

# BAYLOR UNIVERSITY

## BOARD OF REGENTS

### GUIDELINES FOR BOARD OPERATIONS

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# BAYLOR UNIVERSITY

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### GUIDELINES FOR BOARD OPERATIONS

#### 1. BOARD ORGANIZATION

##### 1.1. Officers

1.1.1. Officers of the Board are a Chair and three Vice Chairs. The Vice Chairs will perform such duties and functions as might be given in the Bylaws and as determined by the Chair and Vice Chairs, in consultation with the Executive Committee and may also serve as a chair of standing, special or ad-hoc committees. The Vice Chairs shall be available for receiving the opinions of any Regents regarding topics about which there may be significant differences.

1.1.1.1 The duties and functions of the Chair and each Vice Chair should be described to the full Board at the first regular meeting following the officers taking office.

1.1.1.2 Vice Chairs are not required to chair a standing committee. Vice Chairs may serve as standing committee chairs under the same process as outlined in Section 1.4.1.1.

1.1.2. In the case of a temporary absence or inability of the Chair to serve, the Chair should select a Vice Chair to perform the duties of the Chair. If the Chair fails to make such a selection, the three Vice Chairs shall select a Vice Chair to perform the duties of the Chair.

1.1.3. The Chair and a majority of the Vice Chairs must have completed their first term on the Board prior to taking office.

##### 1.2. Terms of Office for Officers

1.2.1. The Board year will parallel the academic year; i.e., begin on the first of June and end on the last day of May in the following year. In accordance with Bylaw 2.1, the Board Chair and Vice Chairs are elected for a term of one year and take office on June 1 following election at the annual meeting.

1.2.2. Ordinarily, each Regent should serve a maximum of three one-year terms as Chair and three one-year terms as a Vice Chair.

##### 1.3. Committees

1.3.1. There shall be nine standing committees: (1) Executive; (2) Academic Affairs; (3) Student Life; (4) Finance and Facilities; (5) Nominating, Governance and Regent Leadership; (6) Audit; (7) Compliance and

Regulatory Affairs; (8) Advancement and Development; and (9) University Leadership and Compensation.

- 1.3.2 As a general rule, standing committees should schedule their meetings in such a way as to minimize the instances when multiple standing committees are meeting at the same time. The President, Chair and Vice Chairs should, and each Regent is encouraged to, attend any standing committee meeting, recognizing (1) only members of that committee have a vote; (2) Regents who are not members of the committee are guests and should use discretion when participating; and (3) the Board Chair and Committee Chair maintains the prerogative to limit notice and attendance at a committee meeting to members of the committee only or to exclude specific Regents due to legal limitations, governance interests, and conflicts or potential conflicts, but should exercise prerogative sparingly. Each committee may meet in executive session which may exclude (1) members of the administration or (2) all persons (including Regents) who are not members of the committee. Further, a specific Regent may be excluded from a standing committee's particular meeting or a portion thereof, provided, however, such Regent should be provided notice and the Board Chair or Committee Chair should explain the reason for such exclusion to the Board.
- 1.3.3 Generally, each Regent is required to serve on one standing committee, and is encouraged to serve on two standing committees. Except for the Executive Committee, the Chair and past Chair are prohibited from serving as a voting member on any standing Committee. Members of the Executive Committee should expect to serve on one or two standing committees in addition to their Executive Committee membership.
- 1.3.4 The President, Chair, Vice Chairs and past Chair are encouraged to attend all committee meetings. Each committee should also consider including one or more administrators and/or faculty members to provide information helpful to the committee in fulfilling its charge. Each committee should hold an executive session at the beginning or end of each committee meeting for discussion of confidential matters. Committee executive sessions should not include the President or other members of the University administration. Further, there may be limited circumstances where it may be appropriate for only members of the Committee to attend.
- 1.3.5 The Executive Committee
  - 1.3.5.1 As a general rule, no person (other than the President) should serve on the Executive Committee more than six years.
  - 1.3.5.2 The Executive Committee should meet at least monthly and provide counsel and advice to the President.
  - 1.3.5.3 The Chair and President may invite other administration to participate in the meetings to provide additional insight on issues under discussion.

1.3.5.4 The Executive Committee should inform the Board in a timely manner of Executive Committee actions. When necessary, the Board should consider approval or ratification of those matters requiring Board approval.

