about national and statewide issues in higher education, emerging opportunities in their state and region, and information about the issues and challenges of trusteeship. Engaging in these educational activities is beneficial for the overall development of all board members. Some states require that all board members participate in a statewide board training program on an annual basis. In other states, participation is encouraged but not mandatory.

3. Manage a process of confidential self-assessment by each board member. Board members should have regular opportunities to assess their own performance against the board's statement of roles and responsibilities. This self-assessment process should be conducted periodically, if not annually. (Appendix C contains a generic example of an annual assessment of board member performance.) In cases in which board members can serve another term, each board member should do a self-assessment in the year before being appointed to another term.

Confidential self-assessment is immeasurably valuable as a tool of good governance. For the process to have integrity, individual board members and the governance committee must be disciplined so that those who need help receive it and those who find that trusteeship does not fit their strengths and interests recognize that as soon as possible.

A self-assessment, usually involving the completion of a survey, should be designed to help the individual candidly review and reflect on his or her performance. It also should provide an opportunity for equally candid suggestions to be made about how the board and its committees can improve their performance. Because the assessment is confidential and contains specific information about the trustee, the governance committee must develop a process to receive this information and guard its confidentiality. This may be done by a member of the committee acting as the committee spokesperson and liaising between the committee and those outside the committee. Information about each board member should be used only to inform follow-up conversations within the committee or with the individual member. While the assessment document is a key tool that emphasizes accountability for performance, its continuing value rests on the integrity and confidentiality of the information

and the care with which it is used to improve both the trustee's and the board's performance.

In states where open-records requirements are such that assessment information cannot be kept confidential, the governance committee will need to develop a process whereby each board member completes his or her private self-assessment using an "honor system." The committee can then lead a general discussion about hypothetical findings—for example, "if you find you could be better informed about national higher education issues, here are some resources," or "if you are questioning your understanding of the boundaries between governance and management, you are not alone, and we are planning a retreat session in which we will review some case studies that should assist all of us." This is not an ideal approach, but it may be necessary to reap some of the benefits of self-assessment in an environment challenged by open-records laws. The committee should be able to lead a discussion about the assessment of the entire board and the operations of the committees in an open meeting. When the public sees a commitment to continuous improvement, confidence and trust in the governance process is enhanced.

"When the public sees a commitment to continuous improvement, confidence and trust in the governance process is enhanced."

As part of their role in board development, many governance committees check in with new board members at the end of their first year, which is a good time to thank them for their service and to solicit feedback. As part of an informal conversation with the new member, the chair of the governance committee might ask, Has your first year been as good as you had hoped? Were there any surprises? From your perspective, are there ways we can improve the effectiveness of the board? How can we make your experience more productive or fulfilling? The chair of the governance committee may ask the board chair to have this informal conversation, or the two chairs may decide to do it together.

4. Identify best practices in governance and customize them as appropriate for the board and institution. Best practices are continually evolving and should be tailored to each institution. Governance committees should set up processes to

regularly monitor new possibilities, learn from other institutions as they grapple with similar issues and problems, and try out different approaches at their own college or university. To keep on top of this responsibility, committee members usually read extensively and attend professional conferences and other meetings; they then follow up by placing initial discussions of possible new practices on committee agendas.

Governance committee members should work not only with the full board but also, at times, with other committees of the board so that there is joint ownership of the new best practice. Once the practice is implemented, the governance committee should monitor its effectiveness and be prepared to recommend corrections if necessary.

While the governance committee does not have authority over other committees of the board, it is nonetheless responsible for monitoring, prioritizing, and recommending new governance practices. Successful implementation is dependent on the existence of collaborative relationships between the governance committee and other board committees, as well as approval by the full board, when required.

5. Build a profile that spells out the combination of talents needed to fulfill the board's goals. Coupled with the statement of roles and responsibilities, the profile is used to create a shared understanding of the skills, backgrounds, experience, and personal attributes among board members that will best enable the board to accomplish its governance objectives. The characteristics included in the profile may fill an entire page, and no single person is expected to embody all of them. Working with an inventory of the characteristics of current board members, the committee can develop a matrix showing where the board is well represented regarding the information in the profile and where there are gaps—or empty cells in the matrix. The gaps suggest areas of focus for recruiting new members. Even if the board has no authority to select its members—and the vast majority of public boards do not—the matrix can be a useful tool, showing the governance committee where there is strong board expertise and where others with certain experiences may need to be brought into discussions as a resource. (Appendix B contains a sample matrix that can be customized to fit individual institutions, in keeping with the level of responsibility and flexibility permitted by institutional bylaws.)

If the appointing authority is receptive to board guidance on the selection of new trustees, the matrix can be helpful in identifying desirable characteristics and skill sets. Boards of public institutions should look for opportunities to share their analyses of what the board needs to become more effective. These opportunities are likely to be informal, rather than an official part of the process. For example, developing a relationship with the governor's appointments secretary and being prepared to share a matrix showing current membership and desired new characteristics (to fill the gaps or expected gaps) may be an effective way to influence a governor's future board appointments.

The board profile should also highlight the importance of diversity, because diversity is an aspirational attribute of top-performing boards. At the very least, boards should be representative of the institutions that they govern and lead. Even if diversity is sometimes difficult to attain, it must persist as a goal of the board's composition.

The governance committee should present the board profile for approval by the full board and share the matrix showing the analysis of current talent as a periodic report to the board. Board approval is a way to encourage dialogue about the most essential and desirable skill sets needed for effective governance. The committee should also develop a plan detailing the pattern of expected board departures (for example, because of term limits) so the board has a sense of how its composition will change over time.

6. Manage the process for deciding whether to reappoint board members.

Should a sitting board member be asked to accept a new term? Relevant only for boards that have some authority to select board members, this crucial question tests a governance committee's ability and willingness to make tough decisions. The committee should have all the tools needed to make a criteria-based judgment using both the trustee's self-assessment of performance and other board members' knowledge of his or her value to the board and the institution.

