REGENTS POLICY GUIDE

NEW MEXICO HIGHLANDS UNIVERSITY

Adopted November 19, 1999

Section VIII Amended January 12, 2007

Updated April 28, 2017

Section III Amended October 22, 2021

Table of Contents

Section Page

Foreword 4

Regent Authority 5
Constitutional 5
Statutory 5

Statement on Governance 7
Final Authority 7

Board Organization 8
Ex-Officio members 8
Board Committees 8

Equal Employment Opportunity 9

Institutional Mission Statement 10

Governing Rights and Responsibilities 11
First Amendment Rights 11
Academic Freedom 11
Fourth Amendment Rights 11
Rights and Collateral Responsibilities 12
Security of the Campus 12
Communication 12
Faculty Responsibilities 12
Partisan Politics 12
The Law on Campus 13
Individual Accountability 13
Disciplinary Action 13
Parallel Effect. 13

Code of Conduct Governing Regents 15

Board Meetings 16

Administration 19
The University President. 19
Office of the President 19
Relationship Between Regents and President 19
Obligations Between the President and the Board 19
Duties and Functions of the President 20
Executive Control During Presidential Absence 21
Emergency Powers. 21

Vice President for Academic Affairs 22
Office of Academic Affairs 22
Duties and Functions. 22
Graduate Affairs. 23
Faculty Governance 23

Other Governance Documents 25

Appendum I: AGB Statement on Governance 26

REGENTS POLICY GUIDE
Foreword

This policy guide is a statement of governance of the Board of Regents in carrying out its constitutional and statutory responsibility with respect to New Mexico Highlands University.

The Board intends that this manual strengthen the relationship and cooperation between the Regents and other University groups by clarifying not only its own authority and responsibilities but also those of the administration, faculty, staff, and student body of the University through the Regents approval of handbooks for those segments of the University.

This guide will serve as a source of information for all concerned with the basic policies followed by the Board of Regents in exercising its authority and discharging its responsibilities for the purpose of fulfilling the mission of the University.

University administrators, faculty, staff and students have contributed to the development of this policy guide and must have convenient access to it. The guide must also be available to the State Commission on Higher Education, State administrative agencies, the State Legislature, and the general public.

This Regents Policy Guide, as adopted and as amended from time to time, is the basic document governing the University community.

SECTION I
REGENT AUTHORITY

Constitutional

Article XII, Sections 11 and 13 of the New Mexico Constitution confirm New Mexico Highlands University as a state educational institution and establish that the governance of the University shall be the responsibility of its five (5) member Board of Regents as provided for by the New Mexico Legislature.

Regents after nomination by the Governor and confirmation by the Senate may not be removed from office except for incompetence, neglect of duty or malfeasance in office after trial by the Supreme Court.

Statutory

Section 21-3-4 N.M.S.A. provides that New Mexico Highlands University shall be "controlled and managed" by its Board of Regents and that the board shall constitute a body politic and corporate, and shall have power to sue and be sued, to contract and be contracted with, and the title to all property belonging to the University shall be vested in the board and its successors.

Section 21-3-7 N.M.S.A. provides that the Board of Regents of New Mexico Highlands University "shall have full and complete power and control" over the University and shall employ a President who shall have the "supervision and control" of the University under such rules and regulations as may be provided by the Board of Regents. Section 21-3-7 N.M.S.A. also provides that the Board of Regents shall determine and provide as to what branches of learning shall be taught in the University and the classification and order of the same, and shall also direct the number of teachers (faculty) that shall be employed and shall determine that compensation to be paid to the President and teachers (faculty). The board shall also prescribe upon what terms and conditions pupils (students) shall be admitted to the University.

The New Mexico legislature has from time to time delegated to the Board of Regents other authority set forth in statute such as the right of eminent domain, the right to borrow money, the right to issue bonds and revenue bonds, the right to dispose of property, etc. While not intended to be exhaustive, the following is a list of statutory provisions further identifying the authority and responsibilities of the Board of Regents.

21-3-11	Acquisition of land for New Mexico Highlands University.
21-3-12	Right of eminent domain by New Mexico Highlands University regents unaffected.
21-3-13	Borrowing by New Mexico Highlands for building, land acquisition or bond retirement purposes.
21-3-14	Resolution of New Mexico Highlands University regents.
21-3-15	Bonds; form; conditions.
21-3-16	Sale of New Mexico Highlands University bonds; purchase by state treasurer; acceptance by public officials.
21-3-17	Disposition of proceeds of New Mexico Highlands University bonds; building and improvement fund; interest and retirement fund; disbursement; sale expenses.
21-3-18	Creation of interest and retirement fund by New Mexico Highlands University regents; deposits.
21-3-19	Protection of interest and retirement fund of New Mexico Highlands University.
21-3-20	Income of permanent land funds of New Mexico Highlands University pledged.
21-3-21	Interest payments for New Mexico Highlands University bonds. Payments
21-3-22	to New Mexico Highlands University interest and retirement fund by state treasurer.
21-3-23	Series of New Mexico Highlands University bonds; restrictions.
21-3-24	Tax exemption of New Mexico Highlands University bonds.
21-3-25	Restrictions on use of New Mexico Highlands University bond proceeds.

21-3-26	State board of finance approval of New Mexico Highlands University bonds.
21-3-27	Lien of New Mexico Highlands University bonds.
21-3-28	Refunding bonds issued by New Mexico Highlands University.
21-1-2	Matriculation and tuition fees.
21-1-3	Resident students
21-1A-1	et. seq. university endowments
21-1B-1	et. seq. articulation agreements

SECTION II

STATEMENT OF GOVERNANCE

The Board of Regents adopts as a non binding guiding principle the AGB Statement of Institutional Governance dated January 22, 2010 as amended by the Regents. The AGB Statement of Institutional Governance is Addendum I to this policy manual.

FINAL AUTHORITY

In carrying out its responsibilities, the Board of Regents may delegate limited powers to its University President and individuals and groups within the University as far as institutional operations are concerned, but such delegation of authority does not relieve the Board of its ultimate responsibility for the entire institution. The Regents are the final institutional authority for New Mexico Highlands University and reserve to themselves the right to consider and determine, if in the exercise of sound discretion it is deemed necessary, any matter relating to the University.

SECTION III

BOARD ORGANIZATION

Section 21-3-5 N.M.S.A. provides that the Board of Regents shall elect annually one of its members as President (chair), another member as vice chair, and another member as secretary/treasurer and that these officers shall hold their offices until their successors shall be elected.

Section 21-3-6 N.M.S.A. provides that the Board of Regents shall meet at least four (4) times a year, that special meetings may be called by the Board's President (chair) and that three members of the board shall constitute a quorum for the transaction of business.

The transaction of business shall be in conformance with the New Mexico Open Meetings Act, Section 10-15-1 et. seq. N.M.S.A.

Section 21-3-8 N.M.S.A. provides that the President (chair) of the Board of Regents shall preside at all meetings of the board and that in his/her absence the board members shall elect a President pro tem (vice chair), and that the Secretary of the Board shall have charge of the records, books and papers belonging to the Board, and shall keep a record of the proceedings of the Board and shall issue and attest all orders directed by the Board for the payment of money. Section 21-3-8 N.M.S.A. also provides that the Secretary, as Treasurer shall have the care and custody of all moneys belonging to the University and he/she shall pay out the same only upon orders drawn upon him/her by direction of the Board of Regents and signed by the President (chair) thereof; and at each regular meeting of the Board the Treasurer shall submit to the same a statement showing a full account of the condition of financial affairs of the University.

Ex-Officio Members

The Governor of the State of New Mexico and the Superintendent of Public Instruction are ex-officio members of the Board of Regents.

Board Committees

Board Committees

1.1 PURPOSE

This section outlines the structure, roles and responsibilities, and operations of the New Mexico Highlands University ("NMHU" or the "University") Board of Regents' ("Board") committees.

1.2 COMMITTEE ROLES AND RESPONSIBILITIES

The Board's committees have the following roles and responsibilities:

- To provide the Board with in-depth understanding of the operations, strengths, challenges, and objectives of various units and departments of the University and to

expedite Board discussion and actions to improve outcomes;

- To move forward at Board meetings, as appropriate and in consultation with the Chair of the Board ("Board Chair"), items for Board consideration and/or action;
- To focus on the strategic issues of greatest consequence to NMHU consistent with the current Strategic Plan adopted by the Board; and
- To comply with any and all specific duties and responsibilities set forth herein and as assigned to them by the Board Chair.
- To refrain from actions which interfere with the President's day-to-day administration and operations of the University.

