

By-Laws of the Board of Trustees
University of Louisville

University of Louisville Board of Trustees
Policy Statements and Operational Guidelines

BOT 1.0 Policy Statements

1.1 Ethics Statement

In all matters entrusted to the Board of Trustees of the University of Louisville, the Board, individually and collectively, is committed: to uphold the public trust in the University of Louisville; to carry out its responsibilities in accordance with the laws of the Commonwealth; to act with care and make informed decisions; to comply with University policies applicable to the Board of Trustees; to refrain from actions which put a Trustee's personal or professional interests in conflict with that of the University and to abstain from any action or vote where appropriate; and, to avoid the use of Trustee appointment to obtain any private benefit. Further, neither the Chair of the Board nor a majority of Trustees shall have a contractual, employment, or personal financial interest in the University.

1.2 Philanthropy Statement

The Board of Trustees recognizes that every Trustee has a responsibility to lead by example through personal philanthropy that reflects personal financial means. The Trustees accept, therefore, as the University of Louisville increasingly seeks private support that they will achieve 100% trustee participation in annual donor giving.

1.3 Freedom from Undue External Influence

The Board of Trustees is free of undue influence from political, religious, or other external bodies and is committed to protecting the institution from any such influence. In support of this commitment, the Board will maintain a robust policy on conflicts of interest in adherence with applicable state law, will educate Trustees through various means on their obligations in responding to an actual or perceived conflict of interest, and will review Board conflict of interest policies periodically to ensure that they remain up-to-date. In addition, as noted in Operational Guideline 2.1 below, all Trustees will attend orientation organized through the CPE that will highlight, among other matters, the University's strategic agenda and the strategic implementation plan, its mission, its policies, procedures, and priorities, board fiduciary responsibilities, legal considerations including open records and open meetings requirements, and ethical considerations arising from Board membership. The Board will also maintain membership in the Association of Governing Boards so that it has ready access to information regarding best practices for board governance. As noted in Article 3 of the By-Laws, the Board has in place a detailed policy by which 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.

BOT 2.0 Operational Guidelines

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- 2.1 All new Trustees will attend a formal orientation as soon as practicable after being appointed to the Board.
- 2.2 The Board will hold an annual retreat.
- 2.3 For any meeting of any committee of the Board of Trustees, other than committee meetings which are scheduled for those dates on which regularly scheduled Board of Trustees or committee meetings are to be held, every effort will be made to provide at least four business days' notice of same.

(Revised: May 18, 2017)