

BOARD OF TRUSTEES: ROLES & RESPONSIBILITIES



Erin Hill Hart
Chief of Staff
BOT Retreat
7/18/19

TRUSTEES AS FIDUCIARIES

- Fiduciary—One who holds some asset(s) in trust for another and is charged to act beneficially on behalf of the other in managing that asset
- The Asset—The college/university you govern, including mission and identity, property, resources and educational product
- For Whom—Founders, sponsors, students, families, donors, alumni and the public

FIDUCIARY DUTIES

- Duty of care
 - > Act in good faith for best interests of the institution
 - > Act reasonably, competently, and prudently
- Duty of loyalty
 - > Put interest(s) of the institution above all else
 - > Avoid acting from self-interest; no self-dealing
 - > Conflict of loyalty
- Duty of obedience
 - > Obligation to advance mission
 - > Duty to act ethically and consistent with mission
- Serve a public purpose

CONSEQUENTIAL GOVERNANCE

- Focus on accountability
- Board structure should facilitate a focus on the things that matter
- Strategy over reports—future over past
- Board leads in advocacy for higher education value proposition
- Defend board independence—avoiding external influences

EFFECTIVE GOVERNING BOARDS

- Establish, disseminate, and keep current the institution's mission
- Select a chief executive to lead the institution
- Support and annually assess the performance of the chief executive, and establish and review the chief executive's compensation
- Monitor the progress of the strategic plan
- Ensure the institution's fiscal integrity, preserve and protect its assets for posterity, and engage directly in fundraising and philanthropy

GOVERNING BOARDS

- Ensure the educational quality of the institution
- Preserve and protect institutional autonomy and academic freedom
- In concert with senior administration, engage regularly with the institution's major constituents
- Conduct the board's business in an exemplary fashion and with appropriate transparency; ensure the currency of board governance policies and practices; and periodically assess the performance of the board, its committees, and its members

UNC CODE

- The Code and UNC Policy Manual provides guidance for Boards of Trustees in Chapter 100-The Code and Policies of the University, Chapter IV-Boards of Trustees-Section 400.

N.C. A&T BY-LAWS

- The Bylaws of the Board of Trustees of North Carolina Agricultural and Technical State University was revised and approved on April 28, 2017.

QUESTIONS?

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