

Sample outline of best practices  
for Board of Trustees governing document

- 1) Statement of Purpose
  - a) Establishment (statute reference)
  - b) Statement regarding management and control
  - c) Composition and Appointment of the Board
  - d) Term of Office
  - e) Compensation
  - f) Primary Functions and Powers
  
- 2) Membership
  - a) Eligibility for Membership
  - b) Oath
  - c) Officers and Election of Officers (timing of elections, terms, resignation and filling unexpired terms)
  - d) Chair of the Board
    - i) Duties (presiding officer and who presides in his/her absence, designated spokesperson for Board, signature authority for Board, duty to appoint liaison to Foundation, committees, and units)
    - ii) Voting rights)
  - e) Vice Chair of the Board
    - i) Duties (perform duties of chair in the event of absence, incapacity, or retirement until successor appointed)
  - f) Secretary of the Board
    - i) Duties (sign minutes and resolutions, proclamations, legal and financial documents approved by the Board that require a signature of the Secretary of the Board of Trustees)
  - g) "Trustee Emeritus" status
  
- 3) Committees (Board shall perform its work as a "committee of the whole" unless special committees are created for special assignments.)
  
- 4) Personnel
  - a) President (serves as Chief Executive Officer of university, shall be appointed by the Board of Trustees, reports directly to the Board)
  - b) [Executive] Secretary to the Board
    - i) Appointment by President with concurrence of Board
    - ii) Duties
      - (1) Publish policies adopted by Board and maintain copy of the university's policies
      - (2) Attend and keep record of meetings
      - (3) Serve as custodian of records of Board, documentary files and bonds
      - (4) Arrange for schedule of annual meetings in consultation with Chair and arrange for special meetings
      - (5) Issue notices and call of all meetings when authorized by the Chair

- (6) Prepare meeting agenda and schedule at the direction of the Chair
  - (7) Handle Board liaison, Board communications, Board arrangements for travel and site visits and initiate reimbursement procedures for expenses incurred by each Trustee on official business
  - c) Assistant [Executive] Secretary to the Board
    - i) Appointment by President with concurrence of Board
      - (1) Duties-in the absence or on the delegation of the Executive Secretary to the Board, or at the direction of the Chair of the Board, perform the duties of the Executive Secretary to the Board
- 5) Meetings
- a) Regular meeting definition
  - b) Special meeting definition
  - c) Meeting frequency
  - d) Attendance
  - e) Quorum
  - f) Remote Participation and Proxy Voting
  - g) Order of Business
  - h) Place of meeting
  - i) Minutes
  - j) Arkansas Freedom of Information Act
    - i) Open Meeting Requirement
    - ii) Executive Session
  - k) Agenda (who prepares/approves, timing/method of distribution/circulation, submission of agenda items restriction of business to items listed unless by unanimous consent)
  - l) Rules of Order (e.g. Robert's Rules of Order)
  - m) Requests to address the Board of Trustees
- 6) Indemnification (by the university of the current and former trustees by the university regarding actions taken in course of scope of official duties)
- 7) Policies (adoptions of statements of the official position of the university, establish functions, guide operations, or define practices; compilation and publication of policies; archiving of policies)
- 8) Amendment or Repeal of Bylaws
- 9) Conflicts of Interest
- 10) Standards of Conduct for Board Members
- 11) Disclosure (Statement of Financial Interest to Arkansas Secretary of State; "Conflict of Interest Disclosure Form" to Executive Secretary to the Board)
- 12) Prohibited Activities
- a) Use of position to secure special privileges or exemptions for himself, herself or others
  - b) Disclosure of confidential information acquired in the course of Board Member's official duties
  - c) Disclosures of discussions and deliberations of the Board conducted in executive session
  - d) Use of such information to future personal interest
  - e) "Except as otherwise provided by law or policy of the Board, a trustee shall not engage in any public or professional activity while serving as a trustee which the trustee might reasonably

expect would require or induce the trustee to disclose any information acquired by the trustee by reason of the trustee's official position which is declared by law or regulation to be confidential. A trustee shall not disclose any such information gained by reason of his or her position, nor shall the trustee otherwise use such information for his or her personal gain or benefit."

