



## **Bylaws of the Board of Trustees**

November 2022

### **The Mission Statement**

Leighton University, a private non-affiliated institution, has a focus on meeting students where they are through accessible, student-centered, quality higher education that blends the liberal arts with career-focused degree programs marked by individualized attention, civility, and respect for differences within a supportive space where students take ownership of their learning and are motivated to succeed in an environment that promotes inclusive excellence.

### **Our Core Values**

The institution's core values guide the University's commitment and aspirations to promote student learning and success, faculty scholarship and research, and community engagement. The following seven values are what the University stands for and are, therefore, of intrinsic value expressed in its ethos and fundamental commitments:

- **Academic Excellence:** Our community pursues excellence in the academy and is committed to teaching, learning, and professional preparation to serve the local, national, and international communities. We treasure the institution's autonomy and the veracity necessary to uphold the highest levels of intellectual inquiry and academic freedom standards.
- **Champion Student Success:** We are a community that strives to nurture students for success in their academic journey, graduate promptly, and fully realize their academic potential as they benefit from their unsurpassed education and preparation rigor.
- **Acts of Integrity:** We are a community that strives to engage in honest communications, fairness, ethical manners, and accountability for words and deeds in all University activities and decision-making.
- **Commitment to Inclusivity:** We are a community that embraces inclusive excellence where all individuals' unique attributes and contributions are valued to enhance the richness of our academic environment regardless of race, ethnicity, gender, sexual orientation, socio-economic status, age, physical abilities, political beliefs, spiritual perspectives or other ideologies.
- **Immersion in Innovation:** We are a community that dedicates its stakeholders to discovering and applying knowledge in teaching and learning and developing innovative ideas and processes to form collaboration across disciplines to stimulate and create positive transformation through teaching, research, and service.
- **Value of Added Engagement:** We are a community that encourages and supports its faculty, staff, and students in all forms of scholarship, including discovery and expansion of knowledge and truth.

- **Power of Technology:** We are a community that values the enduring power of technology and information systems and the resources entrusted to our care. With vigilance, we will maintain the integrity of these critical assets.

## **Core Purpose of Leighton University**

**Paragraph 1:** In accordance with the laws of Mississippi, the University is established with the primary intent of functioning as a private learning institution of higher education. Moreover, the University is to conduct its operations exclusively for educational, charitable, or scientific purposes, as delineated in Section 501(c)(3) of the U.S. Internal Revenue Code, in its current form and as amended, or any analogous provisions in future U.S. Internal Revenue legislation (from now on referred to as "the Code"). The University's activities are to be centered on serving as an educational institution, with the sole aim of advancing the public interests of Leighton University. Any actions or undertakings by the University must align with, and further, the objectives outlined in Section 501(c)(3) of the Code or as defined in the pertinent legislation. It is imperative that the University consistently adheres to the purposes expounded herein and maintains its status as a private non-profit institution of higher education, as mandated by the Act and the stipulations of Code Section 501(c)(3) at all times.

**Paragraph 2:** In conformity with the legal framework of the state of Mississippi, the University is instituted with the central purpose of operating as a private institution of higher education. Furthermore, the University is mandated to exclusively carry out its activities for the advancement of educational, charitable, or scientific objectives, as outlined in Section 501(c)(3) of the U.S. Internal Revenue Code, in its existing configuration and as may be revised in the future, or any analogous provisions in forthcoming U.S. Internal Revenue laws, herein referred to as "the Code."

**Paragraph 3:** The University is duly mindful of its role as a higher education institution, and it strives to fulfill this purpose within the legal and regulatory framework of the state of Mississippi. It remains committed to upholding the principles of educational, charitable, and scientific endeavors, as set forth in Section 501(c)(3) of the U.S. Internal Revenue Code, whether in the context of state or private institution status. This commitment to its core mission is integral to the University's identity and enduring service to the community it serves.

## **ARTICLE I - Preamble**

In the pursuit of establishing sound governance for Leighton University, a nascent institution of higher learning, the formulation of a comprehensive and judicious Board of Trustees is of paramount importance. The Board, comprising five esteemed members, is entrusted with the solemn duty of steering the institution towards its goals and aspirations. To facilitate this endeavor, it is essential to draft a coherent and well-structured document that delineates the foundational principles and regulations governing these governing members' selection, relationships, terms of service, and expectations. This document shall serve as the cornerstone of Leighton University's governance framework.

In acknowledgment of the pivotal significance of the Board of Trustees in shaping the trajectory and preserving the integrity of Leighton University, this meticulously crafted document is conceived to offer explicit and unambiguous directives for the establishment and functioning of the Board. The underlying objective is to champion principles of transparency, accountability, and the pursuit of excellence in governance, thereby reinforcing the University's commitment to the highest standards of academic leadership and ethical stewardship.

### **Section 1: Leadership and Stewardship**

The Board of Trustees assumes a central role in the leadership and stewardship of Leighton University. Their collective wisdom and strategic vision guide the institution's journey, ensuring it remains true to its mission and objectives.

### **Section 2: Transparency**

A cornerstone of this document is the unwavering commitment to transparency. Transparency in the deliberations, decisions, and operations of the Board is vital. It ensures the university community, stakeholders, and the public are confident in its governance.

### **Section 3: Accountability**

The Board is entrusted with a fiduciary responsibility to safeguard the University's resources and advance its mission. Accountability mechanisms are embedded in these guidelines to hold trustees responsible for their actions and decisions. This instills confidence in the University's stakeholders that the Board serves the institution's best interests.

### **Section 3: Excellence in Governance**

Excellence in governance is a paramount goal. The document sets forth the principles of good governance that enable the Board to operate at the highest level of effectiveness. It underscores the commitment to making decisions that propel the University forward and uphold the principles of academic rigor and ethical conduct.

### **Section 4: Mission Alignment**

At the heart of these guidelines is a commitment to align the Board's actions and decisions with the University's mission. The Board acts as the custodian of this mission, ensuring that it is preserved and advanced for the betterment of the University and society.

## **Section 5: Ethical Stewardship**

Besides the legal and fiduciary aspects, ethical stewardship is emphasized. The Board is entrusted with the welfare of the university community and its ethical standards. These guidelines underscore the importance of making decisions that reflect these values.

## **Section 6: Strategic Vision**

The Board's role in strategic planning and pursuing long-term objectives is fundamental. These guidelines provide the framework for fostering a strategic vision that enables Leighton University to thrive in a dynamic and ever-evolving academic landscape.

This document symbolizes Leighton University's steadfast dedication to ensuring that the Board of Trustees operates with the highest standards of integrity, transparency, and an unwavering commitment to advancing Leighton University's mission. It signifies our enduring pursuit of academic excellence in a dynamic and ever-evolving academic landscape, reinforcing the institution's pledge to the welfare of its communities and the ethical standards that guide decisions and actions.

## **Article II: Leighton University's Boards**

**Leighton University's governance is supported by two distinct yet complementary boards: the Board of Trustees and the Board of Directors. Each board plays a critical role in the university's overall stewardship and strategic direction, with specific mandates, responsibilities, and focus areas. This article delineates the structure, roles, and interplay between these two crucial bodies, underscoring their collective importance in guiding the university toward its aspirations and objectives.**

### **Section 1: Board of Trustees**

The Board of Trustees is pivotal in the university's governance structure, distinct from the Board of Directors. The Board of Trustees at Leighton University is the governing body responsible for providing strategic leadership, oversight, and stewardship of the institution. Its primary role is to ensure the university's adherence to its mission, values, and long-term strategic objectives. The Board of Trustees plays a crucial part in shaping the university's academic direction, policies, and overall vision.

1.1 - Role and Responsibilities: The Board of Trustees constitutes the highest governing authority of Leighton University. It is responsible for shaping the institution's strategic direction, preserving its mission, and upholding its values.

1.1.1 Strategic Leadership: The Board provides strategic leadership by setting the university's overarching vision and long-term goals, ensuring its continued growth and relevance in a dynamic academic landscape.

1.1.2 Mission Guardianship: As stewards of the university's mission, the Board ensures that all decisions and actions align with the core principles and objectives that define Leighton University's identity.

1.1.3 Oversight and Accountability: The Board exercises diligent oversight, holding the institution accountable for achieving its goals and fulfilling its responsibilities consistent with ethical, legal, and regulatory standards.

1.1.4 Policy Formulation: It actively engages in policy formulation, shaping the guidelines and frameworks that govern the university's operations, academics, and administration.

1.1.5 Resource Stewardship: The Board is entrusted with managing the university's financial resources, including budgetary oversight, fundraising, and investments, to ensure fiscal sustainability.

1.1.6 Academic Direction: In partnership with the academic leadership, the Board influences the academic direction of the university, emphasizing educational excellence and innovation.

1.2 - Fiduciary Stewardship: As fiduciaries, the Board of Trustees is accountable for ensuring the university's financial stability and long-term viability. This includes diligent oversight of budgets,

management of endowments, and approval of significant financial decisions critical to the university's operations.

1.2.1 Budgetary Oversight: The Board diligently oversees the development and execution of the university's budgets, ensuring that financial resources are allocated efficiently and aligned with strategic priorities.

1.2.2 Endowment Management: With a watchful eye, the Board manages the institution's endowments, striving to preserve and grow these crucial assets to support the university's mission for future generations.

1.2.3 Financial Decision Approval: The Board holds the authority to review and approve significant financial decisions that have a profound impact on the university's operations, including major capital projects, tuition and fee structures, and investments.

1.2.4 Fiscal Accountability: It upholds the highest standards of fiscal accountability, ensuring that all financial activities adhere to legal requirements, ethical principles, and sound financial practices.

1.2.5 Risk Mitigation: The Board actively identifies and assesses financial risks and takes proactive measures to mitigate them, safeguarding the university's financial well-being.

1.3 - Academic Governance: The Board of Trustees wields authority over crucial academic matters. This encompasses granting approval for academic programs, substantial curriculum adjustments, and the appointment of critical academic leaders such as the Chancellor.

1.3.1 Program Approval: The Board reviews and grants approval for establishing new academic programs and significant modifications to existing ones. This process ensures that academic offerings align with the university's strategic goals and uphold rigorous educational standards.

1.3.2 Curriculum Oversight: It diligently oversees substantial curriculum adjustments, ensuring that the academic content and delivery methods remain relevant and effective in meeting the needs of students and the evolving educational landscape.

1.3.3 Leadership Appointments: The Board holds the authority to appoint critical academic leaders, including the Chancellor. This responsibility underscores the Board's role in selecting visionary leaders who will guide the university toward academic excellence and institutional success.

1.3.4 Academic Excellence: The Board is steadfast in upholding the university's academic standards and fostering an environment that promotes the highest caliber teaching, research, and scholarly activities.

1.4 - Mission Alignment: Ensuring strict adherence to Leighton University's mission and core values is the primary duty of the Board of Trustees. It oversees the comprehensive governance of the university, guaranteeing that every policy, action, and resolution aligns with the institution's foundational principles.

1.4.1 Mission Oversight: The Board meticulously oversees the university's mission, ensuring it remains a guiding light for all the institution's strategic decisions and actions. The mission is the foundation for the university's entire academic and operational framework.

1.4.2 Policy Adherence: It diligently reviews and approves policies, guidelines, and resolutions to ensure they align completely with the university's foundational principles and values. These policies reflect the institution's commitment to fostering an environment that upholds integrity, diversity, and academic excellence.

1.4.3 Values Integration: The Board promotes integrating the university's core values into every facet of its operation, fostering a culture that upholds integrity, inclusivity, and excellence. These values permeate the university's educational, research, and administrative endeavors.

1.4.4 Mission Communication: It facilitates transparent and effective communication of the university's mission and values to the entire university community, fostering a shared commitment to these guiding principles. This communication ensures that all stakeholders, from students to faculty to administrators, are aware of and dedicated to the university's overarching mission.

## **Section 2: Board of Directors**

The Board of Directors, a distinct entity within Leighton University's governance structure, oversees affiliated organizations and entities connected to the university. These organizations may include nonprofit entities, corporations, or other subsidiary bodies. The primary mission of the Board of Directors is to ensure that these affiliated entities operate in accordance with Leighton University's overarching mission and values. The Board of Directors is pivotal in financial stewardship, legal compliance, and fundraising efforts associated with these organizations. Its duties include supervising the endowment, managing real estate holdings, addressing legal and business matters, and contributing to fundraising and advancement activities. The Board of Directors plays a crucial role in preserving the integrity and mission alignment of Leighton University and its affiliated entities.

2.1 Role and Responsibilities - The Board of Directors is pivotal in the university's governance structure, distinct from the Board of Trustees. Its primary duty is overseeing affiliated entities closely linked to the university, encompassing nonprofit organizations and corporations. This oversight is paramount to ensure these entities remain in harmony with the university's core mission. The Board of Directors shoulders various responsibilities to safeguard the university's interests, foster collaboration between the university and its affiliates, and uphold the institution's commitment to its mission and values. The primary role of the Board of Directors is to provide oversight and guidance to entities affiliated with the university. This oversight ensures that these entities operate in a manner that is consistent with the university's mission, values, and strategic goals.

2.1.1 - Affiliated Nonprofit Organizations: This subcomponent pertains to the oversight of nonprofit organizations connected to the university. The Board of Directors ensures that these organizations adhere to their stated missions and comply with applicable laws and regulations.

2.1.2 - Affiliated Corporations: This sub-subcomponent oversees corporations associated with the university. The Board of Directors must ensure that these corporations align with the university's goals and values, maintaining transparency and accountability.

2.2 - Collaborative Engagement: The Board of Directors and the Board of Trustees acknowledge the significance of collaborative engagement in achieving common goals and fostering alignment among the affiliated entities associated with Leighton University. The Board shall actively promote and facilitate cooperative efforts, coordination, and communication between itself and these entities to advance shared objectives, ensure compliance with the university's mission and values, and contribute to the overall success of these entities.

2.2.1 - Strategic Alignment: The Board of Directors collaborates with affiliated entities to ensure alignment with the university's overarching strategic goals through regular strategic planning sessions and alignment assessments.

2.2.2 - Resource Sharing: The university and its affiliated entities may share financial resources, expertise, and infrastructure to achieve shared objectives.

2.2.3 - Performance Evaluation: The Board of Directors evaluates the performance of affiliated entities to identify areas of improvement and opportunities for growth.

2.2.4 - Accountability Framework: An accountability framework is established to measure progress and ensure that affiliated entities adhere to agreed-upon commitments and timelines.

2.2.5 - Reporting and Transparency: Transparent communication channels, including regular reporting on progress, challenges, and achievements, are maintained between the Board of Directors and affiliated entities.

2.2.6 - Conflict Resolution: The Board of Directors facilitates conflict resolution processes in disputes or disagreements, ensuring timely and effective resolution."

### **Section 3: Strategic Alignment**

The Board of Directors is responsible for guaranteeing that the actions and decisions of affiliated entities align with the university's strategic direction. This strategic alignment is essential to further the university's mission and objectives.

3.1 - Mission Consistency: This subcomponent emphasizes the importance of ensuring that the activities and operations of affiliated entities are in harmony with the university's mission. The Board of Directors must actively assess and promote this alignment.

3.1.1 - Regular Assessment: The Board of Directors shall conduct regular assessments of affiliated entities to ensure that their activities and operations align with the university's mission.

3.1.2 - Promotion of Alignment: The Board of Directors shall actively promote alignment by providing guidance and resources to affiliated entities.

3.1.3 - Reporting: Affiliated entities shall provide periodic reports to the Board of Directors detailing their efforts to maintain mission consistency.

3.2 - Goal Achievement: This sub-subcomponent underscores the need for affiliated entities to work towards achieving specific goals set by the university. The Board of Directors is pivotal in monitoring progress and supporting these endeavors.

3.3 - Strategic Planning: The Board of Directors plays a critical role in the strategic planning process for the Board of Trustees and, thus, the university. This includes

contributing to developing strategic goals, priorities, and initiatives that align with the university's mission.

3.3.1 - Development of Strategic Goals: The Board of Directors actively formulate strategic goals for the university, ensuring they are mission-aligned and forward-thinking.

3.3.2 - Prioritization of Initiatives: The Board of Directors assists in prioritizing initiatives and projects that are critical to the university's strategic direction.

3.3.3 - Collaborative Planning: The Board of Directors collaborates with various university stakeholders, including the Board of Trustees, to ensure a cohesive and comprehensive strategic plan.

3.3.4 - Review and Adjustment: The Board of Directors regularly reviews and, if necessary, adjusts the strategic plan to respond to changing circumstances and emerging opportunities.

3.3.5 - Communication and Alignment: The Board of Directors ensures that the strategic plan is effectively communicated across the university and that all efforts are aligned with the established strategic goals.

## **Section 4 - Fiduciary Oversight**

The Board of Directors concentrates on the judicious financial management of the university's affiliated entities. This encompasses astute management of the endowment, supervision of real estate holdings, and the financial stewardship of other associated organizations.

4.1 - Legal and Business Matters: The Board of Directors assumes the mandate of addressing all legal and business matters related to the university's affiliated entities. It ensures strict compliance with the pertinent laws and regulations governing these organizations.

4.1.1 - Legal Compliance: The Board of Directors shall oversee and ensure the legal compliance of affiliated entities, including nonprofit organizations and corporations, with all applicable laws and regulations.

4.1.2 - Contractual Agreements: The Board of Directors shall review and approve contractual agreements involving affiliated entities to safeguard the university's interests and ensure compliance with legal requirements.

4.1.3 - Risk Management: The Board of Directors shall implement risk management strategies to mitigate legal and financial risks associated with affiliated entities.

4.1.4 - Conflict Resolution: In conflicts or disputes involving affiliated entities, the Board of Directors shall facilitate resolutions following the university's policies and legal obligations.

4.2 - Financial Stewardship: The Board of Directors shall actively engage in financial stewardship, focusing on fundraising and resource allocation and ensuring the financial stability of Leighton University's affiliated entities.

4.2.1 - Endowment Management: The Board of Directors shall oversee the prudent management and investment of the university's endowment to ensure its long-term growth and sustainability.

4.2.2 - Real Estate Holdings: Management of real estate holdings, including acquisitions, disposals, and maintenance, falls under the purview of the Board of Directors.

4.2.3 - Fiscal Responsibility: The Board of Directors shall exercise fiscal responsibility in overseeing the financial operations of affiliated entities, including budget approval and financial reporting.

4.2.4 - Fundraising and Development: The Board of Directors shall actively engage in fundraising and advancement efforts to secure resources for the university's affiliated entities

4.3 - Fundraising and Advancement: Directors contribute significantly to fundraising and advancement endeavors. They facilitate the acquisition of resources and support for Leighton University and its affiliated organizations.

4.2.1 - Resource Acquisition: Directors actively engage in resource acquisition efforts by cultivating relationships with potential donors, alums, and philanthropic partners.

4.2.2 - Donor Relations: The Board of Directors fosters positive donor relations to maintain and enhance financial support for Leighton University and its affiliated organizations.

4.2.3 - Advancement Strategies: Directors contribute to developing and implementing advancement strategies to secure financial resources and support the institution's mission and initiatives.

4.2.4 - Fundraising Campaigns: The Board of Directors plays a vital role in planning and executing fundraising campaigns to meet the financial needs of the university and its affiliated entities.

## **Section 5: Interconnectedness**

The governance structure of Leighton University is designed with careful consideration of the interplay between two distinct bodies: the Board of Directors and the Board of Trustees. While each board has a defined role and purpose, they are inherently interconnected, forming a harmonious partnership that strengthens the university's foundation. In this section, we delve into the intricate web of interconnectedness that underlies the collaboration between the Board of Directors and the Board of Trustees, highlighting the importance of these relationships in steering the university toward continued success and advancement.

5.1- A designated Membership: While the two boards have distinct roles, they are interconnected. A designated member of the Board of Directors serves as a representative on the Board of Trustees. This linkage ensures coordination between the strategic and operational aspects of the university.

5.1.1 - Dual Responsibility: The representative from the Board of Directors on the Board of Trustees holds dual responsibilities, ensuring alignment with the university's mission and values while managing potential conflicts of interest.

5.1.2 - Role Clarity and Accountability: The designated representative from the Board of Directors on the Board of Trustees must maintain clear role delineation and accountability. This ensures effective contribution without overreach, respecting each board's distinct functions and jurisdictions.

5.1.3 - Regular Reporting and Communication: The representative must provide regular reports to both boards, facilitating transparency and continuous communication. This reporting is crucial for keeping both boards informed and aligned on shared objectives and activities.

5.1.4 - Training and Orientation: The designated member will undergo specific training and orientation to navigate the dual roles effectively. This preparation is essential for understanding each board's unique dynamics and requirements, ensuring effective representation and decision-making.

5.1.5 - Term Limits and Rotation: To promote fresh perspectives and prevent stagnation, term limits for the designated representative position shall be established, with a system for orderly rotation. This approach ensures sustained dynamism and adaptability in the university's governance structure.

5.2 - Synergistic Decision-Making: While the Board of Directors and the Board of Trustees at Leighton University have distinct roles, they operate in a unified manner through a synergistic decision-making process. This process mandates the integration of strategic and operational perspectives, fostering governance efficacy and propelling the university toward its goals.

5.2.1 - Collaborative Integration of Insights: The Board of Directors and the Board of Trustees at Leighton University are mandated to amalgamate strategic and operational insights collaboratively. This unified approach is critical for making informed decisions that harmonize with the university's long-term strategic objectives and immediate operational exigencies.

5.2.2 - Consensus Building in Decision-Making: The Board of Directors and the Board of Trustees at Leighton University shall endeavor to reach a consensus in their decision-making. This bylaw emphasizes the importance of collective agreement and shared responsibility in governance, ensuring that decisions reflect a balanced consideration of diverse viewpoints and expertise.

5.2.3 - Regular Joint Meetings: Regular joint meetings between the Board of Directors and the Board of Trustees are mandated to facilitate ongoing communication and collaboration. These meetings are essential for maintaining alignment on university strategies and operations and fostering a cohesive governance approach.

5.2.4 - Transparency and Accountability: In their collaborative decision-making process, the Boards of Directors and Trustees must uphold principles of transparency and accountability. This bylaw ensures that decisions are made openly and subject to appropriate scrutiny, reinforcing the integrity of the university's governance.

5.2.5 - Continuous Review and Adaptation: A continuous review and adaptation mechanism shall be in place to assess and refine the synergistic decision-making process. This bylaw is designed to ensure that the collaborative approach remains effective and responsive to the evolving needs of the university.

## Section 6: Eligibility and Inclusion

The eligibility and inclusion policy underscores the University's commitment to fostering collaboration and shared leadership among its governing bodies. It ensures that individuals who meet specific criteria can simultaneously serve as both a member of the Board of Directors of the affiliated corporation and as a voting member of the Board of Trustees of Leighton University. The two subcomponents under this section define the eligibility requirements and the potential for concurrent service, emphasizing the importance of alignment with these criteria for individuals seeking dual roles within the University's governance structure.

6.1. Eligibility: An individual may serve concurrently as a member of the Board of Directors of the affiliated corporation and as a voting member of the Board of Trustees of Leighton University, provided that they meet the eligibility criteria for both positions. This subcomponent delves into the prerequisites that must be met to ensure eligibility for dual roles, promoting clarity and transparency in governance appointments.

6.1.1 - Eligibility: An individual may serve concurrently as a member of the Board of Directors of the affiliated corporation and as a voting member of the Board of Trustees of Leighton University, provided that they meet the eligibility criteria for both positions.

6.1.2 - Inclusion Requirement: To ensure a strong connection and collaboration between Leighton University and the affiliated corporation, it is a requirement that at least one director from the Board of Directors, the affiliated corporation's Board, serves as a voting member on the Board of Trustees.

6.1.3 - Eligibility Review: Individuals seeking dual roles must undergo a comprehensive eligibility review process to confirm their qualifications for serving on the Board of Directors of the affiliated corporation and as voting members of the Board of Trustees of Leighton University. This process ensures compliance with the eligibility criteria and promotes transparency in governance appointments.

6.2 - Dual Role Guidelines: This subcomponent outlines specific guidelines and expectations for individuals holding dual roles as members of the Board of Directors of the affiliated corporation and as voting members of the Board of Trustees of Leighton University. It provides a framework for managing these dual roles and their associated responsibilities.

6.2.1 - Transparency and Disclosure: Individuals in dual roles must maintain transparency in their actions and decisions. They should disclose their affiliations and roles in both organizations to the Board of Trustees and the affiliated corporation. This includes sharing information about potential conflicts of interest.

6.2.2 - Objective Decision-Making: Dual-role individuals must prioritize the best interests of the University and the affiliated corporation when making decisions. Their decisions should be objective and not biased towards one entity at the expense of the other.

6.2.3 - Recusal When Necessary: When a decision or action directly affects one entity to the detriment of the other, dual-role individuals should recuse themselves from the decision-making process. This ensures that the decision is made impartially.

6.2.4 - **Balanced Time and Commitment:** Individuals holding dual roles should manage their time and commitment to both organizations effectively. They should allocate their time and efforts in a balanced manner to fulfill their responsibilities on both boards.

5.2.5 - **Conflict Resolution:** In the event of conflicts between the interests of the University and the affiliated corporation, dual-role individuals should work towards finding mutually beneficial solutions. They should engage in conflict resolution processes, prioritizing both entities' overall health and success.

6.2.6 - **Regular Reporting:** Dual-role individuals should provide regular reports to the Board of Trustees and the affiliated corporation's Board, outlining their activities and actions in their dual roles. This reporting fosters transparency and accountability.

6.3 - **Reporting and Compliance:** This section highlights dual-role individuals' reporting and compliance requirements. It addresses the mechanisms for ongoing compliance, reporting potential conflicts of interest, and ensuring that the individual's actions align with the best interests of the University and the affiliated corporation.

6.3.1 - **Conflict of Interest Reporting:** Individuals in dual roles should promptly report any potential conflicts of interest to the Boards of both the University and the affiliated corporation. This includes financial interests, personal relationships, or other situations that affect impartial decision-making.

6.3.2 - **Regular Updates:** Dual-role individuals must provide regular updates on their activities to both boards. These updates should include information on their involvement, decisions, and actions related to either organization.

6.3.3 - **Alignment with Best Interests:** Individuals in dual roles must ensure that their actions and decisions align with the best interests of the University and the affiliated corporation. They should not favor one entity at the expense of the other.

6.3.4 - **Compliance with Legal and Ethical Standards:** Dual-role individuals should adhere to all legal and ethical standards relevant to their positions. This includes compliance with applicable laws, regulations, and governance policies.

6.3.5 - **Confidentiality:** Dual-role individuals should maintain the confidentiality of sensitive information related to both organizations. They should not disclose or use such information in a manner that could harm the interests of either entity.

6.3.6 - **Recusal When Necessary:** When a potential conflict of interest cannot be managed or resolved, dual-role individuals should recuse themselves from the decision-making process. This ensures that decisions are made impartially.

6.3.7 - **Resolution of Conflicts:** If conflicts between the interests of the University and affiliated corporations' interests arise, dual-role individuals should actively engage in conflict resolution processes. These should seek to find solutions that benefit both organizations.

6.3.8 - **Transparency:** Transparency is essential. Dual-role individuals should provide complete and accurate information to both boards and stakeholders about their activities and affiliations to maintain the trust of all parties.

These guidelines ensure that individuals in dual roles are accountable, transparent, and compliant with the highest governance standards and ethical conduct in their service to the University and the affiliated corporation.

## **Section 7: Role and Responsibilities**

This section delineates the roles and responsibilities of individuals serving on the Board of Directors and the Board of Trustees. It emphasizes the importance of maintaining a clear distinction between their functions and addressing potential conflicts of interest.

7.1 Distinction of Roles: Individuals who serve on the Board of Directors and the Board of Trustees must diligently uphold the distinction between their roles and responsibilities on each board. They must recognize both boards' unique functions, decision-making processes, and objectives. This recognition ensures that their contributions remain purposeful and do not lead to confusion or overlapping duties.

7.2 Recusal in the Face of Conflicts: In situations where a potential conflict of interest emerges due to an individual's dual roles, it is their ethical and legal obligation to recuse themselves from discussions and voting related to matters that could impact either board. Recusal serves as a mechanism to maintain the integrity and transparency of the governance structure. It must be consistently applied and aligned with ethical and legal standards, ensuring that the individual's decisions and actions are made in the best interests of Leighton University and its affiliated entities.

## **Section 8: Transparency and Accountability**

To pursue transparency and accountability, the university shall maintain a robust governance framework for managing the critical legal, regulatory, and ethical standards governing governance roles. Section 3 defines the practice, emphasizing accessibility, currency, and the dynamic needs of dual members as described below:

8.1 - Transparency: The University shall maintain a publicly accessible record of individuals serving in dual roles, along with the nature of their affiliations and any recusals made during board meetings.

8.1.1 - Disclosure of Affiliations: Dual members must promptly disclose their affiliations and potential conflicts of interest to the university. These disclosures are maintained in a centralized database for transparency and accessibility.

8.1.2 - Public Record of Recusals: The university shall maintain a public record of recusals made by dual members during board meetings, ensuring transparency about conflict resolution.

8.1.3 - Publication of Affiliations: The University shall maintain a comprehensive and up-to-date record of individuals in dual roles. This record shall include detailed information about their affiliations, positions, and any pertinent relationships that could influence decision-making. It should be regularly updated and readily accessible to the public through the university's official website or designated platform.

8.1.4 - Public Access: To ensure transparency, the publicly accessible record of dual-role individuals and their affiliations shall be prominently featured on the university's website. The record should provide straightforward navigation and

search functions, enabling stakeholders to locate the information quickly. Additionally, it should include a section devoted to disclosing recusals made during board meetings, ensuring that the public is informed about instances where conflicts of interest were appropriately addressed.

8.2 - Compliance: The dual member shall be responsible for compliance with all relevant laws, regulations, and ethical standards and shall seek independent legal and ethical guidance when necessary.

8.2.1 – Adherence to Legal and Ethical Standards: Dual members must adhere to all relevant legal, regulatory, and ethical standards governing their roles. They are responsible for staying informed about changes in these standards.

8.2.2 – Guidance and Training: The University provides dual members with guidance and training resources to support their compliance efforts. This includes access to legal and ethics experts who can offer advice and training sessions.

8.3 - Repository of Standards: In pursuing transparency and accountability, the university shall have a structure for managing the critical legal, regulatory, and ethical standards that govern governance roles.

8.3.1 - Centralized Repository: The university shall maintain a centralized repository of all relevant legal, regulatory, and ethical standards. Dual members can access this repository conveniently through a dedicated online portal, ensuring ease of use and accessibility.

8.3.2 - Periodic Updates: The repository shall be updated regularly to provide dual members with current standards and regulations.

8.3.3 - Mobile Access: Recognizing the dynamic nature of governance roles, dual members can access the repository through a dedicated mobile application. This mobile access ensures they can easily reference standards and regulations on their preferred devices.

## **Section 9: Review and Amendment**

This section underscores the dedication to a dynamic and responsive governance framework by delineating the processes for routine evaluation and, when needed, adjustments to the bylaws governing Leighton University's Board of Trustees. These practices affirm the institution's unwavering commitment to preserving a governance structure that stays attuned to its mission, values, and changing imperatives.

9.1. Regular Review: The Board of Trustees shall regularly review this bylaw to ensure its continued relevance and effectiveness.

9.2. Amendment: Amendments to this bylaw may be proposed and approved by the Board of Trustees as deemed necessary.

## **Article III: Board Structure and Expectations**

The Board of Trustees, as the governing body of Leighton University, operates in accordance with a well-defined set of principles and bylaws. These bylaws are established to ensure transparency, accountability, and the efficient functioning of the Board in fulfilling its responsibilities to the University and its stakeholders.

