



OFFICIAL PROCEEDINGS

March 20, 2020

Regular Meeting

The meeting was called to order at 10:49 a.m. by President Wilson in Room BC of the McGregor Memorial Conference Center. Secretary Miller called the roll. A quorum was present, with the following Board members in attendance:

Governors Barnhill (remotely), Busuito (remotely), Gaffney, Kelly, Kumar, O'Brien, Stancato (remotely), and Thompson (remotely); and President Wilson

Also Present: Provost Whitfield, Vice Presidents Cooke, Lessem (remotely), Wright, and Vice President Johnston; and Secretary Miller

The meeting was live-streamed, and President Wilson welcomed viewers to the meeting. He indicated that he may ask for more roll call votes than usual because some Board members are participating by phone and it may be difficult to discern Yes or No votes for specific items.

APPROVAL OF OFFICIAL PROCEEDINGS OF JANUARY 31, 2020

ACTION — Upon motion by Governor Kumar and seconded by Governor Gaffney, the Official Proceedings of the January 31, 2020 regular Board meeting were approved as presented. The motion carried.

PRESIDENT'S REPORT

In lieu of the usual Report, President Wilson asked Vice President Michael Wright to provide an update on how the coronavirus pandemic has affected the campus. The situation is constantly changing, and difficult and different decisions are being made on a daily, sometimes hourly, basis. Board members have been

receiving regular updates, and Mr. Wright will provide the latest information today, after which the Board will have an opportunity to ask questions.

Vice President Wright indicated that the University administration has been discussing the pandemic since January when the news first broke. A task force was formed in early March, and has been meeting regularly, sometimes daily, since its formation. The task force, comprised of infectious disease doctors, campus health center personnel, and administrators from across the University, has operated under three principles. The first and second are safety and to hold people harmless to the extent possible. It is important to limit the spread of the virus among students, faculty, staff and administrators. No one is to blame, and the University is very flexible on work hours and has shifted to online instruction. The third principle is to carry on the mission of the University, albeit quite differently, but it is necessary to teach, to support students and to support research.

Teaching and learning are carried out on-line, although the performing arts classes and clinical rotations are more challenging and accommodations for these types of classes are being worked out at the local level, always with safety in mind and following the accrediting guidelines of each discipline. One of the problems encountered with on-line learning is that not all students have access to personal technology. The problem was exacerbated when the libraries were closed by the Governor's Executive Order and students had no access to the technology provided there. Darin Hubbard and the C&IT team worked with Darin Ellis and the Provost's office to analyze who uses technology, identify those who do not have access, and to provide a solution using Chromebooks and other PCs available at the University. Mr. Wright noted that with the pandemic situation changing every 24 hours, people at the University are figuring out solutions as they go along and have shown an enormous commitment and dedication to their work.

In the area of Human Resources, staff members are asked to work from home, but obviously not everyone can do this, such as staff in Custodial Services. Efforts are being made to help this group of employees, including having some employees donate their personal leave hours to others who need it.

Housing and dining are still open on campus; for some students, their campus residence is their only home. Social distancing is required, and all dining is carry-out. A floor has been set aside in the residence hall for quarantine purposes should a student become ill, but so far that has not occurred.

Rebecca Cooke of Finance and Business Operations, and Rob Davenport of Facilities Management have been working not only on alleviating the concerns of staff who cannot work from home, but also with deans to identify which buildings can be closed and which should remain open to continue the University's mission.

Finally, WSU's Coronavirus website provides a timeline of all campus communications sent out since January, as well as an update on an hourly basis of frequently asked questions and answers. The website is easy to access and search, and includes the various policies and processes promulgated by Human Resources and the Provost. Mr. Wright concluded his presentation, indicating that University administrators will continue to meet, work for solutions, and respond to questions until the crisis has passed.