These are not easy decisions. But if the governance committee has armed itself with relevant data that are confidentially collected and include assessments of board members' performance, participation on the full board, work on assigned committees, and relationships with the president and senior staff members, then its decisions will be fair and objective and in the best interests of the individuals, the board, and the institution. The committee must be fully

10. Honor and recognize retiring trustees. Boards may adopt a policy about awarding an honorific title such as “trustee emeritus” as a way to keep retiring board members close to the institution, to fulfill their interests in the progress of the institution, and to encourage their philanthropic contributions. According to *Policies, Practices, and Composition of Governing and Foundation Boards 2016*, 28 percent of public boards have at least one emeritus trustee serving as a non-voting board member. If the title of trustee emeritus, or its equivalent, is permitted by board bylaws, the governance committee should design criteria for awarding it that are either widely inclusive or narrowly exclusive. In other words, emeritus status should not be seen as an entitlement. When debating and drafting such a policy, the committee should consider such criteria as a member’s service history, the quality and length of his or her tenure, and the significant contributions and impact he or she has had on the board and the institution. Typically, trustees emeriti are invited to events and meetings, but they have no formal role in governance. Another opportunity to keep departing members engaged is to invite them to join an institutionally related foundation, as these exist at many public institutions.

11. Communicate the committee’s responsibilities and achievements. The committee must keep the board current on its findings about best practices and its work with other committees. It should communicate its mission and not surprise other board members with its recommendations for action. Doing so can help ensure that the board’s governance practices are constantly evolving and becoming more effective, as board members work together to meet the demands of contemporary trusteeship. As noted earlier, American higher education faces multiple challenges that require boards and presidents to work together as change leaders. In addition, the political landscape is constantly changing, and this can have a significant impact on public institutions. Periodic discussions of these issues in relation to trusteeship in the public sector may be needed.

12. Assess the performance of the committee itself, the board as a whole, and other board committees. The governance committee is not only responsible for the self-assessment of each board member, but it is also responsible for the open and honest assessment of its own performance and for overseeing a process whereby other board committees perform a similar assessment. A good way to assert this discipline is by scheduling time at the close of each meeting to ask, How are we doing compared with what we set out to do?

The governance committee is also charged with evaluating the performance of the board as a whole. Boards must hold themselves accountable by setting goals and regularly measuring board performance. To that end, the committee should regularly examine board performance in several areas, including whether the board is actually delivering on what it is charged to do, how the board is relating to its constituencies, and whether the board is accomplishing its goals, objectives, and strategic plans. The governance committee should develop and implement plans for annual board assessment and for periodic assessment that is deeper and more comprehensive.

Many boards retain an independent consultant or facilitator to work with them to conduct this comprehensive assessment of the board’s performance on a schedule of every three to five years. The governance committee should lead and manage this process. The assessment should focus on the performance of the full board as well as its committees. The consultant must be qualified to plan and conduct the assessment and to communicate the results of the assessment in ways that encourage the board to design and implement any needed governance changes. If the consultant proposes to use a survey or other standardized methods of assessment, the committee should review those methods and work collaboratively with the consultant to tailor them to the unique needs of the institution and the board. Some institutions combine the assessment of the board with that of the president so that they are accomplished separately but simultaneously. This practice provides a central point in time to obtain clear knowledge of the governance strengths and weaknesses of both the board and the president.

This is a demanding list of interconnected responsibilities for the governance committee, and there may be obstacles from time to time. As the committee develops an annual work plan and moves from one responsibility to the next, its work ultimately ensures a strong and capable board. The committee should focus on getting the right people in the right places and on ensuring that the board is focusing on the right things, asking the right questions, and holding itself accountable on these dimensions of good trusteeship.

Committee Composition and Structure

The standard guidance for assigning members to the governance committee is to select from among sitting board members those who have the deepest and broadest understanding of fiduciary duties and effective governance practices. Without the right members, the committee will be challenged to perform its responsibilities at the level of excellence required in today's higher education environment.

Knowledgeable current and past committee chairs often make good governance committee members, as do other experienced board members who do not miss meetings, who carefully prepare for critical and sensitive discussions, and who have shown a willingness to attend outside seminars and conferences. The committee should be populated with people considered to be fair and judicious, and may include those with applicable experience in governance who are skilled at adapting that experience to higher education.

Both the chair of the board and the president of the institution should be ex officio members of the governance committee, if permitted by the bylaws. The critical roles they play are described below.

COMMITTEE SIZE AND STRUCTURE

The size of the committee is typically proportional to the size of the board. Since public institution boards have an average of twelve members, according to AGB

data, committees likely have about five or six members, and trustees will likely serve on more than one committee. College or university systems tend to have slightly larger boards. The size must allow the committee to successfully fulfill its responsibilities as a single, standing committee. Experience indicates that the greatest value can be gained from a single, well-coordinated committee that also has the flexibility to schedule committee meetings that include others who have special skills and insights when they are needed as resources for special issues. These individuals would not attend committee meetings on a regular basis, but they would be invited when there are special needs for their expertise. For larger boards with more members on the committee, the business of the committee may be accomplished by developing subcommittees organized around the various purposes of the committee.

THE COMMITTEE CHAIR

The governance committee demands a leader who is an experienced board member, knowledgeable about the institution and the board, and widely viewed as possessing both wisdom and fairness. Ideally, he or she has also chaired other committees of the board and is well aware of their functions and priorities. The governance committee chair must be willing to accept the challenges of leading this crucially important committee and be aware of the changing landscape of higher education governance. While it is a generally accepted practice for all committee chairs to be drawn from a pool of experienced board members, the responsibilities of this committee are too broad and too sensitive to permit any choice for the chair other than a person with sound judgment and unquestioned integrity.

Some boards have a preference for selecting the vice chair of the board as a member of the committee or as committee chair. While committee assignments are generally a prerogative of the chair of the board, engaging the governance committee in the selection process helps develop leadership within the board. In addition, careful coordination between the board chair and the chair of the governance committee is an ideal way to ensure the best leaders are in the right places for various board functions.

THE PRESIDENT

The president should serve as a partner and working member on the committee as it develops its policies and practices, including the criteria and objectives for trusteeship. Whether the president is an ex officio member or an invited participant, he or she brings an intimate knowledge of higher education and generally

knows what peer institutions are implementing regarding governance practices. For boards that have some self-perpetuating seats or that are permitted to make recommendations to the appointing authority, the president is a valuable source of information about alumni, donors, and other people who could serve on the board. The president is often close to the potential candidates, knows their backgrounds, and is a reliable source of opinions about their character and their

"A strong working relationship between board members, who are ultimately responsible as fiduciaries, and the president is key to successful institutional leadership."

personal and professional achievements. It must be noted, however, that the president does not run any of the board's committees—including the governance committee, which plays a major role in determining the present and the future character of the board. A strong working relationship between board members, who are ultimately responsible as fiduciaries, and

the president is key to successful institutional leadership. The president should participate, but the board and the governance committee should remain trustee-driven units of governance.

