# Syracuse University Board of Trustees Policy on Trustee Conduct

The Syracuse University Board of Trustees is responsible for overseeing the administration of the University and advising the University's Chancellor and other senior officers who conduct the University's affairs. Consistent with that responsibility, each Trustee is required to exercise his or her best judgment to act consistent with what he or she reasonably believes to be in the best interests of the University and to perform his or her duties with care and loyalty.

The duty of care and loyalty requires each Trustee to exercise his or her best judgment to act in what he or she reasonably believes to be in the best interests of the University. The duty of care requires that a Trustee act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In exercising the duty of loyalty, a Trustee is required to make sure that his or her personal interests do not interfere with the best interests of the University. Accordingly, a Trustee's duties mandates that the personal interest of a Trustee not interfere with the best interests of the University.

In addition to a Trustee's duty of care and loyalty, there is an expectation that a Trustee serve the University with the enthusiasm, priority, and dedication that accompanies a position of such importance, prestige, and personal fulfillment. While a number of other policies and procedures set forth a Trustee's obligations (e.g., Conflicts of Interest Policy and Trustee Philanthropic Expectations Policy), the Board has adopted this Policy on Trustee Conduct to help further inform each Trustee with regard to his or her responsibilities toward the University. Adherence to this Policy on Trustee Conduct will be considered by the Board and the Nominating Committee in evaluating whether a Trustee should be nominated for an additional term of service. In addition, a violation of this Policy on Trustee Conduct may be the basis for removing a Trustee from the Board.

1. Each Trustee agrees to maintain the highest ethical standards and to abide by all Board policies, including with respect to ethics, conflicts of interest, and the treatment of confidential information.

2. Each Trustee agrees to maintain the confidentiality of information received in confidence in connection with his or her service as a Trustee in order to assure an atmosphere of internal discussion and deliberations that is open, transparent, and absolutely secure among Trustees.

3. Trustees understand that they are ambassadors for the University and are encouraged to engage constructively in communications with third parties about the University. Each Trustee recognizes, however, that speaking on behalf of the Board or the University is the responsibility of the Board Chair and the Chancellor or their designees, not of individual Trustees unless they are specially authorized to do so by the Board or Board Chair. Each Trustee agrees that their communications concerning the University will be consistent with their duty of

care and loyalty to the University. More particularly, unless specifically authorized by the Board or Board Chair, each Trustee agrees that when speaking publicly, whether to the press (broadly defined) or otherwise, he or she will not discuss University policy matters then under review or investigation by the University, or matters determined by the Board to be confidential.

4. Each Trustee agrees that if he or she receives inquiries, questions, requests for information, or threats that deal, directly or indirectly, with the University or the Board, which he or she believes may impact the well-being of the University or the Board, he or she will promptly inform the Board Chair and Chancellor.

5. Each Trustee recognizes that it is the responsibility of the Board to set policy, and the responsibility of the University's administration to implement and carry out same. Accordingly, each Trustee agrees to abstain from exercising undue influence on administrative functions,

6. Each Trustee understands that his or her service is to the University as a whole, rather than representation of the interests of any one constituency. Each Trustee further understands that the Board's authority and influence stems from its official standing as a full board with its assigned duties and responsibilities. Each Trustee agrees to support Board decisions when determined.

7. Each Trustee agrees to adhere to the highest standards of personal and professional behavior in all dealings with other Trustees, the Chancellor, the University's administration, employees, students, and faculty (collectively, "University Constituents"), so as to reflect favorably on the University. Without limiting the foregoing, each Trustee agrees to maintain respect for the opinions of other Trustees and to maintain a proper restraint in criticism of other University Constituents.

8. Each Trustee agrees that, to the extent reasonably practicable, he or she should prepare for, attend, and participate constructively in Board and Committee meetings and functions, and accept leadership positions and other special assignments when asked. "Constructive participation" includes participating in rational, informed deliberations by considering reliable information, thinking critically, asking good questions, listening attentively, and respecting diverse points of view in order to reach decisions on the merits that are in the best interests of the University.

9. No Trustee shall make a commitment on behalf of the University or the Board unless specifically authorized to do so by the Board Chair.

10. Each Trustee agrees that he or she will refrain from requesting special consideration or favors from the Chancellor or the University staff.