Responding to Governor Gaffney's question, Mr. Davenport said that repair work on the elevators is continuing at this time. Governor Thompson asked about the two confirmed cases of coronavirus on campus and whether students who left the dorms will receive refunds for the remaining portion of the semester. Mr. Wright replied that one confirmed case was an employee at the Undergraduate Library, and it was later learned that the second case was an employee at Children's Hospital who does not have a formal affiliation with WSU. With respect to housing, some students have no other home than University housing. Several are international students who are also part-time employees, and their situation is now being handled by the appropriate administrators. The University is strongly encouraging students who do not have to be in the dorms to leave and go to their permanent residences. President Wilson explained that the refunds fall into two parts, one is housing and the other dining. The dining operator has been very cooperative and no problems are expected in providing refunds. Corvias is the third party in housing. Tim Michaels has been in negotiations with them, and he is optimistic that Corvias will

provide some form of partial refunds. Mr. Wright added that in some cases credits will be issued, and a decision will be made and sent out by March 23.

Governor Kelly commended Vice President Wright and the administrative team for their work in dealing with the situations caused by this sudden crisis. She has also been impressed with the faculty response to on-line teaching. She speaks from personal experience, as she and Governor Gaffney teach a course and neither one has had on-line experience. She appreciated the help provided by the IT staff in the Law School. Governor Kelly also commented on the hold harmless provision. Students have had unusual requests because of situations caused by the pandemic, and she described the hold harmless policy as appropriate and very humane.

Vice President Wright noted that there are numerous individuals throughout the University who are working around the clock, and he thanked Governor Kelly for her acknowledgment of their work. He added that everyone is learning how to adapt and live in the new virtual world. Mr. Wright also called attention to the many stories of how people are adjusting and dealing with life's difficulties in novel and positive ways. Students in CFPCA who cannot take part in performance classes are reading children's books and recording them for others to share. WDET has shifted some of its time to culturally interesting programs that do not deal with coronavirus. Business leaders in Michigan have told him how they had not anticipated the mental anxiety and stress of being disconnected from daily interactions in the workplace. To counteract that, Mr. Wright and his team have instituted a 5 o'clock happy hour, without the beverage, to communicate with each other and express their gratitude for the day's work. The [Today@Wayne](#) publication carries many stories, not just about the coronavirus, but more positive stories that show the Warrior spirit. The University is still in business.

President Wilson said that many people are working hard and for long hours, but he wanted to single out Michael Wright and Darin Hubbard for their leadership in these efforts.

The President called the Board's attention to the fact that there will be financial implications to the decisions that have been made in dealing with the pandemic. At some point the costs will have to be tallied up, and they will be

significant. To that effect, the next item will be a discussion of the budget review process conducted by Rebecca Cooke.

OVERVIEW OF SCHEDULE FOR BUDGET DISCUSSION: BUDGET REVIEW PROCESS

Ms. Cooke presented a schedule for budget discussions that differed from what was done in previous years in that the budget and tuition will not be finalized by mid-June. When preparing the schedule two or three weeks ago, she learned that the state appropriations figures would not be available by June and with the onset of Covid-19 pandemic, it will be very difficult to estimate enrollment for the fall at this time. Without final estimates of enrollment, it will be difficult to estimate revenue.

In terms of expenses, the later in the fiscal year they are tallied, the more accurate the expense projections. As the President mentioned, there will be some increased expenses, but she hopes there will also be some decreased expenses, especially reductions in utility expenditures as buildings are closed. Increases in expenses will be in the hiring of temporary workers or paying overtime to cover those who are ill and taking sick time. These uncertainties provide good reason to delay budget finalization.

Finally, the University is converting to a resource-centered management (RCM) budget that requires different reporting, and the pandemic will slow down the required education and training. For these reasons, the administration plans to present a tuition recommendation for approval at the June meeting, and the budget at the September meeting.

In response to Governor Kelly's question, Ms. Cooke replied that tuition must be passed earlier in order to put together the financial aid packages for students to know their aid before they enroll. Secretary Miller added that this same pattern of the tuition presentation in June and the budget presentation in September was used last year, because the state budget was late in coming out.

FY 2020 PARKING IMPROVEMENTS

Ms. Cooke introduced Robert Davenport, Associate Vice President of Facilities, Planning, and Maintenance, to present the agenda item on parking improvements. She also thanked him and his team for working nonstop the last two weeks to sort out the use of the buildings and how to support them with the maintenance and facilities staff.