1.3 STANDING BOARD COMMITTEES

The following are the Standing Committees of the Board

1.3.1 Academic Affairs Committee.

a. The Academic Affairs Committee focuses on governance of academic programs, degrees, and other academic matters, and leads the Board's oversight of educational performance.

b. The Academic Affairs Committee: reviews NMHU programs to determine how they fulfill the educational goals and the Strategic Plan adopted by the Board; reviews proposed academic programs; and guides the Board in determining which programs will fulfill the University's goals.

c. The Academic Affairs Committee assists the Board in focusing on measures to determine the effectiveness of courses and programs offered by NMHU.

d. The Academic Affairs Committee reviews and approves proposals for new policies and revisions to existing policies and advises the Board with regard to such proposals.

1.3.2 Budget, Finance & Audit Committee

a. The Budget, Finance & Audit Committee focuses on governance of the fiscal operations of the University, including compilation of the annual budget, required reporting, human resources, purchasing, government relations, and all other financial and administrative affairs of the University.

b. Attend and participate in the annual audit of the University.

c. The Budget, Finance & Audit Committee reviews and approves proposals for new policies and revisions to existing policies and advises the Board with regard to such proposals.

1.3.3 Strategic Enrollment Management/Donor Engagement Committee

a. The Strategic Enrollment Management Committee focuses on the governance, recruitment, retention, financial aid, international education, and the Native American Center, donor engagement, and all strategic enrollment matters.

b. The Strategic Enrollment Management Committee reviews and approves proposals for new policies and revisions to existing policies and advises the Board with regard to such proposals.

1.3.4 Student Affairs Committee

a. The Student Affairs Committee focuses on the governance of campus and student life, housing, recreation, student clubs and organizations, and all other student affairs matters.

b. The Student Affairs Committee reviews and approves proposals for new policies and revisions to existing policies and advises the Board with regard to such proposals.

1.3.5 Athletics Committee

a. The Athletics Committee focuses on governance of NCAA Division II athletics programs at NMHU, and all other athletic matters.

b. The Athletics Committee reviews and approves proposals for new policies and revisions to existing policies and advises the Board with regard to such proposals.

1.4 Meeting Procedures of Standing Committees

1.4.1 Meetings.

a. Standing committees meet as often as the chair of the committee ("Committee Chair") deems it necessary for the committee to fulfill its duties and responsibilities and are expected to meet at least once prior to each regular meeting of the Board.

b. The Committee Chair may elect not to call a meeting if he/she determines there is no need for such a meeting.

c. Board members may request that a particular committee meet; however, all committee meetings are scheduled only by the Committee Chair.

d. A quorum of the committee must be in attendance in order to conduct business. A quorum consists of a majority of the committee members.

1.4.2 Agendas & Minutes, Committee Chairs, with the assistance of University administrative staff or a staff liaison, are expected to prepare agendas focused on current and anticipated initiatives, issues, and information relevant to Board discussion and/or action items. Committee Chairs are also expected to conduct committee meetings according to the prepared agenda. Minutes should be kept showing who was present/absent, the agenda, topics discussed and any recommendations.

1.4.3 Open Meetings Act. No more than two (2) Board members may attend any committee meeting unless the meeting is noticed in compliance with the New Mexico Open Meetings Act.

1.4.4 Voting. No votes will be taken during committee meetings; however, discussion items and action items may be identified during committee meetings, and the Committee Chair may request that the Board Chair place such an item on the agenda of an upcoming Board meeting.

1.4.5 Decorum. All members and attendees are required to conduct themselves in a civil and professional manner, maintaining proper decorum, and shall not malign any University operation, department, unit or employee. The needs and best interests of the University must be placed above any personal ideological considerations.

1.5 Membership of Standing Committees

1.5.1 Chairs and Members. The Board Chair shall appoint the chairs of the Standing Committees. The chairs of the Standing Committees will appoint the other members, which shall include no more than one Regent. The Board Chair, upon the recommendation of the President, will appoint at least one person from the NMHU Administration or Staff to each of the Standing Committees to act as a liaison to provide information and assistance to the Standing Committee. The chair of the Standing Committee, upon the concurrence of the Board Chair, may invite members of the campus community and community at large to attend meetings of the Standing Committee or to serve as ad hoc members of the Standing Committee.

1.5.2 Notice to Board Chair. The chair of the Standing Committee shall notify the Board Chair of all meetings of the Standing Committee to which members of the campus community and/or the community at large will be invited.

2.0 Ad Hoc Committees

From time to time, ad hoc committees may be created and designed to complete a specific task, serve a defined purpose, or otherwise support the work of the Board.

2.1 Creation and Dissolution. Ad hoc committees are created and dissolved by the Board Chair at the Board Chair's discretion. However, any Regent may propose the creation of an ad hoc committee.

2.2 Notice. The Board Chair shall notify the Board of the creation of an ad hoc committee prior to an initial meeting of such a committee, as well as of the final meeting of such a committee.

2.3 Purpose. The Board shall provide, in writing, the purpose, scope, and duties of ad hoc committees.

2.4 Membership. The Board Chair shall name the chair and members of ad hoc committees, including any NMHU staff or faculty members.

SECTION IV

EQUAL EMPLOYMENT OPPORTUNITY

The Board of Regents of New Mexico Highlands University hereby affirms its commitment to equal employment opportunity principles. The Regents explicitly advocate the full and effective utilization of qualified persons regardless of race, religion, gender, national origin, age, handicap, or military involvement, except where handicap is a bona fide occupational qualification.

The University has a perpetual obligation to find, employ, and develop the best individuals for its requirements. The interests of the institutional demand such efforts, not only because it is legally correct and morally sound, but because the selection of individuals on the basis of relevant qualifications provides the University with a capable, exemplary, and professional staff.

SECTION V

INSTITUTIONAL MISSION STATEMENT

Approved by the Board of Regents on February 26, 2016

Mission

New Mexico Highlands University is a public comprehensive university serving our local and global communities. Our mission is to provide opportunities for undergraduate and graduate students to attain an exceptional education by fostering creativity, critical thinking and research in the liberal arts, sciences, and professions within a diverse community.

Vision

Our vision is to be a premier comprehensive university transforming lives and communities now and for generations to come.

Core Values

- *Excellence*
- *Diversity*
- *Accessibility*
- *Responsiveness*

Strategic Goals for 2020

1. ***Highlands University will achieve academic excellence, academic integration and student success.***

We commit to establishing and strengthening systems, structures and programs to enhance students' holistic well-being and success at all levels of study (including life-long learning), through the delivery of High-Impact Practices such as research and creative opportunities, increased student engagement, and service learning.

2. ***Highlands University will achieve strategic enrollment management.***

We commit to establishing and implementing a strategic enrollment management plan that includes target enrollments, recruitment, and retention strategies for all academic degree programs and all locations.

3. ***Highlands University will achieve a vibrant campus life.***

We commit to enhancing campus life for students, staff, faculty, alumni and community through expanded intellectual and recreational programs and services at the main campus and Centers, with a commitment to safety and inclusion.

4. ***Highlands University will be a community partner.***

We commit to developing, expanding, and enhancing collaborative community partnerships for mutual benefit in the areas of leadership, community and economic development, community service, academic enrichment, entertainment, and recreation.

5. ***Highlands University will achieve technological advancement and innovation.***

We commit to using technology strategically to support quality, efficiency, and innovation in daily operations, student support services, and teaching and learning.

6. ***Highlands University will achieve enhanced communication and efficiency.***

We commit to engaging in proactive communication at all levels to provide efficient and effective services.

SECTION VI

GOVERNING RIGHTS AND RESPONSIBILITIES

INSTITUTIONAL AUTONOMY – Universities of excellence, historically and traditionally, have enjoyed the autonomy and integrity necessary to accomplish their mission as institutions of higher learning engaged in education and in the search for and dissemination of truth. At New Mexico Highlands University preservation of the necessary degree of autonomy an atmosphere of free and open inquiry must be secured in order that the University maintain excellence in the accomplishment of its primary mission as an institution of higher learning.

