

Section 2.03 Trustee Code of Conduct.

(a) General Statement. Trustees have crucial fiduciary responsibilities towards the University under these Bylaws (Article VIII, Section 8.07) as well as applicable law. Trustees of the University must conduct themselves in a manner that is in keeping with those responsibilities as well as the mission and values of the University. Trustees must adhere to the requirements outlined in these Bylaws, any standing orders, as well as applicable University policies and laws. Trustees agree that they are subject to sanction up to and including removal if they fail to adhere to this Code of Conduct in connection with their service as a Trustee. Emeriti Trustees must also adhere to the requirements outlined in this Code of Conduct.

(b) Professionalism. Trustees shall conduct themselves with professionalism, embodying respect and courtesy for others. Trustee activities shall be undertaken in good faith and always in the best interests of the University, upholding the University's reputation for integrity and excellence. Trustees shall exercise good judgment as a guide to acceptable conduct in the exercise of their duties and shall consult with appropriate Board leadership or staff in the event there are questions about the best course of action and conduct. Trustees shall act in a way that merits the continued trust and confidence of the University's students, alumni, community, faculty, staff, and other stakeholders.

(c) Meetings and Other Responsibilities. Trustees must prepare diligently, attend required meetings of the Board (as set forth in Section 2.04), and assigned committees, and participate constructively in all Board of Trustees meetings and related activities by reading the

agenda and supporting materials. Trustees shall speak openly, freely, and candidly within the Board, while being mindful that any public dissent from Board decisions must be done as trusted stewards of a public institution. Because a university is a free marketplace of competing ideas and opinions, its governance mandates open communication as well as principled, civil, and respectful debate. At the same time, Trustees must always protect and act in the best interest of the University, being cognizant that the tone and substance of their words whether in the board room or in public, including on social media platforms, reflect on the University that they are entrusted to serve and can adversely affect its wellbeing. While Trustees think independently and make informed individual decisions about what they feel is in the best interests of the University, they shall support majority decisions of the Board and work cooperatively with fellow Board members and the Administration to advance the University's goals. Negative or critical public statements about the Board, the University or its students, alumni, community, faculty, staff, and other stakeholders do not serve the University's interests and are inconsistent with a Trustee's fiduciary obligation to act always in the best interests of the University. Trustees shall extend goodwill to one another and to all members of the University community in board sessions and in public forums, including social media.

(d) Demonstrating and Promoting Ethical Conduct. Trustees must conduct themselves ethically, demonstrating honesty, integrity, fairness, respect and professionalism toward all matters and persons. Trustees shall undertake their duties in a manner consistent with a scrupulous regard for the highest standards of ethical conduct and personal integrity. No Trustee shall provide inaccurate, misleading, false, or fraudulent information with respect to the University or its finances or operations. No Trustee shall make bad faith allegations of wrongdoing, *e.g.*,

allegations that are knowingly false, capricious, maliciously motivated or made with reckless disregard for fact.

(e) **Confidentiality, Privacy and Access to Information.** Trustees shall respect University policies, including honoring the appropriate designated channels for making requests for information or communication. Trustees are entitled to information that is reasonably related to their duties as Trustees and shall be cognizant of the burden that their requests place on the Administration. The reasonableness of a Trustee's request for information is assessed in light of the Trustee's responsibilities as a member of the Board; anticipated Board actions/discussions; and/or the individual Trustee's duties as a member of a specific committee. The Board Chair and applicable committee chairs have authority to review the reasonableness of requests from individual Trustees for information or documents and may narrow or deny any request deemed to be beyond the reasonable scope of a Trustee's legitimate interest as a fiduciary of the university. The Chair of the Board serves as the final arbiter of disputes regarding Trustee requests for information or records. "Confidential information" includes nonpublic information concerning the University, including its finances, operations, and personnel, as well as nonpublic information about internal Board discussions and dynamics. The confidentiality of University information and data shall be maintained as a fundamental fiduciary responsibility of Trustees. The unauthorized release, use, access, or retention of confidential or proprietary information, regardless of intent, is strictly prohibited. All information furnished to Trustees may be used only for purposes consistent with such Trustee's fiduciary duties and responsibilities to the University. Other state and federal laws (including, for example, the Family Educational Rights and Privacy Act (FERPA) of 1974) as well as University policies establish privacy and confidentiality protections for data and

information that may be received by Trustees in the course of their service. Trustees shall respect and abide by all such laws and policies.

(f) Non-Discrimination/Harassment/Sexual Misconduct. All Trustees should familiarize themselves with the University's policy entitled [Discrimination and Harassment and Related Inappropriate Conduct \(AD 91\)](#). Any form of discrimination or harassment by a Trustee in the performance of their duties as a Trustee which violates federal, state, or local law, or the University policy is a violation of this Code of Conduct.

(g) Obeying the Law and Reporting Misconduct. All Trustees shall comply with and conduct themselves in accordance with the spirit and letter of all federal, state, and local laws and regulations, as well as University policies in their activities as Trustees. Consistent with the University's [Disclosure of Wrongful Conduct and Protection From Retaliation policy \(AD 67\)](#), Trustees are encouraged and expected to report in good faith any misconduct and/or illegal activity that might be conducted by other Trustees. The University will never retaliate against a Trustee for a good faith report of Wrongful Conduct (as defined in AD 67). Any Trustee who is found to have engaged in retaliation will be subject to disciplinary action, up to and including removal from membership on the Board of Trustees.

(h) Avoiding Conflicts of Interest and the Appearance Thereof. Trustees shall avoid situations involving conflicts of interest, as defined extensively in Article VIII, Section 801. Trustees shall diligently comply with the Board's conflict of interest policies and procedures as set forth in Article VIII of the Bylaws (*e.g.*, Sections 8.01-8.14), and any applicable University policies referenced therein.

(i) Enforcement. Failure to comply with this Code of Conduct is a serious breach and triggers the enforcement provisions reflected in Section 2.05 (Trustee Sanction or Removal).