THE SENIOR STAFF

Each standing committee of the board should have a senior administrative staff member who is designated to serve as the liaison between the committee and the administration. The president and the board chair can look to several senior leaders to fill this role for the governance committee. Often, the general counsel or the chief of staff is the ideal liaison. Whoever is chosen, this individual is an integral part of the committee and is a valued partner with the committee chair. He or she plays an important supportive role in preparing the agenda and works closely with committee leaders to meet the goals of the committee. This liaison also supports the committee chair in developing an annual work plan for the committee.

Senior staff and board members have numerous opportunities to educate each other; they can work together to understand and apply board members' non-educational experiences to the issues confronting the college, university, or system. This partnership applies to all board committees. For example, board members often bring to boards extensive knowledge about corporate financing

or corporate governance. That knowledge must be melded with that of senior staff members who understand related functions within the institution. This staff member-trustee relationship needs to be built as a working partnership so that shared knowledge and experiences can combine to influence the committee's recommendations. But, as with the president, senior staff members should only guide and support the committee; they should not assume any of the board's authority.

Committee's Relationship to the Full Board. The governance committee sits at a critical and sometimes sensitive nexus between the board as a collective and the individual members who serve on it. Each board member should understand and respect the importance of the committee's work, but the full board must approve specific policies and practices that the committee recommends. Areas of particular importance include the self-assessment process for board members, and, where appropriate, consideration about whether a board member should be recommended for another term. Another significant area is the process of creating or revising performance criteria for trusteeship and the associated statement of roles and responsibilities for individual board members. The committee's actions are designed to bring the best practices of higher education governance to the board, and, in doing so, the committee must be sensitive to the human dimensions of its actions. The committee's communications and recommendations to both individual board members and the full board should be conveyed with sensitivity.

Relationship to Other Committees. Given its central role in ensuring effective governance for the entire board, the governance committee should develop ways to coordinate with other committees of the board. The board chair can play a pivotal role here. It is essential that governance committee members fully understand the board's various objectives and the specific issues confronting it and its committees. Also, as the governance committee considers adopting new best practices for the board, it must discuss the rationale for them with the committees that are most affected and encourage their involvement.

Tips for Effective Governance Committees

The governance committee is only as valuable to the board and the institution as the committee members make it. AGB President Richard Legon observes that “as state and federal policy makers, accreditors, and external critics shine a spotlight on board governance and accountability, it is essential that boards own the oversight of their own performance. Today’s board committee structures require an active governance committee that oversees effective board governance, whether at a private institution, public institution, or system.” Legon also notes that “the governance committee can have an enormous impact on strategic governance and improve board performance significantly.”³ A careful plan for the committee’s work and its communications with the board is important as the committee works to orient and mentor new board members; provide continuing education and assessment for the board; and identify, test, and implement useful new governance policies and practices.

ESTABLISH A COMPREHENSIVE COMMITTEE WORK PLAN

Best practices for board committees require that all committees establish a comprehensive work plan. The governance committee should lead the way

by modeling a comprehensive plan for the committee’s work and its communications with the full board. These are most likely to be annual plans, and systematic processes for reviewing and updating them should be in place. In addition, the committee should encourage all board members, but especially governance committee members, to read books and articles about governance and higher education, to keep abreast of the increasingly broad and diverse array of electronic resources, and to attend conferences and seminars to learn more about the most current practices of governance. The committee may provide an inventory of such resources and opportunities for all board members. The comprehensive work plan of the committee should also include steps to keep the full board informed of the latest governance trends.

"The comprehensive work plan of the committee should also include steps to keep the full board informed of the latest governance trends."

FOCUS ON COMMUNICATIONS

The leadership of the governance committee must focus its communications efforts in three areas:

- imparting knowledge to the full board about contemporary higher education issues and best practices in governance
- providing analysis and discussion of the assessment of board performance, with the emphasis on areas for improvement
- where appropriate, making sure the full board knows about any actions recommended by the committee regarding new members or terms for sitting members

The board must be confident that the mission of the governance committee is being pursued—that the committee is providing effective orientation and board education; organizing systematic assessment of board performance; influencing, to the extent possible, the selection of new members; and discussing and recommending new governance practices. In recommending a new practice, the committee should fully explain how current approaches would be affected, what the new practice would accomplish, and what the implementation process would be. For example, the governance committee cannot rush to the decision to begin using a new electronic tool (such as an online portal to manage board

³ Richard Legon, “The 10 Habits of Highly Effective Boards,” *Trusteeship* 22, no. 2 (2014), 12.

communications) before carefully assessing the readiness of the full board to accept and adopt the tool. Nothing is worse than a surprise—or an action that is inconsistent with understood practices of the board or that divides the board between those who know and those who do not know about a significant change.

INCLUDE A CONTINUING PROGRAM OF BOARD EDUCATION

All board and committee agendas should allocate time for board education. These agendas can, for example, include various sources of information and ideas about governance changes in higher education. The important objective is to create a board culture of constructive transformation that is both accepting of change and appropriately engaged in making sure changes succeed.

SECTION 6

Key Trends and Special Issues

Change leadership is more important than ever as institutions deal with issues such as accessibility and degree attainment, fiscal sustainability, educational quality, and knowledge creation, among others. In these and other areas, rapid change is occurring for all higher education institutions, and the board is expected to ensure that the institution has the governance structure, policies, and practices that allow it to be competitive and move with sufficient speed to adapt. The board must also balance the need to respond nimbly with diligent and careful thought—yet not act precipitously. Board members look to their governance committee for assurance that their governance practices, as well as their collective knowledge and expertise, are keeping pace with the new and continuing challenges facing colleges, universities, and systems.

Society's demands on education have increased significantly, and at the same time there are signs of erosion of confidence and questions about the value of higher education. Boards are accountable for ensuring that the educational programs are cost-effective, intellectually rewarding, and highly effective in preparing students for life after graduation. Governance committee members are not expected to become the board's experts on every topic. For example, regarding the core mission of teaching and learning, the governance committee can be the eyes and ears that supplement those of the academic affairs committee. The gov-

ernance committee can help the members of the academic affairs committee be aware of good governance practices for board oversight of educational quality.

The cost to earn a degree at public colleges and universities is drawing growing criticism. As state investments in public higher education are reduced, more demands are being placed on students in the form of tuition increases, creating significant concern about rising debt levels for graduates. The public's willingness to accept tuition increases may be reaching a tipping point, which is forcing most public institutions to rethink their business models and to consider new sources of revenue. Here again, the governance committee can assist the finance committee by providing insight about risk factors and best practices for financial oversight.