#### **1.4. Committee Appointments and Coordination**

##### 1.4.1. Appointment to Committees

1.4.1.1 Prior to the annual meeting of the Board each year the Nominating, Governance and Regent Leadership Committee shall solicit interest and preference from each Regent regarding committee membership. The Nominating, Governance and Regent Leadership Committee shall then prepare a recommendation to the Board of the chairs, vice chairs and members of each standing committee. The Nominating, Governance and Regent Leadership Committee must also solicit input from the then serving Chair, Vice Chairs and Chairs of the Board committees. The Nominating, Governance and Regent Leadership Committee should consider prior board experience when selecting nominees for committee leadership positions. The Board shall vote regarding whether to approve the Nominating, Governance and Regent Leadership Committee's recommendation at the annual meeting of the Board.

1.4.1.2. Committee assignments shall be made in the best interest of Baylor, and there shall be no presumption that each Regent will rotate through each committee.

1.4.1.3. The Board Chair and Vice Chairs shall be ex officio members of all other Board committees, but shall have no vote in those committee matters. The President shall be an ex officio member of all Board committees, but shall have no vote in committee matters.

1.4.1.4. The members of committees are appointed for one-year terms. Other than the expiration of the term or terms of service as a member of the Board, there is no limit on the number of one-year terms a member of a standing committee may serve.

1.4.1.5. The Chair and Vice Chair of committees are appointed for one-year terms. Other than the expiration of the term or terms of service as a member of the Board, there is no limit on the number of one-year terms a committee Chair or Vice Chair may serve, however, it is recommended that no committee Chair serve for more than six years.

1.4.1.6. The Executive Committee requirements regarding composition and operation shall be set forth in the Bylaws.

The Executive Committee should also coordinate and assist in the activities of the various committees of the Board, assist the Chair in the development of meeting agendas, and act as an advisory group to the President and Chair of the Board.

1.4.1.7 All members of the Audit Committee must submit an updated Conflict of Interest Disclosure Statement and Information Sheet prior to accepting the committee appointment. The officers and the President should review the disclosures to ensure that the appointed members of the Audit and Compliance Committee are independent (i.e., no financial interest in the institution, no relationships with outside interests that do business with Baylor University, and no relationships with other members of the Board that could compromise independent judgment.)

1.4.1.8 The committee chairs shall work with the President to develop agendas for committee meetings. The agendas for committee meetings will be made available to the full Board.

## **1.5. Committee Charges**

1.5.1. Between the time of the appointment of the Chairs of the respective committees and the first regular meeting of the year, the incoming Board Chair and Vice Chairs will meet in person or by phone with the newly appointed committee Chairs and appropriate members of the administration to establish Board goals that support the mission of the University and its strategic plan.

1.5.2. The new Board Chair and Vice Chairs shall prepare a general charge to each committee so that committee work can relate strategically to overall work of the Board.

1.5.3. Prior to the first regular board meeting of the year, each committee will review its charge, confirm their agreement to fulfill the responsibilities, review proposed modifications regarding the charge with the Nominating, Governance and Regent Leadership Committee, and set goals and objectives for the year. Each standing committee will also review its annual calendar. At the first regular board meeting of the year, each standing committee shall report that it has reviewed its charter and committee calendar and discuss any changes to the charter which were approved by the committee and the Nominating, Governance and Regent Leadership Committee. [CWH: Committees must develop calendars.]

- 1.5.4. Committee charges, goals, and objectives will be distributed to each member of the Board following the summer retreat meeting and prior to the first fall meeting of the Board of Regents.
- 1.5.5. The charge, goals and objectives of the Audit Committee shall include the responsibility to ensure auditor independence and to make a recommendation to the Board regarding the awarding of the contract for an independent auditor based on a competitive process at least every five years.
- 1.5.6. The charge, goals and objectives of the Nominating, Governance and Regent Leadership Committee shall include conducting a comprehensive governance review at least every five years. The Committee must include in its review at least the following matters: the mission statement, fiduciary oversight principles, governing documents and board operating policies, conflict of interest policy and procedures, code of ethics, membership composition, and size and structure of the Board. The Board will also create a special committee between 2020 and 2022 to review implementation and effectiveness of the 2017 Governance Task Force recommendations. One-half of the special committee's membership shall consist of individuals who have not previously served on the Board.
- 1.5.6. Each committee shall prepare and present a robust summary report at each regularly scheduled Board meeting so that all Regents are fully informed about each committee's work. The Compliance and Regulatory Affairs committee shall also be required to provide an annual update to the Board.