### **Section 1: Composition of the Board**

This section outlines the principles and criteria that guide the composition of Leighton University's Board of Trustees. The Board is intentionally crafted to be a diverse and expert assembly, reflecting a commitment to the University's mission and enhancing governance through varied perspectives and backgrounds.

1.1 - Nominations and Appointments: The process of nominating and appointing Trustees shall consider qualifications, expertise, and background diversity, ensuring that individuals from various fields and backgrounds are appropriately represented on the Board. Nominations will be made following a thorough review of candidates' qualifications and alignment with the University's mission. The Board shall approve appointments based on their ability to contribute effectively to the institution's governance and growth.

1.1.1 - Nomination Process: The nomination process for prospective Trustees shall be transparent and thorough. It involves seeking internal and external recommendations to identify potential candidates who align with the University's mission and values. The nominations committee will carefully review and assess the qualifications of these candidates, considering their expertise, background, and commitment to the institution.

1.2.1 - Qualifications and Criteria: The qualifications and criteria for selecting Trustees shall be clearly defined, outlining the desired attributes and expertise. The Board shall consider factors such as academic experience, industry, leadership, and potential contributions to the University's growth and prosperity. The selection process will be designed to ensure a well-rounded and effective Board of Trustees.

1.2 - Selection of Trustees: The Board of Trustees shall consist of at least five members, each chosen for their distinguished qualifications, commitment to the University's mission, and ability to contribute effectively to the institution's growth and prosperity.

1.3 - Diversity and Expertise: Efforts shall ensure diversity among the members, encompassing a broad spectrum of expertise, experience, and backgrounds. This diversity is aimed at fostering a holistic and inclusive approach to decision-making.

1.3.1 - Inclusivity and Representation: The commitment to diversity encompasses various dimensions, including but not limited to gender, race, ethnicity, age, and professional backgrounds. The selection process aims to ensure representation from diverse groups, fostering a governance body that mirrors the broader community. Efforts will be made to avoid any biases that could undermine the inclusivity and representation of the Board of Trustees.

1.3.2 - Geographic Representation: Efforts shall be made to ensure that the Board represents a variety of geographic regions, both locally and internationally, to better address the diverse needs and perspectives of the university's community.

1.3.3 - Interdisciplinary Expertise: The Board will consider individuals with diverse academic and professional expertise, encompassing various disciplines and fields of knowledge, to bring a wide range of insights to governance.

1.3.4 - Inclusivity and Accessibility: Inclusivity is a core principle, ensuring that the Board includes individuals from various backgrounds, experiences, and abilities. Accessibility considerations, such as physical and digital access, will be addressed to accommodate all Trustees.

1.3.5 - Lifelong Learners: The Board values lifelong learning and may include individuals who commit to ongoing personal and professional development.

## **Section 2: Term of Service**

The term of service for a trustee at Leighton University is designed to balance continuity with ongoing evaluation of their performance and contributions. Trustees serve an initial term of five (5) years, and upon successful evaluation, they may be considered for reappointment for an additional term. This structure allows the Board of Trustees to ensure continuity in leadership while maintaining a robust evaluation process to assess the trustee's effectiveness and alignment with the University's mission and values.

2.1 - Term: Trustees initially serve a term of five (5) years, commencing their service upon appointment. This service period represents a foundational commitment to the University's governance structure. During their term, trustees are entrusted with vital responsibilities and decision-making authority, contributing to the University's governance and progress. This initial term is a crucial phase during which trustees actively engage in Board activities, participate in discussions, offer their expertise, and collaboratively shape the direction of the University. Their role is integral to advancing the University's mission and values, and their dedicated service during this term lays the groundwork for effective governance and leadership.

2.1.1 - Contribution during Initial Term: During this term, trustees are expected to engage actively in board activities and decision-making processes. Their active involvement ensures they provide valuable insights and support the University's goals throughout their initial term.

2.1.2 - Renewal of the Initial Term: The initial term may be subject to renewal, allowing for continuity in leadership. This renewal process enables trustees to continue their valuable contributions to the University's governance, ensuring a smooth transition and the retention of institutional knowledge.

2.1.3 - Evaluation for Renewal: The renewal process includes a comprehensive evaluation of the trustee's performance and alignment with the University's mission and values. This evaluation is crucial in determining whether a trustee should be reappointed, ensuring their ongoing service is in harmony with the University's core objectives and principles.

2.2 - Reappointment: Upon successful evaluation at the end of the initial term, a trustee may be considered for reappointment for an additional term. The reappointment process includes a review of the trustee's accomplishments and alignment with the University's mission and values.

2.2.1 - Criteria for Trustee Reappointment: Trustees of Leighton University are vital in advancing the institution's mission and values through their governance responsibilities. The reappointment of trustees is a meticulous process considering a range of criteria to ensure their continued alignment with the

university's principles and ability to contribute effectively. This section outlines the criteria trustees must meet to be considered for reappointment, emphasizing their commitment to the university's mission, ethical conduct, contributions to governance, and adherence to core duties, among other essential factors. The following criteria guide reappointment, fostering a governance structure dedicated to transparency, integrity, and the university's objectives.

2.2.1.1 - Demonstrated Commitment: Trustees seeking reappointment should continue to commit to Leighton University's mission and values. This includes active engagement in the university's goals and a demonstrated dedication to its core objectives.

2.2.1.2 - Contributions to Governance: Reappointments will be considered for trustees who have significantly contributed to the university's governance during their initial term. This encompasses their involvement in Board activities, impact on decision-making processes, and support for the institution's strategic direction.

2.2.1.3 - Alignment with Mission: Trustees must continue aligning with Leighton University's mission and values. Their actions and decisions should reflect a commitment to the university's core principles, ensuring they remain dedicated to advancing its goals.

2.2.1.4 - Ethical Conduct: Ethical conduct is of utmost importance. Trustees seeking reappointment should demonstrate integrity, transparency, and ethical behavior in all their actions and decisions, upholding the university's standards of responsible governance.

2.2.1.5 - Collaborative Leadership: Reappointments will be considered for trustees who have actively contributed to collaborative leadership within the Board and with the broader university community. Their ability to work effectively with colleagues and stakeholders is a valuable asset.

2.2.1.6 - Fulfillment of Core Duties: Trustees must fulfill their core duties effectively, which includes attending meetings regularly, participating in discussions, and fulfilling specific responsibilities as outlined in the bylaws and Board policies.

2.2.1.7 - Diversity and Inclusivity: Leighton University values diversity and inclusivity. Trustees seeking reappointment should contribute to fostering a diverse and inclusive environment within the Board and the university, supporting the institution's commitment to these principles.

2.2.1.8 - Adherence to Governance Policies: Trustees must adhere to all governance policies and bylaws, ensuring they operate within the framework established for the Board's activities.

### **Section 3: Expectations and Responsibilities**

The governance of Leighton University is underpinned by a set of clear expectations and responsibilities for its Trustees. These expectations are designed to uphold the institution's core values, protect its integrity, and advance its mission. The following subcomponents define these expectations and responsibilities, encompassing the duty of care, the management of conflicts of interest, and the fiduciary responsibility that all Trustees must embrace:

3.1 - Duty of Care - Trustees are expected to act in the best interests of Leighton University, exercising due diligence and care in their decision-making processes. They must demonstrate an unwavering commitment to the institution's mission and vision.

3.2 - Conflict of Interest - Trustees must disclose any potential or actual conflicts of interest and refrain from participating in discussions or decisions that may compromise the University's integrity.

3.4 - Fiduciary Responsibility - The Board shall oversee the University's finances, ensuring sound financial management and responsible stewardship of resources.

3.5 - Strategic Planning - The Board shall actively participate in the development and oversight of the institution's strategic plans, aligning them with the long-term objectives of Leighton University.

3.5 - Collaboration - Trustees shall foster a culture of collaboration and engagement with the University's administration, faculty, and other stakeholders. Open and constructive communication is essential for the success of the institution.

#### **Section 4: Quorum and Voting**

Establishing a quorum, the minimum number of Trustees required for conducting business, is a crucial aspect of Board meetings. A quorum is deemed to exist when one-third of the total number of serving Trustees are present. This ensures that there is adequate representation and participation in the decision-making process.

4.1 Quorum Requirements: This section delves into the fundamental requirements for Board meetings. It encompasses the criteria for defining a quorum, the procedures for establishing a quorum, and provisions for remote participation. These guidelines are designed to ensure that meeting participants are adequate for the effective conduct of official business.

4.1.1 - Definition of Quorum: A quorum is the minimum number of Trustees required for a meeting to proceed and conduct official business. It ensures adequate representation and participation in the decision-making process.

4.1.2 - Establishing Quorum: The quorum is established when the number of Trustees present reaches or exceeds the minimum required, as specified in the bylaws. Without a quorum, no official business can be conducted during the meeting, and decisions cannot be made.

4.2 – Achieved Quorum: When a quorum is present during a meeting, the act of the Board of Trustees is determined by the affirmative vote of a majority of the Trustees in attendance. This majority vote reflects the consensus of the participating Trustees on the matters under consideration. It is important to note that a Trustee who is present at a Board meeting where Institutional action is taken is considered to have assented to the action unless they meet one of the following conditions:

4.2.1 - At the outset of the meeting or promptly upon arrival, the Trustee objects to either holding the meeting or transacting specific business during the meeting.

4.2.2 - The Trustee either votes against the action taken or abstains from voting. This allows for a clear record of their stance on the matter.

4.3 - Remote Participation: To accommodate circumstances where in-person attendance is challenging, Trustees may participate remotely in Board meetings.

4.3.1 - Remote participation is subject to the same rules and conditions as in-person attendance to ensure that Trustees' contributions are well-informed and practical.

4.3.2 - Trustees participating remotely must actively engage in discussions, view any presented materials, and cast their votes electronically or through other established methods.

## **Article IV: Relationship Between Board of Directors and Board of Trustees**

This Article in the Bylaws establishes the relationship between the two boards and the representation of the Board of Directors on the Board of Trustees while also addressing potential conflicts of interest and the need for alignment between the two entities.

### **Section 1. Purpose and Alignment**

Section 1 of Leighton University's Bylaws is a foundational framework for the relationship and coordination between the Board of Directors and the Board of Trustees, both vital entities in the University's governance structure. The objective of this section is to meticulously define their roles, ensuring seamless alignment with the institution's mission, values, and overarching objectives. The delineation provided herein underscores the University's commitment to effective governance and the realization of its core principles.

1.1. The purpose of this section is to define the relationship and coordination between the Board of Directors of Leighton University as a 501(c)(3) nonprofit corporation (referred to as "Board of Directors") and the Board of Trustees of Leighton University (referred to as "Board of Trustees").

1.2. The relationship between the Board of Directors and the Board of Trustees is established to ensure alignment with the mission, values, and objectives of Leighton University.

### **Section 2. Representation on the Board of Trustees**

This section of the Bylaws intricately explores the dynamics of representation, where a designated member of the Board of Directors assumes a crucial role on the Board of Trustees. The thoughtful selection process ensures a seamless connection between these two governing bodies, ultimately enhancing the institution's decision-making processes. Within this well-defined framework, the representative from the Board of Directors is vested with rights, privileges, and responsibilities on par with their fellow Trustees, embodying a collaborative approach to achieving the University's overarching mission and objectives.

2.1. Designated Board of Directors Member as Representative: Following the established governance structure, a designated member of the Board of Directors is chosen to serve as a representative on the Board of Trustees. This selection is conducted in adherence to the rigorous and transparent selection process defined by the Board of Directors, considering avoiding potential blood relationships. The careful selection of this representative ensures that the interests and perspectives of the Board of Directors are effectively communicated and integrated within the broader decision-making framework of the Board of Trustees.

2.1.1. Selection Process: Choosing the designated member from the Board of Directors involves thorough deliberation and may include considerations such as expertise, experience, alignment with the University's mission, and avoiding potential blood relationships.

2.1.2. Term of Service: The term of service for the designated representative is determined in accordance with the governance guidelines and may be subject to renewal or reselection as per the Board of Directors procedures.

2.2. Rights, Privileges, and Responsibilities: The representative from the Board of Directors holds a position on the Board of Trustees that is characterized by equality in rights, privileges, and responsibilities compared to other members of the Board of Trustees. This includes full voting rights, allowing the representative to actively participate in the decision-making processes of the Board of Trustees. However, it is essential to note that any specific limitations or exceptions to these rights and responsibilities, as defined in these bylaws, are duly observed.

2.2.1. Voting Rights: The representative possesses the right to cast votes on matters brought before the Board of Trustees, thereby contributing to the institution's governance and decision-making processes.

2.2.2. Participation in Committees: The representative may also be invited to participate in Board committees, where their insights and expertise can further enhance the deliberations and outcomes of these committees.

### **Section 3: Rationale for Board of Directors Representation**

Including a representative from the Board of Directors within the Board of Trustees is a critical link, forging a strong connection between these two governing bodies. This strategic approach fosters synergy, encourages collaboration, and aligns the decision-making processes of both entities. As a result, it contributes to a more unified and effective governance structure within the university. This practice ensures that the university's overarching goals and interests are pursued with clarity and coordination. It empowers both boards to function harmoniously, bolstering the university's capacity to uphold its mission and core values. This section outlines the advantages and contributions of having a representative from the Board of Directors serve on the Board of Trustees. The benefits are categorized into distinct areas to provide a comprehensive understanding of how this practice enhances the governance structure and decision-making processes at Leighton University.

3.1 Communication and Coordination: Effective communication and coordination are the bedrock of any successful institution. A representative from the Board of Directors on the Board of Trustees is a vital bridge connecting these two governing bodies. This practice promotes synergy, collaboration, and alignment between the two entities, leading to a more cohesive and effective decision-making process within the university's governance framework. By fostering a seamless connection, this practice ensures that the interests and objectives of the institution as a whole are met with clarity and coordination. It enables both boards to work in tandem, ultimately enhancing the University's ability to fulfill its mission and values.

3.1.1 Facilitates information flow: Having a representative from the Board of Directors on the Board of Trustees enhances communication between the two governing bodies. This facilitates the smooth flow of information, ensuring that both boards are well-informed about essential matters.

3.1.2 Improves transparency: Transparency is vital in governance. With a representative from the Board of Directors, transparency is improved as both boards work collaboratively and share information openly. This transparency benefits the university's stakeholders.

3.1.3 Fosters collaboration: Collaboration is critical to effective decision-making. The presence of a representative from the Board of Directors fosters collaboration between the two boards, enabling them to work together to achieve common goals.

3.2 Efficiency and Decision-Making: Efficiency and effective decision-making are essential for a dynamic and responsive institution. Including a representative from the Board of Directors on the Board of Trustees significantly contributes to these aspects. This practice streamlines governance, reduces delays in decision-making, and ensures that resources are allocated optimally. Moreover, it accelerates consensus-building, enabling the university to respond promptly to emerging challenges. It enhances the institution's agility and responsiveness, allowing it to adapt to changing circumstances more effectively.

3.2.1 Reduces delays: Delays in decision-making can be detrimental to an institution. With a representative from the Board of Directors, decisions are made more efficiently, reducing delays in critical matters.

3.2.2 Accelerates consensus: Consensus is more straightforward when both boards work harmoniously. The representative's presence accelerates the consensus-building process, ensuring that decisions align with the university's mission and values.

3.2.3 Enables timely responses: In a fast-paced environment, timely responses are crucial. The presence of a representative from the Board of Directors enables the boards to respond to emerging issues promptly, ensuring that the university remains agile and responsive.

3.3 Resource Management: Efficient resource management is crucial for an institution's sustainability. The presence of a representative from the Board of Directors plays a pivotal role in enhancing resource management. This practice ensures that resources are allocated to best serve the university's mission and values. It enables the efficient usage of resources, reducing wastage and promoting responsible stewardship. The benefits extend to the university's overall financial health, as resources are directed where they can have the most significant impact.

3.3.1 Enhances resource allocation: Efficient resource allocation is essential for the university's success. With a representative from the Board of Directors, resource allocation is improved, ensuring that resources are directed where they are needed most.

3.3.2 Ensures practical resource usage: Effective resource usage is a priority for any institution. The presence of a representative ensures that resources are used efficiently, maximizing their impact on the university's goals.

3.3.3 Reduces resource wastage: Wastage of resources is minimized when both boards collaborate effectively. The representative's role in streamlined governance helps avoid unnecessary resource wastage, promoting responsible stewardship.

3.4. Streamlined Governance: Streamlined governance promotes clarity, efficiency, and accountability. Governance processes are streamlined with a representative from the Board of Directors on the Board of Trustees. This practice avoids duplication of efforts, reduces bureaucratic hurdles, and clarifies roles and responsibilities. It ensures that both boards work collaboratively while understanding their distinct functions in achieving the university's mission and values. The result is a governance framework that operates smoothly, minimizing conflicts and fostering a more transparent and accountable approach to decision-making.

3.4.1 Avoids duplication: Duplication of efforts and responsibilities can be counterproductive. The representative from the Board of Directors helps avoid duplication in governance processes, ensuring that roles and tasks are well-defined.

3.4.2 Reduces bureaucracy: Excessive bureaucracy can hinder decision-making. The streamlined governance facilitated by the representative minimizes bureaucracy, allowing for more efficient governance.

3.4.3 Clarifies roles and responsibilities: Clearly defined roles and responsibilities are essential for effective governance. The presence of a representative helps clarify these roles, ensuring that each board understands its responsibilities in achieving the university's mission and values.

3.5. Conflict Resolution and Accountability: The ability to resolve conflicts and maintain accountability is paramount. In this category, we explore benefits related to conflict resolution and transparency:

3.5.1 Conflict Resolution: Conflict Resolution is a crucial component of effective governance. Having a representative from the Board of Directors within the Board of Trustees contributes to a more robust conflict resolution framework:

3.5.2 Facilitates conflict resolution and mediation: Including a member of the Board of Directors brings valuable experience and insights that aid in addressing conflicts and disputes among board members. Their role as a mediator and peacemaker contributes to amicable resolutions, preventing conflicts from escalating into more significant issues that could disrupt the governance process.

3.5.3 Reduces potential disputes: The collaborative and open communication facilitated by the Board of Directors' representative significantly reduces the likelihood of disputes arising. Their proactive engagement in discussions and decision-making helps identify potential issues before they become disputes. This early detection allows for prompt actions and preventive measures, ultimately maintaining a harmonious and cooperative working relationship between the governing bodies.

3.6 Accountability: Accountability is a cornerstone of good governance. The presence of a Board of Directors representative on the Board of Trustees enhances accountability in various ways:

3.6.1 Encourages transparency and accountability in governance: Having a representative from the Board of Directors within the Board of Trustees ensures transparency and accountability. This practice promotes high ethical conduct, fostering trust among board members and stakeholders. The presence of the representative emphasizes the importance of upholding the university's values and mission, ensuring that decisions and actions consistently align with these principles.

3.6.2 Upholds the highest ethical standards: The Board of Directors' representative is a guardian of ethical standards within the governance structure. Their involvement emphasizes the commitment to maintaining the highest ethical principles and practices. This instills confidence among stakeholders and sets an example for board members, encouraging them to act with integrity and uphold the institution's values. This emphasis on ethical conduct is crucial for accountability in governance and for fulfilling the university's mission.

3.7: Strategic Decision-Making: Within this category, the advantages of having a representative from the Board of Directors on the Board of Trustees are explored, particularly in strategic decision-making. This practice empowers both governing bodies to collaborate and make informed decisions that support the university's mission and long-term goals.

## **Section 4. Representation on the Board of Trustees**

This section of the Bylaws delves into the intricate dynamics of representation, where a designated member of the Board of Directors plays a pivotal role on the Board of Trustees. This thoughtful selection process ensures a seamless connection between these governing bodies, enhancing the institution's decision-making processes. Within this framework, the representative holds rights, privileges, and responsibilities on par with their fellow Trustees, embodying a collaborative approach to achieving the University's mission and objectives.

4.1. A designated member of the Board of Directors, chosen according to the Board of Directors' selection process, shall serve as a representative on the Board of Trustees.

4.2. The representative from the Board of Directors shall have the same rights, privileges, and responsibilities as other members of the Board of Trustees, including voting rights, except for any specific limitations defined in these bylaws.

## **Section 5: Dual Responsibilities and Conflict of Interest**

Section 5 of Leighton University's Bylaws guides dual responsibilities and conflict of interest. The designated representative from the Board of Directors is responsible for managing potential conflicts of interest while serving on both the Board of Directors and the Board of Trustees. This section underscores the commitment to adhere to Leighton University's robust conflict of interest policies and procedures, highlighting the institution's dedication to ethical governance and transparency.

5.1. The representative from the Board of Directors is responsible for managing potential conflicts of interest that may arise from serving on both the Board of Directors and the Board of Trustees. This includes adhering to conflict of interest policies and procedures established by Leighton University.

## **Section 6: Reporting and Communication**

Open and transparent communication is the cornerstone of productive governance at Leighton University. To maintain a seamless connection between the Board of Directors and the Board of Trustees and to ensure that their actions resonate with the University's mission and values, the representative from the Board of Directors shall employ robust communication and reporting mechanisms. This section outlines the crucial elements that foster this connection and uphold the institution's core principles.

6.1. The representative from the Board of Directors shall maintain open lines of communication and regular reporting to ensure that the decisions, actions, and strategic direction of the Board of Directors align with the mission, values, and strategic goals of Leighton University as overseen by the Board of Trustees.

6.1.1. The representative shall establish a dedicated communication channel with the Board of Trustees, facilitating ongoing dialogue and information exchange.

This channel may include regular meetings, emails, or other means as agreed upon.

6.1.2. Regular reporting by the representative shall encompass critical decisions made by the Board of Directors, ensuring that the Board of Trustees remains informed about the strategic direction, policies, and actions taken.

6.1.3. The representative will maintain transparency regarding the reasoning behind decisions made by the Board of Directors, elucidating how these decisions serve the broader mission and objectives of Leighton University.

6.2. Board Meetings and Collaboration: Effective governance thrives on the synergy of collaboration and unity of purpose. To foster collaboration between the Board of Directors and the Board of Trustees, this section delineates the framework for participation in board meetings and collaborative endeavors. The representative's role as a vital conduit and contributor ensures a cohesive approach to addressing matters of institutional importance, reinforcing Leighton University's commitment to shared governance and collective achievement.

6.2.1. The representative shall participate in Board of Trustees meetings as a vital conduit between the governing bodies. These meetings provide a platform for shared insights, discussions, and alignment of objectives.

6.2.2. Collaboration with the Board of Trustees shall extend to joint sessions, workgroups, or committees, where both boards may collaboratively address specific matters of institutional significance. The representative shall actively contribute to these collaborative efforts.

6.3. Timely Updates and Reports: Transparent communication and accountability are the bedrock of effective governance. This section underscores the vital role of the representative in providing timely updates and comprehensive reports to the Board of Trustees regarding the activities and decisions of the Board of Directors. These updates and reports strengthen communication and are essential tools for informed decision-making. They embody Leighton University's commitment to an open and accountable governance process, ensuring alignment with its mission and values.

6.3.1. The representative shall provide regular updates to the Board of Trustees on the activities, decisions, and strategic initiatives of the Board of Directors. These updates will occur at intervals defined by mutual agreement or as requested by the Board of Trustees.

6.3.2. Besides verbal communication, the representative shall prepare and submit comprehensive reports to the Board of Trustees, summarizing the Board of Directors' critical discussions, resolutions, and plans. These reports shall be accessible to all members of the Board of Trustees.

6.4. Conflict Resolution and Transparency: This section emphasizes the role of the representative in conflict resolution and the paramount importance of transparency. Both boards recognize the need to address conflicts constructively and maintain openness in their interactions. When disagreements emerge, the representative facilitates productive dialogue and consensus-building, reinforcing the commitment to harmony and alignment within Leighton University's governance structure. Additionally, transparency remains a guiding principle, with the representative ensuring that potential conflicts of interest and areas of concern are promptly disclosed and addressed, thus preserving trust and the institution's integrity.

6.4.1. In disagreements or conflicts between the two governing bodies, the representative shall be crucial in facilitating constructive dialogue and conflict resolution, working towards consensus and alignment.

6.4.2. Both boards shall prioritize transparency in their interactions, with the representative ensuring that any potential conflicts of interest or areas of concern are promptly disclosed and addressed. Transparency is fundamental to maintaining the trust and upholding the institution's integrity.

## **Section 7: Review and Amendment**

This section focuses on the periodic review and potential amendment of the governance provisions to ensure their continued relevance and effectiveness. It outlines the procedures for submitting and considering proposed amendments and emphasizes the importance of alignment with Leighton University's mission and values.

7.1. The provisions outlined in this section may be reviewed and amended as necessary to ensure their ongoing relevance and effectiveness. Any amendments require approval by the Board of Directors and Trustees.

7.2. Amendment Proposals: Any proposed amendments to the provisions outlined in this section must be formally submitted for consideration. These proposals should be comprehensive and include a rationale for the proposed changes. They may originate from members of the Board of Directors, the Board of Trustees, or other stakeholders with a vested interest in the governance framework.

7.3. Review Process: A thorough review process is initiated once an amendment proposal is received. This process includes an assessment of the proposed changes' alignment with the university's mission, values, and strategic goals. The review process may also involve consultation with relevant experts or legal counsel, as needed, to ensure that the amendments comply with all applicable laws and regulations.

7.4. Approval Requirements: A formal approval process is followed to enact any proposed amendments. Both the Board of Directors and the Board of Trustees must reach a consensus and provide their approval for the proposed changes. This dual approval mechanism ensures a balanced and considered approach to governance modifications.

7.5. Timelines and Notifications: A precise timeline is established to review and approve any proposed amendments. Throughout this process, regular updates and notifications are provided to the relevant parties to maintain transparency and allow for input and feedback.

7.6. Communication: The results of the amendment process, including approved changes, are communicated to all relevant stakeholders, including the broader university community. This communication aims to keep everyone informed about alterations to the governance framework and to ensure a shared understanding of the reasons for the changes.

7.7. Documentation: All approved amendments are documented and archived as part of the governance framework's historical record. These records serve as a comprehensive repository of governance decisions and allow for future transparency, accountability, and reference.

## **ARTICLE V - University Board of Trustees**

The Board of Trustees, as the governing body of Leighton University, operates in accordance with a well-defined set of principles and bylaws. These bylaws are established to ensure transparency, accountability, and the efficient functioning of the Board in fulfilling its responsibilities to the University and its stakeholders.

### **Section 1: Composition of the Board**

This section outlines the principles and criteria that guide the composition of Leighton University's Board of Trustees. The Board is intentionally crafted to be a diverse and expert assembly, reflecting a commitment to the University's mission and enhancing governance through varied perspectives and backgrounds.

1.1 - Nominations and Appointments: The process of nominating and appointing Trustees shall consider qualifications, expertise, and background diversity, ensuring that individuals from various fields and backgrounds are appropriately represented on the Board. Nominations will be made following a thorough review of candidates' qualifications and alignment with the University's mission. The Board shall approve appointments based on their ability to contribute effectively to the institution's governance and growth.

1.1.1 - Nomination Process: The nomination process for prospective Trustees shall be transparent and thorough. It involves seeking internal and external recommendations to identify potential candidates who align with the University's mission and values. The nominations committee will carefully review and assess the qualifications of these candidates, considering their expertise, background, and commitment to the institution.

1.2.1 - Qualifications and Criteria: The qualifications and criteria for selecting Trustees shall be clearly defined, outlining the desired attributes and expertise. The Board shall consider factors such as academic experience, industry, leadership, and potential contributions to the University's growth and prosperity. The selection process will be designed to ensure a well-rounded and effective Board of Trustees.

1.2 - Selection of Trustees: The Board of Trustees shall consist of at least five members, each chosen for their distinguished qualifications, commitment to the University's mission, and ability to contribute effectively to the institution's growth and prosperity.

1.3 - Diversity and Expertise: Efforts shall ensure diversity among the members, encompassing a broad spectrum of expertise, experience, and backgrounds. This diversity is aimed at fostering a holistic and inclusive approach to decision-making.

1.3.1 - Inclusivity and Representation: The commitment to diversity encompasses various dimensions, including but not limited to gender, race, ethnicity, age, and professional backgrounds. The selection process aims to ensure representation from diverse groups, fostering a governance body that mirrors the broader community. Efforts will be made to avoid any biases that could undermine the inclusivity and representation of the Board of Trustees.

1.3.2 - Geographic Representation: Efforts shall be made to ensure that the Board represents a variety of geographic regions, both locally and internationally, to better address the diverse needs and perspectives of the university's community.

1.3.3 - Interdisciplinary Expertise: The Board will consider individuals with diverse academic and professional expertise, encompassing various disciplines and fields of knowledge, to bring a wide range of insights to governance.

1.3.4 - Inclusivity and Accessibility: Inclusivity is a core principle, ensuring that the Board includes individuals from various backgrounds, experiences, and abilities. Accessibility considerations, such as physical and digital access, will be addressed to accommodate all Trustees.

1.3.5 - Lifelong Learners: The Board values lifelong learning and may include individuals who commit to ongoing personal and professional development.

## **Section 2: Term of Service**

The term of service for a trustee at Leighton University is designed to balance continuity with ongoing evaluation of their performance and contributions. Trustees serve an initial term of five (5) years, and upon successful evaluation, they may be considered for reappointment for an additional term. This structure allows the Board of Trustees to ensure continuity in leadership while maintaining a robust evaluation process to assess the trustee's effectiveness and alignment with the University's mission and values.

2.1 - Term: Trustees initially serve a term of five (5) years, commencing their service upon appointment. This service period represents a foundational commitment to the University's governance structure. During their term, trustees are entrusted with vital responsibilities and decision-making authority, contributing to the University's governance and progress. This initial term is a crucial phase during which trustees actively engage in Board activities, participate in discussions, offer their expertise, and collaboratively shape the direction of the University. Their role is integral to advancing the University's mission and values, and their dedicated service during this term lays the groundwork for effective governance and leadership.

2.1.1 - Contribution during Initial Term: During this term, trustees are expected to engage actively in board activities and decision-making processes. Their active involvement ensures they provide valuable insights and support the University's goals throughout their initial term.

2.1.2 - Renewal of the Initial Term: The initial term may be subject to renewal, allowing for continuity in leadership. This renewal process enables trustees to continue their valuable contributions to the University's governance, ensuring a smooth transition and the retention of institutional knowledge.

2.1.3 - Evaluation for Renewal: The renewal process includes a comprehensive evaluation of the trustee's performance and alignment with the University's mission and values. This evaluation is crucial in determining whether a trustee should be reappointed, ensuring their ongoing service is in harmony with the University's core objectives and principles.

2.2 - Reappointment: Upon successful evaluation at the end of the initial term, a trustee may be considered for reappointment for an additional term. The reappointment process includes a review of the trustee's accomplishments and alignment with the University's mission and values.

2.2.1 - Criteria for Trustee Reappointment: Trustees of Leighton University are vital in advancing the institution's mission and values through their governance responsibilities. The reappointment of trustees is a meticulous process

considering a range of criteria to ensure their continued alignment with the university's principles and ability to contribute effectively. This section outlines the criteria trustees must meet to be considered for reappointment, emphasizing their commitment to the university's mission, ethical conduct, contributions to governance, and adherence to core duties, among other essential factors. The following criteria guide reappointment, fostering a governance structure dedicated to transparency, integrity, and the university's objectives.