Competition in higher education has intensified. For-profit and online education have assumed a larger share of the higher education market. Given the number of college students taking courses online, there is concern that online delivery will disrupt higher education's revenue streams, especially from noncredit and continuing education units. In a highly competitive job market, vocational training may be more relevant to available jobs than coursework in the liberal arts. Many traditional colleges and universities are rethinking the balance of their program offerings as well as delivery formats in order to better compete.

Relationships with affiliated entities, such as institutionally related foundations, can pose risks to effective governance. As private support becomes more important as a revenue stream to supplement state support and tuition, the role of institutionally related foundations becomes more significant. Any activity that diminishes trust has an impact on the reputation and effectiveness of the foundation, but it also affects the reputation of the host institution. This means that expectations for accountability and transparency are growing, and it requires an appropriate documented agreement (such as a formal memorandum of agreement) about the relationship between the foundation and the institution. Where issues develop, the governance committee may be called on to provide guidance and describe ways in which best practices for institutional governing boards generalize to foundation boards. Other affiliated organizations, such as alumni associations, real estate organizations, and research foundations, carry the same potential risks and the same possible engagement by the governance committee.

Pitfalls to Avoid

The governance committee must take care to avoid common pitfalls in the following areas.

NOT HAVING THE RIGHT BOARD COMPOSITION

Even if the governance committee has little or no role in determining the composition of the board, it must assess board composition and be prepared to assess implications for effective governance. For example, a new trustee may seek to pursue an agenda that is contrary to the best interests of the board and the institution. To avoid such a situation, it is crucial that the committee and the board as a whole embrace and follow the formal statement of roles and responsibilities of board members. In addition, if the governance committee determines there is an imbalance of desired characteristics and expertise, it must be prepared to recommend ways to compensate so that the appropriate array of talent is available when needed.

UNDERPREPARED MEMBERS

A high-performing governance committee can contribute significantly to the long-term success of the board—perhaps more than any other committee. An agreement to join the committee implies the commitment of the necessary time and energy. Do board members understand their responsibilities and the effort they are expected to put into board service? Do they read materials in advance of meetings and come ready for discussions of vital issues? Do they keep abreast of key issues and trends in higher education—and understand the context in

which the institution is operating? If not, the committee's mission cannot be achieved. Regular performance reviews of the members and the committee are necessary ingredients for success. While this condition applies to other board committees, it is *essential* for members of the governance committee because of its workload and the sensitivity of that work. If members of the committee are not properly prepared, this should be reflected in their review.

UNDUE EXTERNAL INFLUENCES

According to the *AGB Statement on External Influences on Universities and Colleges*, the first principle is to "preserve institutional independence and autonomy." The statement goes on to say:

Both private and public institutions need a high degree of independence and autonomy from direct government control or any self-serving or political agenda. Because of higher education's unique mission to transmit and advance knowledge, colleges and universities function at their best when teaching and scholarship are unencumbered by unnecessary restrictions, preordained outcomes, or undue expectations or influences—whether from government officials, donors, or any other individuals or groups. The integrity of research findings and advancement of knowledge require free and independent inquiry. When necessary, boards must be willing to take a strong stand in defense of institutional autonomy and independence, providing a buffer between the college or university and inappropriate outside intrusion or criticism. Boards should:

Keep the mission as a beacon.

A governing board should base its decisions on how the institution can best serve the public trust by respecting the boundaries of the institution's mission. Colleges and universities are under frequent pressure from well-meaning interests and supportive constituents to alter missions or offer new academic programs that may run counter to their missions.

Ensure that philanthropy does not inappropriately influence institutional independence and autonomy or skew academic programs or mission. All colleges and universities are becoming increasingly dependent on gifts

INEFFECTIVE RELATIONSHIPS WITH THE PRESIDENT AND OTHER SENIOR ADMINISTRATORS

The president should have a strong voice in the committee's operation, yet a balanced partnership between the president and the trustees is needed, one that combines the intellect and energy of both. In the end, it is the board that determines whether or not it should discuss, adapt, and try a new governance

from private donors, many of whom are demanding a greater say in not only the purposes but also the uses of those gifts. Such an outcome-driven and collaborative approach is the reality of contemporary philanthropy. Boards can help facilitate meaningful and appropriate relationships with donors by calling for up-to-date gift-acceptance policies and processes, as well as naming policies for buildings, research institutes and centers, and the like. These policies and processes will preclude donors from exercising inappropriate influence on the institution's independence and autonomy or its academic programs and mission. These policies and processes should apply to donors who are members of the governing board as well as to donors external to the institution, no matter how generous they may be.

Ensure that institutional policies governing corporate-sponsored research and partnerships with the private sector are clear, up-to-date, and periodically reviewed.

Colleges and universities engaged in research garner significant revenues from corporate-sector research and development programs, which are encouraged by federal tax laws and the needs of a competitive marketplace. Governing boards should make certain that all institutional policies guiding research and partnerships with the corporate sector—including technology transfer, licensing agreements, and ownership and dissemination of research results—are clear and current, protect faculty, and serve the interests of the institution. At the same time, those policies should be sufficiently flexible to enable new research discoveries to enter the marketplace in a timely manner.

idea. Board members should not be overwhelmed by a strong president or other senior administrators. As described by Terrence MacTaggart in *The 21st-Century Presidency: A Call to Enterprise Leadership*, "The high degree of shared leadership" necessary for institutional success today "requires mutual trust and collaboration between the president and the board, coupled with respect for the boundaries that divide their respective responsibilities."⁴

PASSIVE RESPONSES TO CHANGES IN GOVERNANCE EXPECTATIONS

Governing boards, like many organizational units, can be resistant to change and may encourage an attitude of "Why change now or at all"? Thus, board leaders and the governance committee must regularly communicate to all trustees any emerging trends in higher education and prepare trustees for changes in the board's responsibilities and how the board conducts its business.

"Governing boards, like many organizational units, can be resistant to change and may encourage an attitude of 'Why change now or at all'?"

UNDUE INFLUENCE OF CORPORATE MODELS OF GOVERNANCE

Many board members bring experience with, or knowledge of, business models with them. They often declare, "If it works there, it will work here!" Certainly, higher education's similarities with the corporate sector—its business aspects, cash-flow concerns, and investment

responsibilities—should not be ignored. But there are equally important differences—including the mission; the character and strength of the many constituent groups; and the commitment to autonomy, academic freedom, and shared governance. The solution for the governance committee is to prepare and present for discussion a comparative chart or text showing the differences between board governance in the business or corporate sector and board governance in the higher education sector.