**1.6. Special Committees**

- 1.6.1. The Chair, with the approval of the Board, may appoint ad-hoc and special committees, and such committees' terms will be specified at the time of committee appointment.

**1.7. Baylor Endowment Investment Committee**

- 1.7.1. The University endowment shall be managed by the Baylor Endowment Investment Committee in accordance with the Board-approved Endowment Investment Policy.

**1.8. Regents Honoris Causa**

- 1.8.1. The Board of Regents may have up to two tenured faculty members, two currently enrolled students, a member of the Baylor Bear Foundation and a member of the Baylor B Association elected to the Board as Regents Honoris Causa.
- 1.8.2. Regents Honoris Causa shall each serve terms as specified in the Bylaws.
- 1.8.3. The Vice President for Student Life shall submit to the Nominating, Governance and Regent Leadership Committee at least four students as

nominees for review and consideration as Student Regents. Similarly, the Provost shall submit to the Nominating, Governance and Regent Leadership Committee at least four tenured faculty members as nominees for review and consideration as a non-voting Regents. The Nominating, Governance and Regent Leadership Committee, will, after consultation with the Chairs of the Academic Affairs and Student Life Committee, nominate up to two students and up to two faculty members from either (1) the nominees or (2) any other qualified person. The student nominee(s) and faculty nominee(s) shall be presented for election in a manner consistent with the Board's election of Regents.

- 1.8.4. In the event of a vacancy of any Regent Honoris Causa, the Board may refill the vacancy or have it remain vacant until the end of the term.
- 1.8.5. Any faculty Regent shall in this role serve and act solely for the best interests of Baylor University but shall be expected to facilitate and communicate the views and interests of Baylor faculty. Similarly, any student Regent shall in this role serve and act solely for the best interests of Baylor University but shall be expected to facilitate and communicate the views and interests of Baylor students. Finally, the Regents providing perspectives from other University constituencies shall act solely in the best interests of Baylor University and shall be expected to communicate the views and interests of their respective constituent bodies.
- 1.8.6. Each of the Regents Honoris Causa must be a committed Christian and must have accepted Jesus Christ as both Lord and Savior and live in a manner that demonstrates his or her commitment to Him. The Regents Honoris Causa will not be included in any calculation of Baptist (or non-Baptist) Regents under the Bylaws. The Regents Honoris Causa may not serve on the Board of another BGCT institution of higher education or HighGround Advisors (formerly the Baptist Foundation of Texas).
- 1.8.7. All board policies or rules not in conflict with these provisions shall apply to the Regents Honoris Causa.

## **1.9. Regents Emeriti**

- 1.9.1. Regents Emeriti are elected by the Board after nomination from the Nominating, Governance and Regent Leadership Committee. Regents Emeriti should be selected based on their extraordinary service to Baylor and their ability to share institutional history and perspective. Regents Emeriti should not have term limits, but are subject to annual confirmation of continued service by the Board each year.
- 1.9.2. Regents Emeriti are permitted to attend each Board and Committee meeting unless the Board or Committee determines otherwise.
- 1.9.3. It is the express intent of the Board that there be a minimum of five Regents Emeriti.



- 1.9.4 One Regent Emeritus will be elected by the Board to serve as Chair of the Regents Emeriti. The term will be a single three-year term. The Chair of the Regents Emeriti may be a voting member of the Board and may serve as a member of the Board's Executive Committee during his or her three-year term provided that all requirements for Board members, including requirements regarding attendance are met.

## **2. BOARD MEETINGS, AGENDA, AND ARRANGEMENTS**

### **2.1. Board Meetings**

#### **2.1.1. Regular Board Meetings**

- 2.1.1.1. The full Board shall hold at least four regular meetings a year, one of which shall be held in conjunction with the Board's annual summer retreat. In accordance with Bylaw 1.4, the President and the Chair of the Board shall set the date and times of all regular meetings. In order to help minimize scheduling conflicts, Regents may provide the President's office with a list of known scheduling conflicts for the following calendar year prior to May 1 of the preceding year. Called meetings may take place as often as needed when called in accordance with Bylaw 1.5.
- 2.1.1.2. The annual meeting will take place in the spring. At this annual meeting, the Board of Regents shall elect the officers of the Board for the ensuing year and shall elect new members of the Board of Regents.
- 2.1.1.3. The annual summer retreat must include an opportunity for strategic planning.
- 2.1.1.4. One or more Board regular meetings per year may take place outside of Waco, but within the State of Texas.
- 2.1.1.5. Materials for each regular meeting will be circulated in advance of the meeting unless a compelling reason not to do so exists.

