

**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's 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 of the University, 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.

Submitted by: Marilyn Kelly, Chair, Bylaws Committee

- 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