DISREGARD OF THE INSTITUTION'S DISTINCT CULTURE

The specific values and strategic accomplishments of an individual institution are developed and achieved over time and in the context of its particular culture—

⁴ Terrence MacTaggart, *The 21st-Century Presidency: A Call to Enterprise Leadership* (Washington, DC: Association of Governing Boards of Universities and Colleges, 2017), 20.

the accumulation of traditions, shared values, and ways of doing things. It would be a mistake, therefore, for the governance committee to urge the adoption of a new practice without being careful to customize it to the traditions of the institution and its board.

CHILLING EFFECTS OF OPEN MEETINGS

Discussion of open-meeting requirements is provided in section 3 above. What must be emphasized here is that the governance committee can and should play a role in helping board members understand how to have a robust debate in the sunshine. If board members are reluctant to ask difficult questions or to offer alternative points of view in open meetings, then governance will not be well served. The primary role of the committee is to provide an orientation that includes advice for appropriate participation. The committee may also offer advice to the board chair and other committee chairs in terms of how to set the tone at open meetings in order to ensure a full discussion and draw out all sides of an issue.

Conclusion

The governance committee reflects the relentless transformation that has occurred throughout higher education over the past decade. In some cases, the committee has been established for the first time; in others, its name has been changed to reflect a broader purpose. The work plan has absorbed added responsibilities. The board and its constituents look to the governance committee as a source of knowledge and, most important, as a deliberative group with unimpeachable integrity.

The importance of the governance committee stems from its impact on sustaining the human and professional vitality of the board. The committee is responsible for developing a profile of characteristics that reflect the talent needs of the board, and for preparing a comprehensive statement of the roles and responsibilities that all board members must recognize and adopt. The committee communicates those standards to the full board in an open and transparent style and demonstrates that the most crucial and sensitive subjects can be debated and decided—in open meetings—by carefully trained, fully prepared, and dedicated board members.

This booklet describes the changing roles of the governance committee in public institutions of higher education across the nation. Such changes require intentionality, awareness of emerging best practices, dedication, and a

continuing commitment to support committee roles as they evolve. A successfully functioning governance committee supports the overall board in carrying out its fundamental fiduciary responsibilities—and ultimately helps define the future course of the institution.



APPENDIX A: ILLUSTRATIVE STATEMENT OF COMMITMENT AND RESPONSIBILITIES

STATEMENT OF COMMITMENT AND RESPONSIBILITIES

Vision University (a symbolic institution representing all public colleges and universities) has benefited from the dedication, service, and support of committed volunteers who serve as governing board members. The commitment and performance of those asked to offer their expertise in this capacity have been critical to surmounting the challenges of the past and are essential to the present and future vitality and strength of Vision University.

By accepting the responsibilities, board members confirm their commitment to contribute to a governance environment and the financial integrity that helps to shape the experience Vision offers to present and future generations of students, the research and service initiatives of the institution, and the career fulfillment of faculty and staff.

As ultimate fiduciaries through their oversight of Vision's strategies, policies, and programs, board members accept the responsibility to fulfill certain obligations, which include:

1. EDUCATIONAL MISSION: *(Briefly state the distinct mission of the institution.)*

Board members should become knowledgeable about the bylaws, mission statement, key values, and strategic plan of the institution. They exercise their governance responsibilities in the larger context of the university's history, organizational structure, programs, campus plans, and financial condition.

Members are responsible for keeping abreast of current issues and trends in higher education through regular exposure to publications, on-campus educational events, and attendance at selected local, regional, and national seminars and conferences. While members are expected to develop their own sources of information about these educational opportunities, the board's governance committee (or another committee with governance responsibilities in its charter) and the institution's administration also periodically inform trustees of scheduled programs.

The board is responsible for the quality of the institution and its academic programs. While faculty, deans, and other academic administrators have important roles in developing curriculum and assessing quality, the board needs to understand academic quality measures and ensure that they are being used appropriately.

2. GOVERNANCE: *Provide oversight and review and approve strategies, policies, and plans for implementation while deferring to the university's president and administrative staff to manage day-to-day business.*

To fulfill this responsibility, members appoint a president (or chancellor or other title of the institutional head) as chief executive officer of the university and regularly assess his or her performance. Members support the CEO through their work on the board, including the committees of the board and through their availability for confidential consultations. Consistent with these responsibilities, members must ensure that the CEO is fairly and competitively compensated through a process that is centered on objective, criteria-based performance assessments, comparisons to the market, and Vision's financial condition. For public boards, compensation oversight is often regulated by state policy. The level of system or campus board responsibility should be defined and understood by all members.

3. FINANCIAL OVERSIGHT: *Ensure sound management of the institution through a process of budget review and approval and support university fundraising, including through personal contributions.*

Board members, through a process of budget review and approval, verify that resource allocations are consistent with the mission and strategic plan and that they contribute to the long-term financial stability and advance the strategic viability of the institution.

Private financial support is becoming more significant as a revenue stream for Vision University, and it is critical that board members demonstrate symbolic leadership—they must lead by example. Members are expected to make an annual gift and to participate within their capacity during major campaigns. In public institutions, the focus for philanthropy is on participation, and typically there are no expectations for a specific amount of contributed funds.

4. PARTICIPATION: *Attend and participate in the plenary meetings of the board, and actively contribute as a member of the committees of the board.*

Members are expected to review and familiarize themselves with materials distributed for all meetings of the board so that all actions of the board are based upon an informed and thoughtful consideration of the issues. They are further expected to interact, when necessary and appropriate, with the officers of the university, with the chairs of board committees, and with the president and administrative staff to understand the context and purposes of the materials distributed for consideration by the board. Board members are expected to know and follow applicable laws about open meetings and open records.

Members should attend all regularly scheduled meetings of the board and each assigned committee of the board. While participation by electronic means is an acceptable alternative (in some, but not all, states), there is a strong expectation for physical presence. Members are responsible for notifying the board secretary or board professional in anticipation of an absence from a scheduled board meeting and the appropriate staff liaison should they be unable to attend a scheduled meeting of a committee of the board.

Committee assignments are made annually by the governance committee (or equivalent) working collaboratively with the chair of the board and the chairs of the committees. Committee memberships are rotated periodically to expose individual members to multiple issues confronting the university and to bring new insights into the work of the board's committees. The work of each of the committees of the board is assessed annually.

5. PLANNING: *Actively participate in defining and regularly updating a plan for the strategic direction of Vision University.*

Board members should have current and comprehensive knowledge of the university's strategic plan and the annual goals and priorities that support the plan. They are also expected to understand how their work on committees of the board is aligned with and supportive of the strategic plan. As new plans are developed, board members participate by framing the major strategic issues, approve the final draft of the plan, and monitor its implementation.