#### **2.1.2. Committee Meetings**

- 2.1.2.1. Committee meetings should be scheduled in such a manner as they do not conflict with one another.
- 2.1.2.2. Committees may convene as needed between Board meetings.

## **2.2. Board Agenda**

- 2.2.1. The full Board will ordinarily conduct its business meeting on Friday.
- 2.2.2. The Board agenda will include at least four areas (not necessarily in the order listed) which ideally should focus on subjects important to the University or on decisions before the Board:
  - 2.2.2.1. A report from the President, with opportunity for questions and answers;
  - 2.2.2.2. Presentations of important information (including finance, academic programs, student life, development and educational topics);
  - 2.2.2.3. An Executive Committee report by the Chair and ratification by the Board of Executive Committee actions as appropriate;
  - 2.2.2.4. Comprehensive committee reports;
  - 2.2.2.5. Risk review;
  - 2.2.2.6. Accreditation and regulatory compliance, including Title IX and other anti-discrimination compliance updates;
  - 2.2.2.7. Action items requiring Board response; and
  - 2.2.2.8. Executive Session. A portion of each Executive Session should be held without any University officers or staff present.

## **2.3. Meeting Arrangements**

- 2.3.1. The Chair is authorized to invite representatives of key constituent groups to attend meetings provided, however, that the Chair consults with the Vice Chairs.

## **3. ELECTIONS**

### **3.1. Election of Regents and Officers**

- 3.1.1. The Nominating, Governance and Regent Leadership Committee is responsible for nominating a Chair and three Vice Chairs each year. The Nominating, Governance and Regent Leadership Committee should seek input from all Regents as part of the nomination process. Further, the Nominating, Governance and Regent Leadership Committee should emphasize the board experience and profile of each nominee when making its nominations. As a general rule, the Nominating, Governance

and Regent Leadership Committee shall nominate a Chair and Vice Chairs for the Board at the regular meeting immediately preceding the annual meeting. The Nominating, Governance and Regent Leadership Committee shall review prior self-assessment surveys and attendance records when considering nominees for officer positions. All nominees shall be submitted in Executive Session to the full Board for election at the annual meeting.

3.1.2. Persons wishing to make recommendations for At-Large Regent positions on the Board of Regents and on other boards as required by the Bylaws of Baylor University or by other legal agreements shall submit such recommendations to the Nominating, Governance and Regent Leadership Committee. The Nominating, Governance and Regent Leadership Committee should encourage the Board of Regents at the first Board meeting of the year to submit recommendations to be considered. The Nominating, Governance and Regent Leadership Committee should communicate with the appropriate Baptist General Convention of Texas personnel or committees to coordinate regarding the identification of potential nominees.

3.1.2.1. Each year the Nominating, Governance and Regent Leadership Committee shall create a Selection Subcommittee composed of several members of the Nominating, Governance and Regent Leadership Committee as well as individuals who are not Regents (nor have served as a Regent in the prior six years), but who have had significant and successful careers in business, education, the arts and sciences and other varied professional fields, as well as other corporate (for-profit and non-profit) experience, who can assist the Nominating, Governance and Regent Leadership Committee in identifying and reviewing potential Regents. The Selection Subcommittee shall be composed of an equal number of Regents and non-regents. The Selection Subcommittee shall present its recommendations to the Nominating, Governance and Regent Leadership Committee prior to February 1 of each year.