- f) [Acceptance of a gift, payment, entertainment, advance services, or anything of value as a public servant as prohibited by the Arkansas Ethics Commission Rules on Gifts.]

13) "Principles of Service

Recognizing the significance of serving on the Board of Trustees, each Trustee shall adhere to the following principles:

- a) That no individual Trustee shall purport to act on behalf of the Board as a whole without express authority given by the Board to do so. Only the full Board as a corporate body is vested with such authority, though the Board Chair ordinarily is entitled to "speak for" the Board, the President is entitled to "speak for" the University, and the Chancellors are entitled to "speak for" their campuses consistent with Board policies and actions.
- b) That each Trustee shall avoid direct intervention in academic, financial, student, athletic, or administrative affairs of any of the campuses in the System.
- c) That each Trustee address matters of university administration or of executive action only through the President.
- d) That each Trustee devote time to learn how the University's mission and multiple purposes are meeting its uniqueness, strengths, and needs.
- e) That each Trustee become familiar with, committed to, and abide by the Board's responsibilities and policies as set forth in the Bylaws and rules and regulations adopted by the Board of Trustees and the laws of the State of Arkansas.
- f) That each Trustee accept and defend the principles of academic freedom and the practice of shared governance as fundamental characteristics of good university administration.
- g) That each Trustee assist the Board as a whole in its efforts to balance its responsibilities in serving its broad public trust with advocacy for the University's needs to fulfill its mission and purposes.
- h) That each Trustee adhere to and comply with rules, regulations, laws, or policies pertaining to governance, ethics, and conflict of interest, including timely filing of all required public disclosures.
- i) That each Trustee notify the campus executive as a matter of professional courtesy when a Trustee visits that campus."

Sample outline for  
Board of Trustees governing document

- 1) Statement of Purpose
  - a) Establishment [Example: ASU Bylaws; U of A 100.2] (Henderson State University was created by statute, A.C.A. § 6-66-101.)
  - b) Statement regarding management and control [Example: ASU Bylaws; U of A 100.4 Chapter II 1.1]
  - c) Composition and Appointment of the Board [Example: ASU Bylaws; U of A 100.4 Chapter II 2.; UCA 200]
  - d) Term of Office [Example: ASU Bylaws; U of A 100.4 Chapter II 2.]
  - e) Compensation [Example: ASU Bylaws]
  - f) Primary Functions [Example: ASU Bylaws; ; UCA 200]
  - g) "Trustee Emeritus" status [Example: ASU Bylaws; [U of A 100.8]
  
- 2) Membership
  - a) Officers and Election of Officers (timing of elections, terms and filling unexpired terms) [Example: ASU Bylaws; U of A 100.4 Chapter II 3.; UCA 200]
  - b) Chair of the Board
    - i) Duties (presiding officer and who presides in his/her absence, designated spokesperson for Board, signature authority for Board, duty to appoint liaison to Foundation, committees, and units) [Example: ASU Bylaws; U of A 100.4 Chapter II 3.1; UCA 200]
    - ii) Voting rights [Example: ASU Bylaws]
  - c) Vice Chair of the Board
    - i) Duties (perform duties of chair in the event of absence, incapacity, or retirement until successor appointed) [Example: ASU Bylaws; U of A 100.4 Chapter II 3.2; ; UCA 200]
  - d) Secretary of the Board
    - i) Duties (sign minutes and resolutions, proclamations, legal and financial documents approved by the Board that require a signature of the Secretary of the Board of Trustees) [Example: ASU Bylaws; U of A 100.4 Chapter II 3.3; UCA 200]
  
