NEW TRUSTEE FAQ'S

Welcome to the Syracuse University Board of Trustees. This document is designed to answer many frequently asked questions for the newest members of our Board. This New Trustee Orientation manual is a reference we hope you find useful, and we encourage your comments about how to continually improve the manual, this document and our Trustee orientation process. We encourage Trustees to raise questions during New Trustee Orientation, as well as during Committee and Board meetings. Syracuse University benefits from the contributions and collective wisdom of the members of the Board.

What type of communications should I expect to receive and how often?

We rely on frequent e-mail and to a lesser extent surface mail to keep you in touch with Syracuse University and the business of the Board. We try to limit the number of messages you receive from the University, but as a Trustee you should expect steady email traffic. Items you can expect to receive will include:

- meeting notices, reservation forms and schedules (also posted on the Board's secure website)
- messages from the Chairman of the Board, Chancellor, Provost and other University administrators
- other communications, such as the daily *SU Today* email from Syracuse University News

What is the role of the Board?

The Board has multiple roles in the stewardship of the University. Its most important role is that of fiduciary. In this role it is the Board's responsibility to help establish and maintain a practice of accountability. Cyclical responsibilities, such as evaluation of the President, approval of the budget, and capital improvement reviews and promotion of fundraising efforts, are just some of the duties performed by the Board in its fiduciary role.

Members are also encouraged to recognize opportunities to think generatively to create a new sense of the past and the future. This requires the Board, as a group, to think beyond mere compliance and strategy and to work to safeguard the institution's legacy and support the fulfillment of its promise.

When and where does the full Board meet?

The full Board of Trustees meets twice a year, in November and May. The May meeting is held on the Saturday of commencement weekend. The meeting is scheduled at this time because the full Board must approve the awarding of student and honorary degrees that will occur during commencement. It also facilitates the participation of the Trustees in the commencement ceremony. Our philosophy is the more exposure Trustees have to campus life the better. Meetings on the Syracuse University campus likewise provide greater opportunity for Trustees to come together with students, the faculty and administrative leaders.

Is attendance required?

Absent exigent circumstances, Board members are expected to attend all meetings. We recognize that Trustees may encounter unavoidable conflicts with family events or business obligations. However, we strive to provide Board and committee meeting schedules well in advance (most meetings are announced more than a year ahead), and it is the Board's expectation that a Trustee will do everything in his or her power to attend every meeting. While the bylaws do not include a formal attendance policy, attendance is a highly visible form of Board engagement. Should unexcused absence become a concern, Trustees will be encouraged by Board leadership to consider service at a time when competing interests are less demanding. If you are having a problem attending meetings, please take the initiative to arrange to speak with the Board Chair.

Who else is on the Board?

Each year the Office of the Board of Trustees distributes a directory including the contact information for all current Trustees and Chancellor's Council members. Trustees are reminded that this information should be treated confidentially by Trustees and should not be used or distributed for non-Board use and especially not for mailing lists at other not-for-profit organizations.

When do standing committees meet?

All committees meet at least twice annually – in May and November. Some committees such as Audit, Athletics, Budget, Investment and Endowment and Facilities meet more frequently, either in person or via conference call. Although committee meeting locations sometimes vary, the May and November committee meetings generally are held at the Whitman School of Management. Please refer to the Trustee website for updated meeting room locations and other detailed information. We provide beverages and light snacks and/or lunch for these meetings.

How are the meetings run?

The Chair of the Board presides at the full Board meetings. S/he calls the meeting to order, introduces business items, asks for motions for approval and calls for discussion when appropriate. Each meeting consists of a report from the Chancellor, Chairman and committee chairs. The meetings end with an executive session. Executive session is for Trustees only. Senior Administrators, the Dean Representative, Faculty Representative, Student Representatives, and guests excuse themselves from the meeting for the executive session. During this session, Trustees meet privately with the Chancellor and any invited participants; afterwards they may elect to continue the executive session without the Chancellor present.

May I attend Board committee meetings if I am not a member?

If you are interested in a particular committee meeting, please contact the committee chair. Committee contact information is posted on the Board's secure website.

How much of what we talk about is really confidential?