RE-AFFIRMATION OF PRINCIPLES - The Board of Regents re-affirms the following general principles as fundamental to functioning of a university in a free society and declares them to be fully applicable at New Mexico Highlands University:

FIRST AMENDMENT RIGHTS

First Amendment rights—freedom of speech, expression, peaceful assembly and association, and by extension, freedom of personal belief and privacy are inherent and basic rights of every member of the University community and are required in the pursuit of an education or in the conduct of university duties and responsibilities. Students and faculty retain their constitutional rights within the University. Indeed, freedom of inquiry and expression are indispensable elements of a great university.

However, persons holding policy-making or confidential positions within the University have a special duty to exercise their rights of expression and dissent in a manner that will not thwart or impede in any way the legitimate and administrative and educational goals and objectives of the University. The Board recognizes and affirms its right and duty to protect itself and the University from expression and dissent that is harmful to the University and unlawful.

ACADEMIC FREEDOM

The Board of Regents will protect and defend the academic freedom of all members of the University community. The Board does not seek conformity, but it insists that the expression of dissent be made by legitimate means as protected by constitutional rights. The exercise of the freedom to dissent does not include the right to interfere with the rights of others or with the educational process of the University.

FOURTH AMENDMENT RIGHTS

There is an obligation on each member of the University community not to infringe upon the rights of all other members to privacy in their homes, offices, laboratories, and dormitory rooms, and in the security and privacy of personal papers, computer files, confidential records, and personal effects, subject to the general law and to conditions entered into voluntarily.

RIGHTS AND COLLATERAL RESPONSIBILITIES

The rights and privileges held by members of the University community carry with them correlative responsibilities and obligations. Among these is the duty to respect and follow reasonable and impartially applied rules and regulations as have been, or may be, from time to time established. Such rules and regulations are designed to reflect the educational purpose of the institution, to protect the safety of the campus and its citizens.

SECURITY OF THE CAMPUS

The purpose of the University is education: teaching, learning, discussion, research, and service. The Board of Regents and the vast majority of faculty, staff, students, alumni, and citizens share the same goal for the University—that it be a stable and peaceful center of education, free from violence, the unlawful use of force, coercion, intimidation, or personal abuse. The employment of such objectionable tactics violates the rights of others and has an adverse effect on the entire institution; no such actions have any place in a university and none will be tolerated by the Board of Regents.

COMMUNICATION

Broad avenues of communication are essential to the orderly functioning of the University. Advice from all segments of the University community will be sought and considered in the determination of policies. The serious consideration of diverse viewpoints does not necessarily mean that such views will be accepted in whole or in part. The Board of Regents calls upon the administration and the faculty to continue to implement reasonable means for hearing the voices of all elements of the University community as a method of ensuring change and to work toward improving communication among all constituencies of the institution.

FACULTY RESPONSIBILITIES

The faculty should maintain the professional and ethical standards of their discipline. The faculty individually and collectively must accept a full measure of responsibility for the orderly function of the University. Faculty should fulfill their teaching responsibilities with full recognition that the use of the classroom as a forum for the introduction of matter that is in no way related to the scope of the particular course or seminar violates the professional responsibility.

PARTISAN POLITICS

In exercising the rights of free speech and the honest expression of opinion on any subject, each member of the University community has a concurrent obligation not to speak or act on behalf of New Mexico Highlands University without authorization to do so. In order to assure its autonomy and integrity, New Mexico Highlands University should not become an instrument of partisan political action. The expression of political opinions and viewpoints will be those of the individual and not of the University institutionally. The official adoption of any political position institutionally, whether favored by a majority or minority, tends to substitute partisanship for the continuing search for truth and its dissemination. The Board of Regents has a particular responsibility to maintain and protect the autonomy and integrity of the University and to defend the academic process from both internal and external attacks and has the duty to prevent the University from being exploited or being converted to and instrument of partisan political action.

THE LAW ON CAMPUS

Universities traditionally have been sanctuaries for diversity of thought, free exchange of ideas, and the search for truth. They are not, and should not be, sanctuaries for those who use unlawful means to purse their ends. The campus is not a refuge from duly enacted laws; respect for, and obedience to the law is as fundamental and necessary and applicable within, as it is outside of, the University campus. Therefore, the rights and responsibilities of each member of the University community, the same as every other citizen, are and shall be measured by the laws of our state and nation.

INDIVIDUAL ACCOUNTABILITY

No member of the University community shall, by virtue of such membership, escape accountability for his or her actions. All members of the University community are subject to discipline or discharge if they act in such a way as to affect adversely the University's educational function or to disrupt community living on the campus. All authorized activities are deemed to be part of its educational function. No member of the University community has the right to interfere with another in the pursuit of education or in the conduct of university duties and responsibilities.

DISCIPLINARY ACTION

When any member of the University community violates a lawful university policy or regulation, such person shall be subject to disciplinary action including discharge by the University, whether or not such violation constitutes a criminal act. If the person's behavior simultaneously violates a civil or criminal law, (State or Federal), the University may take disciplinary action including discharge independent of actions taken by civil authorities.

PARALLEL EFFECT

Notwithstanding the promulgation and declaration of the foregoing policy by the Board of Regents, it is not its intent thereby to repeal or supersede other university policies, codes of conduct, rules, or regulations except insofar as the same or any section, paragraph, provision, or part thereof conflicts with this policy. In all other respects, other university policies, codes of conduct, rules, or regulations remain in full force and effect.

SECTION VII

CODE OF CONDUCT

GOVERNING REGENTS OF NEW MEXIO HIGHLANDS UNIVERSITY

The Board of Regents hereby enunciates the following Code of Conduct for its members.

GIFTS AND LOANS – University regents shall not request or accept gifts or loans for themselves or others if they intend to influence any university employee in the discharge of their official acts. This paragraph does not apply to: 1) occasional nonpencuniary gifts of insignificant value; 2) awards publicly presented for public service; 3) commercially reasonable loans made in the ordinary course of business by institutions authorized by the state to do so; or
4) political campaign contributions, provided such gifts or loans are actually used in such campaigns.

DISQUALIFICATION OR ACQUISITION OF FINANCIAL INTERESTS – University regents shall disqualify themselves from participating in any official act directly affecting a business in which they have financial interests and such regents shall not acquire financial interests at any time they believe or have reason to believe that such interests will be directly affected by their official acts.

CONFIDENTIAL INFORMATION – University regents having financial interests that they believe or have reason to believe may be affected by actions of the University shall disclose the precise nature and value of such interests, in writing, to the Board President (chair).

PURCHASES – University regents shall not purchase, or influence the purchase of services, equipment, instruments, materials, or other items for the University or its programs from any firm in which the regent has an interest.

COMPENSATION – Regents shall, if they elect, be compensated in the performance of their duties consistent with New Mexico's Per Diem and Mileage Act, Section 10-8-1, et. seq. N.M.S.A. No other compensation is permitted.

SECTION VIII

BOARD MEETINGS

REGULAR MEETINGS

A. The Board of Regents shall meet quarterly, with special meetings held as needed. The yearly schedule shall be set by the Board of Regents at the first meeting of the academic year.

B. **Notice of Regular Meetings.** Notice to the public of the regular meetings of the Board of Regents will specify the date, time, and place thereof and will state that a copy of the agenda will be available in the University Relations Office and at such other locations chosen by the President of the University. Notice of the public meetings shall be made according to the latest version of the New Mexico Open Meetings Act.

AD-HOC COMMITTEE MEETINGS

A. Ad-hoc committees will meet as determined by the Board of Regents.

B. **Notice of Ad-Hoc Committee Meetings.** Notice to the public of the ad-hoc committee meetings of the Board of Regents will specify the date, time, and place thereof and will state that a copy of the agenda will be available in the University Relations Office and at such other locations chosen by the President of the University. Notice of the public meetings shall be made according to the latest version of the New Mexico Open Meetings Act.

SPECIAL MEETINGS

A. Special meetings of the Board of Regents may be called by the Chair of the Board or any three (3) members of the Board.

B. **Notice of Special Meetings**. Notice to the public of special meetings of the Board of Regents will specify the date, time, and place thereof and will state that a copy of the agenda will be available in the University Relations Office and at such other locations chosen by the President of the University, at least twenty-four (24) hours prior to the meeting. Notice by mail, facsimile machine, or electronic mail will be given at least three (3) days prior to the meeting.

EMERGENCY MEETINGS.

A. Emergency meetings of the Board of Regents may be called by the Chair of the Board or any three (3) members of the Board only in the event of unforeseen circumstances that, if not addressed immediately by the Board, will likely result in injury or damage to persons or property or substantial financial loss to the University. The Board will avoid emergency meetings whenever possible.

