

CHAPTER 3

BOARD OF GOVERNORS

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3.010. Statutory References. Sections 174.610 and 174.620 of the statutes provide for the selection and appointment of a board of governors consisting of ten members, with seven voting members and three nonvoting members. Section 174.630 provides that the Board of Governors "shall organize in the manner provided by law for the board of curators of the State University of Missouri" and that the "powers, duties, authority, responsibilities, privileges, immunities, liabilities and compensation of the board of governors" shall be the same as those prescribed by statute for the board of curators, "except that the Truman State University shall be operated only as an institution of liberal arts and sciences."

Section 172.100 provides that the board of curators is to prescribe its own government and that:

The curators shall have power to make such bylaws or ordinances, rules and regulations as they may judge most expedient for the accomplishment of the trust reposed in them, and for the government of their officers and employees, and to secure their accountability, and to delegate so much of their authority as they may deem necessary to such officers and employees or to committees appointed by the board.

The members of the Board of Governors are appointed by the Governor of Missouri and serve for the periods prescribed in Sections 174.610 and 174.620.

Source: Chapters 172 and 174, Revised Statutes of Missouri

3.020. Role of Board Members. The Board is the highest policy making body of the University, and the direction and control of the University is entrusted to it by the people of the state. The individual board member is, therefore, a citizen representing citizens. The Board, when acting as a whole, is the

governing authority for the institution. However, an individual board member is in authority only when the Board is in session or when he or she is performing a service or function authorized by the Board. The Chair of the Board serves as spokesperson for the Board.

Source: Resolution of the Board dated October 24, 1969

1987 Compilation: Article 1

3.030. Relationship of Board and President. The relationship of the Board of Governors and the President of the University is mutually cooperative and supportive as suggested by guidelines of the Association of Governing Boards of Universities and Colleges. The Board reflects its will in the formation of University policy and plans rather than engaging in administration. The Board strives to relate to members of the University community in a manner which maintains rather than erodes the authority of the President of the University. The same responsibility rests with the President of the University in support of Board policy.

The Board of Governors generally conducts an annual review of the President's performance based on various evaluation tools as determined by the Board. The purpose of the review is to allow the Board to monitor the President's progress on previously established goals, to propose goals and priorities for the coming year, and to address any significant new issues or concerns which have arisen since the last review, and to make an informed decision concerning any subsequent employment contract with the President. The Board of Governors, either directly or through delegation to a subcommittee of the Board, will prepare a written procedure for implementation of this policy. Such procedure is subject to review and revision by the Board or its subcommittee as needed.

Source: Resolution of the Board dated September 12, 1992
Resolution of the Board dated December 1, 2007
Resolution of the Board dated February 6, 2010

3.040. Meetings of the Board. The Board of Governors generally holds five regular meetings in each fiscal year with the meetings being held in the months of September, October, December, February, and April. The annual meeting for the election of officers is the regular meeting in December. Additional planning meetings or retreats are also held. The dates for such meetings are tentatively scheduled by the Board a year in advance, and the actual times and places of the meetings are scheduled by the Board approximately three months in advance. The times and places of regular meetings are subject to change by the Board in accordance with the Bylaws. Special meetings also may be called as provided in the Bylaws.

Source: Article II, Bylaws of the Board
Resolution of the Board dated December 1, 2007

3.050 Open Meetings Law. It is recognized that meetings of the Board of Governors, and meetings of the committees of the Board, are covered by the Open Meetings Law, and the General Counsel has the responsibility to provide assistance to the members of the Board in their compliance with the law. The General Counsel also provides legal defense for any officer or employee charged with a violation of the law.

Source: Sections 610.010 through 610.030, Revised Statutes of Missouri

Cross-reference: Section 17.030 of the Code

3.060 Conflict of Interest

1. Purpose

Members of the Board of Governors of Truman State University (hereafter “Board”) serve the public trust and are expected to exercise their duties and responsibilities solely in the interest of the public, the University and the Board and not in the member’s own personal or financial interest.

2. Policy

- a) The Constitution of Missouri, Article VII, Section 6 and Missouri Revised Statutes Sections 105.452 and 105.454 apply to the governing boards of higher education institutions. These sections should be reviewed by members of the Board.
- b) No member of the Board shall vote on, attempt to influence the vote of other members of the Board or attempt to influence the decision of the University with regard to any matter under consideration by the Board or by the University in which the action will result in a material financial gain or personal gain for the Board member or his immediate family.
- c) No member of the Board shall act or refrain from acting, in connection with his or her duties and responsibilities as a member of the Board, by reason of the payment, offer to pay, promise to pay, or receipt of anything of actual pecuniary value by the Board member or his immediate family.
- d) No member of the Board shall use in any manner whatsoever or disclose to others confidential information obtained in connection with his or her duties and responsibilities as a member of the Board with intent to result in material financial gain or personal gain for the Board member or his immediate family.
- e) The Board requires each member annually:
 - i. to review this policy
 - ii. to review the referenced constitutional and statutory references; and
 - iii. to disclose any possible personal, familial or business relationships that reasonably could give rise to a conflict involving the University.