6. PUBLIC SUPPORT AND VISIBILITY: *Attend public functions such as receptions, programs, and athletic events throughout the year, recognizing the importance of a board "face" at these occasions.*

Board members should be well represented at annual commencement exercises and special events to which all members are invited. In addition to attending programs and special events, members should promote the university favorably to all Vision constituents. By maximizing exposure in the communities accessible to each member, the board provides invaluable assistance in achieving the goals of the university and in continuing its growth and prosperity. Members should inform the president or appropriate vice president of opportunities to strengthen or extend the institution's reputation, programs, or services.

Public statements: The CEO, as the board's representative, and the chair are the official spokespersons for the board. Individual members are not authorized to speak or act on behalf of the board. Once board decisions are made, board members speak with one voice about the matter.

7. STEWARDSHIP: *Act as stewards of Vision's mission and values.*

Board members hold in trust for current and future generations of students, faculty, alumni, and citizens the heritage, values, and purposes of the university. To inside constituencies and the public, board members are the symbolic faces of guidance, control, and oversight. Consistent with this trust, they should ensure that all resource allocations and all proposals for new plans and programs, including the strategic plan, serve to advance and fulfill the mission and values of Vision.

8. CONFIDENTIALITY: *Where appropriate and permitted within the public meetings laws, maintain confidentiality of sensitive information.*

Within the requirements of open meetings and open records, understand which topics are appropriate for private executive sessions and informal conversations. Individual board members are responsible for guarding this information as confidential and for deferring questions about such matters to the president or chair of the board.

9. GENERAL CONDUCT: *Recognize that members do not act as individuals, but as collective members of the board and that their obligations include the avoidance or full disclosure of conflicts of interest, and even the appearance of conflict.*

Members should serve the institution as a whole and ensure that board actions benefit the broadest possible interests rather than any individual interest or group. In this regard, members should avoid making judgments on the basis of information received from individuals or groups with any real or perceived grievance and refer to the president or chair of the board all substantive information referred by those sources.

In the event of grievance disputes, members should respect the role of the president and the chair of the board as the only voices authorized to speak publicly on behalf of the college.

Board actions should benefit from the fullest possible debate and the right to disagree, but members are expected to support, publicly if appropriate and necessary, all expressions of board consensus.

In carrying out their fiduciary and oversight responsibilities, members must be sensitive to any situation that could cause even the appearance of a conflict of interest as defined by the current policy statement adopted by the board. This policy is not intended to preclude any member from carrying out official duties as an elected official or employee of a federal, state, or local government agency. Neither shall any member be required to perform duties of membership that place him or her in conflict with other personal or professional responsibilities.

Members are provided with the university's bylaws, mission, vision, and strategic plans; this Statement of Commitment and Responsibilities; and other documents relevant to the fullest possible understanding of the governance role and responsibilities of board members.

Members, committees, and the board should expect to be assessed annually as the normal course of business.

10. REWARDS OF TRUSTEESHIP: *The currency of board membership is "trust." Every effort will be made to ensure there is not a perception that inappropriate benefits and perquisites are given to members in return for their service.*

A board appointment offers the reward of fostering the continuing growth and development of the university and the unique stimulation of working among a group of committed individuals who seek to ensure the continuing success of Vision's mission. Members enjoy the intellectual and cultural tradition and offerings of Vision as they converse with scholars, educators, and students in a variety of disciplines and interact with constituents drawn from many races, cultures, religions, and perspectives. Members experience the satisfaction of contributing to an outstanding educational enterprise that contributes directly to the public good. Individually and collectively, board members change the lives of today's students and future generations.

Members serve without remuneration but may enjoy certain benefits, such as parking passes, use of the library or fitness center, and invitations to special events, games, concerts, etc.

11. INSURANCE COVERAGE: *Reciprocal to this Statement of Commitment and Responsibilities, the university shall at all times carry in force directors and officers liability insurance. Such insurance shall include coverage for all members and those who are non-board voting members of committees of the governing board.*

I have received and read the Statement of Commitment and Responsibilities for members of the board of Vision University and understand that this acknowledgment of acceptance shall be retained by the secretary of the board.

Read and accepted: _____

Date: _____

APPENDIX B: ILLUSTRATIVE BOARD COMPOSITION MATRIX

A board composition matrix is a useful tool to provide a graphic picture of the board's current makeup, including the various skills and attributes of individual members. It allows the governance committee to see strengths and gaps in experience, expertise, or other priorities deemed most appropriate for the full board. This tool provides the committee opportunities to create strategic recruitment scenarios to strengthen specific areas of expertise and priorities where the institution has some role in identifying potential new board members. In other cases, this tool is useful in influencing those who have appointing authority about the needs of the board.

The list of "areas of experience/professional skills" is not a checkoff list. The goal is always to attract the highest quality, most qualified individuals possible to the board. The matrix shows where there are gaps in expertise and helps define priority needs.

The matrix included in this appendix is an example to be modified to fit particular needs of individual institutions. (See page 44 for sample matrix.)

| Current Trustees | | | | | | | | | |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | Name of Board Member | Name of Board Member | Name of Board Member | Name of Board Member | Name of Board Member | Name of Board Member | Name of Board Member | Name of Board Member | Name of Board Member |
| Age Range | 55-65 | 65-75 | 65-75 | 65-75 | 45-55 | 55-65 | 65-75 | 55-65 | 45-55 |
| Gender | Male | Male | Female | Female | Male | Male | Female | Male | Female |
| Ethnicity | Asian | White | White | White | Black | White | Black | White | White |
| Area of Experience/Professional Skills | | | | | | | | | |
| Executive Management | ✓ | | ✓ | | ✓ | | | ✓ | ✓ |
| Education | | | | ✓ | | ✓ | | | |
| Marketing/Public Relations | | | | | ✓ | | | | ✓ |
| Legal/Estate | | ✓ | | | | | ✓ | ✓ | |
| Finance/Investment | ✓ | | ✓ | | | | ✓ | ✓ | |
| Medicine/Health | | | | | | ✓ | | | |
| Real Estate | | ✓ | | | ✓ | | | | |
| Insurance | | | | | ✓ | | | | |
| Business | ✓ | | | | | ✓ | | | ✓ |
| International | | | | | | | | | |
| Information Technology | ✓ | | | | | | | ✓ | |
| Government | | | | | ✓ | | | | |
| Entrepreneur | | | | | | ✓ | | | ✓ |

APPENDIX C: ILLUSTRATIVE BOARD MEMBER ASSESSMENT

Confidential: Completed by All Board Members

(This document is adjusted regularly to fit current responsibilities and strategies and is always based on the items identified in the Statement of Commitment and Responsibilities.)