B. **Notice of Emergency Meetings.** Notice to the public of emergency meetings of the Board of Regents will specify the date, time, place, and subject matter thereof and will be given to those newspapers and broadcast stations that have filed a written request with the University Relations Office for such notices of meetings. Notice will be by telephone, facsimile machine, or electronic mail and at locations chosen by the President of the University, at least twenty-four (24) hours prior to the meeting or by such other notice as soon as possible and as may be practicable under the circumstances.

COMPLIANCE WITH THE AMERICANS WITH DISABILITIES ACT. In addition to the information specified above, all notices shall include the following language:

> If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in a meeting of the Board of Regents, please contact the University Relations Office at least one week prior to the meeting. Public documents, including the agenda and minutes, can be provided in various accessible formats. Please contact the University Relations Office if an accessible format is needed.

TELEPHONE MEETINGS. A member of the Board of Regents may participate in a regular, special, or emergency meeting of the Board by means of a conference telephone or other similar communications equipment when it is otherwise difficult or impossible for the member to attend the meeting in person. Each member participating by conference telephone must be identified when speaking, all participants must be able to hear each other at the same time, and members of the public attending the meeting must be able to hear any member of the Board who speaks during the meeting. The minutes of any meeting at which there is telephone participation shall identify the Regent(s) who was not physically present but who participated by conference telephone or other similar communications equipment.

CLOSED MEETINGS (EXECUTIVE SESSIONS)

A. **Exceptions to Open Meetings Act.** Meetings of the Board of Regents may be closed, according to the procedures set out below, only if the matter to be considered falls within one of the enumerated exceptions defined in Section 10-15-1(H) of the Open Meetings Act or if closure can be implied from or required by other laws or constitutional principles which specifically or necessarily preserve the confidentiality of certain information.

B. **Closing an Open Meeting.** Closing of a meeting shall be by a majority vote of a quorum of the Board during the open meeting, with the vote of each member being recorded. The motion shall state: (1) the authority for the closure (the statutory provision); and (2) the subject to be discussed with reasonable specificity. The matter to be discussed must have been included on the agenda, except for emergency matters.

C. **Calling a Closed Meeting Outside an Open Meeting.**

   1. Notice that a meeting will be closed, in whole or in part, will be given as specified above for a regular, special or emergency meeting, as appropriate, by so specifying either in the notice of the meeting or on the agenda. The notice shall state the specific provision of the law authorizing the closed meeting and shall state the subject to be discussed with reasonable specificity.

   2. The minutes of the next open meeting shall contain information about the closed meeting, including the date, time, place, and subject matter of the closed meeting, the names of the Regents present at the closed meeting, the names of the absent Regents, and a statement that the matters discussed in the closed meeting were limited only to those specified in the notice of the closed meeting.

AGENDA – The Board Chairperson, after consultation with the University President and other members of the Board, shall have the Executive Assistant to the Board produce the agenda for each Board meeting. The Executive Assistant to the Board shall provide the agenda and any supporting documentation to each member of the Board and the President prior to each Board meeting.

PUBLIC COMMENT PERIOD – The agenda for each regular meeting of the Board of Regents shall include an opportunity for members of the public to address the Board on matters of public interest related to the University. Unless otherwise determined by the Chairman of the Board, this public comment period shall last

no longer than fifteen (15) minutes and each person addressing the Board shall speak for no more than three (3) minutes. When deemed necessary, persons wishing to address the Board may be required to sign in so that the public comment period may be conducted in an orderly manner. Matters of individual concern, such as employee grievances or student appeals that do not involve a matter of public interest, are not appropriate topics for the public comment period. University policy provides administrative channels to pursue such matters. The Board of Regents may not act on any item raised during the public comment period, but may refer items to be placed on the agenda of a future meeting for action.

MINUTES – The Board of Regents will keep a written record of all its proceedings (minutes) at all meetings. The minutes will include, at a minimum, the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered, and a record of any decisions and votes taken that show how each member voted. All minutes will be open to public inspection. Draft minutes of each meeting shall be prepared by the Executive Assistant to the Board within ten (10) working days of each Board meeting and shall be approved, amended or disapproved at the next meeting of the Board of Regents after preparation. Minutes will not become official until approved by the Board of Regents.

PARLIAMENTARY AUTHORITY – The parliamentary authority for meetings of the Board of Regents will be Roberts Rules of Order.

SECTION IX

ADMINISTRATION

There are established the following organizational offices for University officials responsible for instructional management: 1) Office of the President; 2) Office of Academic Affairs; 3) Office of Student Affairs. Other offices may be created by the President in consultation with the Board of Regents. Senior university officials, other than the President, shall be appointed by the President after consultation with the Board of Regents. The organizational structure of the University may change from time to time.

THE UNIVERSITY PRESIDENT

OFFICE OF THE PRESIDENT – The President of the University is the chief executive officer of the institution and is recognized by the Board of Regents as the ranking officer of the University. As chief executive officer, the President administers the University in accordance with the Constitution and laws of New Mexico and the policies and directives of the Regents. The University President is appointed by, reports directly to, and serves at the pleasure of the Board of Regents.

RELATIONSHIP BETWEEN REGENTS AND PRESIDENT – The relationship between the Regents and the President of the University and the way in which the Board defines its own responsibilities and those of the President determine not only what authority and functions of the chief executive officer are, but also how effectively the President will be able to execute them. The Regents and the President understand that University policy determination and formulation are separate from policy execution and administration.

The Board's responsibility is to establish policy for the University and then hold the President responsible for ensuring that approved policy is implemented throughout the institution.

OBLIGATIONS BETWEEN THE PRESIDENT AND THE BOARD – The Board of Regents, having delegated to the University President authority for the executive control and management of the institution, recognizes that its chief executive officer must enjoy certain rights conducive to the exercise of presidential responsibilities. Therefore, the Regents acknowledge certain rights that adhere to the Office of the President, among which are the following:

> To ensure that the Board of Regents does not meet without the University President except in unusual circumstances, such as presidential performance evaluation and other personnel actions relating to contractual matters concerning the President.
>
> To ask the University President for advice and recommendations on making changes that affect the institution and will not make such changes without appropriate involvement of the President.

To hold the University President free of any personal liability in the execution of presidential duties so long as the President is acting as the Board's chief executive officer.

To from time to time evaluate the performance of the University President on the basis of relevant objective criteria, mutually understood expectations, and other recognized requirements of executive assessment that focus on university leadership, governance, and management issues. The Regents may accept faculty input in any evaluation.

To ensure a reasonable degree of economic security for the University President so that he/she is supported in taking the risks inherent in leadership by providing the President with a contract for a specified term of office and a period of notice with respect to continuation in such office.

To guarantee that, in the even the termination of the University President's contract becomes advisable, such termination will be treated in a professional manner that does not damage public confidence in the Board of Regents or the University or unnecessarily discredit the President or do damage to the President's reputation.

DUTIES AND FUNCTIONS OF THE PRESIDENT – As chief executive officer of the institution, the President is responsible to the Regents for the management operations and administrative direction of the University. The President has the authority necessary to implement Board policies and directives by administrative regulations and requirements in all areas affecting the orderly and efficient operation of the University, including general supervision of academic and support programs and employees, allocation of resources, and to re- delegate such authority as necessary to achieve these and other purposes necessarily implied by the duties and responsibilities of the Office of the President.

The role of the University President is one of creative leadership and therefore not to be described by a detailed listing of the specific duties of that office. Listed below, however, are those duties and functions considered by the Board to be of paramount importance:

To provide administrative leadership for the achievement of the mission of the University by the establishment of institutional priorities and constituent support and the selection of high quality subordinates.

To provide information and consultation to the Regents by supplying professional judgments, identifying institutional problems, recommending appropriate actions, and generally keeping the Board informed with respect to relevant educational issues affecting the institution.

To provide academic leadership by the development of academic objectives, review procedures, evaluation of instruction, and innovative programs in response to student and societal needs.

To direct long-range planning for the future planning priorities with fiscal patterns, evaluation function, and demographic projections.

To generally supervise all relationships between employees and the University, provide for performance standards and evaluation procedures, implement equal employment opportunity and affirmative action programs, and delegate appropriate authority to subordinate members of the University management staff.