Mr. Davenport presented the recommendation for repair work on three structures, #4, #5, and #8. Structure 4 on the medical campus was built in 1978, and Structure 5 on Anthony Wayne Drive was built in 1987. Both have 1200 spaces and had repairs and modifications done last year. Structure 8, which has 920 spaces, is located on Forest between Woodward and Cass, and has not had any significant work done since it was built in 2008. The current proposed repairs for all three structures include concrete deck and beams, columns, expansion joint replacement, stairwells, and waterproofing the deck.

In response to a question from Governor O'Brien, Mr. Davenport responded that bids have been issued; after they are returned, it is expected that a contract will be awarded in April, construction will start in May and should be completed in time for the fall semester.

Governor Thompson asked whether construction can take place during the pandemic, and whether there are safety concerns or concerns with workers falling ill. Mr. Davenport replied that there are several projects around the campus, but only the Hilberry construction project is currently delayed, as the excavator has pulled off the job as a result of the current conditions. There are naturally concerns about interaction among the workers, but it appears that the contractors on campus are taking the necessary precautions. Nevertheless, it is a fluid situation, and the hope is that delays will be minimal.

ACTION — Upon motion by Governor Kelly and seconded by Governor Gaffney, the Board of Governors authorized the President, or his designee, to award contracts to implement parking improvements for a total project cost not to exceed \$3,600,000. Funding will be provided from the Parking Auxiliary. The motion carried.

BOARD COMMITTEE REPORTS

Bylaws Committee

Statement of Responsibilities and Code of Conduct

Governor Kelly presented the Statement of Responsibilities and Code of Conduct reported out by the Bylaws Committee on March 15, 2020. The Committee met several times, with most members of the Board present at least at one of the meetings, in an effort to formulate a code that is agreeable to everyone.

MOTION by Governor Gaffney and seconded by Governor Stancato to adopt the code reported out of the Bylaws Committee on March 15, 2020.

Governor Busuito asked to make a statement for the record, as follows:

I would like the record to reflect that I, as a surgeon who sees patients every day, openly oppose holding this meeting at the height of a national emergency that is deemed the worst health care crisis in our lifetime. Wayne State University has done just fine without a code of conduct in over 150 years, and there is nothing (inaudible) urgent to justify meeting under these circumstances. The decision to hold this meeting has caused me to be informed by taxpayers that we are “irresponsible”; and to hide behind the justification of video access only disenfranchises the public, especially those that do not know how to log on.

Secondly, I have been advised by legal counsel, as well as professors in our own Law School, that I should not approve or respect a code as proposed by Chairwoman Kelly because it clearly represents a suppression of First Amendment rights. We predict that from a current ongoing lawsuit that this administration, along with allies on this Board, will contort governance language to skirt the basic principles of American rule of law. We saw this when four Board members convened with Roy Wilson to include him in a quorum count, an unprecedented action, and then passed a tuition increase along with a suspect real estate deal with a total of only four votes. How can you pass anything with a total of four votes when this Board has eight elected voting members? Governors Thompson and O’Brien, both attorneys, revised Chairwoman Kelly’s draft with minor revisions that would enshrine our First Amendment rights, and these were rejected by Kelly. Why would she not accept these unless there are devious intentions to abuse the language? I will certainly support the code of conduct as revised by Governors Thompson and O’Brien.

If the Higher Learning Commission has problems with accepting the language that protects our First Amendment rights, then let them defend their position on the record. As statewide elected officials, we are obligated to protect the

public regardless of the wishes of an administration that shows difficulty facing accountability. Any suggestion that the Board only has one voice and precludes Board members from expressing their opinions to the press while speaking individually and not on behalf of the Board is about as clear of an example of a Fascist government as one can find. This is anti-American. This is really an issue about preserving transparency. Lack of transparency is severely harming our ability to advance our standing among our peer institutions. It is lack of transparency that is harming our reputation, not four Board members who are speaking out to hold the administration accountable. We recently had an experience with consultants who worked without transparency; look at what that got us. We have a deleted e-mail scandal, we have faculty raising issues because they feel they are being denied access to academic freedom. We had a Wayne State Press lawsuit claiming lack of transparency. All the while this administration is engaging in suspect real estate deals with people tied to the Governor, who then issued a public statement regarding removing Board members who criticize the President. This administration is busy promoting vice presidents at various levels without the Board's knowledge, including those that have political ties with politicians that have become friendly to the President.