3. Definitions

- a) Business relationship – serving as an officer, director, employee, partner or trustee, or owning more than ten percent of the outstanding stock or interest in a business entity.
- b) Conflict of Interest – Any situation in which a Board member’s judgment or conduct in the performance of the member’s official duties for the University would be influenced by the Board member’s familial, personal, or business relationship with a third party, or

any situation that would be deemed a conflict of interest under the laws of the United States or the laws of the State of Missouri. A familial relationship that is not within the fourth degree of consanguinity or affinity will not be considered the basis of a conflict of interest.

- c) Immediate family – Your spouse and the children, parents and siblings of you or your spouse.

4. Procedure

- a) i. If a member of the Board reasonably believes that he or she or another Board member has a conflict of interest, a potential conflict of interest or reasonably believes that the general public might perceive that a conflict of interest exists with regard to any matter that is under consideration by the Board, he or she shall report such conflict of interest, potential conflict of interest or perceived conflict of interest to the Chair of the Board at the earliest opportunity and, if possible, prior to any discussion, deliberation or vote by the Board on that matter.
- ii. Unless the member of the Board voluntarily agrees to abstain from all such discussions and voting on the matter, the Chair of the Board shall determine whether an actual or perceived conflict of interest existing and, if so, shall request that such member of the Board refrain from all such discussions and voting on the matter. If requested by the Chair of the Board, the member shall be absent from all discussions, recommendations, determinations, decisions and voting on the matter.
- iii. If the Chair of the Board is the Board member whose financial or personal interest is at issue, the Vice-Chair of the Board shall determine whether an actual or perceived conflict of interest exists and, if so, shall request that the Chair of the Board refrain from all such discussions and voting on the matter and determine whether the Chair should be absent during discussions, recommendations, determinations, decisions and voting on the matter.

- iv. In all cases the Board is the final authority on conflict of interest issues. Any Board member who has been requested by either the Chair of the Board or the Vice Chair of the Board to reclude himself or herself from discussions, recommendations, determinations, decisions and voting on a matter has the right to appeal this decision to the Board as a whole. In such a case, all Board members shall vote on the issue and a majority of the board shall be the final arbiter of whether said Board member shall abstain. The Board member whose financial or personal interest is the subject of any vote shall not be eligible to vote thereon.
- b) Each member of the Board shall complete and shall submit annually to the Secretary of the Board on or before February 1 of each year, the "Truman State University Conflict of Interest Disclosure Form," for the purpose of disclosing to the Board and to the public the Board member's financial interests. Each member of the Board shall file with the Secretary of the Board a copy of the required filing which they make with the State of Missouri Ethics Commission entitled "Personal Financial Disclosure Statement."

c) Truman State University
Conflict of Interest Disclosure Form

Time period covered: January 1, _____ to December 31, _____

Name: _____

Name(s) of any business in which you or your spouse are associated and nature of business

Signature

Date

3.070. Honorary Degrees

1. Purpose. The Board of Governors may grant honorary degrees to recognize individuals for outstanding achievement in a field and demonstrated commitment to Truman State University's mission and values.
2. Selection Process.
 - a. Any member of the University community may nominate individuals for consideration of an honorary degree. To receive full consideration for the upcoming academic year, all nominations must be made formally through the President's Office by March 1.
 - b. The President screens and prepares a list of nominees for Board consideration.
 - c. An Honorary Degrees Committee established by the Board and chaired by a Board member will receive that list of nominees at the April Board meeting.
 - d. The Committee may recommend to the Board at the August Board meeting those individuals it believes deserving of an honorary degree. The Committee may also consider individuals *sua sponte* without the formality of steps a., b. and c., above.
 - e. The Board of Governors makes the final decision on the awarding of honorary degrees.
3. Honorary Degree Committee. Composition of the Committee is as follows:
 - a. a Board of Governors member, selected by the Chair of the Board, will serve as Chair of the Honorary Degrees committee;
 - b. three additional Board members, including the Student Representative on the Board, selected by the Chair of the Board;
 - c. two at-large faculty members, selected by the Faculty Senate;
 - d. an at-large student, selected by the Student Government;
 - e. the Executive Vice President for Academic Affairs and Provost; and
 - f. the Faculty Senate President, *ex officio*.

Source: Resolutions of the Board dated February 6, 2010, April 12, 2014 and October 10, 2014