To ensure sound fiscal procedures by the establishment of effective budget controls, formulation of budgets, maintenance of records and accounts, preparation of financial reports, directions of investment activities, attraction of funds for the institution, and provision of resource allocation conducive to the achievement of institutional goals.

To direct the development, operation, and maintenance of physical facilities and equipment so as to maximize available resources and utilization thereof in relation to physical plant planning.

To ensure the provision of all support services necessary for the enhancement of the institutional mission, including library services, auxiliary enterprises, institutional research, security and food services, record-keeping and inventory controls, equipment and supplies, intercollegiate athletics, and such other services as are appropriate to a comprehensive educational institution.

To provide for the governance of student affairs and effectively implement such student services necessary to the full development of student academic and residential life, including admissions and registration, financial assistance, advisement an counseling, placement services, and other support efforts in the area of student activities.

To serve as principal spokesman for the University, including representation to State agencies, the State Legislature, other institutions, educational organizations, news media and the several publics of the University, and generally to represent the University at public and ceremonial events.

EXECUTIVE CONTROL DURING PRESIDENTIAL ABSENCE – The University President will, establish an order of succession for executive control and management of the University during those times when it is necessary for him/her to be absent from the campus and designating the next senior University official in charge during such absence.

EMERGENCY POWERS – In situations where the peace, stability, and orderly processes of the University are seriously threatened and when extraordinary measures are required, the University President, as chief executive officer and after determining that such condition exists and requires immediate extraordinary measures, is authorized to declare a state of emergency and/or maintain the University's educational function, including the suspension of institutional activities during such state of emergency.

VICE PRESIDENT FOR ACADEMIC AFFAIRS (PROVOST)

OFFICE OF ACADEMIC AFFAIRS – The Vice President for Academic Affairs (Provost), serves at the pleasure of the President and is the academic executive officer of the University and is

recognized as the second-ranking officer of the University. The position in the administrative structure that deals primarily with the educative and instructional function—the purpose for which the University exists—is that of the Provost. To highlight the centrality of this function in the University structure of governance, the Board of Regents affirm that through title and authority and responsibility this office be accorded higher status than any other administrative office except that of the presidency of the institution. All other functions of the University, those dealing with fiscal affairs, student affairs, and plant operations and maintenance are to be considered supporting services to the academic function. The Provost is a representative of the University faculty, provides leadership in all academic matters, administers academic policies as adopted by the Board of Regents and the faculty, and assists the President in the preparation of budgets and in making presentations to various legislative and administrative bodies.

The Provost will assist with the general administration of the University. The Provost informs the President of general university problems and recommends policies and procedures in the operation of the University.

Under the Office of Academic Affairs, there are hereby established the following subsidiary positions to assist the Provost in the administration of the academic affairs of the institution: Deans of the College of Arts and Sciences, School of Education, Facundo Valdez School of Social Work, School of Business, Media, and Technology, Graduate Affairs and Department Chairs.

DUTIES AND FUNCTIONS OF THE VICE PRESIDENT FOR ACADEMIC AFFAIRS – All academic matters, including faculty personnel actions, above the School or faculty committee level are to be submitted to the Provost for approval prior to submission to the President for recommendation for action. Offers of faculty employment are made by the University President after recommendation by and approval of the Provost. The Provost is responsible for the development and improvement of the University instructional program and for all persons serving in that program. Additionally, the Provost in consultation with the Academic Affairs Committee and Faculty Senate develops academic policies and programs for the University, directs and coordinates activities of School Deans, advises the President on faculty personnel and other academic matters, determines the scheduling of courses and recommends the implementation of additional courses, participates in the activities of faculty committees and in the development of the academic budget, serves as liaison officer to accrediting agencies that evaluate academic programs, and provides general direction to the University library.

Among the specific functions of the Provost are the following:

> To be responsible for the overall instructional program of the University. All matters having to do with the instruction, curricula, courses of study, and other academic policies shall be cleared with the Provost. The Provost coordinates the work of the College and Schools and reviews and approves all teaching assignments. The Provost reviews and approves all changes proposed during and subsequent to registration after consulting with the School Deans.
>
> To serve as executive officer in all matters of student academic status. All questions concerning the evaluation of credits that involve new policy or clarification of old policy

are referred to the Provost for decision. The Provost also makes decisions concerning requests of students for exceptional programs and exceptions to degree requirements, and communicates with students who are not eligible to continue in the University because of unsatisfactory scholastic performance.

To attend regular and special faculty meetings, as the delegated representative of the President; to act as a representative for and counselor to individual faculty members; and to arrange for the orientation of new members of the faculty.

To keep a file of syllabi of all courses, to encourage academic research within and among the various Schools and their faculties; to serve as the coordinator and administrator for Graduate Studies; and to serve as an ex-officio member of the Faculty Senate and the Academic Affairs Committee.

GRADUATE AFFAIRS

The Provost is responsible for coordinating graduate studies of the institution.

THE PRESIDENT, VICE PRESIDENTS, DEANS, ASSOCIATE DEANS AND DEPARTMENT CHAIRS are considered the management group for purposes of managing the academic affairs of the University.

FACULTY GOVERNANCE – The faculty shall have the non-exclusive right to review and recommend the following:

Formulation of institutional aims.

Creation of new colleges, schools, departments, and disciplines; major curricular changes.

Requirements for admission and graduation, and for honors and scholastic performance in general.

Approval of candidates for degrees.

Regulations affecting student life and activities.

Policies of appointment, dismissal, and promotion in academic rank.

General faculty welfare.
All actions taken by the University faculty shall be subject to review and approval by the appropriate Academic Dean, the Provost, the President, and Board of Regents in matters involving, but not limited to, finance, programs, curricula, personnel, and general University policy.

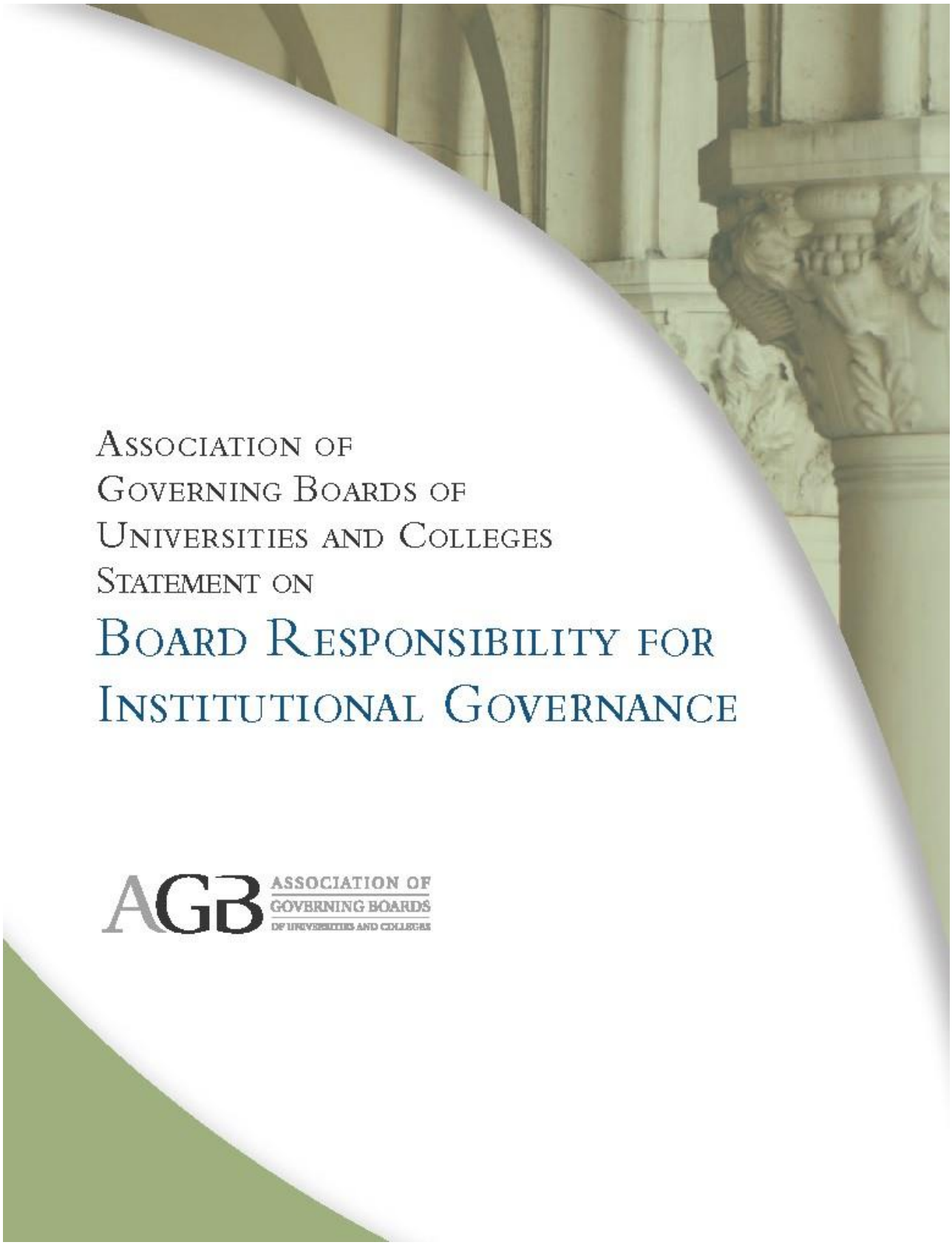
The faculty at NMHU is an important and vital part of the operation and administration of the University. Consequently, the Regents have delegated certain authority and privileges

to the faculty. These are identified in detail in the Faculty Handbook and the Faculty Constitution contained within that Handbook.