This all reeks of *quid pro quo*. Who suffers? The students suffer. I support a code of conduct, but not a code of conduct that can censure me for criticizing this President for the fact that during his tenure, our undergraduate Black enrollment has decreased by 37 percent. Our total faculty numbers under this President are down 13 percent, while executive administrative positions are up 23 percent. For every administrator hired by this administration, we have lost 6.5 faculty positions. These are the real issues. As Board members we have taken an oath to uphold the constitution, not a code of conduct that silences the voices of the people. I support a code of conduct but only if it respects the constitution and the elected representatives of the people. Thank you for your time.

Governor O'Brien expressed concerns about the wording in bullets #3 and #10 of the proposed Code. Bullet #3 reads:

I respect the opinions of others while reserving the right to my opinions, and avoid any derogatory public comments in criticism of other Board members, the President or the staff.

She interpreted the language as forbidding a Board member to speak to the public. As a publicly elected official with constitutional obligations of oversight, she felt she had a right to explain her reasoning if she disagreed with a majority opinion. She understood that she would not be speaking on behalf of the Board, but each individual Board member has a constitutional right to speak to the press as long as it

is in a respectful manner. She wanted assurance from Governor Kelly that bullet #3 does not supersede any constitutional obligation a Board member has as a fiduciary, and does not muzzle any free speech rights under the U.S. Constitution.

Governor Kelly specified that bullet #3 restricts a Board member's rights to make derogatory comments and criticism of other Board members, President and staff. Number 10 restricts Board members from speaking on behalf of the Board or the University, and #13 restricts Board members from revealing the confidentiality of sensitive University-related information and from revealing the confidential nature of executive and closed sessions of the Board. Governor Kelly pointed out that there is no other provision in the code that addresses a Board member's ability to speak to the public.

Governor Kelly added that it is her personal view that when Board members take office, they accept certain curtailments of their constitutional rights. Because their job is to protect and strengthen the University, Board members accept they will not reveal information that might damage the University, or not to speak out as public officials with their personal views that may be derogatory to the Board or the University. They give up their right to freedom of speech to the extent they cannot speak for the Board or the University; they curtail their freedom of travel to be present at Board meetings, and they agree not to be compensated for the many hours they spend working on the Board. In summary, Board members, in taking office, agree to certain curtailments of their rights as private citizens. The proposed Code of Conduct does not address the full extent of the curtailment, only what is listed in the Code and what Board members are being asked to vote for.

Governor O'Brien asked for further clarification that the language does not specifically say Board members cannot speak to the media regarding their individual or dissenting opinion. Governor Kelly repeated that the explicit curtailments are that Board members cannot speak to the media in public criticism of other Board members, the administration, or the staff; cannot reveal discussion in an executive session with respect to a real estate matter, a pending lawsuit, or personnel matters; and cannot speak to the press on behalf of the Board.

Governor Thompson stated that she understood the need for a code that is responsive to HLC requirements, and she agreed that many of the provisions in the code are acceptable. However, her concerns also centered on bullet points #3 and #10. She believes that providing oversight of the University necessarily requires Board members to offer public criticism. The language in #3 would prevent that. Therefore, she proposed the following language:

I respect the opinions of others and support the diversity of opinions that may arise between members of the Board, the faculty, and staff. Any difference of opinion should be done so respectfully with the intention of protecting the reputation of the University.

She believes this language showed an understanding of the need for Board members to provide oversight of the administration, but in a respectful manner.

MOTION by Governor Thompson and seconded by Governor O'Brien to amend the language in bullet point #3 as stated above.

Governor Busuito supported the amendment but expressed his continued opposition to the Code. He questioned who should make the judgment of whether or not a statement is damaging to the University. He further disagreed with Governor Kelly's opinion that Board members give up some of their constitutional rights when they take office.