2.2.1.1 - Demonstrated Commitment: Trustees seeking reappointment should continue to commit to Leighton University's mission and values. This includes active engagement in the university's goals and a demonstrated dedication to its core objectives.

2.2.1.2 - Contributions to Governance: Reappointments will be considered for trustees who have significantly contributed to the university's governance during their initial term. This encompasses their involvement in Board activities, impact on decision-making processes, and support for the institution's strategic direction.

2.2.1.3 - Alignment with Mission: Trustees must continue aligning with Leighton University's mission and values. Their actions and decisions should reflect a commitment to the university's core principles, ensuring they remain dedicated to advancing its goals.

2.2.1.4 - Ethical Conduct: Ethical conduct is of utmost importance. Trustees seeking reappointment should demonstrate integrity, transparency, and ethical behavior in all their actions and decisions, upholding the university's standards of responsible governance.

2.2.1.5 - Collaborative Leadership: Reappointments will be considered for trustees who have actively contributed to collaborative leadership within the Board and with the broader university community. Their ability to work effectively with colleagues and stakeholders is a valuable asset.

2.2.1.6 - Fulfillment of Core Duties: Trustees must fulfill their core duties effectively, which includes attending meetings regularly, participating in discussions, and fulfilling specific responsibilities as outlined in the bylaws and Board policies.

2.2.1.7 - Diversity and Inclusivity: Leighton University values diversity and inclusivity. Trustees seeking reappointment should contribute to fostering a diverse and inclusive environment within the Board and the university, supporting the institution's commitment to these principles.

2.2.1.8 - Adherence to Governance Policies: Trustees must adhere to all governance policies and bylaws, ensuring they operate within the framework established for the Board's activities.

### **Section 3: Expectations and Responsibilities**

The governance of Leighton University is underpinned by a set of clear expectations and responsibilities for its Trustees. These expectations are designed to uphold the institution's core values, protect its integrity, and advance its mission. The following subcomponents define these

expectations and responsibilities, encompassing the duty of care, the management of conflicts of interest, and the fiduciary responsibility that all Trustees must embrace:

3.1 - Duty of Care - Trustees are expected to act in the best interests of Leighton University, exercising due diligence and care in their decision-making processes. They must demonstrate an unwavering commitment to the institution's mission and vision.

3.2 - Conflict of Interest - Trustees must disclose any potential or actual conflicts of interest and refrain from participating in discussions or decisions that may compromise the University's integrity.

3.4 - Fiduciary Responsibility - The Board shall oversee the University's finances, ensuring sound financial management and responsible stewardship of resources.

3.5 - Strategic Planning - The Board shall actively participate in the development and oversight of the institution's strategic plans, aligning them with the long-term objectives of Leighton University.

3.5 - Collaboration - Trustees shall foster a culture of collaboration and engagement with the University's administration, faculty, and other stakeholders. Open and constructive communication is essential for the success of the institution.

#### **Section 4: Quorum and Voting**

Establishing a quorum, the minimum number of Trustees required for conducting business, is a crucial aspect of Board meetings. A quorum is deemed to exist when one-third of the total number of serving Trustees are present. This ensures that there is adequate representation and participation in the decision-making process.

4.1 Quorum Requirements: This section delves into the fundamental requirements for Board meetings. It encompasses the criteria for defining a quorum, the procedures for establishing a quorum, and provisions for remote participation. These guidelines are designed to ensure that meeting participants are adequate for the effective conduct of official business.

4.1.1 - Definition of Quorum: A quorum is the minimum number of Trustees required for a meeting to proceed and conduct official business. It ensures adequate representation and participation in the decision-making process.

4.1.2 - Establishing Quorum: The quorum is established when the number of Trustees present reaches or exceeds the minimum required, as specified in the bylaws. Without a quorum, no official business can be conducted during the meeting, and decisions cannot be made.

4.2 – Achieved Quorum: When a quorum is present during a meeting, the act of the Board of Trustees is determined by the affirmative vote of a majority of the Trustees in attendance. This majority vote reflects the consensus of the participating Trustees on the matters under consideration. It is important to note that a Trustee who is present at a Board meeting where Institutional action is taken is considered to have assented to the action unless they meet one of the following conditions:

4.2.1 - At the outset of the meeting or promptly upon arrival, the Trustee objects to either holding the meeting or transacting specific business during the meeting.

4.2.2 - The Trustee either votes against the action taken or abstains from voting. This allows for a clear record of their stance on the matter.

4.3 - Remote Participation: To accommodate circumstances where in-person attendance is challenging, Trustees may participate remotely in Board meetings.

4.3.1 - Remote participation is subject to the same rules and conditions as in-person attendance to ensure that Trustees' contributions are well-informed and practical.

4.3.2 - Trustees participating remotely must actively engage in discussions, view any presented materials, and cast their votes electronically or through other established methods.

## **Article VI. Authority and Responsibilities of the Board**

Within the institution's bylaws, specific guidelines and procedures shall be enshrined to codify and regulate the exercise of authority and fulfilling responsibilities by the Board of Trustees. These bylaws shall serve as the legal and ethical compass by which the Board conducts its duties, ensuring transparency, accountability, and dedication to the institution's mission. As the entrusted custodians of the institution's sacred mission, the Board wields the authority to deliberate and enact pivotal decisions while upholding a solemn and unwavering commitment to nurturing the institution's sustained growth and perpetuating scholarly excellence. The institution's bylaws delineate these twin facets, thus illuminating the unwavering path of responsible stewardship and the relentless pursuit of scholarly advancement.

### **Section 1: Authority to Deliberate and Enact Pivotal Decisions**

Within the governance framework of Leighton University, the Board of Trustees holds the authority to engage in thoughtful deliberations and make consequential decisions that steer the course of the institution. This section provides an intricate understanding of the principles and criteria that shape the Board's ability to enact such decisions, ensuring they are consistently in harmony with the university's mission and values. It establishes the mechanisms and procedures by which these pivotal decisions are thoroughly considered, formally approved, and effectively implemented.

1.1. The Board of Trustees of Leighton University ("the Board") shall have the ultimate authority and responsibility for the institution's governance, oversight, and strategic direction.

1.2. The Board is empowered to establish policies, make vital decisions, and guide to ensure the University's adherence to its mission and vision.

1.3. The Board's powers and responsibilities shall include, but not be limited to, the following:

1.3.1 - Approval of the University's strategic plan.

1.3.2 - Selection and Evaluation of the University Chancellor.

1.3.3 - Review and approve the University's annual budget.

1.3.4 - Oversight of major financial and operational matters.

1.3.5 - Setting tuition and fee structures.

1.3.6 - Establishment and amendment of bylaws and policies governing the University's operation.

### **Section 2: Authority of Board Committees**

Under this section, the Board of Trustees holds the authority to establish committees to fulfill its overarching responsibilities and objectives. These committees are designated with specific focus areas and possess delegated authority to carry out their assigned tasks.

2.1. Establishment of Committees: This section outlines that the Board may establish committees. These committees serve as instrumental bodies in assisting the Board in its duties and are created with distinct areas of concentration.

2.1.1 Academic Affairs Committee: This committee focuses on academic programs, faculty, and student academic experiences, ensuring alignment with the university's mission.

2.1.2 Finance and Budget Committee: Responsible for overseeing the university's financial health, budgeting, and fiscal responsibilities to maintain sustainable operations.

2.1.3 Governance and Nominations Committee: Manages board governance, nominations, and elections, ensuring adherence to bylaws and ethical standards.

2.1.4 Audit and Compliance Committee: Ensures the university complies with laws, regulations, and ethical standards, including internal and external audits.

2.1.5 Fundraising and Development Committee: Focuses on fundraising efforts, donor relations, and advancement activities to secure the university's growth resources.

2.2. Committee Formation: The Board's authority includes the formation of committees with defined scopes and purposes.

2.2.1 Committee Composition: The Board has the prerogative to appoint members to serve on committees, ensuring diversity, expertise, and alignment with the committee's focus areas.

2.2.2 Chairperson Selection: Each committee shall have a designated chairperson selected by the Board to lead and facilitate the committee's activities.

2.2.3 Strategic Alignment: Each committee must define its specific focus areas in alignment with the university's strategic priorities and goals.

2.2.4 Reporting and Accountability: Committees regularly report their activities and decisions to the Board, ensuring transparency and accountability.

2.2.5 Collaboration: Committees and relevant university stakeholders may collaborate to address complex issues and foster cross-functional solutions.

2.3. Focus Areas: The Board Committees are mandated to have specific areas of focus, each aligned with the institution's strategic priorities and needs. This ensures that the committees operate with clarity and purpose.

2.3.1 Academic Affairs Committee: This committee concentrates on academic programs, faculty, and the student academic experience, ensuring alignment with the university's mission.

2.3.2 Finance and Budget Committee: Responsible for overseeing the university's financial health, budgeting, and fiscal responsibilities to maintain sustainable operations.

2.3.3 Governance and Nominations Committee: Manages board governance, nominations, and elections, ensuring adherence to bylaws and ethical standards.

2.3.4 Audit and Compliance Committee: Ensures the university complies with laws, regulations, and ethical standards, including internal and external audits.

2.3.5 Fundraising and Development Committee: Focuses on fundraising efforts, donor relations, and advancement activities to secure the university's growth resources.

2.4. Delegated Authority: This subsection highlights that these committees are endowed with delegated authority, allowing them to act independently within their designated spheres of responsibility, as granted by the Board. This delineation emphasizes the essential role of committees in contributing to the institution's governance and decision-making processes.

2.4.1. Autonomy in Decision-Making: Committees have the autonomy to make decisions within their defined areas of responsibility. This autonomy empowers committees to take actions that align with the institution's mission and strategic objectives.

2.4.2. Accountability to the Board: While committees have delegated authority, they remain accountable to the Board of Trustees. This accountability ensures that committee actions and decisions are consistent with the governance framework.

2.4.3. Reporting Mechanisms: Committees provide regular reports to the Board, outlining their activities, recommendations, and any significant matters within their jurisdiction. These reports facilitate transparency and informed decision-making.

2.4.4. Alignment with Strategic Goals: Committees must align their actions with the institution's strategic goals and priorities. This alignment ensures that committee work contributes to fulfilling the University's mission.

2.4.5. Consultation and Collaboration: Committees may consult with relevant stakeholders and collaborate with other committees or university bodies to fulfill their responsibilities effectively.

2.5. Committee Membership: The composition of each committee shall be established by the Board, specifying the number of members and their qualifications. This ensures that committees comprise individuals with the expertise and experience to address their focus areas effectively.

2.5.1. Qualifications Criteria: The Board shall define the specific qualifications and criteria committee members must meet to ensure their suitability for their designated focus area.

2.5.2. Appointment Process: This subsection outlines how committee members are appointed, including nominations, evaluations, and approvals, to ensure a transparent and structured selection process.

2.5.3. Term Limits: The Board shall establish term limits for committee members, specifying the duration of their service to promote fresh perspectives and maintain a dynamic committee composition.

2.5.4. Diversity and Inclusion: Emphasizing the importance of diversity, this subsection highlights the Board's commitment to ensuring that committee memberships reflect a broad range of backgrounds, perspectives, and experiences.

2.5.5. Expertise Development: To further enhance the capabilities of committee members, this subsection may address opportunities for ongoing professional development, training, and resources to support their roles effectively.

2.5.6. Number of Members: The Board shall determine the appropriate number of members for each committee, considering the complexity and scope of the committee's responsibilities.

2.5.7. Expertise Diversity: Committees should strive to have diverse expertise among their members, allowing for a comprehensive and well-rounded approach to addressing their focus areas.

2.6. Reporting and Accountability: Committees report their findings, recommendations, and activities to the full Board. This accountability mechanism ensures transparency and enables the Board to make informed decisions based on committee insights.

2.6.1. Reporting Frequency: Committees shall establish a reporting schedule outlining how often they provide updates and reports to the full Board.

2.6.2. Content of Reports: Committee reports should include findings, recommendations, and a summary of their activities relevant to the committee's focus area.

2.6.3. Accountability Process: The committees must adhere to an accountability process defined by the Board, ensuring that their reporting and activities align with the institution's goals and mission.

2.7. Term and Termination: This subsection outlines the term and termination procedures for committee members. It details the length of service and the circumstances under which a committee member's term may be concluded.

2.7.1. Committee Member Tenure: The length of service for committee members shall be specified by the Board, ensuring that members have a clear understanding of their commitment.

2.7.2. Reappointment and Rotation: The Board may define policies regarding reappointment or rotation of committee members to ensure fresh perspectives and expertise within committees.

2.7.3. Circumstances for Termination: This sub-subsection delineates the conditions or situations that may lead to the termination of a committee member's term, safeguarding the integrity and effectiveness of the committee.

2.8. Evaluation and Performance: The Board may establish evaluation processes to assess the performance of committees and their members. These evaluations aim to enhance the effectiveness of committees in fulfilling their roles and responsibilities.

2.8.1. Evaluation Framework: The Board shall develop an evaluation framework specifying the criteria and methodology for assessing committee performance, ensuring a systematic and comprehensive evaluation process.

2.8.2. Frequency of Evaluation: The frequency of evaluations, whether annually, biennially, or at other intervals, shall be determined by the Board, ensuring consistent assessment of committee performance.

2.8.3. Evaluation Outcomes: This sub-subsection outlines the possible outcomes of committee evaluations, such as commendations, recommendations for improvement, or adjustments to committee roles and responsibilities.

2.8.3.1. Commendations: Committees that consistently demonstrate exemplary performance may receive commendations, recognizing their

valuable contributions and adherence to their established roles and responsibilities.

2.8.3.2. Recommendations for Improvement: Committees that exhibit areas for improvement may receive recommendations outlining specific areas and actions to enhance their effectiveness in fulfilling their focus areas.

2.8.3.3. Adjustments to Committee Roles and Responsibilities: In cases where committee evaluations indicate a misalignment with their designated focus areas or a need for revised responsibilities, the Board may consider adjustments to committee roles better to align them with the institution's strategic priorities.

2.8.4. Remediation and Enhancement: In cases where committees or their members do not meet performance expectations, the Board may specify remediation procedures to support their improvement and enhance their contributions.

2.9. Committee Charters: Each committee shall operate under a specific charter that outlines its purpose, scope, and operating procedures. These charters provide a framework for committee activities and ensure alignment with the institution's mission and values.

2.9.1. Charter Establishment: This subsection describes the process by which committee charters are established, including the drafting, approval, and periodic review of charters.

2.9.2. Charter Content: Committee charters specify the purpose, scope, objectives, and responsibilities of each committee. They also define their operational procedures, meeting schedules, and reporting requirements.

2.9.3. Periodic Review: Committee charters should be regularly reviewed to ensure they align with the institution's evolving needs and strategic priorities. This sub-subsection outlines the schedule and process for charter reviews.

2.10. Ad Hoc Committees: The Board reserves the right to establish ad hoc committees to address temporary or specific issues outside the standing committees' purview. Ad hoc committees are dissolved upon completion of their assigned tasks.

2.10.1. Chairperson Selection Process: This section delineates the process by which chairpersons of committees are chosen, encompassing procedures that may involve nominations, elections, or appointments.

2.10.1.1. Nomination Process: This sub-subsection outlines the procedures and requirements for nominating individuals as chairpersons of committees.

2.10.1.1.1 - The Board of Trustees initiates the nomination process for committee chairpersons.

2.10.1.1.2 - The process begins with soliciting nominations from [Identify sources of nominations, e.g., board members, committee members, university stakeholders].

2.10.1.1.3 - Nominations are typically submitted in writing, accompanied by a comprehensive nomination packet that includes a list of required nomination materials, which may

include the nominee's qualifications, endorsements, and a statement of intent.

2.10.1.1.4 - Nominees must meet specific eligibility criteria, including relevant experience and tenure as a board member.

2.10.1.1.5 - The Board of Trustees sets the deadline for submitting nominations.

2.10.1.1.6 - Once nominations are received, they are reviewed by the Nominations Committee.

2.10.1.1.7 - The reviewing body shall assess each nominee's qualifications and credentials to ensure they align with the specific criteria outlined in the bylaws or committee charters.

2.10.1.1.8 - Nominees who meet the established criteria are deemed eligible for consideration as chairpersons.

2.10.1.1.9 - The final chairperson selection shall involve a committee member vote and approval by the Board of Trustees.

2.10.1.1.10 - Chairpersons are elected or appointed based on a simple majority vote.

2.10.1.1.11 - The individual elected or appointed as chairperson shall assume the role upon confirmation and serve a specified term outlined in the committee's charter or bylaws.

2.10.2. Chairperson Roles and Responsibilities: The roles and responsibilities of committee chairpersons are detailed in this sub-subsection, providing clarity on their leadership within the committee.

2.10.2.1. Nomination Process: This sub-subsection outlines the procedures and requirements for nominating individuals as chairpersons of committees.

2.10.2.2. Election Procedures: This sub-subsection describes electing chairpersons, including voting methods and candidate qualifications.

2.10.2.3. Appointment Criteria: This sub-subsection specifies the criteria and considerations for appointing committee chairpersons.

2.10.3. Term of Chairpersonship: The term and potential renewal of a committee chairperson's role are addressed here, ensuring that leadership remains effective and stable within the committee.

2.10.3.1. Initial Term Duration: This sub-subsection defines the specific duration of a committee chairperson's initial term, indicating that committee chairpersons are expected to serve for two years upon election or appointment. This term length

ensures stable and effective leadership within the committee, aligning with the two-year term for chairpersons.

2.10.3.2. Commencement of Term: In this sub-subsection, the commencement date of the chairperson's initial term is outlined, specifying when their leadership responsibilities officially begin.

2.10.3.3. Term Renewal Considerations: This sub-subsection examines the factors and criteria considered when evaluating the potential renewal of a committee chairperson's term, providing valuable insights into the conditions for possible reappointment.

2.10.3.4. Term Limits: This sub-subsection specifies the imposition of term limits for committee chairpersons to ensure that individuals may not serve more than two consecutive terms in this leadership role.

2.10.3.5. Successive Term Approval: Here, the process for approving successive terms for committee chairpersons is detailed, including any required evaluations or approvals by relevant governing bodies.

2.10.3.6. Succession Planning for Chairperson Transition: This section outlines the process for planning and managing the transition of committee leadership when a chairperson's term concludes, including the nomination or self-nomination of potential successors. The succession planning process ensures a smooth transition while adhering to the institution's governance framework and objectives. It encompasses the following key steps:

2.10.3.6.1 - Announcement of Chairperson Transition: When a chairperson's term approaches its conclusion, or a vacancy arises, the process begins with an official announcement of the upcoming transition. This announcement is communicated to committee members, the Board of Directors, Trustees, and other relevant stakeholders.

2.10.3.6.2 - Nomination Period: A specific timeframe is established for interested individuals to submit nominations or self-nominations to serve as the committee's next chairperson. This period is widely publicized through official university channels and encourages active participation.

2.10.3.6.3 - Nomination Submission: Interested individuals submit their nominations or self-nominations to the designated committee responsible for overseeing the chairperson succession process. Nominations include a candidate's statement detailing their qualifications, vision for the committee, and commitment to the university's mission and values.

2.10.3.6.4 - Review and Evaluation: The committee responsible for chairperson succession reviews all nominations, assessing candidates against established qualifications and criteria. Interviews or evaluations may be conducted to evaluate further candidates' qualifications and alignment with the committee's focus areas and university goals.

2.10.3.6.5 - Candidate Selection: After a thorough review and evaluation process, the committee selects the candidate who best aligns with the committee's objectives and the institution's mission. This decision is made based on merit and qualifications.

2.10.3.6.6 - Confirmation and Approval: The selected candidate is formally announced as the new chairperson. This announcement is subject to approval by the Board of Directors and the Board of Trustees, ensuring consistency with the institution's governance framework.

2.10.3.6.7 - Announcement of New Chairperson: Upon confirmation and approval, the new chairperson is introduced to committee members, the university community, and relevant stakeholders. This announcement includes an introduction of the new chairperson and their vision for the committee.

2.10. Confidentiality and Non-Disclosure: This subsection underscores the importance of upholding confidentiality and non-disclosure within committee activities, particularly in handling sensitive and privileged information. These principles are vital in preserving the trust, integrity, and effectiveness of Leighton University's governance structure.

2.10.1. Principles of Confidentiality: Strict confidentiality principles are the cornerstone of committee operations. Committee members are expected to treat all discussions, documents, and information shared within committee meetings as confidential, limiting disclosure to authorized individuals only. This commitment to confidentiality helps foster candid and open dialogues within the committee, enabling more effective decision-making and problem-solving.

2.10.2. Protection of Sensitive Matters: Committees may frequently engage with issues of a sensitive nature, such as personnel matters, legal concerns, or strategic initiatives that are not yet public. In such cases, committee members must demonstrate the utmost discretion in safeguarding these matters from public disclosure. Protecting sensitive information ensures that Leighton University can manage its affairs with the necessary level of privacy and security.

2.10.3. Non-Disclosure Agreements: In specific situations where committee members are exposed to particularly sensitive or proprietary information, they may be required to sign non-disclosure agreements (NDAs). These agreements legally bind committee members to maintain the confidentiality of the

information to which they have access. Committee members must understand the legal and ethical obligations of NDAs and adhere to them strictly.

2.10.4. Limited Disclosure for Accountability: While confidentiality is paramount, transparency and accountability are equally vital within the governance framework. Committee chairs or designated individuals may provide summarized and non-confidential reports to the Board of Trustees and the Board of Directors, ensuring that both governing bodies remain informed about committee activities while respecting confidentiality.

2.10.5. Consequences of Breach: The breach of confidentiality and non-disclosure is taken very seriously, as it can compromise the effectiveness and trust within the committee and the governance structure. This sub-subsection may outline the consequences of breaching confidentiality, including removal from the committee, legal action, or other appropriate measures.

## **Article VII: General Composition of the Board**

The Board of Trustees of Leighton University is constituted to reflect a broad spectrum of expertise, experience, and perspectives. It is designed to embody the highest governance standards, drawing from diverse professional backgrounds and life experiences to foster a robust and dynamic decision-making process. The Board's collective wisdom and commitment are critical in steering the university toward its strategic goals, ensuring its alignment with academic excellence, societal contribution, and ethical integrity.

### **Section 1: Board of Trustees**

Fundamental principles governing the composition and responsibilities of Leighton University's Board of Trustees referred to as the 'Board,' are outlined in this section. This distinguished body comprises individuals deeply committed to the university's mission and values. Each member brings unique perspectives and invaluable expertise, enriching the institution's governance framework.

1.1. Board Composition and Commitment: The Board of Trustees of Leighton University (the 'Board') comprises individuals committed to the university's mission and values.

1.1.1 Selection Criteria: The Board appoints its members based on rigorous selection criteria. These criteria include academic and professional achievements, a proven commitment to furthering the university's mission, and a dedication to upholding the institution's core values. Members must demonstrate a track record of leadership, integrity, and ethical conduct. The selection process is designed to identify individuals who will actively contribute to the university's governance and growth.

1.1.2 Ensuring Diversity: The Board is committed to ensuring diversity among its members. This commitment extends beyond demographics and encompasses a broad spectrum of expertise, experience, and backgrounds. Efforts are made to select individuals from various fields, professions, and demographics, fostering a holistic approach to decision-making. This diversity enriches the Board's discussions and enhances its ability to fulfill its responsibilities effectively. The goal is maintaining a diverse and expert assembly that reflects the university's mission and values.

1.2. Composition and Diversity: This section speaks to the diverse composition of Leighton University's Board of Trustees. Comprising members from various backgrounds and qualifications, the Board is meticulously structured to ensure effective governance. This ensures a multi-faceted approach to overseeing the university's mission and objectives.

1.2.1 - Expertise and Qualifications: The Board of Trustees is intentionally composed of individuals with diverse expertise and qualifications. Members bring their academic and professional achievements to the table, contributing a wide range of knowledge and skills invaluable for effective governance. This diversity in expertise ensures that the Board is well-equipped to make informed decisions on a broad spectrum of university matters.

1.2.2 - Professional and Industry Diversity: To promote a comprehensive approach to governance, the Board aims to encompass individuals from various professions and industries. This diversity enriches discussions and decisions, giving a well-rounded perspective on academic policies, financial management,

legal affairs, and more. The Board can address complex university issues with expertise by having a blend of professionals from different fields.

1.2.3 - Demographic and Background Inclusivity: Beyond expertise and professions, the Board is committed to demographic and background inclusivity. It aims to reflect the broader Leighton University community by having members from different demographic backgrounds, including age, gender, ethnicity, and cultural diversity. This commitment to inclusivity ensures that the Board can make decisions that resonate with the entire university community.

1.3 - Governance Role of the Board of Trustees: The Board of Trustees plays a pivotal role in governing Leighton University. It oversees the institution, makes strategic decisions, and ensures alignment with the university's mission. This includes managing academic and administrative aspects, financial stewardship, and policy formulation. Their leadership guides the university towards continued growth, transparency, and accountability, reflecting core values of fairness and responsible stewardship.

1.3.1 - Governance Principles: The Board operates under foundational governance principles underpinning its role and responsibilities. These principles serve as a guiding framework for the Board's actions and decisions. They include principles such as transparency, accountability, ethical conduct, and a commitment to the university's mission. The Board is dedicated to maintaining the highest standards of governance, and these principles ensure that its actions align with the best interests of Leighton University.

1.3.2 - Legal Obligations: The Board of Trustees has specific legal obligations and duties as the university's governing body. These legal obligations encompass a range of responsibilities, including fiduciary duties, compliance with relevant laws and regulations, and adherence to the university's bylaws and policies. The Board is legally responsible for overseeing the university's operations, ensuring financial stewardship, and making strategic decisions that align with the institution's mission and values. It must also comply with all legal and regulatory requirements for higher education institutions. The Board takes these legal obligations seriously, and they are a cornerstone of its role in governing Leighton University.

## **Section 2: Membership of the Board**

This section addresses the diverse composition of Leighton University's Board of Trustees. Comprising members from various backgrounds and qualifications, the Board is meticulously structured to ensure effective governance. This ensures a multi-faceted approach to overseeing the university's mission and objectives.

2.1. Board Composition and Expertise: The Board shall consist of members, each with unique qualifications and contributions, to ensure the effective governance of the university.

2.2. Board Membership Categories: The composition of the Board shall include a diverse range of members, each reflecting a unique entry pathway and a distinct role in contributing to the Board's

effectiveness. This diversity ensures a comprehensive representation of perspectives and skills essential for the governance of Leighton University. The categories include:

2.2.1. Elected Member Selection: Elected members who are nominated and elected according to the election process outlined in the bylaws.

2.2.2. Criteria for Appointed Members: Appointed members are selected and appointed by the Board based on specific criteria, including expertise and experience relevant to the university's mission and goals.

2.2.3. Role of Ex Officio Members: Ex officio members serve by virtue of their official roles within the university.

### **Section 3: Ex Officio Membership**

This section examines the unique status of the University Chancellor at Leighton University, who serves as an ex officio member of the Board of Trustees. The University Chancellor's role is a testament to the institution's commitment to academic excellence and aligning governance with the university's mission and values.

3.1. Ex Officio Status of the Chancellor: The University Chancellor of Leighton University shall serve as an ex officio member of the Board.

3.2. Chancellor's Role in Mission Alignment: The University Chancellor's role as an ex officio member is to ensure alignment with the university's mission and values and represent the institution's highest academic leadership.

3.3. Reporting Duties of the Chancellor: The University Chancellor shall report to the Board regularly on academic achievements, challenges, and the overall progress of the university.

3.4. Chancellor as a Communication Link: Including the University Chancellor as an ex officio member facilitates efficient communication between the executive leadership and the Board, ensuring that academic matters and strategic plans are communicated effectively to the Board.

3.5. Chancellor's Representation of University Stakeholders: The University Chancellor shall also represent and communicate the perspectives of faculty, staff, students, and alums within board discussions and decisions

### **Section 4: Conflict of Interest**

This section delves into the intricate web of potential conflicts of interest that may arise for the University Chancellor, who holds the unique position of an ex officio member on the Board of Trustees while also serving as the academic leader of Leighton University. We explore the policies and procedures set in place by the university to address and manage these conflicts and maintain the integrity of governance.

4.1. Managing Conflict of Interest for the Chancellor: In situations where a conflict of interest arises for the University Chancellor due to their dual role as an ex officio member of the Board and the academic leader of the university, the Chancellor shall adhere to conflict of interest policies and procedures established by Leighton University.

### **Section 5: Implementation of Bylaws**

This section provides comprehensive guidance for effectively implementing the bylaws and associated policies. The successful implementation of these governance instruments hinges upon

a collaborative effort between the Board of Trustees and the Office of the University Chancellor. Together, they are responsible for ensuring these governance tools' continued relevance and effectiveness in advancing the University's mission and maintaining its academic leadership.

5.1. Shared Responsibility for Implementation: Implementing these bylaws and their accompanying policies is a joint responsibility shared by the Board of Trustees and the Office of the University Chancellor. This shared responsibility underscores the collaborative nature of governance at Leighton University. Both entities play a pivotal role in ensuring that the bylaws and policies are upheld and adapt to the University's evolving needs.

5.1.1. Collaborative Oversight: Collaborative oversight between the Board of Trustees and the Office of the University Chancellor is essential for effective implementation. They work together to oversee the application of bylaws and policies, ensuring alignment with the University's mission and strategic objectives.

5.1.2. Strategic Alignment: The Board of Trustees and the Office of the University Chancellor collaborate to ensure that the implementation of bylaws and policies aligns strategically with the University's mission, vision, and long-term goals.

5.1.3. Adaptation to Evolving Needs: The shared responsibility includes regularly reviewing and adapting the bylaws and policies to meet the evolving needs of the University. This dynamic approach ensures that governance instruments remain relevant and practical.

5.1.4. Compliance and Accountability: The Board of Trustees and the Office of the University Chancellor jointly uphold compliance with the bylaws and policies, promoting transparency and ensuring accountability in governance processes.

5.2. Ongoing Review and Adaptation: To uphold the relevance and effectiveness of the bylaws and policies, periodic review and adaptation are imperative. The Board of Trustees and the Office of the University Chancellor are tasked with regularly assessing the bylaws and policies, identifying areas that require updates, and making necessary revisions. This ongoing review and adaptation process aligns these governance instruments with the University's evolving mission and strategic goals.

5.2.1. Periodic Assessments: The Board of Trustees and the Office of the University Chancellor conduct periodic assessments of the bylaws and policies to identify areas that require updates. This systematic review ensures that governance instruments align with the University's evolving mission and strategic goals.

5.2.2. Revisions and Amendments: When necessary, the Board of Trustees and the Office of the University Chancellor collaborate to revise and amend the bylaws and policies. This process ensures that governance instruments meet the University's evolving needs.

5.2.3. Stakeholder Input: Input from key stakeholders, including faculty, staff, and relevant committees, is solicited and considered during the review and adaptation process. This inclusive approach enhances the relevance and effectiveness of the bylaws and policies.

1.2.4. Compliance Assurance: The ongoing review and adaptation process also ensures compliance with legal requirements and industry best practices, further enhancing the governance framework's integrity.

5.3. Alignment with the University's Mission: Throughout the implementation process, the bylaws and policies must remain aligned with the University's overarching mission. The Board of Trustees and the Office of the University Chancellor must ensure that all governance decisions, policies, and actions contribute to fulfilling the University's mission, academic leadership, and core values.

5.3.1. Mission-Centric Decision-Making: The Board of Trustees and the Office of the University Chancellor prioritize mission-centric decision-making, ensuring that all governance decisions, policies, and actions align with the University's overarching mission and core values.