SECTION X

OTHER GOVERNANCE DOCUMENTS

The Board of Regents may from time to time approve documents for the governance of the University in addition to this policy guide.


Association of
Governing Boards of
Universities and Colleges
Statement on
Board Responsibility for
Institutional Governance
AGB
ASSOCIATION OF
GOVERNING BOARDS
OF UNIVERSITIES AND COLLEGES

This statement was approved on January 22, 2010, by the Board of Directors of the Association of Governing Boards of Universities and Colleges. The following principles are intended to guide boards in the governance of colleges, universities, and systems, inform them of their roles and responsibilities, and clarify their relationships with presidents, administration, faculty, and others involved in the governance process.

AGB ASSOCIATION OF GOVERNING BOARDS OF UNIVERSITIES AND COLLEGES

Board Responsibility for Institutional Governance

Foreword

The enormous diversity among American colleges and universities is reflected in their disparate governance structures and functions. Although the culture and process of governance varies widely among institutions, the presence of lay citizen governing boards distinguishes American higher education from most of the rest of the world, where universities ultimately are dependencies of the state. America's public and private institutions also depend on government, but they historically have been accorded autonomy in carrying out their educational functions through the medium of independent governing boards, working collaboratively with presidents, senior administrators and faculty leaders. These boards usually are appointed by governors (and less frequently elected), in the case of public institutions, and are generally self-perpetuating (selected by current board members), in the case of private institutions.

The "AGB Statement on Board Responsibility for Institutional Governance" encourages all governing boards and presidents to examine the clarity, coherence, and appropriateness of their institutions' governance structures, policies, and practices, and recommends a number of principles of good practice related to institutional governance. Moreover, it reflects a governing board perspective, taking into consideration the many changes that have occurred in American higher education during the four decades since the American Association of University Professors promulgated its "Statement on Government of Colleges and Universities" (1966), a document that AGB commended to its members.

AGB's original Statement on Institutional Governance was inspired by the work of the Commission on the Academic Presidency, whose report and recommendations AGB published in 1996. After gathering insights from college and university chief executives, trustees, administrators, and faculty from across higher education and considering hundreds of public comments in response to a draft of the statement, the AGB Board of Directors approved it in November 1998. Much has happened in the succeeding decade to suggest the need for a revision of the original statement.

In 2006, AGB's Task Force on the State of the Presidency in American Higher Education completed a year-long study of the contemporary presidency that recognized a series of new demands on and expectations of academic presidents. As a result, the task force urged presidents and governing boards to embrace "integral leadership" in which the president "exerts a presence that is purposeful and consultative, deliberative yet decisive, and capable of course corrections as new challenges emerge." In addition, the group recommended that presidents focus more on the larger higher education community in order to "sustain the public trust and serve the nation's needs." Finally, signaling the need for a new collaborative spirit in governance, the task force called on presidents and governing boards to partner in leadership, with the support and involvement of the faculty: "Leadership of this sort links the president, the faculty, and the board together in a well-functioning partnership purposefully devoted to a well-defined, broadly affirmed institutional vision."

Shortly thereafter, AGB's Board of Directors offered further guidance to boards and presidents in their "Statement on Board Accountability" (2007). They challenged boards to remember that they are accountable for institutional mission and heritage, for the transcendent values of American higher education (self-regulation and autonomy, academic freedom and due process, shared governance, transparency, and educational quality and fiscal integrity), to the public interest and public trust, and to the legitimate interests of various constituencies.

Like the original statement, this revision is not intended to be prescriptive. Rather, it is intended to serve as a template and resource for discussion of good governance policies, principles, and practices. Influenced by the current environment for higher education and its governance and informed by the association's work in the last decade, it also strives to be true to the academic traditions of board responsibility and accountability, shared governance, and faculty professionalism while still confronting the rapidly changing and oftentimes threatening political, social and economic environment in which higher education works to serve the nation and students.

Richard D. Legon
President, Association of Governing Boards of Universities and Colleges

Background: Changing Environment and Perspectives

American higher education is increasingly important today to individuals, the country, and the world. For higher education and those responsible for governance, continuous and accelerating change—social, political, economic and technological—presents many challenges, including:

- **Students:** College-going students are older and more racially and ethnically diverse; nearly 40 percent are over 25 and 32 percent are racial and ethnic minorities (2008 Digest of Education Statistics, US DOE). More than ever before, students attend part-time, start their education in a two-year institution, enroll in more than one institution before completing a degree, and take more than four years to complete an undergraduate degree.
- **Faculty:** The proportion of full-time tenured and tenure-track faculty has declined to about one-third, nationally, and the number of full-time non-tenure track, part-time, and contingent faculty has increased, especially in two-year colleges. In most institutions, only full-time tenured or tenure-track faculty participate in faculty senates and other governance bodies. There is a widespread perception that faculty members, especially in research universities, are more loyal to their academic disciplines than to the welfare of their own institutions, eschewing, therefore, a commitment to institutional citizenship. In addition, participation in institutional governance is not always recognized or rewarded on par with other faculty work.
- **Insufficient Resources:** Persistent national and global financial difficulties have intensified the already challenging economic circumstances of all segments of American higher education. State appropriations for higher education have not kept pace with the funding needs of institutions and systems. The long-term economic outlook is challenging for all and desperate for some.
- **Higher Education's Highly Competitive Marketplace:** While American higher education's prominence and stature in the world remain high, other nations' investment in postsecondary education has challenged that standing. Intense competition for students, faculty, and resources from both within and outside the enterprise is a diversion from higher education's attention to the educational mission. Colleges and universities are challenged to demonstrate and defend their value and to reassert the public purposes they serve.
- **Accountability and Scrutiny:** The public demands greater accountability—particularly regarding student learning outcomes and escalating tuition and fees—and elected officials at both state and national levels have intensified their scrutiny of higher education.
- **Effectiveness of Institutional Governance:** Higher expectations for effectiveness and a growing need to be responsive to changes outside of higher education have increased the importance of good communication among the president, administration, governing board, and faculty. Many presidents, governing boards, and faculty members believe that institutional governance is so cumbersome that timely and effective decision making is imperiled; factionalism, distrust and miscommunication, and lack of engagement among the parties can impede the decision-making process.
- **Focus on Jobs and the Economy:** Higher education officials are increasingly sensitive at the undergraduate level to changing student interests, continuing pressure for career preparation, shifting demands of the job market, and the desire of governments to have higher education serve as the economic engine of states and regions.

- **Pace of Change:** Scholars, institutes, and a variety of commissions continue to anticipate a major transformation of higher education as a result of a revolution in information technology, the reorientation of the focus of education from teaching to learning, and increased competition from corporate, for-profit and online enterprises in the higher education market. Evidence of such change is abundant, but transformation hardly describes the nature of the change that is occurring. Indeed, many observers and critics of higher education see the changes as inadequate and too slow to meet current societal and market needs and economic realities.

Higher education and its governance structures need to work well to ensure the success of colleges and universities and their responsiveness to a changing environment. In this context, AGB's Board of Directors examined, revised and approved these principles of board responsibility for institutional governance.