It is safe to assume that all Board deliberations are confidential. To encourage open discussion and thoughtful, constructive conversation on sensitive issues it is critical that information shared during Board meetings remain confidential. Data shared with the Board is sometimes legally protected, sometimes time sensitive, sometimes of competitive value, and may be controversial.

Unanticipated release of any such information could not only damage Syracuse University's reputation but could unintentionally and unnecessarily fracture the Syracuse University community. The same is true of information shared in committee meetings. Please take care that information discussed at the Board level, and information found in your Board materials, not be discussed with individuals who are not current Trustees.

What does the Executive Committee do? Are they the "real" Board?

The Executive Committee is empowered, under the bylaws, to act for the full Board when the full Board is not in session. It generally convenes once per month except for July, August and the months in which the full Board is meeting or gathering for its annual Retreat. Occasionally, additional special meetings are called to consider matters which cannot wait until the next regularly scheduled Board or Executive Committee meeting.

What is the difference between the Executive Committee and the executive session?

The Executive Committee refers to a subset of the Board which includes Board leadership. An executive session is a meeting attended only by the Chancellor and Trustees (and any invited participants), and sometimes only by Trustees. Executive session is used for the purpose of discussing the University's most sensitive matters including issues relating to executive compensation, legal matters, or personnel.

What if I have a conflict of interest?

Each year Trustees are required to submit a conflict of interest disclosure form. The disclosure form deals primarily with potential leverage of position for personal and financial benefit. It will ask you to think about your position and that of family members in relation to the University and entities with which Syracuse University does business. For example, your family might have an ownership position in a company which supplies envelopes to

the University. Or your spouse may be employed by a subsidiary of a partnership in Syracuse University's investment portfolio. Should you have any concerns that a decision of the Board might somehow benefit you personally you should contact the University Secretary and abstain from the deliberations and voting on any such action. Occasionally conflicts will arise out of institutional loyalty. For example, parallel service on not- for-profit boards could potentially compromise the impartiality of the decision process for both organizations. Should you know or even suspect that a pending decision raises such an issue, please contact the University Secretary.

Applicable state and federal laws require each Trustee to complete and submit the requested conflict of interest disclosure annually. We appreciate your cooperation in timely completing and submitting the conflict of interest disclosure form we will provide each year.

How long do people serve as Trustees?

New Trustees are potentially eligible to serve three consecutive four-year terms. While it is the sincere hope of the Board that Trustees will serve the full length of their allotted terms, it is important that mutual expectations be met. Trustees eligible to serve additional remaining terms will have an opportunity to express their interest in continuing their service to the Board Organization and Nominating Committee before their current term expires.

How do I educate myself about the trends in higher education?

Each Trustee is offered the opportunity to receive the Chronicle of Higher Education, a weekly publication. Trustees will also receive the bi-monthly magazine "Trusteeship" published by the Association of Governing Boards (AGB). Both are excellent sources of information on higher education. AGB (www.agb.org) also publishes a variety of materials on Board and Trustee best practices.

Should I bring my spouse or guest to Trustee meetings and events?

Spouses and guests are included in most dinners and events surrounding meetings as indicated on the Board of Trustees meeting schedules and registration forms. You will receive these schedules and registration forms four to six weeks in advance of each meeting for your planning purposes. Spouses are not included in the meetings of the Board of Trustees and committee meetings, but for each Board meeting Syracuse University offers a Spouse/Guest program designed to provide Trustee spouses and guests an opportunity to enjoy one another's company. We ask that you kindly register online if your spouse or guest elects to participate in this programming so that we may plan appropriately.

Is regalia provided for commencement ceremonies?

We hope you will plan to participate in our commencement ceremonies (following the May Board of Trustees meetings). For our students, their parents, their families and supporters, commencement is the capstone Syracuse experience, the culmination of all that they have invested during their time with us. A great showing by Trustees is a way Trustees can signal recognition of the significance of the occasion and commitment to the University and our students. If you choose to participate in the commencement ceremonies, regalia will be provided for you. If you have a Masters level or higher degree you may also purchase your master's hood for the commencement ceremonies. If you are interested, please notify the Office of the Board of Trustees.

How do I access the Trustees' secure website?

The secure Trustee website is located at https://trustees.syr.edu

This site requires your Syracuse University NetID and password, provided by the Office of the Board of Trustees. If you have any difficulties accessing the site or have any questions, please contact the Office of the Board of Trustees for assistance.