5.3.2. Continuous Evaluation: There is a commitment to continuously evaluate governance decisions and policies to assess their alignment with the University's mission. This ongoing evaluation reinforces the University's dedication to fulfilling its mission and maintaining academic leadership.

5.4. Openness and Transparency: A commitment to openness and transparency is paramount in implementing bylaws and policies. This entails providing stakeholders, including faculty, staff, students, and the broader community, transparent access to these governance instruments. The Board of Trustees and the Office of the University Chancellor must establish mechanisms for communicating any updates or changes to the bylaws and policies to ensure that all relevant parties are well informed.

5.4.1. Stakeholder Engagement: The Board of Trustees and the Office of the University Chancellor actively engage with stakeholders, including faculty, staff, students, and the broader community, to seek input and feedback on bylaws and policies. This engagement promotes a culture of openness and inclusivity in governance.

5.4.2. Accessible Documentation: All bylaws and policies are readily accessible to stakeholders through appropriate channels, including the University's website or other official platforms. This accessibility ensures that stakeholders have transparent access to governance instruments.

5.4.3. Communication of Updates: The Board of Trustees and the Office of the University Chancellor establish effective communication mechanisms to inform stakeholders of any updates or changes to the bylaws and policies, fostering transparency in governance processes.

5.5. Engagement and Feedback: A cornerstone of effective governance is the active engagement of all stakeholders. The Board of Trustees and the Office of the University Chancellor should encourage feedback and input from the University community to shape the implementation of these governance instruments. By fostering an environment that welcomes constructive feedback, Leighton University can enhance its decision-making processes and adapt to the dynamic landscape of higher education.

5.5.1. Inclusive Stakeholder Engagement: The Board of Trustees and the Office of the University Chancellor actively encourage inclusive stakeholder engagement, creating opportunities for faculty, staff, students, and the broader University community to provide feedback and input on implementing governance instruments.

5.5.2. Constructive Feedback Channels: Mechanisms for collecting constructive feedback are established, ensuring stakeholders can effectively contribute their insights. These feedback channels are designed to enhance decision-making processes and promote continuous improvement.

5.5.3. Adaptation to Changing Landscape: The University's commitment to actively seeking and responding to feedback allows it to adapt effectively to the dynamic landscape of higher education, ensuring its governance remains responsive to evolving needs and challenges.

5.6. Compliance and Accountability: The Board of Trustees and the Office of the University Chancellor are entrusted with upholding the highest compliance and accountability standards in implementing bylaws and policies. This involves ensuring that all actions and decisions are consistent with the established governance framework and in compliance with applicable laws and regulations. Furthermore, clear lines of accountability must be established to monitor and enforce compliance effectively.

5.6.1. Adherence to Governance Framework: The Board of Trustees and the Office of the University Chancellor are committed to upholding the governance framework, ensuring that all actions and decisions are consistent with the established bylaws and policies.

5.6.2. Compliance with Laws and Regulations: A commitment to compliance with all applicable laws and regulations is paramount. The University maintains strict adherence to legal requirements in its governance processes.

5.6.3. Clear Accountability Structures: Clear lines of accountability are established to monitor and enforce compliance effectively. This includes designating responsible parties and processes for oversight and enforcement within the governance framework.

## **Section 6: Amendments**

This section outlines the process for proposing and ratifying amendments to the bylaws. These bylaws serve as the foundational governance framework for Leighton University, and any amendments must undergo a rigorous process to ensure that they align with the university's mission and values.

6.1 - Proposal and Ratification of Amendments: The integrity of these bylaws is maintained through a meticulous process. To amend the bylaws, a three-fifths majority vote of the Board is required, provided that advance notice of the proposed amendments is given. This ensures that any changes made to the bylaws reflect the careful consideration of the Board and align with the University's mission and core values.

6.1.1 - Secure Broad Support: To amend the bylaws, the Board shall take action to secure a three-fifths majority vote of the Board, emphasizing the need for substantial consensus among trustees.

6.1.2 - Mandate Advance Notice: The Board shall ensure the mandatory requirement of providing advance notice of proposed amendments is met, allowing trustees sufficient time for thorough review and contemplation.

6.1.3: Ensure Alignment with Mission and Values: The Board shall endure and prioritize alignment with the University's mission and core values as a critical criterion for any proposed amendment. Notwithstanding, the Board shall ensure changes resonate with Leighton University's mission, vision, fundamental principles, and overarching objectives.

6.2.- Amendment Proposal and Ratification Process: The process for proposing and ratifying amendments to these bylaws is structured to maintain the integrity of Leighton University's foundational governance framework. Amendments must align with the University's mission and

values and undergo a thorough and transparent procedure. The following steps outline this process.

6.2.1 - Proposal Submission: Any proposed amendments to the bylaws should be submitted in writing to the Board of Trustees. The proposal should clearly outline the suggested changes, their rationale, and their alignment with the University's mission and values.

6.2.2 - Review and Evaluation: Upon receiving a proposed amendment, the Board of Trustees evaluates it to ensure it complies with the University's mission, values, and legal requirements. This may involve seeking legal counsel or expert opinions.

6.2.3 - Advance Notice: A formal notice of the proposed amendment(s) should be provided to all Board of Trustees members well before the meeting where the vote shall occur. This notice should include the text of the proposed amendment(s) and any supporting documentation.

6.2.4 - Board Discussion: The proposed amendment(s) will be discussed during a meeting of the Board of Trustees. Trustees shall be able to ask questions, seek clarification, and thoroughly discuss the proposed changes.

6.2.5 - Vote: The proposed amendment(s) shall be subject to a formal vote by the Board of Trustees. A three-fifths majority vote is required for an amendment to be ratified.

6.2.6 Documentation: If the proposed amendment is approved, it shall be documented in the official record of bylaws, and the bylaws will be updated accordingly.

## **Article VIII: Maintaining High Standards**

The utilization of Advisory Opinions reflects our commitment to maintaining the highest standards of governance while fostering a culture of open and inclusive dialogue within our university community. This bylaws section outlines the procedures and principles governing Advisory Opinions and demonstrates our dedication to effective governance. This section outlines the process of seeking advisory opinions, forming and operating advisory committees, and the role of these recommendations in decision-making.

### **Section 1: Role of Advisory Opinions in Decision-Making**

Advisory opinions serve as valuable inputs in the decision-making process, fostering collaborative, informed, and responsible decision-making aligned with our mission and the University's best interests. By incorporating Advisory Opinions into our governance structure, we promote collaborative, informed, and responsible decision-making aligned with our mission and the University's best interests.

### **Section 2: Purpose of Opinions**

Advisory Opinions serve as indispensable tools within the governance framework of Leighton University. They are sought with a paramount objective: to provide expert guidance, advice, and recommendations to the Board of Trustees when confronted with intricate, contentious, or multifaceted matters that present challenges in reaching a consensus. These opinions are instrumental in facilitating informed decision-making and ensuring that the Board's actions align seamlessly with the institution's mission, values, and strategic goals.

2.1. Complexity Demands Expertise: The University's undertakings often encompass a vast spectrum of complexities, whether related to academic policies, financial strategies, legal considerations, or matters of institutional significance. Advisory Opinions respond to the need for specialized insight and experience in these intricate scenarios. The complexity of such issues necessitates the input of experts who can dissect the intricacies and offer clarity to the Board.

2.2. Providing Clarity in Contention: Contention is expected within any governing body, including the Board of Trustees. The path forward may become clouded when disagreements arise, and achieving a consensus may appear challenging. Advisory Opinions are a beacon of clarity, illuminating the routes available and providing a road map for the Board to navigate contentious matters. These opinions draw on the wisdom and experience of experts to offer potential solutions, ultimately leading to a more harmonious and informed decision.

2.3. Supporting Informed Decision-Making: The hallmark of any effective governance structure is its ability to make well-informed decisions that align with the institution's overarching mission and values. Advisory Opinions play a crucial role in this context. By tapping into the collective knowledge of experts, the Board is better equipped to make decisions grounded in facts, expertise, and a deep understanding of the matter at hand. These opinions act as a compass that guides the Board's decision-making toward the destination of informed choices that safeguard the institution's mission and values.

2.4. Preserving Mission Alignment: Leighton University's mission and values are the cornerstones of its existence. Advisory Opinions are an essential element in ensuring that the decisions made by the Board of Trustees remain faithful to this mission and values. They act as gatekeepers, guaranteeing that the University's governance actions are consistent with the principles it upholds, preventing any inadvertent deviation from the mission and values that define Leighton.

### **Section 3 - Seeking Advisory Opinion**

By incorporating Advisory Opinions into our governance structure, we promote collaborative, informed, and responsible decision-making aligned with our mission and the University's best interests. This process exemplifies our commitment to transparency, inclusivity, and the pursuit of excellence in all aspects of our academic community. The process of seeking advisory opinions involves the following steps:

1.1 Advisory Opinions - Seeking Advisory Opinions is a structured and collaborative approach to addressing complex issues, evaluating proposals, and ensuring that decisions align with our university's mission and values. This section outlines the process of seeking advisory opinions, including how requests are initiated, evaluated, and addressed. It also highlights the significance of these opinions in guiding responsible and informed decision-making.

1.1.1 - Initiation: Any member of the university community or external entity may initiate a request for an advisory opinion. This can be done by submitting a formal request that outlines the specific issue or question for which advice is sought.

1.1.2 - Evaluation: Upon receiving a request, the appropriate university authority or designated body will evaluate the nature and scope of the advisory opinion needed. This evaluation will consider whether the opinion should be sought from internal or external experts within the university based on the expertise required.

1.1.3 - Selection: Depending on the evaluation, the university may select individuals, committees, or external experts with the relevant knowledge and experience to provide the advisory opinion. The selection process ensures that those providing the advice have the expertise to address the issue.

1.1.4 - Consultation: The selected individuals or entities will be consulted to provide expert opinions. This may involve meetings, discussions, research, or other appropriate means to gather comprehensive insights.

1.1.5 - Recommendations: Based on the consultations, the individuals or entities providing the advisory opinion will formulate recommendations or guidance addressing the issue. These recommendations will be provided in a formal report or document.

1.1.6 - Decision Integration: The recommendations from the advisory opinion process will be considered in the decision-making process, ensuring that informed and responsible decisions are made. While the advisory opinion is not binding, it is a valuable resource for decision-makers.

1.2 - The Significance of Opinions: "Opinion" is crucial in seeking advisory opinions. Opinions represent diverse perspectives, insights, and expertise, contributing to well-rounded decision-making. This section explores the significance of opinions within our governance framework:

1.2.1 - Diverse Perspectives: Opinions encompass a variety of viewpoints, drawing from the expertise of individuals with different backgrounds, experiences, and areas of knowledge. This diversity enriches the decision-making process by providing a comprehensive understanding of complex matters.

1.2.2 - Informed Decision-Making: Opinions serve as valuable sources of information and analysis. They equip decision-makers with a deeper understanding of the implications and consequences of their choices, promoting well-informed and data-driven decisions.

1.2.3 - Fostering Dialogue: The exchange of opinions fosters constructive dialogue and encourages open discussions. It enables stakeholders to engage in meaningful conversations, share insights, and explore alternative solutions to challenges.

1.2.4 - Accountability: Seeking opinions demonstrates a commitment to transparency and accountability. It shows that decisions are not made in isolation but are based on a thoughtful consideration of diverse viewpoints, enhancing the integrity of governance.

1.2.5 - Strengthening Governance: Opinions are pivotal in strengthening our governance structure. They contribute to the resilience and adaptability of the institution by ensuring that decisions align with our mission and values.

#### **Section 4 - Review and Consideration**

Within the governance framework of Leighton University, the process for seeking Advisory Opinions is a carefully crafted mechanism designed to ensure that the Board of Trustees has access to the most comprehensive and informed perspectives when addressing complex or contentious matters. This section delineates the steps and procedures that guide the seeking and utilizing Advisory Opinions, emphasizing the importance of precision, transparency, and inclusivity in the pursuit of sound governance. By adhering to this process, the University upholds its commitment to informed decision-making and unwavering fidelity to its mission and values.

4.1 - Request for Opinion: The decision to seek an Advisory Opinion may be initiated by the President of the Board or a majority vote of the Board members present and voting.

4.2 - Scope of Opinion: The scope of the opinion shall be clearly defined and outlined in the request. Ad hoc Advisory committees shall focus their attention on the specific matter identified.

4.3 - Information Sharing: The Board shall provide the advisory committee access to all relevant information, data, and documentation necessary to form a well-informed opinion.

4.4 - Consultations and Hearings: The ad hoc advisory committee may conduct consultations, interviews, or hearings to gather additional information and relevant insights.

#### **Section 5 - Recommendations, Deliberations & Adaptation**

In institutional governance, an essential dimension becomes evident through the deliberations and suggestions of outside entities. The entity may be internal to the University or external. This section speaks to the process where these bodies, fortified by their specialized knowledge, provide insightful guidance to the Board of Trustees. Their written recommendations and opinions are pivotal in steering the University towards well-informed decisions. While not binding, these recommendations are a valued compass, aiding the Board in determining critical matters. The institution's commitment to wise and informed governance shines within this interactive information, analysis, and action dynamic.

5.1 - Recommendations: The advisory entity shall provide written recommendations and opinions to the Board of Trustees, addressing the scope of the request.

5.2 - Consideration: The Board shall consider the recommendations provided by the advisory entity as part of their decision-making process.

5.3 - Board Decision: The final decision on the matter shall rest with the Board of Trustees, and the ad hoc advisory committee's recommendations shall not be binding but shall serve as valuable input in the decision-making process.

## **ARTICLE XI - Transparency, Reporting, and Stakeholder Engagement**

This section of the bylaws underscores the fundamental principles of transparency, reporting, and stakeholder engagement within the governance framework of Leighton University. Transparency is an ethical imperative and a cornerstone of fostering trust and engagement among the University community and stakeholders. It ensures that the formation of advisory committees, the scope of their work, and the receipt of advisory opinions are communicated in a manner that upholds privacy and confidentiality considerations. Moreover, this section establishes the importance of an annual report, which encapsulates the University's commitment to accountability and the responsible use of advisory opinions.

### **Section 1: Transparency**

Transparency is a cornerstone of Leighton University's governance framework, reinforcing the institution's commitment to openness and accountability. It is a guiding principle that governs the communication of vital information regarding the formation and functioning of advisory committees and the receipt of advisory opinions. This section underscores the importance of striking a balance between transparency and the preservation of confidentiality in sensitive matters. It also underscores the commitment to making annual reports on advisory opinions accessible to the University community and its stakeholders, ensuring the broad dissemination of expert insights and recommendations.

1.1 - Transparency: The principle of transparency is upheld in the governance of Leighton University. It necessitates that information pertaining to the establishment of advisory committees, the defined scope of their work, and the receipt of advisory opinions be conveyed in a manner that aligns with the institution's commitment to privacy and confidentiality. Transparency is balanced with the imperative of protecting sensitive matters, ensuring that stakeholders are informed without compromising the integrity of confidential deliberations.

1.2 - Access to Annual Reports: The annual reports on advisory opinions shall be readily accessible to the University community and stakeholders through appropriate communication channels, such as the University's website or designated publications. This ensures transparency in sharing the findings and recommendations of advisory committees.

1.3 - Confidentiality Protocols: The University shall establish and maintain clear confidentiality protocols that guide the handling and dissemination of sensitive information, especially when advisory opinions pertain to matters of privacy or legal significance. These protocols aim to balance transparency with the need to protect confidential information.

### **Section 2: Reporting**

Reporting is an essential component of Leighton University's governance framework, serving as a conduit for accountability, communication, and informed decision-making. This section delves into how the University ensures that the advisory committees' insights, recommendations, and findings are effectively communicated to the University community and stakeholders. It underscores the significance of transparency in the process and the commitment to providing annual reports that encapsulate the nature and impact of advisory opinions. These reports contribute to a deeper understanding of how expert advice influences the University's decision-making processes, fostering a culture of openness and accountability.

2.1 - Annual Report: An annual report serves as a comprehensive record, summarizing the utilization of advisory opinions within the University's governance framework. This report is a testament to the University's dedication to accountability and openness. It provides insights into

the nature and impact of advisory opinions, offering the University community and stakeholders an opportunity to understand better how expert advice contributes to the decision-making processes.

2.2 - Advisory Committee Reports: Besides the annual report, the reports and recommendations provided by advisory committees shall be available to the University community and stakeholders upon request unless they contain information that must remain confidential for legal or ethical reasons.

### **Section 3: Stakeholder Engagement**

This section highlights the importance of involving vital stakeholders, including faculty, staff, students, and alums, in the governance processes. Their input and feedback on using advisory opinions are invaluable in shaping the University's decision-making. The University is dedicated to fostering a culture of inclusivity where every voice matters. Furthermore, in the pursuit of excellence, we acknowledge the critical role of feedback. Establishing feedback mechanisms involving stakeholders in shaping transparency and reporting processes reflects an unwavering commitment to continuous improvement. Together, stakeholders and the University strive for inclusive and continuously evolving governance in line with the University's values and mission.

3.1 - Stakeholder Engagement: Leighton University recognizes the importance of engaging with its stakeholders, including faculty, staff, students, and alums, to provide input and feedback on using advisory opinions. The University commits to fostering a culture of inclusivity and participation in governance processes.

3.2 - Continuous Improvement: Leighton University is committed to a culture of continuous improvement in its governance practices. As part of this commitment, feedback mechanisms shall be established to gather input from stakeholders on the transparency and reporting processes, allowing for ongoing enhancements.

### **Section 4: Amendments**

Section 4 outlines the mechanisms for amending the bylaws that govern Leighton University. These bylaws, while providing a stable governance framework, must remain adaptable to the evolving needs and challenges that the institution faces. The amendment process requires significant support, with a three-fifth majority vote of the Board of Trustees necessary for any changes to be enacted. Additionally, the provision of due notice for proposed amendments is vital, ensuring that all Board members have the opportunity for informed deliberation and decision-making. Amendments represent the University's commitment to staying responsive and aligned with its mission and goals as it progresses into the future.

4.1 - Amendments Procedures: The bylaws that govern Leighton University may evolve and adapt to the institution's ever-changing needs. Amendments to these bylaws are not undertaken lightly but require a substantial consensus among the governing body. To amend the bylaws, a three-fifths majority vote of the Board of Trustees is necessitated. This threshold ensures that any proposed changes are thoroughly considered and have garnered significant support within the Board. Additionally, it is incumbent that ample notice of the proposed amendments is provided in advance, offering all members of the Board an opportunity for informed deliberation and decision-making. Amendments are essential for keeping the governance framework aligned with the University's evolving mission and goals.

## **Article on Board Procedures**

The procedures and protocols established for the Board of Trustees are crucial in ensuring effective governance and decision-making. These procedures outline the operational framework for the Board's activities, encompassing various aspects such as meeting schedules, agenda setting, and unique session protocols. Adhering to these procedures ensures that the Board operates efficiently and transparently and follows the University's bylaws and governance principles. The following sections detail the specific procedures for Board meetings, including the categorization, scheduling, and conduct of regular and special meetings.

### **Section 1: Meetings**

Meetings of the Board of Trustees ("the Board") at Leighton University are critical forums for governance and decision-making. These meetings are categorized into regular and special sessions, each serving a specific purpose. The following sections provide insight into the framework and protocols governing these meetings.

- 1.1. Regular Meetings: The Board of Trustees ("the Board") shall convene regular meetings in accordance with the University's bylaws. The frequency and schedule of these meetings shall be established in advance and communicated to all Trustees.
- 1.2. Special Meetings: The President of the Board, the Chancellor, or several Trustees may call special meetings to address urgent and time-sensitive matters. Special meetings shall follow established protocols, including providing written notice to all Trustees.
- 1.3. Agendas: Agendas for regular and special meetings shall be developed in consultation with the President of the Board, the Chancellor, and other relevant officers. The agenda shall be distributed to Trustees in advance to facilitate productive discussions.

### **Section 2: Quorum and Voting**

Quorum and voting are fundamental aspects of the Board's decision-making process. This section outlines the requirements for establishing a quorum and the procedures for voting on issues brought before the Board. These protocols ensure that decisions are made with due representation and in accordance with the University's governing bylaws.

- 2.1. Quorum: A minimum number of Trustees shall be required to establish a quorum and conduct official business during Board meetings as defined in the bylaws.
- 2.2. Voting: Decisions and actions of the Board shall be determined by a majority vote unless otherwise specified in the bylaws. Voting may be conducted in person, electronically, or through other established methods.
- 2.3. Absentee Voting: In cases where a Trustee cannot attend a meeting, provisions for absentee voting may be available, as outlined in the bylaws. This allows Trustees who are not physically present to participate in decision-making, ensuring their perspectives are considered.
- 2.4. Conflict of Interest: Trustees must disclose any potential conflict of interest related to the matter in any vote. Trustees with a conflict of interest shall abstain from voting to maintain the integrity of the Board's decisions.

2.5. Recording Votes: All votes shall be recorded in the meeting minutes for transparency and record-keeping purposes. The minutes will reflect the decision, the number of votes for and against, and any abstentions.

2.6. Special Voting Procedures: Special voting procedures may be required for certain critical decisions, such as amendments to the bylaws or significant financial commitments. These might include a higher quorum, a larger majority for approval, or additional steps for deliberation and voting.

2.7. Emergency Decisions: Expedited voting procedures may be invoked per the bylaws' guidelines in emergencies. This allows for swift decision-making in response to urgent matters while still adhering to the principles of representation and accountability.

### **Section 3: Executive Sessions**

Executive sessions are an essential component of Board meetings, providing a platform for confidential discussions on matters requiring discretion. This section delineates the circumstances under which executive sessions may be convened and emphasizes the importance of maintaining confidentiality in these closed-door meetings.

3.1. Executive Sessions: The Board may convene executive sessions, which are closed to the public, to address confidential matters. These may include personnel issues, legal matters, sensitive strategic discussions, or other topics requiring privacy. Minutes of executive sessions shall be maintained separately and shared only with authorized individuals to preserve the confidentiality of the discussions.

3.2. Calling Executive Sessions: Executive sessions can be called by the President of the Board or upon a majority vote of the Trustees present at a meeting. The call for an executive session must specify the general reason for the session without disclosing sensitive details.

3.3. Attendance and Participation: Only Board members and individuals explicitly invited by the Board, such as legal counsel or specific administrators, may attend executive sessions. The Board may also exclude certain members or invitees from a session or part of a session when discussing particularly sensitive matters.

3.4. Documentation and Record-Keeping: While executive sessions are confidential, essential documentation of the proceedings is required. This includes recording the date, time, attendees, and general topic of discussion without delving into the specifics of the conversation.

3.5. Post-Session Disclosure: After an executive session, the President of the Board or a designated Trustee may provide a summary of the session's outcomes or decisions to the full Board, if appropriate, and to other relevant parties while maintaining the confidentiality of sensitive information.

3.6. Compliance with Legal Requirements: All executive sessions must comply with applicable laws and regulations regarding confidentiality, privacy, and open meetings, ensuring that these sessions are conducted within legal boundaries.

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3.6. Compliance with Legal Requirements: All executive sessions must comply with applicable laws and regulations regarding confidentiality, privacy, and open meetings, ensuring that these sessions are conducted within legal boundaries.

#### **Section 4: Committees**

Committees play a vital role within the Board structure, enabling the efficient management of specific responsibilities and tasks. This section outlines the creation and operation of committees, emphasizing their purpose and the importance of their reports to the overall functioning of the Board.

4.1. Committees: The Board may establish committees to fulfill its responsibilities. These committees shall have specific focus areas and comprise Trustees and, when appropriate, university community members. Each committee shall operate under its charter, detailing its purpose and scope.

4.2. Reporting: Committees shall regularly report on their activities, findings, and recommendations to the full Board, facilitating transparency and informed decision-making.

#### **Section 5: Record-keeping and Minutes**

This section ensures transparency and accountability within the Board's operations. It discusses the meticulous record-keeping process, which includes the documentation of meeting minutes and the organized preservation of essential documents and correspondence. This policy emphasizes the importance of maintaining complete and organized records, including meeting minutes and ensuring their availability for reference and compliance. This commitment to detailed record-keeping is integral to the institution's governance. The following are the guidelines:

5.1. Minutes: All meetings of the Board, including regular and special meetings, shall have minutes recorded to document the proceedings and decisions. These minutes shall be prepared and maintained accurately and comprehensively. They shall be made available to Trustees for review and approval during subsequent meetings.

5.2. Record-keeping: The Board shall ensure that all records, documents, and official correspondence are appropriately archived and retained in an organized and secure manner. This shall be done in strict compliance with legal and regulatory requirements and the University's internal policies. The retention periods for these records shall be determined by law, University policies, or specific document requirements, as applicable.

5.3: Confidentiality of Records and Minutes: The confidentiality of records, documents, and minutes is paramount to the Board of Trustees. These materials often contain sensitive and privileged information, including discussions held during executive sessions. Protecting the confidentiality of such records is essential for maintaining trust, integrity, and adherence to legal and ethical standards. Unauthorized access or disclosure of this confidential information is strictly prohibited. Access to these records shall be granted only to authorized individuals, as determined by the Board, to safeguard sensitive information. This section outlines specific guidelines and procedures related to the confidentiality of Board records, documents, and minutes, emphasizing the stringent measures in place to preserve the privacy and security of these materials.

5.3.1 Confidentiality: All records, documents, and minutes of the Board, particularly those of executive sessions, shall be treated with the utmost confidentiality. Unauthorized access or disclosure of confidential information is strictly prohibited. Access to such records shall be granted only to authorized individuals as determined by the Board.

5.3.2 Access and Security Measures: The Board of Trustees acknowledges the importance of maintaining confidentiality and access to records, documents, and minutes. This section outlines the procedures and security measures in place to regulate access to these materials:

5.4: Accessibility and Transparency: Confidentiality is a fundamental principle that governs the handling of records, documents, and minutes related to the Board's proceedings. The University recognizes the need to maintain the privacy of specific discussions, such as those held during executive sessions, personnel matters, or legal issues. This policy sets guidelines to ensure that confidential information remains secure and protected from unauthorized access or disclosure.

5.4.1 Accessibility: While confidentiality is paramount, the Board acknowledges the importance of transparency. Meeting minutes and non-confidential records shall be made available to university community members upon request, in accordance with applicable laws and the University's policies.

5.4.2 Transparency: The Board shall strive to foster transparency in its decision-making processes and activities, subject to the constraints of confidentiality and privacy. It shall regularly communicate critical decisions and actions to the University community through appropriate channels to ensure informed stakeholders.

## **Section 6: Amendments**

The dynamic nature of university governance necessitates the periodic revision of procedures to ensure they remain effective and aligned with the evolving needs of Leighton University.

Amendments to the procedures related to Board meetings, quorum, committees, and record-keeping are vital to maintaining the relevance and efficacy of the Board's governance. This section outlines the structured process for proposing, reviewing, and adopting amendments to these procedures, ensuring that changes are made thoughtfully, transparently, and with broad consensus.

6.1. Amendments: These procedures related to Board meetings, quorum, committees, and record-keeping may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance.

6.2 - Process for Amendments: The Board of Trustees recognizes the importance of periodically reviewing and amending the procedures related to Board meetings, quorum, committees, and record-keeping to ensure they remain relevant and practical. This section outlines the process for proposing and enacting amendments to these procedures:

6.2.1 - Proposal of Amendments: Any Trustee or committee may propose amendments to the procedures described in this document. Proposed amendments shall be submitted in writing to the Board for consideration.

6.2.2 - Review and Discussion: Proposed amendments shall be reviewed and discussed at a regular or special Board meeting. Trustees shall be able to ask questions, seek clarification, and engage in discussions regarding the proposed amendments.

6.2.3 - Notice Requirements: Notice of the proposed amendments shall be provided to all Trustees in advance of the meeting where they will be discussed. The notice shall include the proposed amendments' specific nature and potential impact.

6.2.4 Voting and Approval: Amendments shall be approved by a two-thirds majority vote of the Board of Trustees present at the meeting.

The affirmative vote of at least two-thirds of the Trustees in attendance is required to enact an amendment.

6.2.5 Record-keeping: All amendments to the procedures related to Board meetings, quorum, committees, and record-keeping shall be documented in the meeting minutes where they were approved.

## **Section 7 - Actions Taken Outside of a Meeting**

The procedures governing Actions Taken Outside of a Meeting are essential components of the University's governance framework, ensuring that decisions made outside the formal meeting setting are transparent, consensual, and subject to subsequent review and ratification. Recognizing the need for periodic reviews and adjustments to these procedures to maintain their effectiveness and relevance, the Board of Trustees outlines the process for proposing, deliberating, and enacting amendments in this section.

7.1: Definition: Actions may be taken by the Board of Trustees, its committees, or individual trustees outside of a formal meeting through written consent, email, or other electronic means. Such actions may include, but are not limited to, approving resolutions, decisions, or matters that require board approval.

7.2 - Consent in Writing: When actions are to be taken outside of a meeting, the President of the Board of Trustees, the university chancellor, or the board's secretary shall circulate a written or electronic statement describing the proposed action to be taken. Each trustee

shall be given the opportunity to provide their written or electronic consent, which may be in the form of a signed document, email, or other electronic communication, within a specified timeframe.

7.3 - Consent Threshold: For actions taken outside of a meeting to be valid, they shall require the consent of a majority of trustees. The majority percentage shall be defined in the bylaws or university policies. The total number of consents received shall be recorded and documented.

7.4 - Ratification at a Meeting: Any action taken outside of a meeting shall be reported at the next regular or special board meeting. The action shall be presented for ratification, discussion, or further deliberation as needed and shall be duly recorded in the minutes.

7.5 - Emergency Actions: In the case of urgent and time-sensitive matters where a meeting is impractical, actions may be taken outside of a meeting with the consent of the Chairperson, Chancellor, or the majority of trustees. The University's policies shall define emergency actions and, if necessary, ratify them at the next board meeting.

7.6 - Documentation and Transparency: Records of actions taken outside of a meeting, including the action description, the consents received, and any relevant documents, shall be maintained and made available for review by the Board of Trustees and authorized personnel. Transparency shall be upheld in all such actions.

## **Section 8: Amendments**

The procedures governing Actions Taken Outside of a Meeting are essential components of the University's governance framework, ensuring that decisions made outside the formal meeting setting are transparent, consensual, and subject to subsequent review and ratification. Recognizing the need for periodic reviews and adjustments to these procedures to maintain their effectiveness and relevance, the Board of Trustees outlines the process for proposing, deliberating, and enacting amendments in this section.

8.1. Amendments: These bylaws related to Actions Taken Outside of a Meeting may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance.

8.2 - Process for Amendments: The Board of Trustees acknowledges the dynamic nature of governance practices and the necessity of periodically revising the procedures for Actions Taken Outside of a Meeting to align with evolving needs. This section outlines the structured process for proposing, reviewing, and adopting amendments to these bylaws:

8.2.1 - Proposal: Any trustee may amend these bylaws by submitting a written proposal to the President of the Board, the Chancellor, or the Board's Secretary. The proposal shall include a clear statement of the proposed amendment and its rationale.

8.2.2 - Review and Deliberation: The Board's governance committee shall review the proposed amendment, considering its implications and alignment with the University's governance principles. The committee may seek input from relevant stakeholders and experts as needed.

8.2.3 - Notice to Trustees: Prior to voting on the proposed amendment, all trustees shall be provided with written notice of the proposed change and the date of the upcoming vote.