Principles

1. The ultimate responsibility for governance of the institution (or system) rests in its governing board. Boards are accountable for the mission and heritage of their institutions and the transcendent values that guide and shape higher education; they are equally accountable to the public and to their institutions' legitimate constituents. The governing board should retain ultimate responsibility and full authority to determine the mission of the institution (within the constraints of state policies and with regard for the state's higher education needs in the case of public institutions or multi-campus systems), in consultation with and on the advice of the president, who should consult with the faculty and other constituents. The board is also responsible for the strategic direction of the institution or system through its insistence on and participation in comprehensive, integrated institutional planning. As with many other issues, the board should collaborate with the president, senior leadership team, and faculty leaders to arrive at an understanding concerning strategic direction, then to ensure that the institution has or can raise the resources necessary to sustain the mission, compete in the educational marketplace, and accomplish these strategic goals.

While they cannot delegate their ultimate fiduciary responsibility for the academic quality and fiscal integrity of the institution, boards depend upon the president for institutional leadership, vision, and strategic planning, and they delegate to the president abundant authority to manage the operations of the institution. The board partners with the president and senior leadership to achieve the mission, sustain core operations, and attain the strategic priorities of the institution. A board must clearly convey the responsibilities it expects the president to fulfill and hold the president accountable, but it also must establish conditions that generate success for the president.

2. The board should establish effective ways to govern while respecting the culture of decision making in the academy. Colleges and universities have many of the characteristics of business enterprises, and their boards are accountable for ensuring that their institutions are managed in accordance with commonly accepted business standards. At the same time, colleges and universities differ from businesses in many respects. They do not operate with a profit motive, and the "bottom line" of a college or university has more to do with human development and the creation and sharing of knowledge—as measured in student learning outcomes, persistence to graduation, degrees conferred, quality of campus life, and the level of excellence attained by faculty in teaching and scholarly pursuits—than with simply balancing the budget, as important as that annual goal is. Moreover,

by virtue of their special mission and purpose in a pluralistic society, colleges and universities have a tradition of both academic freedom and constituent participation—commonly called "shared governance"—that is strikingly different from that of business and more akin to that of other peer-review professions, such as law and medicine. The meaningful involvement of faculty and other campus constituencies in deliberations contributes to effective institutional governance.

Perhaps the most striking attribute of American higher education—sometimes explicit, sometimes implicit—is that faculty are accorded significant responsibility for and control of curriculum and pedagogy. This delegation of authority has historically resulted in continuous innovation and the concomitant effect that American college curricula and pedagogy define the leading edge of knowledge, its production, and its transmission. Board members are responsible for being well informed about and for monitoring the quality of educational programs and pedagogy. Defining the respective roles of boards, administrators, and faculty in regard to academic programs and preserving and protecting academic freedom are essential board responsibilities.

In concert with presidents, senior administrators, and faculty leaders, boards should make a conscious effort to minimize the ambiguous or overlapping areas in which more than one governance participant or campus constituency has authority. Governance documents should state who has the authority for specific decisions—that is, to which persons or bodies authority has been delegated and whether that which has been delegated is subject to board review. Boards should recognize that academic tradition, especially the status accorded faculty because of their central role in teaching and generating new knowledge, creates the need for deliberation and participation of faculty and other key constituents in decision making. The board, however, should reserve the right to review, challenge, and occasionally override decisions or proposals it judges to be inconsistent with mission, educational quality, or fiscal integrity. For example, the delegation of authority to the administration and faculty for adding, reducing, or discontinuing academic programs is made with the understanding that the board retains the ultimate responsibility for approving such actions.

The respective roles of the administration, faculty, and governing board in faculty promotions and tenure illustrate the principle of collaboration, a principle best achieved when responsibilities and expectations are clearly articulated. For example, although in most institutions the board will exercise its ultimate responsibility by approving individual tenure and promotion decisions, it might choose to delegate other kinds of actions to the president and senior leadership team, which might, in turn, delegate some authority for specific decisions to an appropriate faculty body.

Boards and presidents should plan reasonable time for consultative and decision-making processes and establish deadlines for their conclusion with the clear understanding that failure to act in accordance with these deadlines will mean that the next highest level in the governance process will have to proceed with decision making. Even in the context of academic governance, with its sometimes lengthy processes, a single individual or group should not be allowed to impede decisions through inaction.

Clarity does not preclude overlapping areas of responsibility, but each group should understand whether its purview, as well as that of others in the governance process, is determinative, consultative or informational. Moreover, the board and the president or chancellor should ensure the systematic, periodic review of all institutional policies, including those affecting institutional governance. "Communication," "consultation," and "decision making" should be defined and differentiated in board and institutional

policies. For example, governing boards should communicate their investment and endowment spending policies, but they may choose not to invite consultation on these matters. Student financial-aid policies and broad financial-planning assumptions call for both communication and meaningful consultation with campus constituents.

3. The board should approve a budget and establish guidelines for resource allocation using a process that reflects strategic priorities. Budgets are usually developed by the administration, with input from and communication with interested constituents. The board should not, however, delegate the final determination of the overall resources available for strategic investment directed to achieving mission, sustaining core operations, and assuring attainment of priorities. Once the board makes these overarching decisions, it should delegate resource-allocation decisions to the president who may, in turn, delegate them to others.

In those instances in which the board believes resources will need to be reallocated in ways that will lead to reducing or eliminating some programs, faculty, or staff, the board should charge the president and senior leadership team to create a process for decision making that includes consultation, clear and explicit criteria, and communication with constituent groups. The board should recognize that effective institutional action is more likely when all parties have some joint responsibility for and have collaborated on the process and criteria. For example, if the board decides the institution is in such financial jeopardy that faculty and staff reductions and reallocations are necessary, it first should consult, through the president, with constituent groups, then share appropriate information and describe the analysis that led it to such a determination.

4. Boards should ensure open communication with campus constituencies. Faculty, staff, and students have a vital stake in the institution and should be given opportunities to be heard on various issues and participate in the governance process. Historically, higher education governance has included three principal internal participants: governing boards, senior administrators, and the full-time tenured and tenure-track faculty. In fact, other campus constituents exist, and in increasing numbers. For example, the nonacademic staff substantially outnumbers the faculty, but this group rarely has a formal voice in governance. The same is true of the non-tenure-eligible, part-time, and adjunct or contingent faculty. These latter groups now predominate in community colleges and are an ever-larger component of the faculty in four-year colleges and universities, particularly in the public sector.

It is AGB's view that faculty, staff, and students ordinarily should not serve as voting members of their own institution's governing board because such involvement runs counter to the principle of independence of judgment required of board members. Particularly in the case of faculty or staff members, board membership can place them in conflict with their employment status. Even when constituent groups are represented on the board, the board should be mindful that the presence of one or more students, faculty, or staff as members of the board or its committees or institutional task forces neither constitutes nor substitutes for communication and consultation with these constituent groups.

The involvement of these diverse internal constituent groups will vary according to the issue or topic under consideration and the culture of the institution—for instance, full-time faculty will have a primary role in decisions concerning academic programs and faculty personnel matters—but the board is responsible for establishing the rules by which these voices are heard and their perspectives considered. Moreover, boards should strive to ensure opportunities for participation in governance, while recognizing that

the subject matter in question will determine which constituent groups have predominant or secondary interests and voice.

Although the board is an independent policy-making body, it routinely relies upon the president as its major window on the institution; the board should expect candor, frequent communication, and sufficient information from the administration and its leaders. In turn, the board should support the president, while maintaining a healthy degree of independence, and ensure that the voices of other campus constituents are heard.

In institutions with faculty or staff collective bargaining agreements, it is important to ensure strong institutional governance and to clarify its relationship to the agreement. For example, academic senates and unions coexist effectively in many settings, but their effectiveness is contingent on the clarity of the respective responsibilities of the senate, other traditional academic governance structures, and the bargaining unit. The board should consider a formal policy regarding the role of union officials in institutional governance and articulate any limitations on their participation.

5. The governing board should manifest a commitment to accountability and transparency and should exemplify the behavior it expects of other participants in the governance process. From time to time, boards should examine their membership, structure, policies, and performance. Boards and their individual members should engage in periodic evaluations of their effectiveness and commitment to the institution or public system that they serve. In the spirit of transparency and accountability, the board should be prepared to set forth the reasons for its decisions.

