

Submitted by: Marilyn Kelly, Chair  
Bylaws Review Committee

## **ADOPTION OF THE STATEMENT OF RESPONSIBILITIES/CODE OF CONDUCT**

### **Recommendation**

The Bylaws Review Committee of the Board of Governors recommends that the Board of Governors adopt the attached Statement of Responsibilities and Code of Conduct.

### **Background**

In February 2019, the Bylaws Review Committee was formed to consider potential changes and updates to the Board's bylaws, which were last updated in 2007. One of the first items under consideration by the Committee was to finalize a Statement of Responsibilities/Code of Conduct, which the Board has been working on for several years. Taken directly from that statement, the introductory paragraph outlines the importance the Board places in its duties:

The members of the Wayne State University Board of Governors recognize the importance of the standards we use in carrying out our fiduciary responsibilities to the University and to the citizens of the State of Michigan. By adopting this statement, we acknowledge that our service as Board members requires a code of behavior not usually expected of other citizens. In accepting the privilege of serving the public interest and this institution we also accept the obligations and responsibilities that accompany our governorship.

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## REVISED

### WAYNE STATE UNIVERSITY BOARD OF GOVERNORS STATEMENT OF RESPONSIBILITIES AND CODE OF CONDUCT

The members of the Wayne State University Board of Governors recognize the importance of agreeing upon standards to use in carrying out our responsibilities to the University and to the citizens of the State of Michigan. By adopting this statement, we acknowledge that our service as Board members requires a code of behavior not expected of other citizens. In accepting the privilege of governing the University and serving the public interest, we also accept the obligations and responsibilities that accompany our governorship.

This statement is intended to clarify our individual responsibilities and, until and unless amended, to guide the conduct of all current and future members of the Board of Governors. The members of the Board shall:

- Appoint the best qualified and available individual as President of the University, support that individual, and annually assess that individual's performance;
- Understand the mission of the University and, as necessary, revise it in consultation with key constituencies;
- Create and revise the policies that enable the implementation of that mission;
- Recognize that the Board's role is to provide oversight – to review and approve strategies and plans of implementation – while deferring to the President the management of daily business;
- Prepare for and participate in all official Board meetings and functions and appropriate campus events;
- Suggest agenda items periodically for Board and committee meetings to ensure that significant policy-related matters are addressed;
- Maintain the confidentiality of sensitive University-related information;
- Communicate promptly to the President and the Board Chairperson any significant concerns related to the University's wellbeing;
- Speak one's mind at Board meetings but support decisions once made by a majority of the Board;

- Recognize that authority resides with the Board as a whole and not with individual members;
- Maintain respect for the opinions of other Board members and an appropriate restraint in public and private criticism of them, the President and the staff;
- Recognize that the President is the primary spokesperson for the University and that the Chairperson of the Board is the only person authorized to speak for the Board;
- Recognize that no Board member is entitled to request actions that violate written policies, rules and regulations of the Board or the University or make inappropriate requests for special perks or privileges;
- Periodically evaluate the state of the University relative to its mission;
- Periodically assess and assure the financial viability of the University and its fiduciary conduct;
- Maintain the highest ethical standards and indulge in no personal conflicts of interest.

In the event the Board should find that a member is in violation of this Code of Conduct, the Board may publicly censure the member by a majority vote at a public meeting of the Board, and if appropriate, refer the violation to the proper authority.