Governor Kumar suggested additional language to Governor Thompson's amendment. His suggestion to bullet #3 would read as follows:

I respect the opinions of others and support the diversity of opinions that may arise between members of the Board, the faculty, and staff. Any difference of opinion should be expressed respectfully and with the intention of protecting the reputation of the University. I will avoid any derogatory public comments and criticism of other Board members, the President or the staff.

Governor Thompson, however, rejected the additional language, as did Governor Busuito. He felt that the issues of respectfulness and confidentiality were

already addressed in the code, and the additional language would serve as a muzzle around Board members.

Governor Kelly stated that she believes that she has a basic difference of view regarding the job description of board members from that of Governors O'Brien and Thompson. Governor Kelly believes it is crucial that a Board member defends the University and looks out for its best interest; and if freedom of speech is curtailed, that is part of the job description. She added that the draft that is being considered was written by Mr. Rick Legon, the former director of the Association of Governing Boards, and the Bylaws Committee has made few changes. The proposed code essentially reflects the view of the academic community as to the job description of a board member.

Governor Thompson disagreed, respectfully. She said one of the primary goals of a board is to provide oversight, and that meant dealing openly with issues and problems. The proposed language would lead to ultra-secrecy and handling issues behind closed doors, preventing board members from expressing their concerns in public and performing proper oversight. Governor Thompson further maintained that Mr. Legon of the AGB has a personal relationship with President Wilson and has asked Board members to support him, an act she thinks is inappropriate. In addition, conversations with other individuals showed her there is support for her position that boards must be more activist in a time when there are issues of sexual misconduct and harassment that must be dealt with publicly.

Governor Barnhill found the discussion perplexing and distressing. During a meeting with a representative of the HLC, it was explicitly stated that a provision to prevent Board members from making derogatory comments about the staff, other Board members, and the President was highly encouraged. He urged the passage of the Code of Conduct because the financial soundness of the University is at stake, affecting especially the low-income students who rely on financial aid. If the concern is that there will be some form of retribution retroactively against a Board member, he stated firmly that he would actively fight against such a move.

Governor Stancato added that she has attended at least four meetings where committee members spent hours going over the suggested code word by word,

comment by comment. The committee asked for, received, and included input from all members of the Board, and changes were made as recently as last weekend. Therefore, she does not view the document as one that someone else wrote, but rather one that has been extensively revised by the Board of Governors and its Bylaws committee.

Governor Gaffney called the question to vote on the amendment. Governor O'Brien first wanted to clarify whether any of the language would prevent an individual Board member from speaking in public regarding his/her own opinions. Governor Kelly replied that the issue – freedom of speech – is not addressed in the Code, and that bullet #3 is quite specific about what is covered. She agreed that freedom of speech as it pertains to Board members is an issue that could be discussed in the future, but it is not an issue that is covered in the proposed Code.

Governor O'Brien disagreed. She was given to understand at a meeting last year that it is important to be unified in adopting the code of conduct. Everyone wants it approved, but it cannot be done by lessening an individual's right of free speech. She believed she has a right to a dissenting opinion, much as did Governor Kelly when she was a Justice on the Supreme Court. Governor Kelly asked Governor O'Brien to identify the specific statement in the code that takes away a Board member's freedom of speech. Governor O'Brien believes that the language is vague and does not specifically say that Board members have a right to express their own opinion. She believes that Governor Thompson's amendment solves that problem by stating that differences of opinion should be done respectfully and with the intention of protecting the reputation of the University.

Governor Gaffney again called the question, and a roll-call vote was taken on Governor Thompson's amendment.

ACTION — Upon motion by Governor Thompson and seconded by Governor O'Brien, the language in bullet point #3 would be amended as follows:

I respect the opinions of others and support the diversity of opinions that may arise between members of the Board, the faculty, and staff. Any difference of opinion should be done so respectfully with the intention of protecting the reputation of the University.

