

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.

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

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This statement is intended to clarify our individual responsibilities, which we acknowledge to be distinct from, but complementary to, those of the board as a corporate entity. As members of the Board of Governors, we each pledge to:

- Participate in the appointment, support, and assessment of the president;
- Understand the mission of the University;
- Recognize that the board's principal role is to provide oversight - to review and approve strategies, policies, and the plans of implementation-while deferring to the administration 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 confidentiality of sensitive information about the university received by the board during the course of its duties;
- Communicate promptly any significant concern to the president and board chair;
- Speak one's mind at board meetings, but support policies and programs once established;
- Recognize that authority resides with the board as a whole and not with individual members;
- Maintain a respect for the opinions of one's colleagues and a proper restraint in criticism of colleagues and officers.
- Recognize that the president is the primary spokesperson for the university and the chair of the board is the only other person authorized to speak for the board.
- Recognize that no board member should request actions that violate written policies, rules and regulations of the board or the institution or make inappropriate requests for special perks or privileges.
- Evaluate the state of the university relevant to its vision and mission.
- Assure the financial viability of the university and the fiduciary conduct of the university.
- Maintain the highest ethical standards and address personal conflicts of interest.

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