

Board of Trustees

Updated 7/1/2014, 3/30/2015

The Board of Trustees manages the affairs and exercises all the powers of the University Corporation in accordance with the policies of the Sisters of Charity Corporation Board for Sponsored Ministries. The Board has fiduciary, strategic and oversight responsibilities for Mount St. Joseph University. Trustees act in a close advisory and advocacy role with the University president. The Board's primary roles include hiring the president of the University, reviewing his or her performance, planning for his or her succession and overseeing the direction of the institution and strategies set by institutional leadership through its insistence on, and participation in, comprehensive, integrated institutional planning. The Board will also consider Board leadership and composition, executive succession and development, senior executive compensation, the quality of institutional programs and services, financial viability and risk management. In discharging these obligations, trustees are entitled to rely on the honesty and integrity of the University's senior executives and its outside advisors.

More specifically, the Board shall have the following oversight responsibilities:

- A. Further the mission and purposes of the University;
- B. Ensure that strategic planning, curriculum, programs, and other initiatives are in keeping with the mission and purposes of the University;
- C. Ensure the ongoing strategic planning, risk management and evaluation of University curriculum, initiatives, and programs;
- D. Review and approve significant policies governing the employees;
- E. Provide financial and policy oversight related to the development and renewal of the University's mission;
- F. Approve, subject to the final approval of the Corporation Board for Sponsored Ministries (CBSM), all operating and capital budgets;
- G. Review and recommend to the CBSM for acceptance of the annual audit;
- H. Authorize officers of the University to enter into contracts, or execute and deliver any instrument in the name of and on behalf of the University, except as prohibited or limited by the Articles of Incorporation or these Regulations;
- I. Consult with the CBSM on the appointment or removal from office of the president of the University;
- J. Monitor the performance of the president and evaluate the president of the University annually;
- K. Receive and act on recommendations brought to the Board by the president of the University;
- L. Approve formation of auxiliary and/or advisory groups, and the bylaws that govern them;
- M. Provide for ongoing planning for the University's future, and approve long-range and/or strategic plans;
- N. Ensure there is a succession planning process for the president and the senior management of the University;
- O. Provide for periodic evaluation through established Board committees of the corporation, its programs, operations, and resources;
- P. Act in the best interests of the University and its stakeholders;
- Q. Evaluate board performance and composition;

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- R. Ensure the University has the needed financial resources by actively participating in fundraising and donor cultivation; and,
- S. Report to the CBSM, at least annually, through the Board chairperson and/or the president of the University, on the current state of the University and plans for the future.

There are currently nine standing committees of the board of trustees; executive [compensation], audit/finance, building and plant, committee on trustees (nominating & governance), institutional programs, investment, mission, enrollment/marketing, and development. Committee members are appointed by the chair of the Board for one-year terms, upon the recommendation of the committee on trustees with consideration of the skills and desires of individual trustees.

Each committee has its own charter which sets forth its purpose, responsibilities, committee structure and committee reporting to the Board.

The Board shall meet at least four times each year. The chair of the Board shall, in consultation with the president, prepare each meeting agenda and an annual schedule of meetings for the Board and the standing committees. Information pertaining to each meeting should generally be distributed in writing to the trustees before the meeting. The following matters will be addressed by the Board at least annually: (a) a review of the University's strategic plan to ensure that curriculum, programs and other initiatives are in keeping with the mission of the University; (b) a review of the current and future risks of the University, including the University's compliance with applicable law; and (c) a review of the University's business and financial performance, including the achievement of strategic objectives.

Non-management trustees will meet in executive session at least four times each year.

The Board will conduct a biennial self-evaluation to determine whether it and its committees are functioning effectively. The committee on trustees will develop criteria for, and coordinate, the Board's self-evaluation, the results of which will be reported biennially to the Board. The assessment will focus on the Board's contribution to the University and specifically focus on areas in which the Board could improve.

Executive Committee of the Board of Trustees

The Executive Committee is authorized by the board of trustees to:

- A. Manage the affairs of the University between meetings of the board;
- B. Receive major reports of committees and take action as needed;
- C. Review annually past performance and planning for future goals with the president;
- D. Review matters referred to it by the board; and
- E. Act on all matters except those specifically reserved to the Board of Trustees.

The Executive Committee shall report on all committee activity at the next regularly scheduled Board of Trustees meeting.