8.2.4 - Two-Thirds Majority Vote: The proposed amendment shall be subject to a vote by the Board of Trustees. Approval of the amendment shall require a two-thirds majority vote. Trustees may vote in person, electronically, or through other established methods.

8.2.5 - Record Keeping: All amendments to these bylaws shall be documented in the meeting minutes where they were approved, ensuring transparency and accountability.

8.2.6 - Effective Date: Amendments to these bylaws related to Actions Taken Outside of a Meeting shall become effective upon approval by the two-thirds majority vote of the Board of Trustees."

## **Article X: Integrity and Transparency**

Maintaining integrity and transparency is paramount within Leighton University's governance framework. This foundation is further reinforced through carefully considering potential conflicts of interest. Section IV speaks to the ineligibility, specifically addressing individuals with close blood relationships. The presence of such relationships, like siblings, children, and parents, in simultaneous positions on the Board of Trustees is a matter of concern. Let us explore the principles and objectives that guide our policy on this matter.

### **Section 1: Policy Objectives**

This policy's objectives are multifaceted and aim to ensure the highest governance standards within Leighton University. They encompass:

1.1 - Fair Decision-Making: The primary objective of this policy is to uphold the principles of fair and unbiased decision-making within the Board of Trustees. By preventing close blood relationships from simultaneously serving on the Board, the policy aims to eliminate any potential biases that may arise from familial connections.

1.2 - Minimizing Potential Conflicts: Another critical goal is minimizing conflicts of interest. By restricting individuals with close blood relationships from serving together on the Board, the policy seeks to mitigate the risk of personal interests conflicting with the best interests of the University.

1.3 - Preserving Transparency and Integrity: The policy is designed to preserve the transparency and integrity of the Board of Trustees. By avoiding situations where family members might influence each other's decisions, the policy ensures that the Board's actions remain aligned with the institution's mission and core values. It upholds the public's trust in the governance of Leighton University.

### **Section 2: Rationale and Purpose**

The eligibility criteria for Trusteeship, particularly the policy on close blood relationships, is rooted in the University's core values of impartiality, conflict mitigation, transparency, trust, and ethical governance. This section outlines the rationale and purpose for this policy, emphasizing the institution's unwavering commitment to the highest standards of governance and decision-making. Key objectives include:

2.1. Impartial Decision-Making: Leighton University strives to maintain impartiality and fairness in all decision-making processes. The ineligibility policy for close blood relationships on the Board of Trustees ensures that governance decisions are made objectively and without undue influence.

2.2. Mitigating Conflicts of Interest: The presence of close blood relationships on the same Board can introduce complex conflicts of interest, perceived or actual. This policy aims to reduce the likelihood of such conflicts arising and to preserve the institution's reputation for ethical governance.

2.3. Ensuring Transparency and Trust: Transparency and trust are fundamental to the relationship between the University and its stakeholders. Leighton University is committed to openness and trustworthiness by maintaining a governance structure free from familial bias.

2.4. Upholding Ethical Standards: This policy follows the highest ethical standards, reflecting the University's dedication to the enduring principles of fairness, accountability, and responsible stewardship.

### **Section 3: Definitions**

This section provides clear and concise definitions essential for understanding the University's policy on close blood relationships among Trustees. Definitions include the scope of 'close blood relationships' and the designation of the 'Board of Trustees' to ensure precise interpretation and application of this policy.

3.1. Close Blood Relationships: For this policy, "close blood relationships" include, but are not limited to, siblings, children, and parents.

3.2. Board of Trustees: Refers to the governing body of Leighton University, which is responsible for making strategic decisions and ensuring the institution's mission and values are upheld.

### **Section 4: Scope and Application**

This section establishes the scope and application of the University's policy on close blood relationships among Trustees. It defines the policy's reach and underscores the importance of determining close blood relationships accurately and independently, ensuring the policy's practical application.

4.1. Applicability: This policy applies to all individuals seeking to serve as members of the Board of Trustees at Leighton University.

4.2. Blood Relationship Determination: The determination of close blood relationships shall be based on legal and biological relationships and independently verified as necessary.

### **Section 5: Compliance and Enforcement**

This section outlines the University's commitment to upholding the policy on close-blood relationships among Trustees. It emphasizes the importance of compliance with this policy and the consequences for violations, ensuring ethical governance and the University's mission are preserved.

5.1. Compliance with the Policy: All individuals selecting and appointing Trustees must adhere to this policy.

5.2. Enforcement: Leighton University is committed to enforcing this policy to maintain the highest ethical standards in governance. Violations of this policy may result in disqualification or removal from the Board of Trustees.

### **Section 6 - Reporting and Disclosure**

Within the governance framework of Leighton University, transparency and ethical conduct are paramount. This section establishes robust procedures for reporting and disclosing potential blood

relationships among members of the Board of Trustees, thereby upholding the highest standards of ethical governance, and preserving the University's mission.

6.1 - Mandatory Disclosure: The University strongly emphasizes transparency and accountability. Members of the Board of Trustees must disclose any potential blood relationships with other Board members. This disclosure is a commitment to ethical governance and demonstrates the Board's dedication to preserving the University's values. Trustees should promptly disclose any such relationships upon becoming aware of them. Additionally, this disclosure should be an ongoing process, ensuring that any new familial connections are reported without delay. By mandating this disclosure, the University reinforces its commitment to transparency and ethical conduct in governance. The following sub-points provide additional details and guidelines for this mandatory disclosure process:

6.1.1 - Prompt Disclosure: Board members must promptly report any potential blood relationships with other Trustees as soon as they become aware of such connections. This immediate disclosure ensures that the University can promptly take necessary actions to address potential conflicts of interest.

6.1.2 - Ongoing Reporting: Reporting potential blood relationships is not a one-time obligation. Board members are responsible for reporting any new familial connections that may arise during their tenure as Trustees. This ongoing reporting process ensures that the University maintains an up-to-date understanding of relevant relationships.

6.1.3 - Detailed Information: When making a disclosure, Trustees should provide detailed information about the nature of the blood relationship. This includes specifying the familial connection, such as parent-child, sibling, cousin, etc., to enable a thorough assessment of any potential conflicts of interest.

6.1.4 - Transparency: The disclosure process should be transparent and complete. Board members are encouraged to be forthright in their disclosures and provide any additional information or context that may be relevant for a comprehensive assessment.

6.1.5 - Reporting to Appropriate Authorities: The University's governance body responsible for handling such disclosures should promptly inform the appropriate University authorities about the reported blood relationship. This information should be communicated in a manner that respects privacy and confidentiality while ensuring that the University can take necessary actions to address any potential conflicts.

6.2 - Confidential Reporting Mechanism: The policy will include a confidential reporting mechanism to facilitate the disclosure process. This mechanism allows Board members to report potential blood relationships discreetly, protecting their privacy and anonymity.

6.2.1 - Anonymous Reporting: Board members can anonymously submit reports regarding potential blood relationships. This ensures that individuals feel comfortable coming forward without fear of repercussions or privacy breaches.

6.2.2 - Designated Contact: The policy will designate a specific individual or office responsible for receiving and managing these reports. This contact person or office will be trained to handle sensitive information discreetly.

6.2.3 - Secure Communication: The confidential reporting mechanism will utilize secure communication channels to safeguard the confidentiality of reports. Electronic submissions will be encrypted, and physical documents will be stored securely.

6.2.4 - Timely Response: Upon receiving a report, the designated contact will initiate a prompt and confidential investigation to assess the potential blood relationship. The process will prioritize efficiency while maintaining confidentiality.

6.2.5 - Protection from Retaliation: The policy will include provisions to protect individuals who make reports from any form of retaliation. Retaliation against those who report potential blood relationships will not be tolerated and will be subject to disciplinary action.

6.2.6 - Reporting Outcome: The investigation results will be communicated to the relevant parties, ensuring transparency in the process. If a potential blood relationship is confirmed, appropriate actions will be taken following the policy.

6.3 - Management of Disclosure: The disclosed information will be managed and monitored by a designated ethics or compliance committee responsible for assessing potential conflicts of interest and, if necessary, recommending recusal or invoking the waiver process. The following sub-points outline the critical aspects of managing and monitoring disclosed information:

6.3.1 - Ethics and Compliance Committee: Leighton University will establish an ethics and compliance committee composed of impartial and knowledgeable individuals. This committee will oversee the management of disclosed information.

6.3.2 - Conflict of Interest Assessment: The ethics and compliance committee will thoroughly assess the disclosed information to determine if a potential conflict of interest exists. This assessment will consider the nature of the relationship, its potential impact on decision-making, and its alignment with the University's policies and values.

6.3.3 - Recusal Recommendations: If the committee identifies a potential conflict of interest that could compromise the integrity of decision-making, it may recommend recusal. Recusal involves the affected Board member abstaining from participating in discussions or votes related to matters where a conflict exists.

6.3.4 - Waiver Process: Sometimes, the committee may find that a potential conflict of interest can be managed appropriately through a waiver process. This process may involve imposing specific conditions or safeguards to mitigate the conflict while allowing the affected Board member to participate in discussions or votes.

6.3.5 - Documentation and Transparency: All decisions and recommendations made by the ethics and compliance committee will be thoroughly documented. This documentation will be kept confidential but available for review by relevant authorities and stakeholders to ensure transparency in the process.

6.3.6 - Ongoing Monitoring: The committee will continuously monitor disclosed relationships and reassess potential conflicts of interest as circumstances evolve. This proactive approach ensures that conflicts are addressed promptly and appropriately.

6.3.7 - Education and Awareness: The committee may also be responsible for educating Board members about the importance of disclosure and the University's conflict of interest policies. This education helps promote a culture of transparency and ethical governance.

## **Section 7: Review and Amendment**

This section underscores the University's commitment to the regular review and potential amendment of the policy on close blood relationships among Trustees. It outlines the procedure

for making amendments, ensuring that the policy remains aligned with the University's evolving needs and governance standards."

7.1. Periodic Review: The Board of Trustees shall regularly review this policy to ensure its relevance and effectiveness.

7.2. Amendment Procedure: Amendments to this policy may be proposed and approved by the Board of Trustees as deemed necessary. Such amendments will be made in accordance with the University's bylaws and applicable regulations.

## **Section 8: References**

This section affirms the policy's alignment with Leighton University's dedication to upholding the highest legal and ethical compliance standards, ensuring that the policy on close-blood relationships among Trustees remains rooted in established legal and ethical principles.

8.1. Legal and Ethical References: This policy is aligned with the University's commitment to compliance with all relevant legal, regulatory, and ethical standards regarding conflicts of interest and ethical governance.

## Article XII: Board Meetings

Convening board meetings at Leighton University is essential to the institution's governance architecture. These assemblies are integral to the strategic stewardship and oversight of the university, offering a formal platform for substantive discourse, judicious decision-making, and comprehensive oversight. Such meetings are pivotal in aligning the university's operational execution with its foundational mission and strategic aspirations. This preamble elucidates the fundamental objectives, procedural structure, and conduct governing these critical meetings.

Regular Meetings, as detailed in Article VI, are held at predetermined intervals and are dedicated to systematically overseeing the university's ongoing operations and strategic initiatives. These meetings facilitate continuous engagement and decision-making on routine governance matters. Regular Meetings of the Board of Trustees at Leighton University are systematic gatherings held following a pre-established schedule, as detailed in Article VI. These meetings are central to the university's continuous governance and administrative oversight. They serve as a platform for the Board to discuss, review, and make decisions on various operational aspects, including but not limited to academic programs, financial planning, and campus management.

Conversely, Special Meetings, as articulated in Article VI, are convened as needed to address urgent or exceptional issues outside the purview of Regular Meetings. This bifurcation in the meeting structure ensures that the Board can handle the customary governance tasks and respond effectively to emergent, critical situations requiring prompt attention and resolution. This formal arrangement underscores the Board's commitment to comprehensive and adaptive governance.

### Section 1: Purpose of Board Meetings

Board meetings serve as a crucial platform for addressing various aspects of the institution's governance, oversight, and strategic planning. The primary purposes of these meetings include:

1.1 - Governance and Oversight: The board oversees the institution's governance, ensures that it operates within legal and ethical bounds, and maintains strategic alignment with its mission. This section delineates the specific aspects of governance and oversight, including:

1.1.1 Review and Approval of Policies: The Board convenes to review and approve institutional policies, ensuring alignment with the University's mission and values.

1.1.2. Fiscal Oversight: Board meetings provide a forum for assessing the institution's financial health, approving budgets, and monitoring financial performance.

1.1.3. Compliance and Accountability: The Board ensures that the University adheres to legal and regulatory requirements, upholding transparency and accountability.

1.2 - Strategic Planning: The board meetings serve as a platform for strategic planning, where the institution's long-term goals and objectives are discussed and formulated. This section outlines the key aspects of strategic planning, including:

1.2.1 Vision and Mission Alignment: The Board ensures that the institution's strategic plans align with its vision and mission, fostering a cohesive and purpose-driven direction.

1.2.2 Goal Setting: Setting strategic goals and priorities to guide the University's growth and development.

1.2.3 Evaluation of Progress: Regular evaluation and assessment of progress toward achieving the established strategic objectives.

1.3 - Stakeholder Engagement: Board meetings provide a platform for engaging with various stakeholders, fostering collaboration, and ensuring the institution's success. This section elaborates on stakeholder engagement, including:

1.3.1 Alumni and Donor Relations: Discuss strategies to engage alumni and donors in supporting the institution's mission and growth.

1.3.2 Community Involvement: The university interacts with the local and broader community to promote positive relations and mutual benefits.

1.3.3 Faculty and Student Input: Facilitating channels for faculty and student input, ensuring their voices are heard in strategic decisions.

1.4 - Strategic Planning and Direction: Board meetings are pivotal in shaping the institution's strategic direction. This section details the role of board meetings in strategic planning and direction, including:

1.4.1 Vision and Mission Alignment: Discussions on how the University's strategic plans align with its vision and mission, ensuring a cohesive and purpose-driven approach.

1.4.2 Goal Setting: How the board collaborates to set institutional goals and objectives that guide the University's progress.

1.4.3 Evaluation of Progress: Assessing progress toward strategic goals, making necessary adjustments, and ensuring the institution's continued growth.

1.5 - Educational Excellence and Quality: Board meetings are crucial in upholding educational excellence and quality within the institution. This section outlines how board meetings contribute to this aspect, including:

1.5.1 Academic Program Reviews: The board reviews and enhances academic programs to maintain quality and relevance.

1.5.2 Faculty and Staff Development: Discussions on faculty and staff development programs that promote excellence in teaching and research.

1.5.3 Accreditation and Quality Assurance: Ensuring the University maintains accreditation and upholds quality assurance standards in all academic offerings.

1.6 - Academic Program Approval: This section of board meetings focuses on approving academic programs, ensuring they align with the institution's mission and meet quality standards. Key aspects of this discussion include:

1.6.1 New Program Proposals: The Board considers proposals for new academic programs, evaluating their alignment with the institution's mission and the needs of students.

1.6.2 Program Modifications: Discussions cover modifications to existing academic programs to enhance their relevance and effectiveness.

1.6.3 Quality Assurance: The Board emphasizes maintaining quality standards in academic programs.

1.7 - Program Discontinuation: This section of board meetings deals with the decision to discontinue academic programs. The considerations include:

1.7.1 Program Assessment: The Board reviews the performance and relevance of existing programs.

1.7.2 Reasons for Discontinuation: Discussions encompass the reasons for discontinuing a program, such as low enrollment or changing institutional priorities.

1.7.3 Student Impact: How program discontinuation may affect current students is considered.

1.7.4 Teach-Out Plans: If applicable, the Board discusses plans for ensuring a smooth transition for affected students through teach-out programs.

1.8 - Institutional Accreditation: This section of board meetings focuses on matters related to the institutional accreditation of the university. Key aspects of this discussion include:

1.8.1 Accreditation Standards: This sub-section covers discussions on the accreditation standards set by accrediting bodies and how the university aligns with these standards.

1.8.2. Accreditation Process: Under this sub-section, the board addresses the accreditation process, including self-assessment, external reviews, and compliance with accreditation requirements.

1.8.3. Accreditation Reports: The board reviews and discusses reports from accrediting bodies, including commendations and recommendations for improvement.

1.8.4. Accreditation Maintenance: This sub-section covers ongoing efforts to maintain accreditation, such as periodic evaluations and continuous improvement initiatives.

1.8.5. Accreditation Status: Discussions are conducted here regarding the university's current accreditation status and any actions needed to ensure its continuation.

1.9 - Community Engagement and Partnerships: The board also focuses on the University's engagement with the broader community and strategic partnerships. This section outlines how board meetings address community engagement and partnerships, including:

1.9.1 Outreach Programs: Approving and supporting community outreach programs and initiatives that benefit the local and global community.

1.9.2 Collaboration with External Entities: Discussing and approving partnerships with external organizations can enhance the University's mission and impact.

1.9.3 Public Relations and Image Building: Strategies for maintaining a positive public image and enhancing the University's relationships with stakeholders.

1.10 - Campus Infrastructure and Facilities: The Board meetings address the planning, development, and maintenance of campus infrastructure and facilities, ensuring they meet the academic and operational needs of the University. This includes:

1.10.1 Capital Projects Approval: Reviewing and approving capital projects for constructing or renovating academic and administrative buildings, student facilities, and more.

1.10.2 Sustainability Initiatives: Discussing sustainability and environmental initiatives to ensure responsible and eco-friendly infrastructure development.

1.10.3 Technological Advancements: Assessing technological advancements and their integration into campus facilities to support cutting-edge research and learning.

1.11 - Student Success and Well-being: The Board meetings are dedicated to ensuring student success and well-being, focusing on creating a supportive environment for students to thrive. This includes:

1.11.1 Scholarships and Financial Aid: Reviewing and approving scholarship programs and financial aid to assist students in pursuing higher education.

1.11.2 Health and Counseling Services: Discussing and supporting health and counseling services that promote student well-being.

1.11.3 Academic Support Programs: Approving academic support programs that enhance student success and retention.

1.12 Infrastructure Planning and Development: This section of board meetings focuses on the planning, developing, and maintaining the institution's physical and technological infrastructure. Key aspects of this discussion include:

1.12.1 Physical Infrastructure: - This sub-section speaks to the planning and development related to the institution's buildings, grounds, and physical facilities.

1.12.2 Technological Infrastructure: Under this sub-section, discussions regarding the acquisition, maintenance, and advancement of the institution's technological infrastructure, including IT systems and equipment, are addressed.

1.12.3 Sustainability Initiatives: Here, the board discusses the institution's sustainability efforts, such as energy conservation, environmental responsibility, and green initiatives.

1.12.4 Capital Projects: Capital projects, such as construction, renovation, and expansion of facilities, are reviewed in this sub-section.

1.12.5 Risk Management: Discussions regarding risk assessments, safety protocols, and disaster preparedness related to infrastructure are conducted here.

## Article XIII: Regular Meetings of the Board of Trustees

The Board of Trustees of Leighton University shall conduct regular meetings in line with its governance responsibilities. These meetings are essential for the systematic review, discussion, and decision-making on matters significant to the university's operations and strategic direction.

*Frequency:* The Board shall schedule regular meetings, the frequency of which will be determined in accordance with the University's annual meeting calendar. The objective is to ensure the Board convenes at intervals conducive to addressing the comprehensive array of matters central to the University's operation and advancement.

*Notice:* To maintain transparency and facilitate effective participation, the Secretary of the Board shall provide written notice of regular meetings to all trustees no less than 21 days before the meeting. The notice shall include a detailed agenda, associated documents, and any supplementary materials pertinent to the agenda items.

### Section 1: Purpose of Regular Meetings

The Regular Meetings of the Board of Trustees are integral to the governance and strategic management of Leighton University. These sessions are meticulously structured to cover various critical aspects of university governance. The following subsections, 1.1 to 1.6, elaborate on these regular meetings' essential purposes and functions, highlighting their role in ensuring effective oversight, strategic direction, and responsive decision-making at the university.

1.1. Continuous Oversight: Regular Meetings are convened to provide continuous oversight of the university's operations and strategic initiatives. This involves monitoring progress, evaluating the impact of policies, and ensuring alignment with the institution's broader goals.

1.1.1 Monitoring Institutional Progress: One of the primary aspects of continuous oversight is monitoring the university's overall progress. This includes evaluating advancements in academic programs, research initiatives, student services, and campus infrastructure developments.

1.1.2 Evaluating Policy Impact: Regular Meetings play a crucial role in assessing the effectiveness of university policies. This includes reviewing how policies influence vital areas such as academic standards, student engagement, faculty development, and administrative efficiency.

1.1.3 Aligning with Strategic Goals: Another critical component of continuous oversight is ensuring the university's activities and initiatives align with its broader strategic goals. This involves reviewing long-term plans, assessing current strategies, and making adjustments as necessary to stay on track with the university's vision.

1.1.4 Risk Management and Compliance: Continuous oversight also involves monitoring risk management strategies and compliance with relevant laws and regulations. This ensures the university operates within a safe and legally sound framework, safeguarding its interests and reputation.

1.2. Strategic Guidance: These meetings serve as a forum for the Board to offer strategic guidance on various aspects of the university's functioning, including academic excellence, financial stability, and overall institutional well-being.

1.2.1 Guiding Academic Excellence: The Board focuses on shaping policies and strategies that enhance the university's academic standards in these meetings. This

includes curriculum development, research initiatives, and faculty support, aiming to foster a robust academic environment.

1.2.2 Ensuring Financial Stability: Strategic guidance oversees the university's financial health. Discussions and decisions focus on budget allocation, revenue generation, and financial planning to secure the university's financial future.

1.2.3 Promoting Institutional Well-being: The Board addresses broader aspects of the university's well-being, including student services, campus safety, and staff welfare. This holistic approach ensures a thriving environment for all university stakeholders.

1.2.4 Fostering Community and External Relations: Strategic guidance extends to enhancing the university's relationship with the external community, including partnerships, community engagement, and reputation management. This helps in aligning the university's goals with societal needs and expectations.

1.3. Informed Decision-Making: Regular Meetings facilitate informed decision-making through detailed discussions and reviews of pertinent topics, ensuring that decisions are based on thorough analysis and consideration of the university's needs.

1.3.1 Comprehensive Analysis of Topics: A crucial element of informed decision-making is the comprehensive analysis of topics under discussion. This involves delving into detailed reports, data, and research findings to understand the full scope of issues facing the university.

1.3.2 Consideration of Diverse Perspectives: These meetings provide a platform for considering diverse viewpoints, including inputs from faculty, students, administrative staff, and the broader community. This diversity of perspectives ensures that decisions are well-rounded and consider the needs of all university constituents.

1.3.3 Prioritization of University Needs: Informed decision-making prioritizes the university's most pressing needs. This ensures that decisions are aligned with the immediate and long-term objectives of the institution, addressing the most critical aspects first.

1.3.6 Emphasis on Data-Driven Decision-Making: The Board prioritizes decisions based on data and empirical evidence. This approach ensures that choices are grounded in reality and supported by tangible metrics, enhancing the quality and effectiveness of the decisions.

1.3.7 Continuous Learning and Adaptation: The informed decision-making process in Regular Meetings also involves learning from past experiences and adapting strategies accordingly. This reflects a commitment to continuous improvement and responsiveness to changing circumstances in higher education.

1.3.8 Balancing Short-term Needs with Long-term Vision: Decisions made during these meetings strive to balance immediate operational needs with the university's long-term strategic vision. This ensures that actions taken are sustainable and contribute to the university's enduring success and growth.

1.4. Consistent Engagement: The regularity of these meetings ensures consistent engagement of the Board with the university's operations, promoting a proactive approach to governance and responsiveness to evolving situations.

1.4.1 Sustained Board Involvement: The regularity of these meetings guarantees ongoing involvement of the Board in university affairs, ensuring that board members are continually updated and engaged in the institution's activities and challenges.

1.4.2 Proactive Governance Approach: Consistent engagement allows the Board to adopt a proactive stance in governance, anticipating potential issues and opportunities rather than merely reacting to them, fostering a forward-thinking governance culture.

1.4.3 Responsiveness to Evolving University Dynamics: Regular meetings enable the Board to stay attuned to the dynamic nature of university operations and the broader educational landscape, allowing for timely and relevant responses to new developments or challenges.

1.4.4 Continuity in Strategic Implementation: This consistent engagement ensures continuity in implementing policies and initiatives, providing steady guidance and oversight over the university's long-term plans and projects.

1.5. Transparency and Accountability: By meeting regularly, the Board upholds transparency and accountability in its governance processes, providing a platform for open dialogue and stakeholder engagement.

1.5.1 Open Dialogue and Communication: Regular meetings foster an environment of open dialogue, where board members can freely discuss and debate issues, ensuring that decisions are made after thorough deliberation and consideration of multiple viewpoints.

1.5.2 Stakeholder Engagement: These meetings provide opportunities for engaging with various university stakeholders, including faculty, staff, students, and community members, ensuring that diverse interests are represented and considered in the governance process.

1.5.3 Documentation and Record-Keeping: The regularity of meetings aids in meticulous documentation and record-keeping, creating a transparent trail of decisions and actions the Board takes, which is crucial for accountability and historical reference.

1.5.4 Review and Oversight Mechanisms: Regular meetings allow for consistent review and oversight of university operations and initiatives, ensuring that they are being executed as planned and are delivering the desired outcomes, reinforcing the Board's role in accountability.

1.6. Responsiveness to Challenges and Opportunities: These gatherings enable the Board to respond quickly to internal and external challenges and opportunities, ensuring the university remains dynamic and adaptable in a changing educational landscape.

1.6.1 Agile Response to Internal Challenges: Regular meetings equip the Board to swiftly address and manage internal challenges, such as administrative issues, academic concerns, or campus events, ensuring timely and effective solutions.

1.6.2 Adaptation to External Factors: These sessions enable the Board to stay informed and adapt to external factors, including technological advancements, educational trends, and regulatory changes, maintaining the university's relevance and competitiveness.

1.6.3 Opportunity Identification and Capitalization: The regularity of these meetings allows the Board to quickly identify and capitalize on emerging opportunities, whether they are in academic collaborations, research initiatives, or community partnerships.

1.6.4 Crisis Management Preparedness: Regular gatherings ensure the Board is well-prepared for crisis management. This enables a rapid and coordinated response to unforeseen events or emergencies, safeguarding the university's interests and stakeholders.

## **Section 4: Quorum and Voting**

Specific rules and requirements concerning quorum and voting procedures have been established to ensure the legitimacy and efficacy of decisions made during regular meetings. As detailed in the subsequent clauses of this section, these guidelines are essential for the proper conduct of official business and the maintenance of governance standards by the Board at Leighton University. These regulations reinforce the Board's commitment to upholding governance standards that exemplify its operations' utmost excellence and integrity.

4.1 Quorum for Regular Meetings: The quorum for a regular meeting is defined in the bylaws as requiring the presence of a specified minimum number of trustees to conduct official business.

4.1.1 Minimum Trustee Presence: The quorum for regular meetings shall be determined by the bylaws, specifying the minimum number of Trustees required to establish the quorum.

4.1.2 Quorum Definition: As defined in the bylaws, the quorum represents the threshold at which a regular meeting can officially conduct university business.

4.1.3 Bylaw Compliance: A minimum number of Trustees for quorum ensures compliance with the governance standards outlined in the university's bylaws.

4.1.4 Official Meeting Commencement: Once the specified quorum is met, a regular meeting is deemed officially convened, allowing for the commencement of official proceedings.

4.1.5 Decision-Making Threshold: The quorum requirement serves as the decision-making threshold for regular meetings, ensuring that significant decisions are made with the participation of a sufficient number of Trustees.

4.2 Voting Procedures for Regular Meetings: Decisions and actions taken during a regular meeting are recorded in the minutes, and all standard rules of voting and consensus, as outlined in the bylaws, are diligently applied.

4.2.1 Recording Meeting Decisions: In adherence to governance standards, decisions and actions made during regular meetings are meticulously recorded in the meeting minutes.

4.2.2 Standard Voting Rules: All regular meetings follow the standard rules and procedures for voting as stipulated in the university's bylaws.

4.2.3 Consensus Building: The application of these standard voting rules promotes consensus building among Trustees during regular meetings.

4.2.4 Governance Transparency: Diligently adhering to voting procedures enhances transparency in governance, ensuring that decisions are made transparent and accountable.

4.2.5 Adherence to Bylaw: The utilization of voting and consensus rules specified in the bylaws underscores the University's commitment to governance practices that align with its established policies.

## **Section 2: Recording and Documentation**

Efficient recording and meticulous documentation are paramount in maintaining transparency and accountability in all meetings at Leighton University. This section delineates the university's commitment to comprehensive documentation during special meetings, ensuring that discussions, decisions, and

actions are accurately recorded and subject to review and approval by the full Board. The following clauses,

1.2. Minutes shall be recorded during special meetings to document discussions, decisions, and actions.

2.1.1 Comprehensive Documentation: The minutes recorded during special meetings aim to provide a comprehensive record of all discussions, deliberations, and exchanges throughout the meeting.

2.1.2 Decisions Captured: These minutes meticulously capture all decisions made during special meetings, ensuring that each decision is accurately documented for future reference and review.

2.1.3 Actions Documented: Besides discussions and decisions, actions resulting from special meetings are documented precisely in the minutes to facilitate accountability and implementation.

2.1.4 Chronological Recording: The minutes are recorded chronologically, reflecting the events and discussions unfolding during the special meetings.

2.1.5 Official Meeting Record: The minutes serve as the official record of special meetings, providing an authoritative account of the proceedings to all relevant stakeholders.

2.2. Minutes of special meetings shall be presented to the full Board for review and approval at the next meeting.

2.2.1 Review and Approval Process: The minutes of special meetings undergo a thorough review and approval process by the Board during the subsequent meeting.

2.2.2 Timely Presentation: The minutes are promptly presented to the full Board, ensuring they are reviewed while discussions and decisions remain fresh in the collective memory.

2.2.3 Ensuring Accuracy: The review and approval of minutes by the entire Board ensure the accuracy and completeness of the documented information, fostering a culture of precision and accountability.

2.2.4 Alignment with Governance Practices: This practice aligns with established governance standards, reinforcing the university's commitment to transparent and accountable governance processes.

2.2.5 Official Validation: Approval by the full Board confers official validation to the minutes, solidifying their status as an authoritative record of special meeting proceedings.

### **Section 3: Frequency of Special Meetings**

This section establishes the criteria and circumstances under which special meetings of the Board are convened. Emphasis is placed on such meetings' selective and strategic scheduling, ensuring they are held only when necessary. The primary focus is on addressing urgent and time-sensitive matters, with the frequency of these meetings being directly influenced by the immediacy and significance of the issues at

hand. This approach aligns with the organization's commitment to responsive and responsible governance, ensuring that special meetings are convened with purpose and deliberation.

3.1. Frequency of Special Meetings: Special meetings shall be convened only as necessary to address urgent and time-sensitive matters. The frequency of special meetings shall be determined by the nature of the issues requiring consideration.

3.2. Advance Notice Requirements: This clause could specify the minimum advance notice required to convene a special meeting. It would detail the time frame within which members must be informed about the meeting, ensuring adequate preparation and attendance.

3.3. Emergency Meeting Protocols: This sub-clause could outline procedures for calling an emergency meeting in extreme urgency cases where the standard notice period may not be feasible. It would include guidelines on expediting the meeting process while still adhering to governance norms.

3.4. Frequency Limitations: To prevent the overuse of special meetings, this clause could cap the number of such meetings that can be convened within a given period, except under extraordinary circumstances.

