

THE REDBOOK

CHAPTER ONE

Organization and Operation of the Board of Trustees and the Board of Overseers

Article 1.1 The Board of Trustees

Sec. 1.1.1 Membership of the Board

Per KRS 164.821, the government of the University of Louisville is vested in a Board of Trustees appointed for a term set by law pursuant to Section 23 of the Constitution of Kentucky. The Board shall consist of thirteen total members, as follows: (a) ten (10) members appointed by the Governor, at least one (1) of whom shall be a graduate of the university; (b) one (1) member of the teaching faculty of the university who shall be the chief executive of the ranking unit of faculty government; (c) one (1) member of the permanent staff of the university who shall be chief executive of the staff senate; and (d) one (1) student member who shall be president of the student body during the appropriate academic year.

Sec. 1.1.2 Powers of the Board

In accordance with the statutory authority of the Commonwealth of Kentucky and implemented in the By-Laws of the Board of Trustees and the governmental procedures for the University, the Board of Trustees is the governing body of the University of Louisville. Within the limits set by the Federal and State Constitutions and federal and state law, the Board shall actively engage in policy making, be responsible for aiding the University to perform at a high level of excellence, adopt an annual budget and ensure that the financial resources of the University are sufficient to provide a sound educational program, and periodically evaluate the University's progress in implementing its missions, goals, and objectives.

The Board of Trustees shall have the powers set forth in KRS 164.830, including the authority (i) to select, hire, regularly evaluate, and, when appropriate, suspend or remove the President of the University; (ii) to receive and administer University revenues; and (iii) to grant degrees to graduates of the University.

Sec. 1.1.3 Voting by the Board/Conflict of Interest

Each member of the Board of Trustees shall have a full and independent right to vote upon matters coming before the Board, pursuant to the procedures set out in the Board's By-Laws.

Per Section 5.1 of the Board's By-Laws, all trustees shall disclose any known conflict of interest and shall avoid participating in any decision or advocating any subject matter before the Board in which the trustee, a business in which the trustee is an owner or an employee, or a member of the immediate family of a trustee has a conflict of interest. When a trustee learns that a business transaction presents a conflict of interest, that trustee must make an immediate, full disclosure to the Board of his or her interest in the subject and refrain from participating in any discussion of or decision on the issue.

The Chair of the Board of Trustees shall begin each meeting of the Board with the following statement: "As Chair, it is my responsibility to remind all members of the Board of their responsibility to avoid conflicts of interest and appearances of conflict of interest. Each member has received the agenda and related information for this Board of Trustees' meeting. If any Board member knows of any conflict of interest or appearance of conflict of interest with respect to any matter coming before the Board of Trustees at this meeting, please identify the conflict or appearance of conflict at this time."

All trustee conflict of interest statements or similar disclosure documents and any conflict of interest or appearance of a conflict of interest identified by a trustee, whether at a meeting or otherwise, shall be referred to the Board's governance committee for review. If a determination is made that further action is needed, a recommendation for further action will be communicated to the involved trustee(s) and to the Board Chair. If a member of the governance committee has a substantial interest in the matter that has been disclosed, then the matter may instead be referred for review and recommendation to the Board's Executive Committee or to an ad hoc committee of no less than three members of the Board of Trustees.

Sec. 1.1.4 Meetings of the Board

Regular, special, and emergency meetings of the Board shall be held as specified in the Board's By-Laws.

Sec. 1.1.5 Officers and Committees of the Board

The officers of the Board of Trustees shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board may appoint.

The Board shall have an Executive Committee and such other standing and ad hoc committees as established by the Board pursuant to its By-Laws.

Sec. 1.1.6 Suspension or Removal of University Personnel

- A. Board action to suspend or remove University personnel is required only in those instances: (a) when the appointment of the person in question was approved by formal Board action – not by delegated authority to the President or others, or (b) when Board action is otherwise required pursuant to the provisions of this Redbook. Any person serving at the formal appointment of the Board in an administrative capacity may be suspended or removed from their administrative responsibilities by the President, except that such action is subject to ratification by the Board.
- B. Removal of the President or a faculty member for incompetence, for neglect of or refusal to perform his or her duty, or for immoral conduct shall be taken in accordance with the minimum procedures as set out in KRS 164.360 and KRS 164.830. Additional procedures relating to the termination of faculty members are further set out in this *Redbook*.

Sec. 1.1.7 Removal of Board of Trustees

Pursuant to state law and Article 3 of the Board's By-Laws, individual trustees can be dismissed or, in compelling circumstances, the entire Board of Trustees removed for limited and appropriate reasons and by a fair process that provides for notice and the right to be heard.

Article 1.2 Board of Overseers

Sec. 1.2.1 Membership of the Board

Membership on the Board of Overseers of the University of Louisville shall be by appointment in accordance with the procedures set out in the Bylaws of the Board of Overseers. The membership shall be broadly representative of the public.

Sec. 1.2.2 Purpose

The Board of Overseers shall be a body advisory to the President of the University with specific responsibility to assist the Office of the President in accordance with the following objectives:

- A. To maintain and enhance the quality and efficiency of the University's programs.
- B. To serve as a resource to the President for strategic planning and other special needs.
- C. To strengthen external relations.
- D. To assist the University in identifying and obtaining resources.
- E. To assist the University in recruiting and retaining outstanding students.

Sec. 1.2.4 Organization of the Board

A set of Bylaws shall be established by the Board of Overseers. Such Bylaws shall provide for membership, officers, committees, meetings and such other matters as may be necessary to carry out the duties of the Board of Overseers.