- 3) Committees (Board shall establish committees from its membership [U of A 100.4 Chapter II 4.]); (Board shall perform its work as a "committee of the whole" unless special committees are created for special assignments [UCA 200])
  - a) Standing committees of the Board:
    - i) Academic and Student Affairs [U of A 100.4 Chapter II 4.1]
    - ii) Buildings and Grounds [U of A 100.4 Chapter II 4.2]
    - iii) Audit and Fiscal Responsibility [U of A 100.4 Chapter II 4.3]
    - iv) Athletics [U of A 100.4 Chapter II 4.5]
    - v) Distance Education and Technology [U of A 100.4 Chapter II 4.8]
  
- 4) Personnel
  - a) President (serves as Chief Executive Officer of university, shall be appointed by the Board of Trustees, reports directly to the Board) [Example: ASU Bylaws]

- b) Executive Secretary to the Board
    - i) Appointment by President with concurrence of Board [Example: ASU Bylaws]
    - ii) Duties
      - (1) Publish policies adopted by Board and maintain copy of the university's policies [Example: ASU Bylaws]
      - (2) Attend and keep record of meetings [Example: ASU Bylaws]
      - (3) Serve as custodian of records of Board, documentary files and bonds [Example: ASU Bylaws]
      - (4) Arrange for schedule of annual meetings in consultation with Chair and arrange for special meetings [Example: ASU Bylaws]
      - (5) Issue notices and call of all meetings when authorized by the Chair [Example: ASU Bylaws]
      - (6) Prepare meeting agenda and schedule at the direction of the Chair [Example: ASU Bylaws]
      - (7) Handle Board liaison, Board communications, Board arrangements for travel and site visits and initiate reimbursement procedures for expenses incurred by each Trustee on official business [Example: ASU Bylaws]
  - c) Assistant Executive Secretary to the Board
    - i) Appointment by President with concurrence of Board [Example: ASU Bylaws]
    - (1) Duties-in the absence or on the delegation of the Executive Secretary to the Board, or at the direction of the Chair of the Board, perform the duties of the Executive Secretary to the Board [Example: ASU Bylaws]
- 5) Meetings (see HSU's statute, A.C.A. § 6-66-101(g)(1))
- a) Regular meeting definition [Example: ASU Bylaws; UCA 200]
  - b) Special meeting definition [Example: ASU Bylaws; UCA 200]
  - c) Meeting frequency [U of A 100.4 Chapter II 5. ; UCA 200]
  - d) Attendance [Example: ASU Bylaws]
  - e) Quorum [Example: ASU Bylaws; [U of A 100.4 Chapter II 5. (4) ; UCA 200]
  - f) Order of Business [UCA 200]
  - g) Place of meeting [Example: ASU Bylaws]
  - h) Minutes [Example: ASU Bylaws; UCA 200]
  - i) Arkansas Freedom of Information Act Open Meeting Requirement/Executive Session [Example: ASU Bylaws; [U of A 100.4 Chapter II 5. (5)]]
  - j) Agenda (who prepares/approves, timing/method of distribution/circulation, submission of agenda items restriction of business to items listed unless by unanimous consent) [Example: ASU Bylaws; [U of A 100.4 Chapter II 5. (3) and (7) ; UCA 200]
  - k) Rules of Order (e.g. Robert's Rules of Order) [Example: ASU Bylaws]
  - l) Requests to address the Board of Trustees [Example: UCA]
- 6) Indemnification (by the university of the current and former trustees by the university regarding actions taken in course of scope of official duties) [Example: ASU Bylaws]