The motion failed with the following roll-call vote:

Governor Barnhill — No	Governor Kumar — No
Governor Busuito — Yes	Governor O'Brien — Yes
Governor Gaffney — No	Governor Stancato — No
Governor Kelly — No	Governor Thompson — Yes

Governor Thompson and Governor Kelly discussed the language of the provision that “would not allow Board members to publicly criticize the President, faculty, or staff.” Governor Kelly advised that this language was the result of many hours of work by the Bylaws Committee and voted out after much consultation with every other member of the Board. The language says that Board members would be prohibited from derogatory public comments in criticism of other Board members, the President, or the staff. When asked for clarification by Governor Thompson, Governor Kelly said it is correct that the language meant the Board could not publicly criticize the President or the staff. Governor Thompson then maintained that such a statement is a curtailment of first amendment rights and a curtailment of Board members’ ability to perform oversight duties.

Governor Kumar suggested an amendment to bullet #3. He believes that if a Board member has a difference of opinion or a personal opinion that is not derogatory, then that Board member should have the right to speak publicly. This element must be in the language to clarify the entire issue.

MOTION by Governor Kumar and seconded by Governor Kelly that bullet #3 would be amended as follows:

I respect the opinions of others and support the diversity of opinions that may arise between members of the Board, faculty and staff. Any difference of opinion should be expressed respectfully and with the intention of protecting the reputation of the University. I will, reserving the right of my public opinion, avoid any derogatory public comments and criticism of the Board, other Board members, the President, or the staff.

Governor Kelly asked for clarification purposes, and Governor Kumar agreed, that the intent of the amendment is that one reserves the right of one’s own public opinion, but one cannot express that opinion if it involves derogatory public comment or criticism.

Governor O'Brien noted that the crux of the matter seems to turn on the phrase "derogatory public comments", which she defined as a distinct way of speaking as opposed to giving one's reasoning for an action. She contended that the term "derogatory criticism" is subjective and she questioned how a determination could be made between two people's definition of criticism. Governor Kelly responded that Board members are expected to be responsible and use good judgment. Governor O'Brien then asked whether non-derogatory public comments are also prohibited, to which President Wilson responded that that question was covered in Governor Kumar's amendment. Governor Busuito believes that "derogatory" is very subjective and that one public official should not have precedence over what another public official believes. Governor Kelly explained that the Code includes a provision for the Board to take action against a Board member who violated the Code; if the violation involves derogatory comments, then the great majority of the Board would make that decision.

ACTION — Upon motion by Governor Kumar and seconded by Governor Kelly, the language in bullet #3 of the Code of Conduct would be amended as follows:

I respect the opinions of others and support the diversity of opinions that may arise between members of the Board, faculty and staff. Any difference of opinion should be expressed respectfully and with the intention of protecting the reputation of the University. I will, reserving the right of my public opinion, avoid any derogatory public comments and criticism of the Board, other Board members, the President, or the staff.

The motion carried with the following roll-call vote:

Governor Barnhill — Yes	Governor Kumar — Yes
Governor Busuito — No	Governor O'Brien — No
Governor Gaffney — Yes	Governor Stancato — Yes
Governor Kelly — Yes	Governor Thompson — No

With discussion completed, the Board took the following action.

ACTION — Upon motion by Governor Gaffney and seconded by Governor Stancato, the Board of Governors adopted the Code of Conduct and

Statement of Commitment reported out of the Bylaws Committee on March 15, 2020 and amended on March 20, 2020. The motion carried with the following roll-call vote:

Governor Barnhill — Yes	Governor Kumar — Yes
Governor Busuito — No	Governor O'Brien — No
Governor Gaffney — Yes	Governor Stancato — Yes
Governor Kelly — Yes	Governor Thompson — No

Governor Thompson expressed her disappointment in the vote, describing it as an unconstitutional action that muzzles Board members. She believed her proposed amendments would have fulfilled the accrediting agencies requirements while allowing Board members to fulfill their role and duties to oversee the University and at the same time to not surrender their First Amendment rights and rights as democratically elected officials.

Governor Barnhill stated that the vote is the most responsible action the Board could do for the University and for the students. If health care and public safety workers can come to work each day during a pandemic, Board members can convene via teleconference to dispose of a matter of utmost importance to the University, as stated by an HLC representative.

Governor Gaffney thanked Governor Kelly for her leadership in bringing the issue to a conclusion.