Name: _____ Number of years served on the board: _____

1. How would you rate yourself on the following expectations for all members that are described in the Statement of Commitment and Responsibilities?

Rate answers from number 1 (not at all effective) to 5 (extremely effective).

| | 1 | 2 | 3 | 4 | 5 |
|---|---|---|---|---|---|
| Support and advance the educational mission | | | | | |
| Provide effective oversight | | | | | |
| Respect governance boundaries | | | | | |
| Ensure sound financial management | | | | | |
| Participate in philanthropy | | | | | |
| Attend board and committee meetings | | | | | |
| Engage and participate in board and committee meetings | | | | | |
| Participate in and review the strategic direction | | | | | |
| Attend receptions, programs, and special events | | | | | |
| Act as a steward of institutional mission and values | | | | | |
| Adhere to vision's guidelines for confidentiality and conflict of interest policy | | | | | |

2. How has your participation as a member contributed to the board's work, through committees and otherwise?

Comments: _____

3. Please mark with an "X" those committees of the board that you presently serve on, those for which you have professional expertise, and those that you would like to serve on in the future.

| Committee | Currently Serve | Expertise | Future Interest |
|---------------------------|-----------------|-----------|-----------------|
| Academic affairs | | | |
| Advancement | | | |
| Audit | | | |
| Compensation and benefits | | | |
| Enrollment management | | | |
| Executive | | | |
| Facilities planning | | | |
| Finance | | | |
| Governance | | | |
| Information technology | | | |
| Investment | | | |
| Mission and identity | | | |
| Student development | | | |

4. How could you enhance your effectiveness as a board member? Do you have expertise, talents, and interests that have not been utilized by the board? Please elaborate below:

Comments: _____

5. Do the board materials allow you to be adequately prepared as a member for the board and committee meetings and give you enough information to make informed decisions?

Comments: _____

6. How would you rate the performance of the board and what could be done to improve its performance?

☐ 1 (not at all effective) ☐ 2 ☐ 3 ☐ 4 ☐ 5 (very effective)

Comments and suggestions: _____

7. Have you participated in other university activities to the extent that your time permitted? ☐ Yes ☐ No

In the past year, have you been involved in the following:

| | Yes | No |
|----------------------------|--------------------------|--------------------------|
| Commencement | <input type="checkbox"/> | <input type="checkbox"/> |
| Campus events | <input type="checkbox"/> | <input type="checkbox"/> |
| Alumni events | <input type="checkbox"/> | <input type="checkbox"/> |
| Student-related activities | <input type="checkbox"/> | <input type="checkbox"/> |
| Other | <input type="checkbox"/> | <input type="checkbox"/> |

Comments: _____

8. What specific suggestions would you make for policies and practices that would improve the governance performance of the board?

Comments: _____

9. Have you participated in the board orientation program and/or served as a mentor? ☐ Yes ☐ No

Comments: _____

10. Over the past few years, what have you found to be most and least stimulating and rewarding about board membership at Vision?

Comments: _____

11. Are there areas in which the board could enhance its role in institutional governance? Are you familiar with the bylaws? Has the board been successful in focusing strategic issues? ☐ Yes ☐ No

Comments: _____

12. How would you categorize the performance of the board in terms of other nonprofit boards on which you have served? Why?

☐ 1 (not as effective) ☐ 2 ☐ 3 ☐ 4 ☐ 5 (more effective)

Comments: _____

13. If you are interested in board leadership, how and why do you think you qualify?

Comments: _____

14. What other information about your experiences would you like to share?

Comments and suggestions: _____

Sign: _____ Date: _____

Please return completed form to the Governance Committee (or other committee that may be assigned to oversee this assessment).

REFERENCES AND RESOURCES

AGB PUBLICATIONS

AGB Board of Directors' Statement on the Fiduciary Duties of Governing Board Members (2015)

AGB Board of Directors' Statement on Institution-Foundation Partnerships (2016)

An Anatomy of Good Board Governance in Higher Education (2018)

Assessing Board Performance: A Practical Guide for College, University, System, and Foundation Boards (Marla J. Bobowick and Merrill P. Schwartz, 2018)

Consequential Boards: Adding Value Where It Matters Most; Report of the National Commission on College and University Board Governance (2014)

Higher Education Governing Boards: An Introductory Guide for Members of College, University, and System Boards (2019)

Illustrative Memorandum of Understanding Between a Public Institution or System and an Affiliated Foundation (2014)

Institutionally Related Foundation Boards: An Introductory Guide for Board Members (2019)

Restructuring Committees (Theodore E. Long, 2018)

Policies, Practices, and Composition of Governing and Foundation Boards 2016 (2016)

State Policy Brief: Guidelines for Reviewing State Higher Education Governance Structures (2018)

State Policy Brief: Sunshine Laws in Higher Education (James C. Hearn, 2017).

The 21st-Century Presidency: A Call to Enterprise Leadership (Terrence MacTaggart, 2017)

TRUSTEESHIP ARTICLES

Chafee, Ellen, "How to Be Sunshine Savvy," *Trusteeship* 25, no. 1 (January/February 2017)

Legon, Richard, "The 10 Habits of Highly Effective Boards," *Trusteeship* 22, no. 2 (March/April 2014)

Pelletier, Stephen G., "High Performing Committees: What Makes Them Work?," *Trusteeship* 20, no. 3 (May/June 2012)

Zeig, Michael J., Roger G. Baldwin, and Kathleen M. Wilbur, "Intrepid Explorers: The Critical First Years of Trusteeship," *Trusteeship* 25, no. 6 (November/December 2017)

ABOUT THE AUTHOR

Carol Cartwright

Dr. Carol Cartwright is president emerita of Kent State University and Bowling Green State University. A highly respected voice in higher education, Dr. Cartwright's career has been distinguished by innovative teaching, pioneering research, and national leadership. As a senior consultant with AGB, she works with public and independent colleges and universities and institutionally related foundations on governance, strategic planning, and board and presidential assessments.

Dr. Cartwright was president of Bowling Green State University from 2008 to 2011. Her retirement in June, 2011 marked a 45-year career in higher education. From 1991 to 2006, she served as president of Kent State University, a role that earned her the distinction of the first female president of a state college or university in Ohio.