3.5. Criteria for Assessing Urgency: This sub-clause would provide a framework for determining what constitutes an 'urgent and time-sensitive matter,' offering guidance on assessing the necessity and timing of a special meeting.

3.6. Postponement and Rescheduling: This clause could address the circumstances under which a special meeting can be postponed or rescheduled, including notifying members and setting a new date.

## **Section 4: Confidentiality and Reporting**

This section outlines the imperative to maintain confidentiality during special meetings and the subsequent communication of outcomes. It balances the need for discretion with transparency, aligning with university policies on confidentiality. This section provides a structured approach for Trustees to handle sensitive information and for the Board President to report meeting outcomes responsibly.

4.1. Confidentiality of Special Meetings: Trustees shall maintain the confidentiality of discussions and decisions made during special meetings, consistent with the University's policies on confidentiality and non-disclosure.

4.2. Reporting Outcomes: The President of the Board shall report the outcomes of special meetings to the university community, as appropriate, without breaching confidentiality.

## **Section 5: Amendments**

This section delineates the process for modifying the procedures governing special meetings of the Board. This section establishes a democratic and structured framework for updating these protocols, ensuring they remain relevant and practical. The emphasis on a two-thirds majority vote for amendments reflects a

commitment to substantial consensus, highlighting the importance of collective agreement in procedural changes.

5.1. Amendment of Special Meeting Procedures: These procedures related to special meetings of the Board may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance.

5.2. Proposal of Amendments: This clause outlines the protocol for proposing amendments. It specifies the eligibility for proposing changes, the procedure for submitting proposals, and the required format. This ensures that all amendment proposals are systematically presented and ready for Board review.

5.3. Discussion and Deliberation of Amendments: This sub-clause details the procedures for the Board's discussion and deliberation on proposed amendments. It includes guidelines for organizing debate, allowing member input, ensuring a thorough examination of each proposal, and fostering a collaborative and informed decision-making process.

5.4. Notification of Amendments: Post-approval, this clause promptly communicates any amendments to all Trustees and relevant stakeholders. It ensures transparency in the amendment process and keeps all parties informed of the procedural changes.

5.5. Effective Date of Amendments: This clause specifies the timeline for implementing approved amendments. It clarifies when the changes will become operational, allowing for a smooth transition and adequate preparation for the new procedures.

5.6. Record of Amendments: A critical clause for maintaining a historical record of all amendments made to the meeting procedures. This record is an essential reference for the evolution and rationale behind the changes, ensuring future Boards understand the context of the current procedures.

## **Article XIX. Special Meetings of the Board of Trustees**

Special meetings of the Board of Trustees ("the Board") are integral to Leighton University's governance framework, providing a responsive mechanism for addressing urgent matters that demand immediate attention beyond regular meeting schedules. These meetings are an essential component of the University's governance framework, designed to ensure that the Board can convene promptly in response to urgent and unforeseen circumstances that require immediate consideration and action. Unlike regular meetings, which follow a predetermined schedule, special meetings are explicitly convened to address critical issues that arise outside of the usual cycle. This flexibility is crucial for the Board to maintain its responsiveness and effectiveness in decision-making, especially in time-sensitive situations with significant implications for the University.

The framework for special meetings shall be carefully structured to balance the need for swift action with thorough deliberation and transparency principles. It allows the Board to rapidly assemble and focus on specific, pressing matters, ensuring that the University can navigate and respond to dynamic situations effectively. By providing this mechanism, Leighton University underscores its commitment to proactive and agile governance, reflecting its adaptability and readiness to meet the evolving needs and challenges of the University community.

### **Section 1: Purpose of Special Meetings**

Special meetings of the Board of Trustees ("the Board") serve a crucial role within Leighton University's governance structure, providing a platform for addressing specific and urgent matters that require immediate attention beyond the regular schedule of meetings.

1.1. Purpose of Special Meetings: Special meetings of the Board of Trustees ("the Board") may be convened to address specific and urgent matters that require immediate attention beyond the regular schedule of meetings.

1.2. Ensuring Prompt Action: Special meetings ensure that critical issues can be addressed promptly and that the Board can effectively fulfill its oversight and governance responsibilities.

### **Section 2: Special Meetings**

Special meetings may be initiated by designated individuals, including the President of the Board, the Chancellor (President), or upon written request by a specified number of Trustees, as specified in the bylaws. This section outlines the procedures and conditions for calling special meetings of the Board of Trustees, ensuring the process is straightforward and effective.

2.1. Initiating Special Meetings: A special meeting of the Board may be initiated by designated individuals, including the President of the Board, the Chancellor (President), or upon written request by a specified number of Trustees, as specified in the bylaws.

2.1.1 A special meeting of the Board may be called by the President of the Board, the Chancellor, or upon written request by a specified number of Trustees, as outlined in the bylaws.

2.2.1 Written notice of the special meeting, including the date, time, location, and a detailed agenda of the matters to be discussed, shall be provided to all Trustees with reasonable advance notice, as stipulated in the bylaws.

2.1.1. Chairperson's Authority: The President of the Board holds the authority to call a special meeting when urgent matters require the Board's attention. Their role in this process is pivotal to address critical issues promptly.

2.1.2. Chancellor's Initiative: The Chancellor may also initiate a special meeting when they deem it necessary to address specific and urgent matters beyond the regular meeting schedule. This authority is essential for addressing governance issues promptly.

2.1.3. Trustee-Requested Meetings: A specified number of Trustees can request a special meeting following the bylaws. This mechanism allows for matters of concern to be raised by the Board members themselves and ensures the ability to address urgent issues collectively.

### **Section 3: Agenda and Matters for Consideration**

Special meetings of the Board of Trustees are convened to address specific and urgent matters that require immediate attention. The agenda for such meetings is strictly limited to the issues for which the meeting was called, ensuring focused and efficient deliberations. These matters may include financial emergencies, crises, or time-sensitive decisions, with any additional business requiring unanimous consent from the Trustees present. Special meetings exemplify the Board's commitment to swift and purposeful governance in exceptional circumstances.

3.1. Agenda Limitation: The agenda of a special meeting shall be limited to the specific matters for which the meeting was called. No other business shall be considered except by unanimous consent of the Trustees present.

3.2. Matters for Consideration: Matters for consideration during a special meeting may include but are not limited to financial emergencies, crises, or time-sensitive decisions.

3.3. Emergent Issue Protocol: If an urgent matter arises after the agenda is set, a protocol for considering such emergent issues will be followed. This may include a preliminary assessment by a designated committee or officer to determine the urgency and relevance of the issue for inclusion in the meeting.

3.4. Unanimous Consent Process: The process for achieving unanimous consent for adding additional business to the agenda shall be clearly defined and followed. This ensures that any deviation from the pre-set agenda is collectively agreed upon and is of significant importance to warrant the attention of the Board during the special meeting.

### **Section 4: Quorum and Voting**

The bylaws must meet a quorum to conduct official business in special meetings. This ensures sufficient representation to make decisions on the matters at hand. Additionally, all decisions and actions during special meetings are meticulously recorded in the minutes, and voting follows the established rules and procedures outlined in the bylaws. This commitment to transparency and protocol underscores the seriousness with which the Board approaches its responsibilities during these crucial gatherings.

4.1. Quorum for Special Meetings: The quorum for a special meeting shall be defined in the bylaws, and a minimum number of Trustees, as specified, must be present to conduct official business.

4.2. Recording and Voting Procedures: Decisions and actions taken during a special meeting shall be recorded in the minutes, and all standard rules of voting and consensus shall apply as outlined in the bylaws.

4.3. Tie-Breaking Procedures: In the event of a tie vote during a special meeting, the following tie-breaking procedure shall be implemented. The President of the Board, or in their absence, the Vice President or designee, shall have the casting vote. This procedure ensures a decisive outcome in all voting scenarios, thereby maintaining the efficiency and effectiveness of decision-making processes. This clause

reinforces the Board's commitment to ensuring that all decisions are reached conclusively, even in tightly contested situations.

## **Section 5: Recording and Documentation**

This ByLaws section establishes the essential procedures for accurate and thorough documentation in special meetings. This section provides a framework for ensuring that all discussions, decisions, and actions are methodically recorded, serving as a vital record for future reference and organizational proceedings accountability.

- 5.1. Recording of Minutes: Minutes shall be recorded during special meetings to document discussions, decisions, and actions.
- 5.2. Review and Approval of Minutes: Minutes of special meetings shall be presented to the full Board for review and approval at the next meeting.
- 5.3. Archiving and Accessibility: Post-approval, the minutes shall be systematically archived and made accessible to authorized stakeholders. This ensures secure preservation and easy retrieval for future reference, reflecting the organization's commitment to transparency and accountability.
- 5.4. Confidentiality and Security: This clause mandates strict confidentiality and security measures for the minutes of special meetings. It protects sensitive information from unauthorized access and upholds privacy standards, maintaining the trust and integrity of the board and organization.

## **Section 6: Frequency of Special Meetings**

This section is pivotal in establishing a balanced approach to convening such meetings, emphasizing that they should be held judiciously and only in circumstances warranting immediate attention. The criteria for determining their frequency are directly linked to the urgency and time-sensitivity of matters that arise, ensuring that the organization remains responsive yet measured in its approach to addressing pressing issues.

- 6.1. Frequency of Special Meetings: Special meetings shall be convened only as necessary to address urgent and time-sensitive matters. The frequency of special meetings shall be determined by the nature of the issues requiring consideration.

## **Section 7: Confidentiality and Reporting**

The section is integral to the governance structure of the University. It outlines the protocols for managing sensitive information discussed in special meetings and the procedures for reporting their outcomes. This section underscores the criticality of maintaining confidentiality in board deliberations to uphold the integrity and trust vested in the University's governance. Additionally, it establishes a systematic approach for communicating the decisions and outcomes of these meetings, ensuring that the broader university community is appropriately informed while respecting the confidential nature of the discussions.

- 7.1. Confidentiality of Special Meetings: Trustees shall maintain the confidentiality of discussions and decisions made during special meetings, consistent with the University's policies on confidentiality and non-disclosure.
- 7.2. Reporting Outcomes: The President of the Board shall report the outcomes of special meetings to the university community, as appropriate, without breaching confidentiality.
- 7.3. Periodic Review of Confidentiality Policies: This clause mandates a regular review of the University's confidentiality policies on special meetings. The objective is to ensure these policies remain

adequate, relevant, and aligned with evolving legal, ethical, and institutional standards. This periodic review also serves as an opportunity to reinforce the importance of confidentiality among trustees and to update any procedures or protocols as necessary.

7.4. Training on Confidentiality Obligations: Trustees shall undergo periodic training on confidentiality obligations. This training is designed to educate and remind trustees about the critical nature of maintaining discretion regarding the sensitive information discussed in special meetings. It also aims to equip trustees with the knowledge and skills to navigate complex situations where confidentiality must be balanced with transparency and other institutional values.

## **Section 8: Amendments**

This section is pivotal in ensuring that the procedures remain adaptive and responsive to the evolving needs of the Board and the University. It details a structured process for initiating amendments, outlines the voting requirements for their adoption, and specifies the protocols for proposing, reviewing, and implementing changes. The section underscores the importance of a democratic and transparent process in making procedural adjustments, reflecting the Board's commitment to maintaining practical and relevant governance practices.

8.1. Amendment of Special Meeting Procedures: These procedures related to special meetings of the Board may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance.

8.2. Proposal Submission and Review Process: Proposals for amendments must be submitted in writing to the Board Secretary at least 21 days before the meeting. The Secretary shall circulate the proposals to all Board members for review. A designated committee or subgroup may hold a preliminary discussion to assess the proposal's merit and implications before presenting it to the full Board for a vote.

8.3. Documentation and Record-Keeping of Amendments: All approved amendments must be documented in the meeting minutes in which they were ratified. The Board Secretary shall maintain a comprehensive record of these amendments, including the date of approval and the names of Trustees who voted. This record shall be accessible to all Trustees and relevant officials for reference and review.

8.4. Interim Procedures During Amendment Process: In cases where an amendment is under consideration but not yet ratified, the existing procedures shall remain in effect. Suppose an interim situation arises that the current procedures do not adequately address. In that case, the Board President, in consultation with the Board Secretary and legal counsel, may provide temporary guidance pending the formal adoption of the amendment.

8.5. Effective Date of Amendments: Amendments shall take effect immediately upon approval unless otherwise specified in the amendment. The Board Secretary shall notify all members and relevant parties of the effective date and provide a revised copy of the procedures.

8.6. Periodic Review of Amendment Procedures: A designated committee shall biannually review the procedures for amending particular meeting protocols to ensure their continued relevance and effectiveness. Recommendations for modifications, if any, shall be presented to the Board for consideration following the process outlined in these clauses.

## **ARTICLE XX: Annual, Substitute Annual, and Regular Meetings**

Within the framework of the University's governance, the convening of meetings holds a distinct significance. This section outlines three primary categories of meetings: the annual meeting, substitute annual meeting, and regular meetings. The annual meeting, held in June of each year, is dedicated to critical matters, including the election of officers, while regular meetings, as detailed herein, encompass various aspects of the University's governance and operations. If the annual meeting is not held in June, a substitute annual meeting is promptly called, designated, and treated for all purposes as the annual meeting.

### **Section 1 Annual Meeting**

The Board of Trustees shall convene an annual meeting to elect officers and address any other pertinent business. This meeting is scheduled for June of each year. The President of the Board, the Chancellor, or the Board of Trustees will determine the date for the annual meeting.

- 1.1. Meeting Procedures: This sub-section outlines the procedures, including the format (in-person or virtual), notification process, and agenda for the annual meeting. It provides clarity on how the meeting will be conducted.
- 1.2. Election of Officers: The annual meeting includes the election of officers, and this sub-section describes the process for nominating, voting, and appointing officers within the Board of Trustees.
- 1.3. Agenda and Pertinent Business: Here, you can specify the agenda items for the annual meeting, including any reports, discussions, or decisions pertinent to the University's governance. This sub-section ensures that all participants know the topics to be addressed.

### **Section 2 Special Meetings**

Special meetings of the Board of Trustees are essential gatherings that allow for the focused discussion and resolution of specific objectives or pressing matters. They are a vital component of the governance framework, providing a platform for timely and effective decision-making.

- 2.1 - Initiation of Special Meetings: Special meetings may be initiated by the President of the Board of Trustees or one-fifth (3/5) of the Trustees to address specific objectives.
- 2.2 - Location and Timing: The location and timing of special meetings are flexible and determined by the person or persons calling the meeting. These arrangements accommodate the Board's needs and address focused objectives.
- 2.3 - Meeting Venues: Special meetings may be held within or outside Southaven, Mississippi, as needed to serve the objectives of the meeting best. In cases where no specific location is indicated in the meeting notice, the default venue will be the principal office of the University.
- 2.4 - Substitute Annual Meeting: If a special meeting is held in place of the annual meeting, it will be considered and treated as the official annual meeting, with all associated rights, responsibilities, and business conducted accordingly.

### **Section 3 Regular Meetings**

The Board of Trustees will establish a schedule of additional meetings categorized as regular meetings. These regular meetings are separate from the annual meeting and may cover various aspects of the university's governance and operations.

3.1 - Frequency and Schedule: Regular meetings are a cornerstone of the Board's governance framework. They provide a consistent platform for Trustees to convene and deliberate on matters critical to the university's success. In this section, we explore establishing meeting schedules, notice procedures, and the components that ensure the meetings run effectively.

3.1.1 - Establishment of Meeting Schedule: Discuss how regular meeting schedules are established, including the frequency and timing.

3.1.2 - Notice and Agenda: Explain the process for notifying Trustees of upcoming regular meetings and the content of meeting agendas.

3.2 - Topics and Agendas: The topics and agendas of regular meetings encompass a spectrum of vital university affairs. These meetings delve into governance matters that guide the university's strategic direction and operational matters that sustain its day-to-day functionality. Additionally, guest presentations may offer fresh insights into critical issues.

3.2.1 - Governance Matters: Detail the governance matters typically discussed during regular meetings, such as policy updates, bylaws revisions, or strategic planning.

3.2.2 - Operational Matters: Describe the operational aspects that may be covered, such as financial reports, academic program updates, or administrative changes.

3.2.3 - Guest Presentations: Mention if there are provisions for guest speakers or presentations during regular meetings and the nature of such presentations.

3.3 - Trustee Participation: The active involvement of Trustees during regular meetings is essential to the Board's functioning. In this section, we discuss attendance requirements, the formation of quorums, and the rules and procedures that enable Trustees to contribute to the decision-making process effectively.

3.3.1 - Attendance and Quorum: Explain the attendance requirements for Trustees and the establishment of a quorum for decision-making during regular meetings.

3.3.2 - Participation Rules: Outline any specific rules or procedures for Trustee participation during these meetings, such as speaking time limits or voting processes.

3.4 - Minutes and Records: Preserving meeting records and minutes ensures that the discussions and decisions made during regular meetings are well-documented. These records are a testament to the Board's work and a source of transparency and accountability.

3.4.1 - Record-Keeping: Describe the process for recording and maintaining meeting minutes and records of regular meetings.

3.4.2 - Accessibility: Discuss how and where meeting minutes and records can be accessed by Trustees and the public.

3.5 - Action Items and Resolutions: Regular meetings are where actions are determined and resolutions crafted. The methods by which decisions are made, the voting process, and the steps to formalize resolutions are integral to the effectiveness of the Board.

3.5.1 - Decision-Making: Clarify how decisions are made during regular meetings, including the voting process and the resolution of matters discussed.

3.6 - Communication and Follow-Up: The culmination of regular meetings extends beyond the meeting room. This section elucidates how post-meeting communication channels ensure that

decisions and information reach relevant stakeholders. Additionally, the crucial follow-up actions following these meetings are explored.

3.6.1 - Post-Meeting Communications: Explain how information and decisions reached during regular meetings are communicated to relevant parties and stakeholders.

3.6.2 - Follow-Up Actions: Discuss the steps taken following regular meetings, such as implementing decisions and tracking action items.

## **Section 4: Executive Meeting**

Executive sessions are convened to address confidential matters, including discussions on personnel issues, legal matters, or sensitive strategic topics. These sessions provide a secure and private environment for candid conversations and deliberations, upholding the institution's best interests.

4.1 - The executive sessions serve as a secure and private environment for addressing confidential matters, including discussions on personnel issues, legal matters, or sensitive strategic topics. Participation in these sessions is by invitation only, ensuring the utmost discretion and confidentiality. Trustees and other individuals receiving these invitations are responsible for preserving the confidential nature of the discussions and refraining from disclosing sensitive information.

4.2 - Minutes of Executive Sessions: In handling executive session minutes, the importance of confidentiality cannot be overstated. This section details the procedure for recording minutes and underscores the significance of authorizing access as part of a rigorous confidentiality protocol. Detailed minutes of executive sessions shall be maintained separately and treated as confidential records, accessible only to authorized individuals designated by the Board of Trustees. Unauthorized access or disclosure of executive session minutes is strictly prohibited.

4.2.1 - Recording Procedure: Describe the process for recording minutes during executive sessions, ensuring their comprehensive and accurate capture.

4.2.2 - Authorized Access: Specify the individuals or roles authorized to access executive session minutes, emphasizing the importance of confidentiality.

4.2.3 - Penalties for Unauthorized Access: Outline the consequences or penalties for unauthorized access to or disclosure of executive session minutes.

## **Section 5: Meeting Locations**

Both the annual and regular meetings may be held within or outside Mississippi. The President of the Board, the Chancellor, or the Board of Trustees will designate the specific location for each meeting. If no place is designated in the meeting notice, the meeting will be held at the university's principal office.

5.1 - Designation of Meeting Locations: Meeting locations are pivotal in the Board's proceedings. In this section, we delve into the responsibility for designating these locations, the factors that influence their selection, and the considerations that ensure the effective conduct of meetings.

5.1.1 – Responsibility: Designating meeting locations is crucial to the Board's governance. This sub-section sheds light on the individuals entrusted with this duty and their role in shaping the meeting environment.

5.1.2 - Factors Considered: The choice of meeting location is not arbitrary; several critical factors guide it. In this sub-subsection, we explore the considerations that inform

the selection of a specific meeting venue, ensuring that it aligns with the Board's objectives and expectations.

5.2 - Meetings Within or Outside Mississippi: The geographic scope of meetings within or outside Mississippi carries significance. This section provides insight into the rationale behind this choice, as well as the potential impact it holds.

5.2.1 – Rationale: Understanding why meetings are held within or outside Mississippi is essential. This sub-section uncovers the reasoning behind this decision, shedding light on the factors that prompt the Board to explore varied meeting venues.

5.2.2 – Impact: The impact of meeting locations reverberates across various facets of the Board's proceedings. This sub-subsection delves into the consequences and benefits of choosing different meeting locales.

5.3 - Notice and Principal Office: Effective communication regarding meeting locations and the significance of the principal office as a default location is essential. This section clarifies the notification process and the role of the principal office.

5.3.1 - Meeting Notice: Providing clear and timely information about meeting locations is paramount. In this sub-section, we elucidate the process of notifying attendees and stakeholders about where meetings will be held.

5.3.2 - Principal Office: The principal office of the University serves as the bedrock of meetings when no other location is designated. In this sub-subsection, we explore the characteristics and importance of the principal office in the context of meeting locations.

## **Article XXI: Board Meeting Procedures**

This section provides guidelines and procedures for conducting board meetings. Each aspect is outlined to ensure the meetings are efficient, adhere to relevant regulations, and reflect the Board's commitment to governance and decision-making excellence.

### **Section 1: Quorum**

To ensure that deliberations are conducted with due representation, a quorum, as defined in the University's bylaws, shall be requisite for the valid business transaction at a board meeting. In the absence of a quorum, the Board shall not be empowered to undertake official actions, thereby underscoring the importance of attendance.

1.1 - Establishing a Quorum: As defined within the University's bylaws, establishing a quorum is an indispensable component of Leighton University's governance framework. It upholds the fundamental principles of representation and effective decision-making during Board meetings. As specified in the University's bylaws, a quorum is the minimum number of members whose presence is necessary for the meeting to be valid. This requirement is in place to ensure that official business transactions are conducted with due representation, diligence, and credibility.

1.1.1 - Definition of Quorum: As defined within the University's bylaws, Quorum designates the specific number of Trustees whose presence is requisite for the meeting's validity. The bylaws clearly articulate this threshold, providing a precise guideline to determine when the Board can engage in official actions. This definition ensures that the governance process adheres to the principles of representation and effective decision-making, setting a standard for the Board's commitment to its responsibilities.

1.1.2 - Meeting Quorum Requirements: The University's bylaws define the number of Trustees necessary to constitute a quorum for Board meetings. This definition is essential to ensure that deliberations are conducted with due representation and adherence to the principles of effective governance. Meeting quorum requirements are as follows:

1.2 - Importance of Attendance: The requirement for a quorum serves as a procedural governance necessity and underscores the importance of attendance by the Board members. Active participation in meetings is an essential demonstration of the Trustees' commitment to fulfilling their duties and responsibilities as stewards of Leighton University. Attendance contributes to the integrity of the governance process, ensuring that diverse perspectives and expertise are engaged in the decision-making and deliberation processes. This commitment to attendance reaffirms the University's dedication to effective governance and accountability.

### **Section 2: Agenda**

The formation of the meeting agenda shall be a collaborative effort involving the President of the Board of Trustees), the Chancellor of the University, and other pertinent officers. In recognition of the collaborative and inclusive nature of governance, trustees are encouraged to propose items for inclusion in the agenda in advance of the meeting.

2.1 - Collaborative Agenda Formation: The preparation of the meeting agenda is a collaborative endeavor that involves the President of the Board, the University Chancellor, and other pertinent officers. This approach reflects the inclusive nature of governance at Leighton University. Trustees are strongly encouraged to contribute agenda items before the meeting, promoting open dialogue and active engagement in the decision-making process.

2.1.1 - Trustee-Proposed Agenda Items: In the spirit of active engagement and to further enhance the collaborative nature of agenda formation, Trustees are welcome to propose agenda items for consideration. This practice encourages open dialogue, diversity of thought, and integration of various perspectives into the meeting agenda. The following aspects outline the trustee-proposed agenda items:

2.1.1.1 Contribution to Agenda Content - Trustees may propose agenda items before the meeting to ensure that specific topics, concerns, or ideas are discussed. This contribution reflects the commitment of Trustees to actively participate in shaping the direction of the meetings.

2.1.1.2 Review and Integration - The President of the Board, in collaboration with the University Chancellor University and other pertinent officers, reviews trustee-proposed agenda items to determine their relevance and alignment with the overall objectives of the meeting. This review process ensures that the agenda remains coherent and focused on the most critical matters.

2.1.1.3 Inclusive Decision-Making - By allowing Trustees to propose agenda items, Leighton University promotes inclusive decision-making and values its Board members' diverse perspectives and expertise. Including trustee-proposed items enriches the discussions and supports the University's mission and goals.

2.1.1.4 Deadline for Agenda Item Submission - Trustees are informed of a deadline for agenda item submissions to facilitate the review process and the timely distribution of the agenda before the meeting. This ensures that all Board members have adequate time to prepare and contribute effectively to the discussions.

### **Section 3: Presiding Officer**

The President of the Board or, in their absence, a designated Board member shall assume the responsibility of presiding over meetings and maintaining decorum during the proceedings. This ensures that discussions are conducted in an orderly and productive manner.

3.1. Responsibility of the Presiding Officer: The President of the Board, or in their absence, a designated representative, assumes the role of the presiding officer during Board meetings. This responsibility extends to maintaining order, decorum, and a productive atmosphere throughout the proceedings. By entrusting a designated individual with this role, the Board ensures that discussions are structured and efficient.

3.1.1 Authority of the President of the Board: The President holds the highest authority during Board meetings when serving as the presiding officer. They are responsible for leading the discussions, ensuring adherence to the agenda, and managing the meeting flow. This authority is critical in maintaining an efficient and productive meeting environment.

3.1.2 Responsibilities of the Designated Board member: In instances where the Chairperson cannot attend a meeting, a designated representative is empowered to assume the role of the presiding officer. The responsibilities of the designated representative mirror those of the President, encompassing the maintenance of order, decorum, and the structured progression of discussions. This provision ensures continuity in meeting management, even in the President's absence.

3.1.3 Maintaining Decorum: One of the primary responsibilities of the presiding officer, whether it be the President of the Board or a designated representative, is to maintain decorum throughout the meeting. This includes upholding respectful communication,

ensuring that discussions remain focused on the agenda, and promptly addressing any disruptions or breaches of meeting etiquette.

3.1.4 Structured Meeting Conduct: The presiding officer is pivotal in facilitating structured meetings. They guide discussions, manage speaking turns, and enforce time limits to ensure that the meeting progresses efficiently and that all agenda items are addressed within the allocated time frame.

3.1.5 Promoting Productivity: Besides maintaining decorum, the presiding officer fosters a productive meeting atmosphere. This entails encouraging meaningful dialogue, managing any conflicts that may arise, and ensuring that decisions are made in the best interest of Leighton University.

## **Section 4: Minutes**

Comprehensive minutes of each meeting shall be compiled, documenting critical aspects such as attendance, actions taken, and discussions. These minutes shall be subject to review and approval by the Board and shall be retained in compliance with the University's established record-keeping policies.

4.1. Comprehensive Meeting Records: Thorough minutes shall be compiled for each meeting, capturing essential aspects such as attendance, actions taken, and discussions held. These minutes are an invaluable record of the Board's activities and decisions. They also offer transparency and accountability by documenting the proceedings.

4.2. Review and Approval: The minutes of each meeting will be subjected to review and approval by the Board. This practice ensures that the recorded information accurately reflects the discussions and actions taken during the meeting. It also allows for corrections or clarifications if necessary.

4.3. Compliance with Record-Keeping Policies: The approved minutes shall be retained following Leighton University's established record-keeping policies, ensuring their accessibility for future reference and historical documentation.

## **Section 5: Open Meetings**

As a testament to our commitment to transparency and engagement, board meetings shall be conducted in an open setting, making them accessible to the public. While transparency is the norm, the bylaws recognize that certain matters may necessitate confidential deliberation. In such instances, closed sessions may be conducted in compliance with the provisions of applicable laws and shall be documented in the official minutes.

5.1 Open Meetings: Leighton University firmly upholds the practice of conducting board meetings in an open setting in alignment with its core principles of transparency and engagement. This commitment extends to making these meetings accessible to the public, ensuring that the governance process is inclusive and accountable. The institution recognizes the significance of open dialogue and the public's right to be informed about its decisions and deliberations.

5.2 Confidential Deliberations: While the default practice is to maintain an open and transparent approach to governance, Leighton University's bylaws acknowledge that some issues may necessitate confidential deliberations. Recognizing the exceptional circumstances that may require privacy, the bylaws permit the convening of closed sessions.

5.2.1 Closed Sessions: Closed sessions are conducted in compliance with the provisions of applicable laws. These sessions are an exception to the general practice of open

meetings. They are reserved for discussions of matters of high sensitivity, including but not limited to personnel issues, legal matters, and any other topics where privacy and confidentiality are paramount. Closed sessions are documented in the official minutes, ensuring that a record of the discussions and actions taken is maintained, albeit in a restricted manner.

## **Section 6: Decision-Making**

In this section, we delve into the principles that guide decision-making within the Board of Trustees, ensuring that each vote and action reflects our dedication to transparency, ethics, and the collective will of our members. This section encompasses vital areas, including voting procedures and handling conflicts of interest. We aim to uphold the highest governance standards and maintain the trust and integrity that define our institution.

6.1- Voting: The University's governance principles adhere to the general decision-making principle by majority vote unless specified otherwise in the bylaws. This majority vote serves as a reflection of the collective will of the board members. In circumstances where a tie vote occurs, the President of the Board is vested with the authority to cast a tie-breaking vote, though it is important to note that the President is not obliged to cast an initial vote.

6.1.1 - Majority Vote: The University's governance principles prioritize decision-making by a majority vote, reflecting the collective will of board members.

6.1.2 - Tie Votes: In the event of a tie vote, the President of the Board holds the authority to cast a tie-breaking vote. It is important to note that the President is not obligated to cast an initial vote.

6.2 - Conflict of Interest: Recognizing the necessity of upholding ethical governance standards, trustees are required to act with full disclosure and transparency regarding conflicts of interest related to agenda items. In such situations, trustees must abstain from voting and diligently observe the University's conflict of interest policy.

6.2.1 - Full Disclosure: Trustees must act with complete transparency and disclosure when conflicts of interest arise concerning agenda items.

6.2.2 - Abstaining from Voting: In situations involving conflicts of interest, trustees must abstain from voting, adhering to the University's conflict of interest policy.

## **Section 7: Executive Sessions**

Executive meetings are a distinct component of the University's governance framework, designed to address matters of particular sensitivity, confidentiality, or legal privilege. These meetings provide a platform for in-depth discussions on issues requiring high privacy and discretion. This section outlines the purpose, composition, and conduct of executive meetings, underscoring the commitment to transparency and ethical governance while safeguarding matters that demand confidential deliberation.

7.1 - Executive Sessions: To ensure transparent and efficient governance, the Board may hold executive sessions as legal mandates require. These sessions are designated for discussing matters that demand confidentiality, sensitivity, or legal privilege. The outcomes of these executive sessions are diligently recorded in the meeting minutes, guaranteeing a precise historical account of these confidential discussions.

7.1.1 - Purpose and Mandate: This subsection outlines the underlying objectives and legal imperatives that guide the conduct of executive sessions. It provides a clear

understanding of the purpose and the specific legal requirements that necessitate the convening of these sessions.

