



BOARD OF TRUSTEES PRIMARY RESPONSIBILITIES AND EXPECTATIONS OF TRUSTEES

Rutgers, The State University of New Jersey, as the eighth oldest institution of higher education in the United States, carries a rich and unique history that dates back to 1766. In 1956, the Board of Trustees, which was the original governing body of the university, entered into an agreement with the State of New Jersey that designated Rutgers as The State University of New Jersey. This agreement was codified in the Rutgers Act of 1956 (the "Rutgers Law") and established the Board of Governors to be the primary governing body of the university but provided for the continuation of the Board of Trustees in an overall advisory capacity to the Board of Governors. The Rutgers Law provides the Board of Trustees with an uncommon opportunity and the role of ensuring that Rutgers maintains its autonomy and a high degree of self-governance.

On August 22, 2012, the New Jersey Medical and Health Sciences Education Restructuring Act (the "Restructuring Act") was signed into law. The Restructuring Act (i) transferred all of the schools, institutes, and centers of the University of Medicine and Dentistry of New Jersey ("UMDNJ"), other than the School of Osteopathic Medicine; the Stratford Campus of UMDNJ and the remaining facilities in Camden; and University Hospital to Rutgers effective July 1, 2013; (ii) established certain new Rutgers campus advisory and other boards with certain limited and prescribed responsibilities subject to the respective authority of the Rutgers Board of Governors and the Board of Trustees over the management, operation, and control of the university, including the establishment of the Rutgers Camden Board of Directors and (iii) created certain new chancellor and provost positions. The Restructuring Act also added four members to the Board of Governors, bringing the total membership from eleven to fifteen. Because the Restructuring Act would result in changes to the organization, management, and administration of Rutgers, it could only be implemented with the consent of the Rutgers Board of Governors and the Board of Trustees. By resolutions dated November 19, 2012, both the Board of Governors and the Board of Trustees consented to the Restructuring Act, subject to the satisfaction of enumerated conditions. The Restructuring Act did not, however, alter the Board of Trustees' overall advisory capacity over Rutgers' affairs; its control of the properties, funds, and trusts of Rutgers vested as of August 31, 1956; and its duty to ensure the preservation of the Rutgers Law's provisions for the essential self-governance of the university.

Currently, the Board of Trustees elects new members to fill vacancies upon the recommendations of the Board of Trustees Nominating Committee. In addition, the Governor of the State of New Jersey appoints public members to the Board of Trustees in accordance with the Act of 1956. The Board of Governors currently consists of fifteen members, eight of which are appointed by the Governor of the State of New Jersey and the remaining seven are nominated by the Board of Trustees from within the Trustees' membership. Consequently, the Board of Trustees can influence the Board of Governors not only through Trustee participation on Governors' committees, but also through its nominations to the Board of Governors.

A member of the Board of Trustees owes a fiduciary duty to the university, which requires the member to act solely in the best interest of the university. The responsibility of a Board of Trustees member as a representative of the people of the State of New Jersey is to carry out the Board of Trustees' role in the governance of the university in the fulfillment of the university's tripartite mission of education, research, and service. The excellent work of the board is the result of the commitment and contributions of each Trustee. Board of Trustees members are expected to acquire the knowledge and information necessary to make sound and prudent decisions on numerous issues that come before them during their tenure on the board. A Trustee serves the university in several important ways, as described more fully below.

Ensuring financial solvency

- The Rutgers Law of 1956 empowers the Board of Trustees, in conjunction with the Board of Governors, to act on certain financial matters.
- The Board of Trustees exercises legal power over properties, funds, and trusts acquired by the university prior to 1956.
- The Board of Trustees has a duty to preserve institutional autonomy.
- Board members actively participate in fundraising activities to support university priorities.

Reviewing and developing the university's mission, planning, and programs

- The Board of Trustees ensures that the university's mission is met through sound decisions made on educational policies and programs, student life issues, financial investments, and certain administrative policies. While the Board of Trustees does not have direct oversight over these matters, Trustees have significant influence through their membership on the committees of the Board of Governors, and thus active participation in those committees is essential.

Enhancing the public image of the university

- Trustees act as ambassadors for Rutgers by sharing with the public the attributes of the university including information on its educational programs, research activities, and community service.
- The Board of Trustees provides the public with a clear message of the university's mission and vision.
- Trustees engage in legislative outreach by contacting and meeting with local legislators to educate them about the university, its mission, goals and needs.
- Members of the Board of Trustees support existing educational programs and the developments that have been introduced and/or implemented throughout the Rutgers community. This includes developments such as new academic programs, capital construction projects, collaborative efforts, and other significant events that demonstrate the university's quest to maintain its position as a top tier research institution.