3.1.2.2. Candidates must meet the qualifications established in the Certificate of Formation or Bylaws to be a member of the Board of Regents. In addition, the candidate must also:

3.1.2.2.1. Be a committed Christian and must have accepted Jesus Christ as both Lord and Savior and live in a manner that demonstrates his or her commitment to Him;

3.1.2.2.2. Actively demonstrate his or her deep appreciation for Baylor University, its unique role in higher education and Baptist life, and its indebtedness to its Baptist founders and Texas Baptist churches;

- 3.1.2.2.3. Have the influence, associations, energy, and determination necessary to attract financial support to sustain the University;
  - 3.1.2.2.4. Be willing and able to contribute their time, talent, and financial means to strengthen and move the University forward;
  - 3.1.2.2.5. Possess the wisdom, experience, and intellectual capabilities to make sound policy decisions and provide leadership in matters of governance;
  - 3.1.2.2.6. Not currently serve on the board of another BGCT institution of higher education or the Baptist Foundation of Texas;
  - 3.1.2.2.7. Submit a written personal statement of faith;
  - 3.1.2.2.8. Describe his or her faith commitment to Christ in an interview with one or more members of the Nominating, Governance and Regent Leadership Committee (who shall thereafter report to the Committee on the discussion);
  - 3.1.2.2.9. Submit a written letter of recommendation from a minister at his or her local church, preferably the senior minister, discussing the candidate's faith commitment and addressing whether the candidate is an active and faithful member and other matters discussed in this section, or submit a similar letter of recommendation from another minister or person in full-time Christian service who is familiar with the candidate; and
  - 3.1.2.2.10. Be sponsored by a current member of the Board who will confirm the candidate's Christian commitment.
- 3.1.2.3 The Nominating, Governance and Regent Leadership Committee must also consider the following criteria when considering whether to nominate a person for election by the Board of Regents:
- 3.1.2.3.1. Relationship with Jesus Christ and commitment to the furtherance of His Kingdom;
  - 3.1.2.3.2. Occupational and educational backgrounds and credentials;
  - 3.1.2.3.3. Functional expertise (e.g., education, finance, communications, legal);

- 3.1.2.3.4. Geographic diversity (national and intrastate);
- 3.1.2.3.5. Baptist constituency and heritage;
- 3.1.2.3.6. Other diversity of background and experience;
- 3.1.2.3.7. Prior board experience (non-profit or for-profit);
- 3.1.2.3.8. Support of University's development efforts;
- 3.1.2.3.9. Relationship to Baylor University;
- 3.1.2.3.10. Other relevant considerations including independence and freedom from conflicts of interest; and
- 3.1.2.3.11. When nominating a sitting Regent for a second or third term, the prior self-assessment surveys and attendance records shall also be evaluated.

- 3.1.3. The Nominating, Governance and Regent Leadership Committee shall ordinarily present to the Board of Regents in Executive Session at the regular meeting of the Board immediately preceding the annual meeting of the Board (1) the names, including biographical information and a Conflict of Interest Disclosure and Information Statement, of the persons nominated by the Committee for election to the Board of Regents who are not currently serving on the Board, and (2) the names of the persons currently serving on the Board who have been nominated by the Committee for election by the Board of Regents for another term.
- 3.1.4. The Board of Regents shall vote on nominees for election as Officers of the Board and for membership on the Board of Regents ordinarily during the Executive Session at the annual meeting of the Board of Regents.
- 3.1.5. The Bylaws govern how long each Regent may serve and the total number of Regents. While the Bylaws require that Regents must leave the Board for a period of at least one year between periods of service on the Board, it is the express intent of the Board that ordinarily the break in service will be longer than the minimum contained in the Bylaws. While the Bylaws establish a minimum of 16 Regents and a maximum of 44 Regents, it is the express intent of the Board that ordinarily the number of Regents will be between 32 and 38.
- 3.1.6. The Nominating, Governance and Regent Leadership Committee shall make recommendations or nominations for Regent positions elected by the Baptist General Convention of Texas. Furthermore, in recognition of Baylor's long history with Texas Baptists, the Nominating, Governance and Regent Leadership Committee (and the Board) shall also strive to enhance Baylor's connections with Texas Baptists generally, as well as with other Baptist and other Christian entities nationally and

internationally, to broaden the pool of potential Regents and to preserve and strengthen Baylor's heritage and Christ-centered mission.

- 3.1.7. Alumni-elected Regents will be nominated and elected according to the process contained in the Bylaws.