7.2.- Discussion and Documentation: This section delineates the essential confidentiality surrounding executive sessions, emphasizing the need to maintain the privileged nature of the discussions and the implications for information disclosure.

7.2.1 - Discussion in Confidence: During executive sessions, Trustees engage in discussions with a heightened focus on candor and efficiency, promoting frank conversations that are conducive to effective decision-making.

7.2.2 - Maintaining Records: The proceedings of executive sessions are diligently documented in the official meeting minutes. This meticulous record-keeping ensures an accurate and comprehensive account of discussions held in these sessions.

## **Section 8: Committees**

This section guides the integral role of Board committees within the University's governance framework. These committees serve as specialized units responsible for thoroughly examining and analyzing specific matters, subsequently presenting recommendations to the Board. Committee chairs deliver comprehensive reports during regular board meetings to ensure transparency and informed decision-making. These reports encompass their findings, recommendations, and proposed courses of action, thus contributing to the collaborative governance of Leighton University.

8.1 Committee Reports: Board committees are pivotal in the University's governance structure. These committees are charged with in-depth exploration and analysis of specific issues and make recommendations to the Board. Committee chairs shall provide comprehensive reports during regular board meetings, outlining their findings, recommendations, and proposed actions. Furthermore, committees are entitled to convene their meetings as prescribed within their charters, ensuring the comprehensive exploration of the issues assigned to them.

8.1.1 - Comprehensive Analysis: Committee members undertake meticulous analysis, evaluating the nuances of the matters under their purview and providing the Board with well-informed recommendations.

8.1.2 - Transparent Reporting: Transparency is upheld as committee chairs present detailed reports during regular board meetings, ensuring that the broader Board is well-informed about the committee's findings and proposed actions.

8.1.3 - Meeting Charters: Committees have the liberty to convene their meetings in accordance with the charters that define their roles and responsibilities, thereby ensuring that the comprehensive exploration of assigned issues aligns with their established guidelines.

8.2 Committee Membership: Board committees are comprised of trustees with expertise and interest in the respective areas. The composition of each committee should be periodically reviewed to ensure that it aligns with the university's evolving needs and goals. Changes to committee membership shall be made in accordance with the bylaws and approved by the Board.

8.2.1 Composition of Committees: The composition of committees within the Board's governance structure is vital to Leighton University's effective decision-making and oversight. These committees are significant in addressing specific issues, conducting in-depth analyses, and formulating recommendations for the Board. The composition of each committee is thoughtfully considered to ensure alignment with their respective functions and responsibilities, bringing together diverse expertise and perspectives. This

section outlines the formation, structure, and criteria for committee membership, reflecting the commitment to a robust and well-rounded committee framework.

8.2.2 Periodic Review: Periodic review of committee composition is a fundamental element of Leighton University's commitment to effective governance. This section outlines the process and criteria for evaluating committee membership to ensure that committees consistently align with the university's mission and goals. The periodic review process aims to maintain the expertise, experience, and dedication necessary to advance the institution's mission through its committees.

8.2.3 Changes in Membership: This section details the procedures governing adjustments to committee membership, encompassing appointments and removals. All changes in committee membership are to be executed in strict accordance with the procedures and guidelines specified in the university's bylaws. The adherence to established protocols ensures that committee composition remains aligned with the university's mission and goals.

## **Article XXIII: Remoting Participation**

In response to the evolving academic landscape and the increasing integration of technology, Leighton University embraces the concept of remote participation for trustees in board meetings, a practice meticulously outlined in our bylaws. This forward-thinking approach not only reflects our commitment to adaptability but also serves as a means to enhance accessibility and representation within our governance processes. Remote participation enables trustees from diverse locations and backgrounds to engage in board meetings, actively transcending geographical barriers. This inclusive approach ensures that the voices and perspectives of our trustees are heard and valued, as remote attendance counts towards quorum requirements. In embracing this technological advancement, Leighton University reinforces its dedication to excellence, innovation, and creating an inclusive academic community.

### **Section 1: Remote Participation**

In recognition of the evolving nature of the academic landscape and the increased reliance on technology, trustees can participate in board meetings via teleconference or other electronic means. The utilization of remote participation while enhancing accessibility is governed by the guidelines articulated in the bylaws. Furthermore, attendance via electronic means shall be counted towards quorum requirements, ensuring that meetings remain representative even in remote participation.

1.1 - Guidelines for Remote Participation: Remote participation in board meetings is essential to our commitment to inclusivity and flexibility. These guidelines are designed to ensure that remote participation is not only accessible but also conducted efficiently and securely while maintaining the integrity of our governance processes.

1.2 - Ensuring Equitable Access: Leighton University is committed to providing equitable access to trustees, regardless of geographical location or other constraints that may impede physical attendance. Remote participation ensures that all trustees can actively engage in board meetings and contribute to the university's decision-making processes.

1.3 - Technology and Security: Trustees participating remotely shall have access to secure and reliable technology platforms that facilitate seamless communication and interaction with the board. The university shall implement robust security measures to protect the confidentiality and integrity of discussions and information shared during remote meetings.

1.4 - Notification and Procedures: Trustees opting for remote participation must notify the board before they intend to attend electronically. The board shall establish clear procedures for remote participation, including submitting reports or materials in advance, electronic voting, and participation in executive sessions.

1.5 - Quorum and Voting: Trustees attending remotely shall be counted towards quorum requirements and shall have equal voting rights as trustees attending in person. The university shall employ secure electronic voting mechanisms to ensure the accuracy and transparency of votes cast remotely.

1.6 - Record-keeping: Minutes of board meetings shall accurately reflect the participation of trustees, whether in person or remotely. The university shall maintain records of remote participation to ensure compliance with governance standards and transparency.

1.7 - Continuous Improvement: The board shall periodically review and update these guidelines to adapt to evolving technologies and best practices in remote participation, ensuring that the process remains efficient and effective.

## **Section 2: Eligibility for Remote Participation**

Specific eligibility criteria are set to facilitate effective remote participation in board meetings. These criteria ensure that trustees participating remotely are adequately prepared and equipped for a seamless and productive engagement. Below are the essential eligibility requirements.

2.1 - Participation in board meetings remotely is open to all trustees, provided they meet the following eligibility criteria:

2.1.1 - Advance Notification: Trustees must provide advance notice to the board secretary to engage in remote participation. This notice should include the trustee's intention to attend the meeting remotely and a brief explanation of the reasons for choosing this mode of participation."

2.1.2 - Reliable Internet Connection: "Remote participants are expected to maintain a strong and reliable internet connection to enable clear and uninterrupted communication during the meeting."

2.1.3 - Necessary Technology and Equipment: Trustees who opt for remote participation should ensure they possess the essential technology and equipment for joining the meeting. This includes a computer or mobile device with functional audio and video capabilities, ensuring their active involvement in discussions.

## **Section 3: Guidelines for Remote Participation**

Remote participation in board meetings is essential to our commitment to inclusivity and flexibility. These guidelines are designed to ensure that remote participation is not only accessible but also conducted efficiently and securely while maintaining the integrity of our governance processes.

3.1. Eligibility for Remote Participation: Participation in board meetings remotely is open to all trustees, provided they meet the following eligibility criteria:

3.1.1 - Trustee Status: To be eligible for remote participation, a trustee must hold an active position on the Board of Trustees.

3.1.2 - Technological Requirements: Trustees must have access to the necessary technological infrastructure, including internet connectivity and appropriate communication tools, to facilitate remote participation effectively.

3.1.3 - Notification: Trustees intending to participate remotely must notify the Board Secretary or relevant board personnel before the meeting to ensure proper arrangements can be made.

3.1.4 - Compliance with Bylaws: Remote participants must adhere to the guidelines outlined in these bylaws and any additional policies or procedures for remote participation established by the Board of Trustees.

3.2. Procedures for Remote Participation: Remote participation in board meetings shall follow established procedures to maintain order and effectiveness in the governance process. These procedures include:

3.2.1 - Meeting Access: Remote participants will receive access credentials or links to join the meeting remotely. The participant is responsible for ensuring they can access the meeting platform.

3.2.2 - Participation Confirmation: Remote participants shall confirm their attendance and active participation at the beginning of the meeting, typically through verbal confirmation or electronic means.

3.2.3 - Active Engagement: Remote participants are encouraged to actively engage in discussions, votes, and deliberations as if they were physically present at the meeting.

3.2.4 - Technical Support: Technical support personnel shall be available to assist remote participants with any technical issues during the meeting.

3.2.5 - Voting: Remote participants are entitled to vote on matters brought before the Board, and their votes shall be counted and recorded as part of the meeting proceedings.

3.3. Quorum and Remote Participation: Establishing a quorum for board meetings shall consider the presence of both physically present and remote participants. Quorum requirements for remote participation shall be consistent with the bylaws and applicable policies.

3.4. Recording and Documentation: Meetings with remote participation shall be recorded and documented following established procedures to maintain transparency and accountability. Meeting minutes and recordings shall be made available to all trustees for review.

3.5. Amendments: These guidelines for remote participation may be amended by a majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance.

## **Section 4: Remote Meeting Procedures**

Efficient and effective remote meeting procedures ensure trustees can fully participate and contribute to board meetings regardless of physical location. This section provides a comprehensive guide to the steps and processes involved in remote participation, maintaining transparency and engagement throughout the proceedings.

4.1 - Technical Requirements: To facilitate effective remote participation, trustees must have access to specific technical requirements, including a stable internet connection, audio and video capabilities, and access to the necessary meeting platform. These requirements help ensure a smooth and productive remote meeting experience.

4.2 - Trustees must log in to the designated meeting platform at the scheduled time to initiate remote participation. The following procedures detail the steps to follow:

4.2.1 - Step 1: Access the provided meeting link or URL.

4.2.2 - Step 2: Enter your login credentials, typically the trustee's username and a secure password.

4.2.3 - Step 3: If applicable, confirm your identity through a multifactor authentication process.

4.2.4 - Step 4: Once logged in, you will be directed to the virtual meeting room where the session is held.

4.3 - Engaging in Discussions: Remote participants are encouraged to engage actively in board discussions, contributing their valuable insights and expertise. The following guidelines ensure meaningful participation:

4.3.1 - Use the provided audio and video features to join the conversation. Ensure your microphone and camera settings are appropriately configured for clear communication.

4.3.2 - When wishing to speak or make a comment, use the designated virtual "raise hand" or similar feature to indicate your intention to participate. This helps maintain order during discussions.

4.3.3.- When recognized by the meeting chair or facilitator, you may unmute your microphone and address the board.

4.3.4 - Respectful and courteous conduct is expected during discussions, fostering a collaborative and inclusive environment.

4.3.5 - Voting Procedures: Remote participation includes voting on matters brought before the board. Voting procedures are designed to ensure fairness and accuracy:

4.4 - Electronic Voting Procedure: When a vote is called, trustees receive electronic ballots or a virtual voting mechanism.

4.4.1 - Step 1: Ballot Distribution - Trustees receive electronic ballots or a virtual voting mechanism when a vote is called.

4.4.2 - Step 2: Casting Your Vote - Cast your vote by selecting the appropriate option (e.g., "For," "Against," "Abstain").

4.4.3 - Step 3: Recording Your Vote - Your vote will be recorded electronically and added to the tally.

4.4.4 Step 4: Announcing Voting Results - Voting results will be announced during the meeting, ensuring transparency.

## **Section 5- Additional Remote Participation Procedures**

In addition to the core procedures outlined in section 1.1, specific additional procedures related to remote attendance may be established and documented in the bylaws and guidelines. These additional procedures are designed to address various potential issues and challenges during remote meetings. While the exact details of these additional procedures can vary depending on the needs and circumstances of the board, here are some common areas that they may cover:

5.1. Technical Troubleshooting: Procedures for addressing technical issues that trustees may encounter while participating remotely. This can include guidelines on whom to contact for technical support, steps for resolving common technical problems, and alternative communication methods if technical difficulties persist.

5.2 Backup Communication Methods: Plan alternative communication methods if the primary virtual meeting platform experiences disruptions. This may involve specifying backup platforms or communication channels that can be used to maintain contact and continuity during remote meetings.

5.4 Handling Disruptions: Procedures for managing disruptions or unexpected events during remote meetings. This can include guidelines for addressing disruptive behavior, ensuring the security and confidentiality of discussions, and maintaining order in the meeting.

5.5 Recording and Archiving: Protocols for recording and archiving remote meetings, including guidelines for capturing minutes, recording video or audio, and storing meeting records securely.

5.5.1 - Accessibility Considerations: Ensuring that remote participation procedures are accessible to all trustees, including those with disabilities. This may involve providing accommodation, such as closed captioning for virtual meetings or alternative formats for meeting documents.

5.5.2 - Emergency Procedures: Plans for addressing emergencies or unforeseen circumstances that may impact the ability to conduct remote meetings. This could involve procedures for evacuations, suspending or rescheduling meetings, and communication during

## **ARTICLE XXIV: Fiscal Year**

The fiscal year of Leighton University is a fundamental aspect of the institution's financial structure, serving as the backbone of its financial management, planning, and reporting. It dictates the rhythm of financial activities and is crucial for the university's financial health and strategic planning. This article outlines the specifics of the fiscal year, detailing its definition, strategic alignment with the university's academic cycles, and the impact this alignment has on the institution's operations and stakeholders.

### **Section 1: Fiscal Year Definition**

The definition of the fiscal year serves as the foundational element of the University's financial management and planning. It establishes the time frame for all financial activities, from budget preparation to financial reporting and audit. This defined fiscal period, commencing on July 1 and terminating on June 30 of the subsequent calendar year, is chosen thoughtfully to align with the unique needs and rhythms of Leighton University. Here is an expansion on this crucial aspect:

### **Section 2: Fiscal Year Alignment with Academic Cycles**

The choice of the fiscal year commencement date is a strategic decision for Leighton University, designed to align intricately with the academic cycles of the institution. This alignment holds significant importance, as it enables a smooth transition between academic years, ensures resource allocation that caters to the needs of students, faculty, and staff, and guarantees the availability of financial support for the start of the academic term - the following activities detail how this alignment benefits the university's overall functioning.

2.1 - Coordinated Resource Allocation: The choice of a July 1 fiscal year start ensures that financial planning and resource allocation are well-coordinated with the evolving needs of students, faculty, and staff throughout the academic year.

2.2 - Adequate Support for the Academic Term: By initiating the fiscal year on July 1, Leighton University secures the necessary financial resources to support the commencement of the academic term, which typically commences in late summer or early fall.

2.3 - Academic Year Transition: The fiscal year starting on July 1 aligns seamlessly with the academic cycles of Leighton University, facilitating a smooth transition from one academic year to the next.

### **Section 3- Budget Preparation and Adoption:**

The July 1st start date provides ample time for preparing and adopting the annual budget. The budget is a financial document and a strategic roadmap guiding resources to support the University's mission and goals. By initiating the fiscal year in July, the budgeting process can begin well in advance, allowing for a comprehensive evaluation of academic, administrative, and operational needs.

3.1 - Efficient Budgeting and Integration with Strategic Goals: The commencement of the fiscal year on July 1st at Leighton University is not merely a matter of administrative convenience; it is a strategic decision that profoundly influences the university's financial planning and budgeting processes. This section outlines how the alignment of the fiscal year with the academic calendar supports efficient budget preparation and adoption, fostering transparency, accountability, and integration with the institution's strategic goals

3.1.1- Efficient Budgeting: Departments Have Input Time: Departments have sufficient time to provide input into the budget.

3.1.2 - Alignment with Strategic Goals: Integration with Strategic Planning: Seamless integration of financial planning with strategic goals.

3.1.3 -Comprehensive Evaluation: Thorough Data Collection: Data collection and analysis for informed financial decision-making.

3.1.4 Transparency and Accountability: Stakeholder Engagement: Extended budgeting allows for stakeholder engagement, promoting trust in the process.

3.2 - Budget Preparation Bylaw: The efficient preparation of the University's budget is a foundational element of our financial stewardship, governed by the following policies. Crafting the annual budget is not just a matter of numbers but a strategic and systematic approach that drives allocating resources to achieve our academic mission and institutional objectives. This section delves into the principles and policies that guide this critical aspect of our financial management, underlining the commitment to responsible and goal-oriented budget preparation.

3.2.1 - Financial Document Policy: The University's budget shall serve as a financial document and a strategic roadmap. It shall guide the allocation of resources in strict alignment with the University's mission and overarching objectives.

3.2.2 - Early Initiation Policy: The fiscal year shall begin on July 1. This specific start date shall facilitate the early initiation of the budgeting process, providing ample time for a comprehensive evaluation of academic, administrative, and operational needs.

## **Section 4 - Accurate Financial Reporting**

The integrity of Leighton University's financial reporting is of paramount importance. Accurate financial reporting ensures compliance with regulatory requirements and provides critical insights for informed decision-making and strategic planning. The Board of Trustees is committed to upholding the highest standards of financial reporting, which includes the following aspects:

4.1 - Fiscal Year Closing and Reporting: The conclusion of the fiscal year on June 30 of the following calendar year is a strategic choice that bestows significant advantages upon our institution in terms of financial reporting. This timeline offers several critical benefits in ensuring an accurate assessment of our financial performance, revenue collection, and expense management. The June 30 closing date provides ample time for meticulous financial reconciliations, audits, and the preparation of comprehensive financial statements. These advantages include:

4.1.1 - Accurate Assessment: Closing the fiscal year on June 30 allows for an accurate and thorough evaluation of our financial performance over the course of the year. This extended timeframe permits the meticulous review of all financial transactions, ensuring precision in assessing the institution's financial health.

4.1.2 - Revenue Collection and Expense Management: The timing aligns with our revenue collection cycles and provides a comprehensive picture of our expenses. This synchronization facilitates adequate revenue and expense management strategies, optimizing our financial stability and sustainability.

4.1.3 - Compliance and External Reporting: The June 30 closing date ensures the institution has ample time to complete essential financial reconciliations, conduct audits, and prepare comprehensive financial statements. This timely approach allows us to meet

external reporting deadlines while maintaining compliance with all legal and regulatory requirements, enhancing our transparency and accountability.

4.1.4 - Informed Decision-Making: The availability of accurate and up-to-date financial information aids our leadership in making informed decisions. The data derived from the June 30 fiscal year closing serves as a foundation for strategic planning, budgeting, and financial forecasting, promoting the institution's long-term fiscal health.

4.1.5 - Stakeholder Confidence: Consistently accurate financial reporting enhances the trust and confidence of our stakeholders, including donors, government agencies, and the broader academic community. This fosters a positive image and reinforces the institution's commitment to sound financial practices.

4.2 - Budget Allocation and Resource Management Bylaw: The allocation of budget and management of resources at the University shall adhere to the following policies:

4.2.1 - Resource Allocation Policy: The budget allocation process shall be conducted with utmost transparency, equity, and accountability. Resources shall be distributed to align with the University's strategic goals and mission.

4.2.2 - Efficiency and Cost Management Policy: The University shall prioritize efficiency and prudent cost management in all financial operations. Strategies shall be implemented to ensure that budget allocations are used efficiently, minimizing waste and maximizing value.

4.3 - Financial Reporting and Accountability Bylaw: Financial reporting and accountability at the University shall adhere to the following policies:

4.3.1 - Reporting Accuracy Policy: All financial reporting shall be conducted with precision and accuracy to ensure an honest reflection of the University's financial health.

4.3.2 - Timely Reporting Policy: Financial reports, including statements and other documentation, shall be produced and submitted on time to meet regulatory and internal requirements.

## **Section 5 - Planning and Contingency**

This section highlights the critical role of the fiscal year in Leighton University's strategic approach to financial planning, contingency measures, and long-term financial stability. A well-structured fiscal year is critical to effective financial planning and prudent resource management, enabling the University to navigate a dynamic financial landscape adeptly. This approach ensures that the University remains steadfast in its commitment to its mission and goals while efficiently managing its financial resources.

5.1 - Foundation for Financial Planning and Contingency Management: A well-defined fiscal year is essential for effective financial planning and prudent resource management at Leighton University. This structured fiscal calendar is instrumental in enabling the University to:

5.1.1 - Create Financial Reserves: By aligning our financial year with a clear start and end date, the institution can systematically allocate resources and set aside funds, fostering the creation of financial reserves. These reserves act as a financial safety net, enabling us to weather economic fluctuations and unforeseen financial challenges with greater resilience.

5.1.2 - Prepare for Contingencies: The defined fiscal year allows the University to allocate resources for contingencies proactively. This strategic approach ensures that we are well-prepared to address unexpected financial disruptions and challenges through a carefully considered and responsible response.

5.2 - Long-Term Financial Sustainability: The fiscal year structure is integral to our commitment to long-term financial sustainability. It encourages and reinforces responsible financial management practices, efficient resource allocation, and the cultivation of financial reserves. This approach safeguards the University's financial health and positions us to pursue our mission of academic excellence and institutional success with resilience and foresight.

## **Section 6 - Annual Budget and Financial Reporting**

The University's fiscal year is purposefully synchronized with the academic and operational requirements of the institution, a strategic alignment that facilitates optimal financial management. Within this fiscal year, the University engages in a series of crucial financial processes, each meticulously designed to uphold the institution's financial stability and support its core mission. Within the fiscal year, the University shall undertake the following financial processes:

6.1 - Annual Budget Preparation and Execution: Aligned with the institution's strategic objectives, the University shall diligently prepare, adopt, and execute an annual budget. This budget reflects the financial resources essential for the operation and continuous advancement of the institution. The budgeting process provides a blueprint for allocating financial resources and aligning them with the University's mission and academic goals.

6.1.1 - Strategic Alignment Policy: The annual budget shall be prepared and executed strictly with the University's strategic objectives and academic priorities. This policy strategically allocates financial resources to advance the institution's mission and academic goals.

6.1.2 - Financial Responsibility Policy: The University's budget preparation and execution shall adhere to the highest financial responsibility standards. This policy underscores the importance of fiscal prudence, ethical financial management, and compliance with all relevant laws and regulations.

6.1.3 - Transparency and Accountability Policy: Financial transparency and accountability are paramount in the annual budgeting. This policy requires that financial reporting and disclosures are made readily available to stakeholders and that accountability is maintained throughout the execution of the budget.

6.2 - Comprehensive Financial Reporting: After the conclusion of each fiscal year, the University commits to generating comprehensive financial reports. These reports offer a detailed overview of the University's financial status, revenue streams, and expenses. The information in these reports serves as a critical tool for transparency, accountability, and evidence-based decision-making, guiding the institution toward its mission of academic excellence and responsible financial management.

6.2.1 - Report Timeliness Policy: The University shall ensure the timely production and submission of comprehensive financial reports, ensuring stakeholders have access to current and accurate financial information for decision-making.

6.2.2 - Accuracy and Integrity Policy: The information presented in comprehensive financial reports shall be accurate and with the utmost integrity. This policy underscores the importance of maintaining the credibility of the University's financial disclosures.

6.2.3 - Accessibility and Dissemination Policy: The comprehensive financial reports, once generated, shall be made easily accessible to all stakeholders, including trustees, faculty, staff, students, and external parties. This policy emphasizes disseminating financial information to promote transparency and accountability across the University community.

6.2.4 - Auditing and Review Policy: Comprehensive financial reports shall undergo rigorous auditing and review by independent and qualified auditors after the conclusion of each fiscal year. This policy underscores the University's commitment to maintaining the highest financial transparency and accountability standards.

6.2.5 - Stakeholder Engagement Policy: The University shall actively engage with stakeholders to discuss the contents of the comprehensive financial reports. This policy encourages dialogue and collaboration with various University constituencies and funders, fostering a sense of shared responsibility and trust in the institution's financial management.

6.2.6 - Financial Report Utilization Policy: The University recognizes that comprehensive financial reports are not merely documents for reference but invaluable tools for informed decision-making and strategic planning. This policy emphasizes the proactive utilization of financial reports in the following ways:

6.2.6.1 - Strategic Planning and Alignment: The University leadership, including the Board of Trustees and senior administrators, shall utilize the information within comprehensive financial reports to align financial strategies with the institution's long-term goals and mission. Financial data shall inform the development and refinement of strategic plans that enhance academic excellence and financial sustainability.

6.2.6.2 - Budgetary Decision-Making: The budgeting process shall be grounded in the insights derived from comprehensive financial reports. These reports shall serve as a primary reference point for budgetary decisions, ensuring that financial resources are allocated efficiently and aligned with the University's priorities.

6.2.6.3 - Performance Assessment: Comprehensive financial reports shall be used to regularly assess the University's financial performance. Key performance indicators and financial metrics will be evaluated to gauge the institution's fiscal health and identify improvement areas.

6.2.6.4 - Risk Management: The identification and mitigation of financial risks shall be informed by the findings and analysis presented in comprehensive financial reports. This proactive approach to risk management enhances the University's resilience in the face of financial challenges.

6.2.6.5 - Transparency and Accountability: Utilization of financial reports fosters a culture of transparency and accountability across the University community. All stakeholders are encouraged to engage with the financial information to understand the University's fiscal landscape comprehensively.

6.2.6.6 - Informed Governance: As fiduciaries of the University, members of the Board of Trustees shall actively engage with comprehensive financial reports to

make well-informed governance decisions. These reports empower trustees to exercise their oversight responsibilities effectively.

## **Section 7 - Audit and Review**

In unwavering adherence to the highest standards of financial stewardship, Leighton University commits to a rigorous and comprehensive set of practices designed to ensure the utmost integrity and efficiency in its financial management. These practices encompass a broad spectrum of activities to uphold transparency, accountability, and compliance with internal policies and external regulations. The University's dedication to these principles is reflected in its meticulous approach to financial oversight, regular auditing, and continual assessment of financial processes. This commitment extends to all levels of financial operations, from day-to-day transactions to long-term strategic financial planning, ensuring that every financial decision aligns with the University's mission and contributes to its sustainable growth. This comprehensive approach to financial governance will manifest in specific, actionable practices, as detailed below:

7.1 - Regular Financial Audits: The University will conduct regular, comprehensive financial audits to ensure transparency, accountability, and compliance with fiscal regulations and standards. Independent, qualified auditors will carry out these audits.

7.1.1 - Comprehensive Assessment: Audits will thoroughly review all financial statements, records, and transactions to ensure accuracy and adherence to established financial procedures and standards.

7.1.2 - Independence of Auditors: External auditors will conduct audits independent of the university's daily financial management, ensuring objectivity and impartiality in the audit process.

7.1.3 - Transparency in Reporting: Audit findings will be reported transparently to the University's Board of Trustees, management, and relevant stakeholders to ensure accountability.

7.1.4 - Compliance Verification: The audits will specifically focus on verifying compliance with local, state, and federal financial regulations, as well as adherence to generally accepted accounting principles (GAAP).

7.1.5 - Regular Scheduling: The financial audits will be scheduled at regular intervals (e.g., annually) to maintain consistent financial oversight and early detection of potential financial issues.

7.2 - Continuous Financial Monitoring: Ongoing monitoring of financial activities will be implemented to identify and promptly address any irregularities or areas of concern. This will include regular reviews of budgetary adherence and expenditure patterns. Key aspects of this monitoring include:

7.2.1 - Regular Budget Reviews: Conduct periodic budget reviews to ensure that expenditures align with the approved budget and identify any variances that need corrective action.

7.2.2 - Tracking Expenditure Patterns: Monitoring expenditure patterns across different departments and projects to ensure efficient use of resources and to prevent overspending.

7.2.3 - Early Detection of Irregularities: Implementing systems to quickly identify any financial irregularities, allowing timely interventions to rectify such issues.

7.2.4 - Real-Time Financial Analysis: Utilizing advanced financial analysis tools to provide real-time insights into financial performance, aiding in swift decision-making.

7.2.5 - Stakeholder Reporting: Regularly update critical stakeholders on the financial status and any pertinent issues identified during monitoring, including department heads and the Board of Trustees.

7.3 - Reporting and Disclosure: The University will maintain a policy of open and transparent financial reporting, providing timely and accurate financial information to stakeholders, including the Board of Trustees, university management, and regulatory bodies. This comprehensive approach includes:

7.3.1 - Regular Financial Statements: Issuing regular financial statements, including income statements, balance sheets, and cash flow statements, to provide a clear picture of the university's financial health.

7.3.2 - Accessibility of Reports: Ensuring that financial reports are easily accessible to stakeholders, facilitating informed decision-making and accountability.

7.3.3 - Timeliness of Information: Delivering financial reports and updates promptly ensures stakeholders have current information for decision-making and oversight.

7.3.4 - Compliance with Reporting Standards: Adhering to recognized financial reporting standards and practices to ensure financial information consistency, reliability, and comparability.

7.3.5 - Transparency in Financial Operations: Disclosing vital financial decisions, investments, and transactions to maintain transparency and trust among stakeholders.

7.3.6 - Engagement with Regulatory Bodies: Collaborating with and reporting to regulatory bodies as required, ensuring compliance with legal and financial obligations."

7.4 - Internal Controls and Risk Management: Strong internal controls will be maintained to manage financial risks effectively. This will include periodic reviews and updates of financial control systems to adapt to changing circumstances and emerging financial challenges. Key elements of this approach include:

7.4.1 - Implementing Robust Control Systems: Establishing and maintaining robust internal control systems to prevent, detect, and address financial mismanagement or fraud.

7.4.2 - Regular Risk Assessments: Conduct regular risk assessments to identify potential financial risks and vulnerabilities within the university's operations.

7.4.3 - Updating and Improving Controls: Continuously updating and improving internal controls to respond to new financial risks, regulatory changes, and advancements in financial management practices.

7.4.4 - Training and Awareness: Regularly training staff and management on internal control procedures and risk management ensures widespread understanding and adherence.

7.4.5 - Effective Response Mechanisms: Developing and implementing effective response mechanisms to promptly manage and mitigate identified financial risks.

7.4.6 - Audit Committee Oversight: Ensuring that the university's audit committee provides oversight of the internal controls and risk management processes, offering guidance and recommendations for improvements.

7.5 - Stakeholder Engagement in Financial Oversight: The University will engage various stakeholders, including faculty, staff, and students, in the financial review process to ensure a broad perspective and inclusive approach to financial stewardship. This engagement will encompass:

7.5.1 - Inclusive Financial Committees: Form financial committees or advisory groups that include faculty, staff, and student representatives to provide diverse insights and perspectives on financial matters.

7.5.2 - Regular Consultation and Feedback: Implementing a process for regular consultation with and feedback from different stakeholder groups on financial decisions and policies.

7.5.3 - Transparency in Decision-Making: Ensuring transparency in financial decision-making processes, allowing stakeholders to understand how decisions are made and their financial implications.

7.5.4 - Training and Educational Workshops: Organizing training sessions and educational workshops to help stakeholders understand the university's financial systems, policies, and their role in financial oversight.

7.5.5 - Open Forums and Discussions: Hosting open forums and discussions where stakeholders can voice their opinions, concerns, and suggestions regarding the university's financial management.

7.5.6 - Reporting to the University Community: Providing clear and comprehensive financial reports to the university community to foster a shared understanding of the institution's financial status and goals.

7.6 - Compliance with Legal and Ethical Standards: The University will rigorously adhere to all relevant legal and ethical standards in its financial practices, ensuring that all financial dealings are conducted with the utmost integrity. This commitment to compliance and ethics involves:

7.6.1 - Regular Legal Updates: Staying abreast of and complying with all current financial regulations, laws, and standards at the local, state, and federal levels.

7.6.2 - Ethical Financial Practices: Implementing policies and procedures that uphold the highest ethical standards in all financial transactions and decisions.