Just as administrators and boards should respect the need for individual faculty members to exercise both academic freedom and responsible professionalism in their instruction, research, and scholarly activities, boards should exercise restraint in matters of administration. And just as responsible faculty participation in governance places good institutional citizenship ahead of disciplinary, departmental, or personal interest, so should individual board members avoid even the perception of any personal agendas or special interests. Board members and governing boards should not be seen as advocates for their appointing authorities or for certain segments among their constituents or the electorate; regardless of how they were selected or elected as board members, their commitment should clearly be to the welfare of the institution or system as a whole. Board members as well as faculty members and staff should strive to collaborate with, and avoid undermining, their presidents and senior leadership teams.

6. Governing boards have the ultimate responsibility to appoint and assess the performance of the president. Indeed, the selection, assessment, and support of the president are the most important exercises of strategic responsibility by the board. The process for selecting a new president should provide for participation of constituents, particularly faculty; however, the decision on appointment should be made by the board. Boards should assess the president's performance on an annual basis for progress toward attainment of goals and objectives, as well as for compensation review purposes, and more comprehensively every several years in consultation with other constituent groups. In assessing the president's performance, boards should bear in mind that board and presidential effectiveness are interdependent.

7. System governing boards should clarify the authority and responsibilities of the system head, campus heads, and any institutional quasi-governing or advisory boards. Most public colleges and universities are part of multi-campus systems that accord the system board the legal authority and responsibility

for governing a set of institutions or campuses. The system board should ensure that governance documents address the relationships and respective responsibilities among system and institutional boards and administrators, including, for example, boards and administrative officers of the professional schools of law, medicine, health sciences, and business, and of intercollegiate athletics. Governing boards of multi-campus systems should lean strongly in the direction of maximum possible autonomy for individual campuses or schools, operating within the framework of an overall system-wide plan and public agenda.

8. Boards of both public and independent colleges and universities should play an important role in relating their institutions to the communities they serve. The preceding principles primarily address the internal governance of institutions or multi-campus systems. Governance should also be informed by and relate to external stakeholders. Governing boards can facilitate appropriate and reciprocal influence between the institution and external parties in many ways.

Public institutions receive a significant percentage of their financial resources through state governments, statewide coordinating bodies (in some cases), and increasingly through foundations affiliated with the institution or system; governing boards are accountable for these funds. The responsibilities of these officials and bodies vary widely among the states, but governing boards should serve as important buffers between the college or university and the political structures, partisan politics, and pressures of state government. Boards should also serve as bridges to state government leaders whose views and perspectives concerning the conduct of public higher education, as it relates to state needs and priorities, should be heard and considered. Together with the president, the board should also serve as a bridge between the institution or system and its affiliated asset management and fund-raising organization. These board responsibilities require a skillful balancing of effective communication and sensitive advocacy in articulating and defending the mission, core programs and operations, and strategic priorities of the institution and in conveying to institutional constituents the concerns of external stakeholders.

The relationships among the institution or system and the various external political and regulatory oversight groups should reflect an understanding by which the institution or system is held accountable for results in relation to agreed-upon objectives. This arrangement preserves the essential autonomy of the institution or system, which differentiates it from other state entities, and makes it clear that it is accountable for results.

Governing boards of independent colleges and universities also play an important role in connecting the institution to the community and representing the broader public interest in higher education. In their deliberations, in addition to advocating for the mission of the institution, board members should advocate for fulfillment of the public purposes of higher education, such as an educated citizenry, prepared workforce, and equal opportunity, to which colleges and universities with widely varying missions contribute. In coordination with the administration, board members should also advocate on behalf of their institution and higher education in their communication and relationships with political, community, philanthropic and economic leaders, and other constituents.

All boards, public and private, should exercise caution in adopting the policies and procedures promulgated by any outside organizations. With the possible exception of those institutions owned by or closely affiliated with sponsoring organizations that contribute to their finances or otherwise hold title to their property and assets, the board should not feel obligated to adopt the policies and prescriptions of other bodies.

Conclusion

College and university governing board membership is one of the most serious and consequential exercises of voluntary leadership in our society. It calls for balancing and sometimes buffering the often-conflicting claims of multiple internal and external constituents. It requires good judgment in avoiding micromanagement while being sufficiently informed to assess professional performance and institutional effectiveness. It calls for listening and questioning more than pronouncing and demanding. Most of all, it requires a commitment to the institution as a whole rather than to any of its parts. Governing board membership is both challenging and enormously rewarding in the service of the current and future generations of students and, ultimately, the nation's well-being.

Questions to Consider

The following questions should help boards assess whether policies and practices concerning the participation of board members, administrators, faculty, staff, and students in institutional governance are reasonably clear, coherent, and consistent. Answers to these questions will help boards and presidents determine whether to establish a process to revise policies and procedures or to improve how they are implemented.

1. Do board members, the president, administrators, faculty, staff, and students understand those areas for which the board has ultimate responsibility, in consultation with appropriate constituent groups or bodies?
2. What information does the board receive and monitor to fulfill its fiduciary responsibilities and oversee the quality of academic programs? How rigorous is this oversight?
3. In what areas has the board's authority been delegated and in what documents can this be found? How does the board hold accountable those who have received this delegation of authority?
4. How do board orientation and education support board understanding of the institution's governance structure, procedures, faculty participation in institutional governance, and the tradition of academic freedom? How do faculty orientation and professional development support faculty understanding of the institution's governance structure and procedures and encourage participation in institutional governance?
5. If the board governs a multi-campus system, is the authority of the system head, campus heads, and institution-based advisory or quasi-governing boards reasonably clear and effective? How is this authority communicated to the various parties/constituents? How does the board monitor the effectiveness of various parties/constituencies in exercising their authority?
6. How does the board stay informed about collective bargaining at its institution or in its system, and how does it assess the effect of collective bargaining on institutional governance?
7. Does the board conduct its affairs in a manner that exemplifies the behavior it expects from other governance participants and campus constituents in the course of institutional decision making? How does the board demonstrate a commitment to the quality of its own performance?
8. Has the board, in concert with the president and in consultation with appropriate constituent groups, assessed the participation of constituents in institutional decision making and their collaboration in policy implementation? Has it clearly distinguished among information gathering, consultation, and decision making in its communication with campus constituents? What initiatives might be undertaken to clarify and strengthen communication, participation, and collaboration in institutional governance?
9. Does the board allow reasonable time for meaningful deliberation and establish clear deadlines for the conclusion of consultative and decision-making processes? What does the board do to ensure timely information and decisions from campus constituents? How effective is this?
10. When were the key institutional policies and procedures governing institutional decision making (for example, board bylaws, administrative policy manuals, and faculty handbooks) last reviewed?

*Board of Directors**

CHAIR
Hon. Cynthia A. Baldwin
Trustee Emerita, Duquesne University

VICE CHAIR
James M. Weaver
Gettysburg College

SECRETARY
Hon. Jim Geringer
Western Governors University

TREASURER
Hon. Jack B. Jewett
University of Arizona Foundation

Elizabeth Ballantine
Grinnell College

Rita Bornstein, Ph.D.
(public member)

Debra S. Farar, Ed.D.
The California State University

Helen Aguirre Ferré
Miami Dade College

Marilyn French Hubbard, Ph.D.
Central Michigan University

Yvonne R. Jackson
Spelman College

Clifford M. Kendall
University System of Maryland

W. Austin Ligon
University of Virginia

Andrea Loughry
University of Tennessee System

Charles H. McTier
Emory University

Constance L. Proctor
University of Washington

David H. Roberts
Thunderbird School of Global Management
Occidental College

Joyce Roché
Dillard University

Verne O. Sedlacek
(public member)

Charles Shorter
City University of New York

James C. Stalder
Carnegie Mellon University

James R. Wilson
College of Wooster

**As of January 2010*

AGB welcomes comments and suggestions to improve this publication and others. Call AGB publications at 800.356.6317 or visit our Web site at www.agb.org for more information.

For 90 years, The Association of Governing Boards of Universities and Colleges has had one mission: to strengthen and protect this country's unique form of institutional governance through its research, services, and advocacy. Serving more than 1,260 member boards, 1,900 campuses, and 37,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and private institutions with resources that enhance their effectiveness. In accordance with its mission, AGB has developed programs and services that strengthen the partnership between the president and governing board; provide guidance to regents and trustees; identify issues that affect tomorrow's decision making; and foster cooperation among all constituencies in higher education.

AGB ASSOCIATION OF GOVERNING BOARDS OF UNIVERSITIES AND COLLEGES

1133 20th St. N.W., Suite 300 • Washington, D.C. 20036
www.agb.org