### **3.2. Other Elections and Appointments**

- 3.2.1. In addition to the nomination and election of Regents as set forth in 3.1 above, the Nominating, Governance and Regent Leadership Committee shall receive and consider the names of persons to serve on the governing boards of (a) the Baylor College of Medicine, and (b) such other organizations as the Board of Regents of Baylor University may from time to time have the authority to nominate and elect. The Board has delegated the authority to elect the governing board of the Brazos Valley Public Broadcasting Foundation to the President. The Committee shall submit its nominations for election to these boards to the Board of Regents for election at the annual meeting of the Board or at such other time as may be specified in the articles of incorporation or Bylaws of such organizations.
- 3.2.2. Unless specified in the Certificate of Formation, Bylaws, or other governance document of the organization, elections or appointments to boards of organizations other than Baylor University will be for a one-year term.

## **4. PRESIDENTIAL GOAL SETTING, ASSESSMENT AND CORPORATE PLANNING, AND EXTERNAL REPORTING**

### **4.1. Presidential Goal Setting and Assessment**

- 4.1.1. The Board shall annually evaluate the President's performance on the basis of clearly defined and mutually agreed upon performance goals. The Board shall include in its assessment the President's actions in advancing the mission of the University. The Board may adopt further policies regarding the process and procedures for this key Board function.
- 4.1.2. The University Leadership and Compensation Committee shall have primary responsibility in conducting the evaluation of the President's performance and the compensation of the President, it should include the Executive Committee in its work.
- 4.1.3. The following criteria should be utilized in the assessment: (1) academic management and leadership; (2) administrative management and leadership; (3) athletics program management and leadership; (4) budget and finance; (5) fundraising; (6) external relations; and (7) personal characteristics.
- 4.1.4. The University Leadership and Compensation Committee should report to the Board the results of its assessment annually.

## **4.2. Institutional Planning**

4.2.1. The Board is expected to ensure that appropriate institutional planning takes place and should insist that plans are used regularly for decision-making. In carrying out this responsibility, the Board should consider the following: the University's effectiveness in carrying out its mission; alternative sources for revenue beyond its historical revenue streams (tuition and fundraising); the usefulness of planning in higher education, the need for a regular planning process for the institution, the President's role in and responsibility for the planning function, the incorporation of the Board's expertise or experience in the planning process, and reliance on the University's plans to make decisions (particularly those that involve setting priorities and allocation of resources).

## **4.3 External Reporting**

4.3.1. The President may make or cause to be made a report to each annual meeting of the Baptist General Convention of Texas setting forth the condition and activities of the University

# **5. EXPECTATIONS OF BOARD MEMBERS**

## **5.1. Expectations**

5.1.1. While serving on the Baylor Board of Regents, individual members will be called on and are expected to make significant contributions to the University. These contributions include donations of their time, energy, skills, talents and finances as set forth more fully in the Board's Statement of Responsibilities. Each Regent is expected to reaffirm annually the Statement of Commitment and Responsibilities, and the Conflict of Interest Policy. More specifically, each Regent is expected to:

- 5.1.1.1. Adhere to the Board's Conflict of Interest Policy.
- 5.1.1.2. Adhere to the Statement of Commitment and Responsibilities.
- 5.1.1.3. Provide annual financial support to the University at a level consistent with the Board member's financial capability and generally support the University's development efforts among other donors to the University. In addition to being an appropriate expression of their commitment to Baylor University, this financial support by each Regent is necessary because outside foundations sometimes use this as a criterion for grant eligibility.
- 5.1.1.4. Where appropriate, attend and participate in, University events and activities (e.g., Academic, Development, Athletic Department and Alumni functions) in Waco and

their home community. Each Regent is also expected to attend and participate in at least one Baylor University graduation ceremony each year.

- 5.1.1.5. Regularly prepare for, punctually attend, and actively participate in Board meetings, committee meetings, dinner receptions and other Board functions; provided, however, a Regent may take a leave of absence from the Board if approved by the Chair of the Board in consultation with the Nominating, Governance and Regent Leadership Committee. A Regent on a leave of absence remains a Regent in office. Each Regent is expected to attend (preferably in-person) at least 75% of the regular Board meetings, special Board meetings and committee meetings for which they are a member. Board members who fail to meet this attendance expectation should recognize that they may not be re-elected to the Board and may wish to withdraw their name from consideration for re-election at the end of their term.
- 5.1.1.6. Recognize that it is important for the Board to communicate and present unified support for Baylor's mission and policies. Each member must remain mindful that absent specific delegation by the Board to another person, the Chair of the Board is the official spokesperson for the Board and the President, or his or her designee, is the official spokesperson for the University. While individual Board members do not have the authority to speak on behalf of either the Board or the University they may on occasion have an opportunity to speak publicly to groups or the media. On such occasions, after a Board decision is made, each Regent must respect the Board's authority to act by majority decision and is expected to publicly support the decisions of the Board and the policies of Baylor University. Regents also must not encourage others to criticize decisions of the Board.
- 5.1.1.7. Annually complete self-study in Board governance and remain knowledgeable on other higher education matters (e.g., Trusteeship magazine, Chronicle of Higher Education, etc.).
- 5.1.1.8. Complete and submit in a timely manner the Individual and Board Performance Assessment Instrument.