The text of the Code of Conduct and Statement of Commitment approved as amended is as follows:

WAYNE STATE UNIVERSITY BOARD OF GOVERNORS
CODE OF CONDUCT AND STATEMENT OF COMMITMENT
REVISED 3/20/20, ADOPTED AS AMENDED BELOW

Serving on the Wayne State University Board of Governors is an honor bestowed by Michigan citizens. Recognizing my obligations as a Board member is essential if the University is to achieve its mission. And, I understand that my Board colleagues and I are accountable to the University's students, faculty, staff, and to the public.

By signing this Code of Conduct and Statement of Commitment, I endorse the important responsibilities that define my contributions to the University. As a voting Board member, I publicly commit to the following guiding principles.

- As a fiduciary I recognize that I have a duty for the administration, investment, monitoring, and distribution of the public assets of the University including the reputation of the University and its role in the community.
- I am committed to being part of a healthy culture of board governance that is focused on maintaining the reputation of the University and the trust and support of its stakeholders.
- I respect the opinions of others and support the diversity of opinions that may arise between members of the Board, the faculty and staff. Any difference of opinion should be expressed respectfully and with the intention of protecting the reputation of the University. I will, reserving the right of my public opinion, avoid any derogatory public comments in criticism of other Board members, the President, or the staff.
- I recognize that as a Board member I should work to be supportive of presidential leadership while also accepting my role in holding the President accountable for the effective management of the University.
- I realize as a Board member that my authority comes in the form of adding value to Board policy considerations and that no individual Board member has specific authority to act on behalf of the Board or the University unless specifically requested to do so by the Board or its leadership.
- I commit to maintaining the highest standard of ethical behavior, and I recognize that conflict of interest, whether material or in appearance, should be avoided unless there is a Board-approved “compelling interest.”
- I willingly take part in Board education programs in order to demonstrate personal continuous improvement, both for the benefit of my service and to demonstrate to stakeholders that Board members recognize one of the most important values of a higher education institution.
- I recognize that as a Board member I must refrain from active or indirect efforts to influence the management of staff throughout the University or its various departments or affiliates.
- I understand that as a Board member I should seek to add value to the Board’s strategy and policy responsibilities by providing leadership as assigned and by asking appropriate and provocative strategic questions, challenging as appropriate, but avoiding being a disruptive member of the fiduciary body.
- I respect that the public voice of the Board shall be the Board Chair and the public voice of the University shall be delegated to the President.

- I realize the importance of preparing for and participating in all official Board meetings, the meetings of the Board's committees to which I have been appointed, and other functions and appropriate University events.
- I understand that while I can request items for inclusion to Board and committee meetings, I respect the leadership role of the Board Chair, the committee chairs, and the President to finalize agendas in accordance with our bylaws.
- I respect and adhere to the Board's appropriate expectation that all Board members maintain the confidentiality of sensitive University-related information, and I will maintain the confidential nature of executive and closed sessions of the Board.
- I commit to communicating promptly to the Board Chair or the President any significant concerns related to the University's well-being.
- I 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.
- I agree to periodically evaluate the state of the University relative to its mission.
- I agree not to pursue University strategic initiatives and partnerships independently of the President or without Board consent.

In the event that a Board member asserts that any other Board member is in violation of this Code of Conduct and Statement of Commitment, a special meeting of the Board shall be convened to evaluate the claim and determine what if any sanction is appropriate, including but not limited to a letter of reprimand or censure. Any sanction requires a minimum of six votes from voting members of the Board.

Adopted March 20, 2020

ELECTION OF OFFICERS

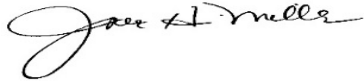
President Wilson introduced the next agenda item, the election of Board officers, which had been tabled at the Board meeting of January 31, 2020.

ACTION — Upon motion by Governor Gaffney and seconded by Governor O'Brien, the election of the Chair and Vice Chair of the Board of Governors was tabled. The motion carried.

ADJOURNMENT

There being no further business, the meeting adjourned at 12:07 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Julie H. Miller". The signature is written in a cursive style with a large initial "J".

Julie H. Miller
Secretary to the Board of Governors