

## **Resolution 2009 - 3114**

### **Statement of Expectations for Members of the Board of Trustees of Ohio University**

*Adopted by the Board of Trustees on April 24, 2009*

This Statement of Expectations is intended to provide guidelines and information to assist members of the Board of Trustees in fulfilling their roles and responsibilities in service to Ohio University and the citizens of the State of Ohio.

#### **1. The Role of the Board**

- a. The Board of Trustees is the governing body of Ohio University. It is a body politic and corporate under Ohio law and has the right to sue and be sued. The General Assembly has conferred upon the Board the authority to: adopt rules for the governance of the institution; hire and supervise the President, faculty and staff; oversee university finances; and control university property and facilities.
- b. The Board serves the citizens of the State of Ohio. It is responsible for ensuring that the university offers students an educational experience of the highest quality and produces research that provides economic and cultural benefits to the citizens of Ohio. It is also responsible for making efficient and effective use of state resources by working with the Governor, the Board of Regents and the other state universities through the University System of Ohio.
- c. The Board's primary concerns are strategic governance and accountability. It should adopt a strategic plan designed to ensure the long-term fulfillment of the university's teaching, research and service mission, monitor progress in achieving the plan's goals and update the plan as necessary. It should provide oversight to protect the university's fiscal integrity and make sure that the President, faculty and staff comply with all applicable laws and perform their responsibilities ethically and competently.
- d. The Board should adopt a procedure governing the creation and monitoring of corporate entities affiliated with the university.
- e. The Board should govern through the President and should refrain from becoming involved in day-to-day operations.
- f. The Board should recognize the important role that the principle of shared governance plays in institutions of higher education. It should seek input from faculty, staff and students and whenever possible incorporate their views into its decisions.

#### **2. The Role of Individual Trustees**

- a. Members of the Board of Trustees are stewards of the public trust. They have a fiduciary obligation to act in the best interests of the university and the State of Ohio. They must adhere to the highest ethical standards and perform their university duties without regard to any personal interests they may have. Trustees should understand and comply with state ethics laws and keep themselves informed of developments in these laws. They should avoid situations that may give rise to even the appearance of a conflict of interest and promptly disclose any conflicts of interest that may occur.
- b. Trustees should understand that they serve the institution as a whole and are not advocates for any particular unit or constituency of the university.
- c. Student Trustees have a unique responsibility to ensure that the views of students are heard in Board deliberations. They should also share with other students the Board's perspectives on University issues. In performing both of these functions, they should keep in mind the needs of all constituencies within the university.
- d. Service on the Board is a time consuming professional commitment. Trustees should attend all meetings of the Board and committees and should give notice to the Chair when they are unable to do so. Trustees should also make an effort to participate in conferences and other programs designed to educate and update Trustees and to attend commencements, convocations and other special events on campus.
- e. Trustees should be attentive during meetings and refrain from multitasking. They should treat the opinions of their colleagues on the Board as well as others participating in Board discussions with civility and respect and should be open to alternative points of view. They should respect and protect the confidentiality of matters discussed in executive sessions and should refrain from publicly or privately criticizing other Trustees or impugning their motives.
- f. Trustees should strive to make informed decisions based on an analysis of objective data. In their deliberations they should rely on the application of sound management principles and prudent business judgment. To ensure thorough consideration of Board decisions, they should review briefing materials and be prepared to actively participate in discussions.
- g. In order to make good decisions, Trustees need to engage in robust and thorough discussions of university issues in public meetings. Disagreements will occur and Trustees should seek productive ways to resolve them. Once a consensus is reached on an issue, all Trustees should respect the final decision of the Board.
- h. Trustees should keep themselves informed about issues and events at the local, state and national level that may affect the university and higher education in general.
- i. Trustees are encouraged to offer financial support to the university in accordance with their means.

- j. Trustees should understand and comply with the Ohio Public Records and Open Meetings Laws and should keep themselves informed of developments in these laws.

### **3. The Board's Relationship with the President**

- a. The Board delegates responsibility for all aspects of institutional management to the President. The Board and individual Trustees should refrain from involvement in operational matters except as necessary to fulfill their fiduciary duties.
- b. The Board and the President should agree on clearly defined institutional goals and strategies for achieving them.
- c. The Board should hold the President accountable for achieving institutional goals. Evaluation of the President should be an ongoing process with the Board offering candid and constructive feedback as necessary. In accordance with Board policy, formal evaluations should be conducted on a regular basis.
- d. The President reports to the Board as a whole and not to individual Trustees. Trustees who have concerns about the President's performance should convey them to the Board Chair who will take appropriate action to address the concern. The Chair will report back to the Trustee who raised the concern in a timely manner.
- e. Individual Trustees should develop a comfortable working relationship with the President. They are encouraged to interact with the President one-on-one as needed to share information, concerns or advice but they should remember that when they do so they are not speaking for the entire Board.

### **4. The Board's Relationship with Internal Constituencies**

- a. Trustees are encouraged to interact informally with administrators, faculty and students, bearing in mind that they do so as individual members of the Board. They should avoid any statements that would give rise to the perception that they speak for the entire Board.
- b. When interacting with faculty, staff and students, Trustees should not disclose matters deemed confidential by the Board in executive session, advocate for their personal position on university issues or criticize other members of the university community.
- c. Trustees should submit requests for information about institutional issues to the Board Secretary who will facilitate a response from the appropriate university official.
- d. Consistent with the principle of shared governance, the faculty, through the Faculty Senate, plays an active advisory role to the administration and the Board of Trustees on all academic matters, including but not limited to academic standards, research, admissions, curriculum and the granting of degrees. The Faculty Senate initiates policies relating to university-wide academic matters, the rights and responsibilities of faculty and faculty grievances. The Board should respect the role of the Senate in these areas and should also

consider advice from the Senate on matters of general concern to the university community.

- e. The Board should encourage the President and administrators to involve individual faculty and students in the development of institutional goals and priorities. The active participation of faculty and students in these matters will give them a broader understanding of institutional governance and will enrich the Board's understanding of faculty and student views on university issues.

## **5. Relationships with External Entities**

- a. The Board Chair is the only Trustee authorized to make public statements on behalf of the entire Board.
- b. When asked to comment on Board actions or deliberations, Trustees may defer to the Chair or the President. If Trustees choose to speak publicly on issues relating to the university or higher education in general they should make it clear that they are stating their personal views and are not expressing the formal position of the Board or the university.
- c. When individual Trustees communicate with federal, state or local officials on issues relating to higher education, they should take care not to create the perception that they speak for the Board or the university unless they have been authorized by the Chair or the Board to do so.
- d. When individual Trustees are presented with concerns about university operations, these matters should be communicated to the President and/or the Chair.
- e. While Trustees should seek information and ask questions of others, they should refrain from publicly criticizing the President or other members of the University Community. Criticisms or concerns that Trustees may have about the President or other members of the University Community should be conveyed to the Chair who will determine the appropriate method for the Board to address the issue.