We post meeting materials along with a calendar of events on the secure Trustee website seven to ten days in advance of each meeting. Syracuse University is committed to sustainability, and we encourage Trustees to be

paperless whenever possible. Many Trustees elect to use iPads or laptop computers to access materials during meetings. When you arrive on campus, you will be able to access the University's wireless network.

What should I tell people who ask me to recommend their son/daughter for admission to Syracuse University?

We recognize that you will now be asked by even more family members, friends, and colleagues to write letters of recommendation for prospective students. The University benefits from referrals of qualified candidates. If you do not know or have never met the candidate in question, please state that in your letter. Please also take care to inform the student and/or their family that the student's GPA and academic record will, in the end, be far more persuasive than a letter from a Trustee.

The admissions office takes great pains to ensure that each candidate's application is thoroughly reviewed and thoughtfully considered. Syracuse University has been fortunate to see a steady increase in the number of remarkably talented individuals applying for a limited number of admissions slots. You can be certain that whatever the final outcome, the application has had a rigorous review.

Are my Syracuse University Board meeting expenses tax deductible?

Internal Revenue Service regulations allow you to deduct most out-of-pocket volunteer expenses necessarily incurred in performing services as a volunteer. Such deductions include reasonable telephone, meal, and travel expenses necessarily incurred for attendance at meetings and/or performance of governing body roles such as fundraising. The Office of the Board of Trustees, upon request, will provide you with a letter that certifies that you were required to be in attendance for a Board of Trustees meeting or event.

According to the IRS Regulations, you may deduct the actual cost of airfare, car mileage (please check for current rates for charitable deduction purposes), tolls, parking fees, telephone calls, meals, and lodging expenses. However, expenses are only deductible if there is "no significant element of personal pleasure, recreation, or vacation" associated with your travel. No expense for a spouse, child, or friend traveling with you is deductible. Assuming that your expenses otherwise meet these conditions and that you have not received any goods or services in exchange for these contributions, your meeting expenses are deductible as charitable contributions. The IRS code requires written verification from the institution of out-of-pocket charitable expenses that, considered separately, are $250 or more. We encourage you to consult your tax accountant for further clarification on this requirement. If requested, we would provide you with a letter that would fulfill that requirement. You will also need to keep track of your expenses (including mileage) to claim the deduction. If you have any further questions please contact the Office of the Board of Trustees.

How are travel arrangements made?

Trustees make their own flight and travel arrangements to Syracuse. The Office of the Board of Trustees holds a block of rooms at the Sheraton Syracuse University Hotel & Conference Center. All room requests should be directed to the Office of the Board of Trustees. At least one month prior to the November or May meetings you will receive an online registration form which includes an opportunity to request rooms at the Sheraton. If you visit campus at other times you are still eligible for the Trustee room rate. Reservations may be made through Ally Mead 315-443-9978 or akmead@syr.edu.

For off campus meetings, such as the annual Board Retreat, Trustees make their own travel arrangements. A link to a dedicated hotel website for our block will be sent to you and you will also receive an online registration form.

Where may I park on campus?

If you are a guest of the Sheraton Syracuse University Hotel, parking is available in the hotel parking garage. If you would like to park elsewhere on campus, please use your complimentary Trustee parking permit, which you will receive in the mail each year.

What if I have special dietary needs or restrictions?

Syracuse University's Office of the Board of Trustees is happy to accommodate your dietary needs. Please kindly notify the Office of the Board of Trustees in advance so that we may plan. Meals are complimentary, and snacks and beverages are generally available.

How should I dress?

During the day, most Trustees wear business attire at Board and committee meetings, as well as at related events and meals. For events beginning after 5 pm, most Trustees wear dressier evening attire.

How do I update my bio and photograph on the Trustees' website?

Please notify the Office of the Board of Trustees if you would like to update your biography, or if you would like to have a new photograph taken by our staff photographer during an upcoming Board meeting. We are happy to make these arrangements for you.

What if I have future questions?

If you have any further questions, please do not hesitate to contact us. Your questions should be directed to the Office of the Board of Trustees, to Rachel Harms at raharms@syr.edu or 315-443-3634. Our mailing address is: 900 South Crouse Avenue, Suite 602, Syracuse NY 13244- 2130. Our fax is 315-443-2963.