## **5.2. Assessment and Reporting**

- 5.2.1. Board members will be asked to self-assess their performance in each of these areas in the annual Individual and Board Performance Assessment Instrument. The Individual Board Performance Assessment Instrument



should include an opportunity to evaluate: (1) Board leadership; (2) committee leadership and (3) each committee. The assessment should also provide members with the opportunity to make suggestions to improve the functioning of the Board and its committees. The Nominating, Governance and Regent Leadership Committee Nominating, Governance and Regent Leadership may review any identified areas of weaknesses in Board performance with the relevant board committee and the officers for consideration and action. A summary of the cumulative responses of the Board regarding whether they have met the expectations listed in this section will be reported annually to the Board by the Nominating, Governance and Regent Leadership Committee.

- 5.2.2. The Nominating, Governance and Regent Leadership Committee will annually report on the attendance records of Board members at Board and Committee meetings according to the minutes kept of those meetings and whether each Board member has contributed financially to Baylor University during the prior eighteen month period. The Nominating, Governance and Regent Leadership Committee may also include such other information in its report that will enable the Board to assess fairly whether individual Board members are meeting the expectations listed above.
- 5.2.3. While there are many other factors to consider when making a nomination to re-elect a Board member to an additional term, the Nominating, Governance and Regent Leadership Committee Nominating, Governance and Regent Leadership must include in its review and consideration whether each Regent considered for re-election has met these expectations during their service on the Board. Failure to meet the expectations in these guidelines could have a negative impact on continued service on the Board. Another material consideration is whether the Regent has satisfied the Board's attendance requirements. Additionally, the Nominating, Governance and Regent Leadership Committee must conduct a full "360-degree" review of each Regent's performance. The review should include an assessment of the Regent by other Regents and faculty and administrators with whom he or she had significant contact.
- 5.2.4. At least every five years the Board will retain an outside facilitator to coordinate with the Nominating, Governance and Regent Leadership Committee in conducting a thorough self-assessment of the Board's performance combined with a Presidential assessment.

### **5.3. Impact on Continued Board Service**

- 5.3.1. Failure to meet the expectations in this section could have a negative impact on continued service on the Board.

## **6. BOARD PROFESSIONAL**

### **6.1. Position**

6.1.1. The Board Professional shall be a staff member of the University selected by the President with input from members of the Board's Executive Committee, serving without fixed term and shall report directly to the Board (primary) and the President (secondary). The President will facilitate and conduct the compensation and evaluation process with the University Leadership Committee.

6.1.2. The Board Professional should facilitate communications between the Board and University administration in a manner that enhances good Board governance. The Board Professional's responsibilities include: preparing for and managing Board and committee meetings and retreats; setting meeting agendas; assuring Board and Committee members are provided with necessary background materials; attending all Board and committee meetings; overseeing the preparation of meeting minutes; monitoring further actions by, or reports to, the Board; development and management of new Regent orientation program with appropriate Board committees; identification of topics requiring additional training and education; maintenance of the Board website; reviewing recommendations and reports for the Board to ensure materials are timely, complete and concise; serving as the Board's historian and archivist; and supervision of staff hired to assist the Board Professional. The Board Professional shall also be responsible for maintaining the Board's website and shall ensure that the Board's calendar of regular meetings, agendas, meeting minutes and published reports are posted on the website.

### **6.2 Qualifications**

6.2.1 The Board Professional should demonstrate strong board experience and expertise, excellent communications and organizational skills, impeccable character, exceptional judgment, and the ability to work with and within the Baylor community. While it is recommended that the Board Professional have a legal background, the Board Professional shall not be an attorney for either the Board or the University.