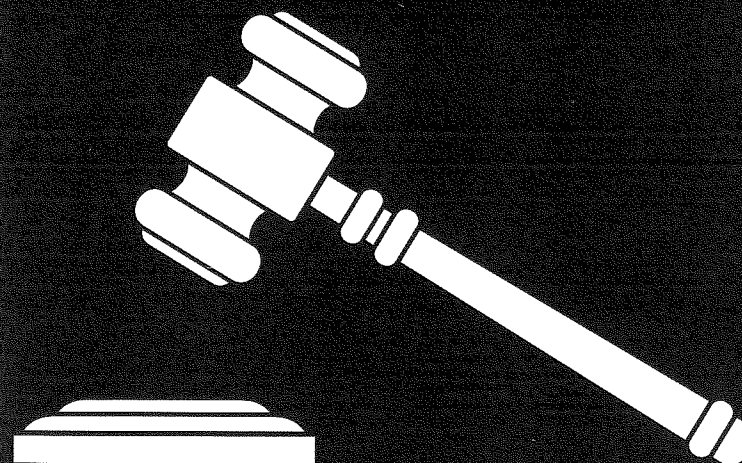
Prior to her presidency at Kent State, Carol Cartwright was vice chancellor for academic affairs at the University of California at Davis, and dean for undergraduate programs and vice provost of the Pennsylvania State University. As a member of the Penn State faculty from 1967 to 1988, she led a variety of research projects and authored numerous books, professional publications, and technical reports.

Dr. Cartwright held prominent leadership roles in higher education's most influential organizations, chairing the board of directors of the American Association for Higher Education and serving on the board of directors of the American Council on Education, the National Association of State Universities and Land-Grant Colleges, and the Association of American Colleges and Universities. She chaired the National Collegiate Athletic Association Executive Committee and served as a member of the NCAA board of directors. She was a presidential appointee on the board of trustees of the Woodrow Wilson International Center for Scholars and a founding board member of the National First Ladies Library. She continues to serve higher education as the co-

chair of the Knight Commission on Intercollegiate Athletics, as a member of the NCAA Committee on Infractions, and as a trustee of Heidelberg University.

The scope of her contributions to higher education led to her induction into the Ohio Women's Hall of Fame in her first year of eligibility. In 2018, she became the first university president to be inducted into the Mid-American Conference (MAC) Hall of Fame. In 2006, the MAC athletic conference established the prestigious Cartwright Award, which is given annually to the member university with the best overall record in athletic competition, academic achievement and public service.

In recognition of her many accomplishments, she has received distinguished alumni awards from the University of Wisconsin-Whitewater, where she earned her bachelor's degree, and from the University of Pittsburgh, where she earned master's and PhD degrees.



Action Items

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AGENDA ITEM: **Approval of Revision of Board Policy Regarding Evaluation of the University President**

RECOMMENDATION:

The staff recommends that the Governance Committee recommend to the Board of Trustees approval of the Revision of the Board Policy Regarding Evaluation of the University President.

BACKGROUND:

This policy requires the Board of Trustees to evaluate the University President's performance annually.

AUTHORITY:

Colorado Revised Statutes section 23-54-102, *et seq.* (2018) authorizes the Trustees of Metropolitan State University of Denver (MSU Denver) to establish rules and regulations to govern and operate the University and its programs. The Trustees retain authority to approve, interpret, and administer policies pertaining to University governance. The Trustees authorize the President of MSU Denver to approve, administer, and interpret policies pertaining to University operations.



Board of Trustees

Policy Statement
University Policy Library
Draft: April 11, 2019

| | |
|------------------------|--------------------------|
| Operational Area: | University President |
| Responsible Executive: | Chair, Board of Trustees |
| Responsible Office: | President's Office |
| Effective: | TBD |

Evaluation of the University President

University President

Contents

- I. Introduction
- II. Roles and Responsibilities
- III. Policy Statement
- IV. Related Information
- V. Policy History
- VI. Policy Approval

I. Introduction

- A. **Authority:** C.R.S. § 23-54-102, *et seq.* (2019) authorizes the Trustees of Metropolitan State University of Denver (MSU Denver) to establish rules and regulations to govern and operate the University and its programs. The Trustees retain authority to approve, interpret, and administer policies pertaining to University governance. The Trustees authorize the President of MSU Denver to approve, administer, and interpret policies pertaining to University operations.
- B. **Purpose:** This policy requires the Board of Trustees to evaluate the University President's performance annually.
- C. **Scope:** This policy applies to the University President.

II. Roles and Responsibilities

- A. **Responsible Executive:** Chair, Board of Trustees
- B. **Responsible Administrator:** President
- C. **Responsible Office:** President's Office
- D. **Policy Contact:** President's Office, 303-615-0060



Board of Trustees

Policy Statement

University Policy Library

Draft: April 11, 2019

| | |
|------------------------|--------------------------|
| Operational Area: | University President |
| Responsible Executive: | Chair, Board of Trustees |
| Responsible Office: | President's Office |
| Effective: | TBD |

Evaluation of the University President

University President

III. Policy Statement

Presidential evaluations seek to assess the overall performance of the President in light of Board of Trustees' goals and priorities and to identify areas of strength and areas in which improvement is appropriate to assist the President in improving effectiveness. The Board will review the President's performance at least annually.

In accordance with the Board's commitment to shared governance, the Board will solicit input from University faculty, staff, students and alumni using whatever process ~~and criteria~~ the Board deems appropriate. Criteria for evaluation are listed in the Board policy on duties and responsibilities of the University President.

IV. Related Information

- A. MSU Denver Board of Trustees Shared Governance Statement
- B. MSU Denver Board of Trustees Policy on Duties and Responsibilities of the University President

V. Policy History

- A. **Effective:** TBD
- B. **Revised:** This policy supersedes section 7.2 of the *MSCD Trustees Manual*, 2007, and technical revisions effective April 1, 2019.
- C. **Review:** This policy will be reviewed every five years or as deemed necessary by University leadership.



Board of Trustees

Policy Statement

University Policy Library

Draft: April 11, 2019

| | |
|------------------------|--------------------------|
| Operational Area: | University President |
| Responsible Executive: | Chair, Board of Trustees |
| Responsible Office: | President's Office |
| Effective: | TBD |

Evaluation of the University President

University President

VI. Policy Approval

Janine Davidson, Ph.D.

President, Metropolitan State University of Denver

John Paul Pogge, Esq.

Chair, Board of Trustees, Metropolitan State University of Denver

Meeting Adjourned

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