Ethics, privacy, and confidentiality

- Members of the Board of Trustees are expected to honor the privacy and confidentiality surrounding the discussions that take place in committee and closed meetings as regulated by the Open Public Meetings Act. Each board member receives and signs a copy of the *Policy Statement on Confidentiality of Proceedings of Board of Governors and Board of Trustees' Board and Committee Meetings* at the first committee meeting of the new fiscal year. This document shall guide governing board members in maintaining the privacy and confidentiality of all committee and board business, and sets forth remedies should a breach of confidentiality occur.
- Members of the Board of Trustees maintain the highest ethical standards and avoid conflicts of interest, whether real or perceived. This means that decision making by the board is to be conducted solely to promote the best interests of the university. Trustees are required to disclose personal, familial, and business relationships that could cause an actual or potential conflict of interest.
- Trustees avoid interfering with the day-to-day management of the university, and seek advice from the Office of the Secretary when inquiring about student admissions, employment referrals and other issues that may lead to an appearance of impropriety.

Working with the President

- The responsibility of selecting a president of the university is carried out by the Board of Governors with the advice and consent of the Board of Trustees.
- The President is the single most influential person in creating an outstanding institution. Therefore, one of the most important responsibilities of the Board of Governors and the Board of Trustees is to create a governance environment in which the President can be successful.
- The Trustees serve as an invaluable resource of diverse skills and experiences upon which the President can draw to provide advice and support for the advancement of university initiatives.

Expectations of Members of the Board of Trustees

- Trustees attend each public meeting of the Board of Trustees as well as the governing board committee meetings.¹ Attending and participating in these meetings is valuable to maintaining the effectiveness of the university's governance. Specifically, within a two-year rolling period, each Trustee is expected to attend a minimum of two-thirds of all Board of Trustees meetings and committee meetings to which they are assigned. Each June, the Executive Committee of the Board of Trustees will meet to review and address the attendance of each Trustee and may direct the Chair to meet with any Trustee whose attendance falls below this expectation. Attendance will also be a factor in determining whether a sitting Charter or Alumni Trustee will be renominated for a second term.
- Trustees Emeriti must attend a minimum of two-thirds of all Board of Trustees Meetings in at least one year of a trailing two-year period in order to remain active participants in the Board of Trustees.²
- Trustees shall devote adequate time in preparation for discussion and/or action on agenda items that will be discussed or approved at Board of Trustee meetings and at committee meetings.
- Trustees recognize that the President is the primary spokesperson for the university, the Board Chair is the primary spokesperson for the Board of Trustees, and the authority rests only with the Board of Trustees as a whole and not with its individual members.
- Trustees understand that the Board of Trustees' role is not to be involved in the day-to-day management or administration of the university but rather to ensure Rutgers maintains its autonomy and a high degree of self-governance; act in an overall advisory capacity to the Board of Governors; and be stewards of the of the monies and property originally owned by the Trustees prior to enactment of the Rutgers Law.
- Trustees contribute annually to the university commensurate with their ability and so that Rutgers is among each individual's top charitable contributions.
- Trustees assess the Board of Trustees' as a whole. Members are expected to participate in annual surveys and provide honest and thoughtful responses and comments.
- Trustees shall be able to work collaboratively in group settings, exercise superior listening skills, and demonstrate collegiality and excellent interpersonal skills. Members should not dominate meetings and shall be able to view all opinions with an open mind.

The work of the university's governing boards is remarkably complex. Trustees must be well informed about the mission and goals of the university. Therefore, Trustees are expected to consistently participate in board and committee meetings. They are also expected to financially support the advancement of the university and to participate in fundraising activities, legislative advocacy, and other efforts on behalf of the university.

Executive Committee of the Board of Trustees
Rutgers, The State University
of New Jersey

Approved: April 11, 2007

Reaffirmed: December 3, 2008

Amended: August 26, 2014

Amended: June 4, 2015

Amended: February 24, 2017

Amended November 2, 2020

Amended September 8, 2021

¹ There are four public meetings of the Board of Trustees each year, plus additional special meetings that may be called as needed. Trustees may also be assigned to serve on one or more of the following Board of Governors' committees: Committee on Academic and Student Affairs; Committee on University Relations; Committee on Audit; Committee on Finance and Facilities; Committee on Health Affairs; and Committee on Intercollegiate Athletics. Trustees may also be assigned to serve on the Joint Committee on Investments, the Committee on Diversity, Inclusion, and Outreach, the Committee on Trustee Philanthropy, the Nominating Committee of the Board of Trustees, and any other ad-hoc committees, task forces, or special committees as necessary.

² Attendance requirements for Trustees Emeriti established by Resolution of the Board of Trustees dated March 19, 2015.