- 7) Policies (adoptions of statements of the official position of the university, establish functions, guide operations, or define practices; compilation and publication of policies; archiving of policies) [Example: ASU Bylaws]
- 8) Amendment or Repeal of Bylaws [Example: ASU Bylaws; UCA 200]
- 9) Conflicts of Interest [Example: ASU Standards of Conduct; Note: U of A @ 100.9 III. and UCA @ 201 have more extensive policies. U of A's includes a process for consideration and ratification of a disclosed conflict.]
- 10) Standards of Conduct for Board Members [Example: ASU Standards of Conduct; U of A 100.9; UCA 201]
- 11) Disclosure (Statement of Financial Interest to Arkansas Secretary of State; "Conflict of Interest Disclosure Form" to Executive Secretary to the Board) [Example: ASU Standards of Conduct; U of A 100.9 IV.]
- 12) Prohibited Activities
  - a) Use of position to secure special privileges or exemptions for himself, herself or others [Example: ASU Standards of Conduct; Note: U of A 100.9 V. A. and UCA 200 have more specific language]
  - b) Disclosure of confidential information acquired in the course of Board Member's official duties [Example: ASU Standards of Conduct]
  - c) Disclosures of discussions and deliberations of the Board conducted in executive session [Example: ASU Standards of Conduct]
  - d) Use of such information to future personal interest [Example: ASU Standards of Conduct]
  - e) "Except as otherwise provided by law or policy of the Board, a trustee shall not engage in any public or professional activity while serving as a trustee which the trustee might reasonably expect would require or induce the trustee to disclose any information acquired by the trustee by reason of the trustee's official position which is declared by law or regulation to be confidential. A trustee shall not disclose any such information gained by reason of his or her position, nor shall the trustee otherwise use such information for his or her personal gain or benefit." [U of A 100.9 V. V. and UCA 201]
  - f) [Acceptance of a gift, payment, entertainment, advance services, or anything of value as a public servant as prohibited by the Arkansas Ethics Commission Rules on Gifts.]
- 13) "Principles of Service  
Recognizing the significance of serving on the Board of Trustees, each Trustee shall adhere to the following principles:
  - a) That no individual Trustee shall purport to act on behalf of the Board as a whole without express authority given by the Board to do so. Only the full Board as a corporate body is vested with such authority, though the Board Chair ordinarily is entitled to "speak for" the Board, the President is entitled to "speak for" the University, and the ~~Chancellors are~~ President is entitled to "speak for" their ~~campuses~~ University consistent with Board policies and actions.
  - b) That each Trustee shall avoid direct intervention in academic, financial, student, athletic, or administrative affairs of any of the campuses in the System.
  - c) That each Trustee address matters of university administration or of executive action only through the President.

- d) That each Trustee devote time to learn how the University's mission and multiple purposes are meeting its uniqueness, strengths, and needs.
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- h) That each Trustee adhere to and comply with rules, regulations, laws, or policies pertaining to governance, ethics, and conflict of interest, including timely filing of all required public disclosures.
- i) That each Trustee notify the campus executive as a matter of professional courtesy when a Trustee visits that campus." [ASU Principles of Service]

Samples of provisions related to setting the agenda for a Board of Trustees meeting  
from Arkansas institutions

1. University of Arkansas

100.4 Rules and Regulations of the Board of Trustees of the University of Arkansas for the Governance and Administration of the University of Arkansas, Chapter II Section 5.:

“5. Meetings

(3) An agenda will be prepared by the President, after consultation with the Board Chairman, and mailed to the members one week in advance of regular meetings. All Board members may submit agenda items to the Chairman prior to a scheduled meeting.

...

(7) Agenda for meetings of committees of the Board normally shall be circulated to all members of the Board one week in advance of committee meetings.”

2. Arkansas State University

Bylaws of the Board of Trustees, Article III 8.:

“The Board shall provide for the preparation and advance distribution to Board members of the agenda for all meetings. The Board Chair shall approve, in advance of distribution, the agendas for all Board meetings as defined in V.2. No business other than that on the agenda shall be transacted except by unanimous consent of the members present.”

2. University of Central Arkansas

Board Policy 200:

“Board Agenda

An agenda for each regular meeting of the board shall be prepared by the president and submitted to the Board of Trustees.”