7.6.3 - Training and Awareness Programs: Conduct regular training and awareness programs for all university staff involved in financial operations to ensure understanding and adherence to legal and ethical standards.

7.6.4 - Internal Compliance Audits: Perform internal audits to verify compliance with legal requirements and ethical guidelines and take corrective actions when necessary.

7.6.5 - Whistleblower Protections: Establishing and enforcing policies that protect whistleblowers who report unethical or illegal financial practices.

7.6.6 - Transparency and Accountability: Maintaining a culture of transparency and accountability in financial matters, where ethical practices are encouraged and enforced."

## **Section 8 – Approval and Adoption of Budget**

The Board of Trustees plays a pivotal role in the financial governance of the University, particularly in regard to the annual budget for the upcoming fiscal year. The process for budget approval and adoption encompasses the following key elements:

8.1 - Review, Amendment, and Approval: The Board of Trustees shall meticulously review, consider, and, if necessary, amend the annual budget proposal. This thorough evaluation is essential to ensure that the budget aligns with the University's strategic objectives and financial priorities. The Board's approval signifies its commitment to responsible resource allocation and financial stewardship.

8.2 - Dedicated Budget Meeting: The annual budget shall be a focal point of discussion during a dedicated budget meeting. This meeting provides an opportunity for open and transparent deliberations on the financial plan that will guide the University's operation and growth for the upcoming fiscal year.

8.3 - Efficient Resource Allocation: Upon the Board's approval, the annual budget serves as a guiding document that directs the allocation of resources within the University. This allocation is pivotal for the efficient operation of the institution and its pursuit of growth and academic excellence.

## **Section 9 - Financial Oversight**

The Board, acting as a vigilant guardian of the University's financial well-being, shall exercise prudent financial oversight throughout the fiscal year. This oversight is primarily channeled through the Finance and Audit Committee, or its equivalent, and includes the following critical responsibilities:

9.1 - Review of Financial Reports: The Finance and Audit Committee shall conduct regular and thorough reviews of financial reports, ensuring a comprehensive understanding of the University's financial status. This diligent examination serves as a foundation for informed financial decisions and actions. Sub-sub bullets can be added to elaborate on specific aspects of financial reports:

9.1.1 - Balance Sheet Analysis: The committee shall examine the University's balance sheet to assess its financial position, including assets, liabilities, and equity.

9.1.2 - Income Statement Assessment: An in-depth income statement analysis evaluates revenue, expenses, and profitability.

9.2 - Budget Performance Monitoring: The committee continuously monitors budget performance in alignment with the University's fiscal goals. This involves tracking expenses, revenue, and financial adjustments, ensuring that the budget aligns with the University's strategic objectives. Sub-sub bullets can be added to detail specific aspects of budget performance monitoring:

9.2.1 - Expense Tracking: The committee closely tracks and assesses all expenditures to ensure they follow the approved budget.

9.2.2 - Revenue Review: Revenue streams are regularly reviewed to meet expectations and align with the budget.

9.3 - Recommendations for Fiscal Adjustments: The Finance and Audit Committee shall recommend fiscal adjustments when necessary. These recommendations address financial challenges or opportunities, guiding for maintaining the University's financial stability and sustainability.

9.3.1 - Cost Reduction Strategies: The committee may suggest cost reduction strategies in response to financial challenges.

9.3.2 - Investment Opportunities: Regarding financial opportunities, the committee may recommend prudent investments to enhance financial sustainability.

9.3.3 - Resource Reallocation Policy: The Finance and Audit Committee may recommend reallocating resources to optimize utilization and better align with the University's strategic goals. This policy ensures that resources are allocated efficiently to support the institution's long-term financial sustainability.

## **Section 10: Reserves and Contingency Planning**

Throughout the fiscal year, the University is committed to prudent management of its financial resources, including establishing and maintaining adequate financial reserves. These reserves are vital for addressing unforeseen contingencies and reinforcing the University's long-term financial sustainability. The University's financial policies are central in guiding the creation, utilization, and replenishment of these reserves.

10.1 - Adequate Financial Reserves: A primary objective during the fiscal year is to ensure the presence of sufficient financial reserves. These reserves are earmarked for unforeseen contingencies and challenges, underlining the University's commitment to financial resilience and preparedness. Sub-sub bullets can be added to specify the types of reserves:

10.1.1 - Emergency Reserves: Reserves are set aside expressly for immediate response to emergencies, such as natural disasters or economic downturns.

10.1.2 - Strategic Reserves: Reserves designated for longer-term strategic initiatives, ensuring financial support for institutional advancement and growth.

10.2 - Guided by Financial Policies: The establishment, utilization, and replenishment of reserves strictly adhere to the University's established financial policies. These policies serve as a roadmap for managing reserves effectively and transparently.

10.2.1 - Reserve Creation Guidelines: Policies governing the creation of reserves specify the criteria for allocating funds to various types of reserves.

10.2.2 - Reserve Utilization Protocols: Policies outlining the circumstances and procedures for accessing and using reserves, ensuring responsible utilization.

10.2.3 - Replenishment Strategies: Policies detailing how reserves are replenished over time to maintain their adequacy and support long-term sustainability.

## **Section 11: Allocation of Funds**

The allocation of funds to various university departments, programs, and initiatives is subject to the provisions of the approved budget. Any significant deviations or reallocations of funds during the fiscal year shall be presented to the Board for approval.

11.1 - Budget-Driven Allocation: The allocation of funds is inherently linked to the budget approved for the fiscal year. Sub-sub bullets can be added to specify aspects of budget-driven allocation:

11.1.1 - Departmental Allocations: Funds are allocated to different university departments based on the budget allocations specific to each area.

11.1.2 - Program Funding: Programs and initiatives receive funding in accordance with the budgetary provisions made for their support.

11.2 - Deviations and Reallocations: Significant deviations from the budget or the reallocation of funds during the fiscal year may be necessary to respond to changing circumstances or new priorities. Sub-sub bullets can be added to elaborate on the process:

11.2.1 - Reporting Deviations: Any significant deviations from the approved budget shall be reported promptly to the relevant authorities.

11.2.2 - Board Approval Process: The reallocations or significant deviations process shall involve presenting the proposed changes to the Board of Trustees for review and approval.

## **Section 12 – Fiscal Responsibility**

Throughout the fiscal year, the Board and university administration are dedicated to upholding the highest standards of fiscal responsibility. This commitment encompasses adherence to ethical principles, compliance with legal requirements, and the prudent use of resources, with an emphasis on the following key areas:

12.1 - Ethical Principles: The institution prioritizes ethical conduct in all financial matters. Sub-sub bullets can be added to specify areas of ethical consideration:

12.1.1 - Transparency and Accountability: The University promotes transparency and accountability in financial reporting and decision-making, fostering stakeholder trust and confidence.

12.1.2 - Conflict of Interest Mitigation: Strategies are in place to identify and mitigate conflicts of interest in financial matters.

12.2 - Legal Compliance: Adherence to all relevant legal requirements and regulations is paramount. Sub-sub bullets can be added to specify areas of legal compliance:

11.2.1 - Regulatory Compliance: The University complies with all laws and regulations related to finance, taxation, and other financial matters.

11.2.2 - Reporting Requirements: The institution fulfills all reporting and disclosure requirements as mandated by law.

12.3 - Prudent Resource Utilization: Prudent resource management is essential to ensure the institution's financial sustainability. Sub-sub bullets can be added to specify areas of resource utilization:

12.3.1 - Cost-Efficiency: The University seeks cost-efficient solutions and practices to maximize the value of resources.

12.3.2 - Risk Management: Strategies are in place to identify and mitigate financial risks to maintain fiscal stability.

## **Section 13 - Amendments**

These bylaws related to the fiscal year and financial matters may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance. The amendment process adheres to the following principles:

13.1 - Two-Thirds Majority Vote: Amendments to the bylaws require a substantial majority, specifically a two-thirds majority vote by the Board of Trustees. Sub-sub bullets can be added to specify the details of the amendment process:

13.1.1 - Quorum Requirement: A quorum of the Board must be met to vote on proposed amendments.

13.1.2 - Threshold for Approval: A two-thirds majority vote signifies a clear and robust consensus for enacting the proposed amendments.

13.2 - Due Notice of Amendments: To ensure transparency and thorough consideration, due notice of the proposed amendments is a prerequisite for the amendment process. Sub-sub bullets can be added to specify aspects of due notice.

13.2.1 - Notification Period: A defined notification period is established to give Board members sufficient time to review and deliberate on the proposed amendments.

13.2.2 - Information Dissemination: The method and channels for disseminating information about the proposed amendments are detailed to ensure that all Board members receive timely notice.

## **Article XXV: University Faculty**

This section of the bylaws outlines the role and status of University Faculty within Leighton University, emphasizing principles of academic freedom, appointment and promotion procedures, tenure, governance, and professional development. It serves as a framework for faculty engagement, participation, and protection of their academic rights and responsibilities within the University's mission and policies. Specific details related to faculty appointment, promotion, and tenure procedures should be elaborated upon in the faculty handbook and associated university policies.

### **Section 1: Definition of Faculty**

The faculty of Leighton University shall consist of all individuals who hold full-time, part-time, or adjunct academic positions with teaching, research, or administrative responsibilities. The faculty shall encompass a diverse community of scholars, educators, and professionals dedicated to advancing the mission and academic excellence of the University.

### **Section 2: Academic Freedom**

The University acknowledges the fundamental principle of academic freedom. Faculty members shall have the right to pursue their scholarly and teaching activities without undue external interference, provided such activities are conducted within the bounds of professional ethics, the University's policies, and applicable laws.

2.1 - Definition of Academic Freedom: The University defines academic freedom as faculty members' right to pursue knowledge, critical inquiry, and teaching without censorship or constraint. This includes exploring diverse ideas and perspectives in research and teaching.

2.1.1 - Pursuit of Knowledge: Faculty members can pursue knowledge, fostering an environment of intellectual curiosity and academic exploration. This includes the freedom to engage in innovative research and scholarly activities.

2.1.2 - Critical Inquiry: Academic freedom encompasses the right to engage in critical inquiry, encouraging faculty members to question established ideas, challenge prevailing norms, and engage in intellectual discourse to advance knowledge.

2.1.3 - Teaching Without Censorship: Faculty members can teach without censorship or undue interference. This freedom allows for open and candid classroom discussions, fostering a rich academic environment.

2.1.4 - Diversity of Ideas and Perspectives: Academic freedom extends to exploring diverse ideas and perspectives. Faculty members are encouraged to incorporate various viewpoints into their teaching and research, contributing to a well-rounded and inclusive academic experience.

2.2 - Ethical Boundaries: While academic freedom is a fundamental principle, it is essential to recognize the ethical boundaries within which it operates. Faculty members must conduct their scholarly and teaching activities with integrity, adhering to professional ethics and avoiding any actions that could harm the academic community or compromise the University's reputation.

2.2.1 - Integrity in Research: Faculty members are expected to uphold the highest standards of integrity in their research activities. This includes accurately representing data, providing proper citations, and avoiding plagiarism or research misconduct.

2.2.2 - Professional Ethics: In alignment with academic freedom, faculty members should adhere to professional ethics specific to their disciplines. This may include ethical guidelines for human subjects research, animal welfare, or other field-specific standards.

2.2.3 - Responsible Use of Academic Freedom: Faculty members are encouraged to exercise their academic freedom responsibly, understanding that this freedom carries with it the responsibility to avoid any actions that could harm the academic community or the university's reputation. This may include maintaining respectful and inclusive classroom environments and promoting ethical research practices.

### **Section 3: Appointment and Promotion**

Faculty members' appointment, evaluation, and promotion shall adhere to established university policies and procedures. These processes shall emphasize academic qualifications, teaching effectiveness, research and scholarly contributions, and contributions to the University's mission.

3.1 - Academic Qualifications and Scholarship: The University's appointment and promotion processes prioritize academic qualifications, including degrees and certifications. Faculty members must meet the academic criteria relevant to their respective positions. Additionally, faculty members' scholarly contributions and engagement in academic research are fundamental considerations.

3.1.1 - Relevant Degrees and Certifications: Faculty members are expected to hold relevant degrees and certifications corresponding to their areas of expertise, as specified in their position descriptions and the University's policies.

3.1.2 - Field-Specific Expertise: Academic qualifications extend to field-specific expertise. Faculty members should possess in-depth knowledge and competencies in their respective disciplines, demonstrating their capacity to contribute to the academic community.

3.1.3 - Ongoing Professional Development: Faculty members are encouraged to continue professional development, including further education and training, to stay current in their fields and continually enhance their academic qualifications.

3.1.4 - Scholarly Contributions: Scholarly contributions are vital aspects of faculty qualifications. Faculty members are expected to engage in research and scholarly activities that advance knowledge in their fields and contribute to the academic community.

3.1.5 - Academic Research: Faculty members should actively participate in academic research, which may involve publishing research findings, presenting at academic conferences, and contributing to the scholarly discourse in their disciplines.

3.2 - Teaching Effectiveness: Teaching effectiveness is critical in faculty appointment and promotion. Faculty members are evaluated on their ability to engage and educate students effectively, demonstrating a commitment to pedagogical excellence.

3.2.1 - Pedagogical Skills: Faculty members should exhibit pedagogical skills, including the ability to deliver course content effectively, engage students, and promote active learning.

3.2.2 - Student Engagement: Teaching effectiveness fosters student engagement and creates a supportive and inclusive learning environment.

3.2.3 - Evaluation of Teaching Practices: Faculty members may undergo evaluations of their teaching practices, including student feedback, peer reviews, and classroom observations, to assess their teaching effectiveness.

3.3 - Research and Scholarly Contributions: Research and scholarly contributions are integral to the evaluation process. Faculty members are expected to contribute to their respective fields through research, publications, and scholarly activities, with the quality and impact of their work being essential considerations.

3.3.1 - Research Productivity: Faculty members should demonstrate research productivity by actively engaging in ongoing research projects and scholarly endeavors. The quantity and regularity of their research contributions are factors in the evaluation.

3.3.2 - Publication Quality: The quality of faculty members' publications is a critical consideration. The evaluation considers their research publications' impact, significance, and relevance in their respective fields.

3.3.3 - Scholarly Engagement: Scholarly engagement extends beyond research and publication. Faculty members are encouraged to actively participate in scholarly activities, such as presenting at conferences, collaborating with peers, and contributing to the academic community's intellectual discourse.

3.3.4 - Interdisciplinary Collaboration: The evaluation process recognizes the value of interdisciplinary collaboration in faculty research and scholarly contributions. Faculty members are encouraged to engage in collaborative projects that bridge multiple academic disciplines and contribute to the University's commitment to interdisciplinary knowledge.

3.4 - Contributions to the Profession and Community: Faculty members are expected to contribute to their academic or professional disciplines and the broader community. This includes actively engaging in activities that benefit their field of expertise, professional organizations, and the local or global community, aligning with the University's commitment to academic excellence and societal impact.

3.4.1 - Community Engagement: Faculty members are encouraged to engage with the local community by sharing their expertise, participating in community initiatives, and contributing to the betterment of the region.

3.4.2 - Professional Organizations: Active involvement in relevant professional organizations is highly regarded. Faculty members are encouraged to participate in these organizations, attend conferences, and take on leadership roles that enhance their professional growth and contributions.

3.4.3 - Dissemination of Knowledge: Contributions to the academic and community may involve disseminating knowledge through public lectures, workshops, or media appearances. Faculty members should actively share their expertise to benefit the broader community.

3.4.4 - Outreach and Partnerships: Faculty members are encouraged to establish partnerships and collaborations with external entities, including other educational institutions, government agencies, non-profit organizations, and local businesses, to foster positive community relationships and mutual benefits.

## **Section 4: Rights and Responsibilities**

Faculty members shall possess rights and responsibilities as delineated in the faculty handbook, which includes the responsibilities for effective teaching, research, and university service. These rights and responsibilities shall be exercised within the University's mission and policies.

4.1 - Effective Teaching: Faculty members are responsible for engaging in effective teaching practices. This includes designing and delivering a curriculum that fosters student learning, promoting critical thinking, and providing timely and constructive feedback to students. Effective teaching aligns with the University's commitment to academic excellence.

4.2 - Research and Scholarly Endeavors: Faculty members are encouraged to actively engage in research and scholarly activities contributing to their respective fields. This responsibility encompasses conducting high-quality research, publishing scholarly work, and participating in academic conferences. These endeavors enhance the University's reputation and academic standing.

4.3 - University Service: Faculty members are expected to contribute to the University's mission through service activities. This responsibility includes participation in departmental and university committees, mentoring students, and actively engaging in initiatives that support the institution's goals. University service strengthens the academic community and fosters a collaborative environment.

## **Section 5: Governance**

The faculty shall participate in the University's governance through representative bodies, including but not limited to the faculty senate, academic councils, and committees. The faculty shall have a voice in academic and institutional decisions, including curriculum development, program assessment, and academic environment policies.

5.1 - Faculty Representation in Governance: Faculty members shall actively engage in the University's governance through various representative bodies, ensuring their voices are heard and considered in academic and institutional decisions. These bodies include the faculty senate, academic councils, and committees.

5.1.1 - Faculty Senate Engagement: Faculty members shall actively participate in the faculty senate, which serves as a primary representative body for academic and institutional decisions. Their engagement in the Senate allows for direct involvement in shaping University policies and governance.

5.1.2 - Involvement in Academic Councils: Faculty members can engage in academic councils, which focus on various aspects of academic life, curriculum, and program development. Active involvement in these councils ensures that their expertise contributes to academic decisions.

5.1.3 - Committee Service: Faculty members are encouraged to serve on committees addressing specific academic or institutional matters. Committee service enables faculty to provide valuable insights and recommendations on diverse issues, further promoting their role in governance.

5.1.4 - Advocating Faculty Interests: Faculty members advocate for faculty interests and perspectives by actively participating in representative bodies. They ensure their voices are heard and considered in academic and institutional decisions, contributing to a more inclusive and collaborative governance structure.

5.2 - Curriculum Development and Enhancement: Faculty members play a pivotal role in curriculum development and enhancement. They are responsible for proposing changes to existing programs, designing new courses, and participating in program assessments, thereby shaping the academic landscape of the University.

5.2.1 - Program and Course Design: Faculty members actively design academic programs and courses. They are responsible for proposing changes to existing programs and creating new courses, ensuring the curriculum remains dynamic, relevant, and responsive to changing educational needs.

5.2.2 - Innovation and Adaptation: Faculty members are encouraged to bring innovative ideas and pedagogical strategies to curriculum development. They play a crucial role in adapting existing courses and programs to incorporate emerging trends and technologies, fostering a culture of academic innovation.

5.2.3 - Program Assessment and Improvement: Faculty members participate in assessing and improving academic programs. They engage in ongoing evaluation to maintain program quality, relevance, and alignment with the evolving educational requirements of students, ultimately contributing to a responsive and dynamic academic environment.

5.3 - Program Assessment and Improvement: Faculty members are central to the program assessment and improvement processes. They actively engage in the evaluation of academic programs to maintain their relevance and quality, ensuring alignment with the evolving educational needs of students.

5.3.1 - Ongoing Program Evaluation: Faculty members are actively involved in the ongoing evaluation of academic programs. They monitor and assess program performance to ensure that they maintain their quality, relevance, and effectiveness in meeting the educational needs of students.

5.3.2 - Alignment with Educational Trends: Faculty members play a vital role in aligning academic programs with educational trends and emerging best practices. They contribute to program improvement by adapting curricula to meet evolving educational requirements and incorporating innovative teaching and learning methods.

5.3.3 - Quality Assurance: Faculty members are dedicated to maintaining program quality. They are committed to implementing quality assurance measures to identify areas of improvement, ensuring that academic programs continue to meet the highest standards and address the changing needs of students.

5.4 - Shaping Academic Policies: Faculty members shape academic environment policies. Their involvement ensures that academic policies are inclusive, supportive, and conducive to effective teaching, learning, and research within the University.

5.4.1 - Inclusive Policy Development: Faculty members actively engage in the development of academic policies that prioritize inclusivity. They work to ensure that academic policies are designed to create an equitable and accessible learning environment for all students and faculty.

5.4.2 - Supportive Learning Environment: Faculty members contribute to policies that foster a supportive learning environment. They aim to create policies that facilitate effective teaching, learning, and research by providing the necessary resources, services, and conditions for academic success.

5.4.3 - Academic Research and Integrity: Faculty members advocate for policies that uphold academic research and integrity. They participate in developing policies that maintain high ethical standards, ensuring the integrity of academic activities and research within the University.

## **Section 6: Professional Development**

The University shall encourage and support faculty professional development, including research and scholarship, participation in academic conferences, and continued education. Professional development shall be a fundamental component of faculty growth and enhancement of their teaching and scholarly activities.

6.1 - Research and Scholarship: The University is committed to supporting faculty research and scholarship. Faculty members are encouraged to engage in ongoing research and scholarly activities, contributing to advancing knowledge in their respective fields.

6.1.2 - Research Funding: The University shall offer research funding opportunities to faculty members to support their research and scholarly activities. This may include grants, stipends, or other financial resources to facilitate faculty research and contribute to advancing knowledge in their fields.

6.1.3 - Research Collaboration: The University promotes collaboration among faculty members and external institutions. Collaborative research projects and partnerships are encouraged to enhance the quality and impact of scholarly activities.

6.1.4 - Publication Support: The University supports faculty publications, including assistance with manuscript preparation, publication fees, and dissemination of research findings. This support ensures that faculty research is widely accessible and contributes to the academic community.

6.5 - Research Ethics and Compliance: Faculty members are expected to conduct research in compliance with ethical standards and institutional policies. The University shall offer guidance and resources to ensure that research activities are conducted with integrity and adhere to established ethical principles.

6.2 - Participation in Academic Conferences: Faculty members are encouraged to actively participate in academic conferences and events relevant to their areas of expertise. This participation promotes knowledge sharing, networking, and the dissemination of research findings to a broader academic community.

6.2.1 - Financial Support: The University shall provide financial support to faculty members to participate in academic conferences. This support may include travel grants, conference registration fees, and other resources to facilitate faculty attendance at relevant conferences.

6.2.2 - Presentation Opportunities: Faculty members are encouraged to present their research and scholarly work at conferences. The University shall facilitate presentation opportunities for faculty, promoting the dissemination of their findings and contributions to the academic community.

6.2.3 - Networking and Collaboration: Participation in academic conferences fosters networking and collaboration among faculty members and with peers in their respective fields. The University recognizes the value of these connections in advancing knowledge and scholarship.

6.3 - Continued Education: The University values faculty's continued education. Faculty members are provided opportunities to enhance their knowledge and skills through further education, workshops, and training, ultimately contributing to their professional growth and effectiveness in teaching and scholarly activities.

6.3.1 - Professional Development Programs: The University shall offer professional development programs tailored to the needs of faculty members. These programs may include workshops, seminars, and training sessions to enhance their knowledge and skills in teaching, research, and scholarly activities.

6.3.2 - Tuition Support: Faculty members may receive tuition support or assistance for pursuing further education, such as advanced degrees or certifications, which can contribute to their professional growth and expertise.

6.3.3 - Access to Educational Resources: The University provides faculty members with educational resources, including access to libraries, online databases, and academic materials, to support their continued education and research activities.

6.4 - Financial Support: The University shall provide financial support for faculty professional development. This support may include grants, stipends, or other resources to assist faculty in pursuing research, attending conferences, and engaging in continued education.

6.4 - Mentoring and Guidance: The University recognizes the importance of mentoring and guidance in professional development. Faculty members shall have access to mentorship programs and guidance from experienced colleagues to help them navigate their professional growth and development.

6.4.1 - Mentorship Programs: The University shall establish mentorship programs to connect faculty members with experienced colleagues who can provide guidance, support, and advice in their professional development journey.

6.4.2 - Peer-to-Peer Collaboration: Faculty members are encouraged to collaborate in peer-to-peer, sharing their expertise and experiences to promote professional growth within the academic community.

## **Section 7: Section Termination and Disciplinary Actions Policy**

The University shall adhere to established due process procedures for faculty termination or disciplinary actions. These procedures uphold fairness, transparency, and compliance with all applicable laws. The policy further outlines the following key aspects:

7.1 - Due Process and Fairness: In any case of faculty termination or disciplinary action, the University is committed to due process and fairness. Faculty members subject to such actions shall have the right to a fair and impartial process, including adequate notice of the allegations, an opportunity to respond, and a chance to present their case.

7.1.1 - Adequate notice of the allegations: Faculty members shall receive clear and timely notice of the allegations against them, ensuring they are informed of the specific concerns or violations leading to disciplinary action.

7.1.2 - Opportunity to respond: Faculty members shall have the opportunity to respond to the allegations, present their perspectives, and provide any relevant evidence or information in their defense.

7.1.3 - Chance to present their case: Faculty members involved in termination or disciplinary actions shall be allowed to present their case, including the ability to have witnesses, legal representation, or other necessary support during the proceedings.

7.1.4 - Unbiased and Impartial Proceedings: The University is dedicated to conducting the proceedings unbiased and impartial, ensuring that the individuals responsible for evaluating the case are not directly involved in the issues leading to the disciplinary action.

7.2 - Transparency and Communication: The University shall maintain transparency throughout the process, ensuring that faculty members involved are informed of the reasons for the action and the specific policies or regulations that have been violated. Effective communication between all parties involved is encouraged to facilitate understanding and resolution.

7.2.1 - Timely Updates and Notifications: The University is committed to providing timely updates and notifications to faculty members throughout the disciplinary or termination process. This includes informing them of progress, decisions, and necessary next steps.

7.2.3 - Dialogue and Mediation: In cases where disputes or disagreements arise, the University promotes open dialogue and, if necessary, offers mediation services to facilitate constructive communication and collaboratively resolve conflicts.

7.2.4 - Transparency in Decision-Making: Faculty members shall have access to information regarding the decision-making process during disciplinary actions or termination, ensuring clarity and understanding of the reasons behind such actions.

7.3 - Compliance with Legal Standards: The termination or disciplinary process shall comply with all applicable federal, state, and local laws and regulations, as well as the University's own established policies and procedures. The University will ensure that all actions are taken within the bounds of the law.

7.3.1 - Legal Review and Consultation: The University shall seek legal review and consultation to ensure that the termination or disciplinary process adheres to all relevant legal standards, including employment and labor laws.

7.3.2 - Policy Alignment: Faculty termination or disciplinary actions shall be aligned with the University's established policies and procedures, ensuring consistency and fairness in applying disciplinary measures.

7.3.3 - Respect for Due Process Rights: The University is committed to respecting the due process rights of faculty members involved in termination or disciplinary actions, safeguarding their legal entitlements throughout the process.

7.3.4 - Compliance Documentation: The University shall maintain documentation of the compliance measures taken during faculty termination or disciplinary actions, ensuring accountability and record-keeping for legal purposes.

7.4 - Appeals and Grievances: Faculty members who believe they have been subjected to unfair or wrongful termination or disciplinary actions shall have the right to appeal the decision and seek resolution through the University's established grievance procedures.

7.4.1 - Initiation of Grievance: Faculty members initiate the grievance process by formally notifying the University of their intent to appeal the termination or disciplinary decision. This notification should be submitted within a specified timeframe.

7.4.2 - Grievance Review Committee: The University establishes a Grievance Review Committee composed of impartial individuals not involved in the original decision. This committee is responsible for evaluating the grievance.

7.4.3 - Presentation of Case: Faculty members can present their case to the Grievance Review Committee, including providing evidence and witnesses to support their claims. The University ensures a fair and confidential process.

7.4.4 - Committee Decision: The Grievance Review Committee reviews the case and decides, considering the facts, evidence, and relevant policies. They may recommend remedies, including reinstatement, if appropriate.

7.4.5 - Final Resolution: The University provides faculty members with a final resolution based on the Grievance Review Committee's decision. If the faculty member is unsatisfied with the outcome, they may explore external dispute resolution options.

7.5 - Non-Retaliation: The University is committed to ensuring that faculty members who raise concerns about potential violations of University policies or regulations are protected from retaliation for their actions, whether it involves reporting violations or participating in investigations.

7.5.1 - Reporting Mechanisms: The University shall establish transparent and confidential reporting mechanisms for faculty members to raise concerns regarding policy or regulation violations. This includes anonymous reporting options to safeguard the identities of whistleblowers.

7.5.2 - Education and Training: The University shall provide education and training programs to inform faculty members about their rights and protections against retaliation when reporting policy or regulation violations. These programs are designed to raise awareness and ensure compliance with non-retaliation measures.

7.5.3 - Non-Retaliation Assurance: Faculty members can expect an explicit assurance from the University that they will not face any adverse actions or reprisals for their actions in reporting violations or participating in investigations.

7.5.4 - Confidentiality Safeguards: The University shall implement confidentiality safeguards to protect the identity and personal information of faculty members who report violations. This ensures their security and minimizes the risk of retaliation.

7.6 - Amendments: These bylaws related to University Faculty may be amended by a two-thirds majority vote of the Board of Trustees, provided due notice of the proposed amendments is given in advance.

## **Article XXVI: Responsibility of the Chancellor - Attendance at Board Meetings**

As the Chief Executive Officer of Leighton University, the Chancellor assumes a central role in the leadership and governance of the institution. This role encompasses a crucial responsibility: the attendance at all meetings of the Board of Trustees.

### **Section 1: General Provisions**

This section establishes the fundamental principles and guidelines governing the Chancellor's role and responsibilities regarding their attendance at board meetings. As the Chief Executive Officer of Leighton University, the Chancellor assumes a central position in the institution's leadership and governance structure. Within this realm, the section delineates the key components that underscore the Chancellor's active participation in board meetings and their commitment to transparency, alignment with the university's mission and values, and adherence to ethical standards.

1.1 Role of the Chancellor: The Chancellor, as the Chief Executive Officer of Leighton University, plays a pivotal role in the governance and leadership of the institution. One of their fundamental responsibilities is to participate actively in board meetings.

1.2 Purpose of Board Meetings: Board meetings serve as a platform for exchanging ideas, decision-making, and strategic planning. The Chancellor's attendance at these meetings ensures alignment between the university's leadership and the Board of Trustees.

1.3 Commitment to Transparency: The Chancellor's presence at board meetings underscores the university's commitment to transparency and collaborative governance. It provides a forum for open dialogue and insights among critical stakeholders.

1.4 Alignment with Mission and Values: The mission and values of Leighton University guide the Chancellor's attendance at board meetings. Their active engagement ensures that decisions made during these meetings are consistent with the institution's core principles.

1.5 Frequency of Meetings: Board meetings are held regularly as specified in the university's bylaws. The Chancellor shall be prepared to attend these meetings as scheduled.

1.6 Notice and Agenda: The Chancellor shall receive advance notice of board meetings and the meeting agenda to prepare for active participation adequately.

1.7 Accessibility: The university shall make necessary accommodations to ensure the Chancellor's accessibility to board meetings, whether in person or through electronic means, to facilitate their attendance.

1.8 Confidentiality: The Chancellor shall uphold the confidentiality of sensitive information discussed during board meetings in accordance with the university's policies and legal obligations. These include but are not limited to the following:

1.8.1 - Information Classification: The Chancellor shall understand and adhere to the university's information classification system, ensuring that sensitive information is appropriately categorized and protected.

1.8.2 - Access Control: The Chancellor shall implement and oversee access controls to restrict the dissemination of confidential information, granting access only to authorized individuals as defined by university policies and legal requirements.

1.8.3 - Document Handling: The Chancellor shall establish procedures for the secure handling, storage, and disposal of confidential documents, safeguarding them from unauthorized access or disclosure.

1.8.4 - Non-Disclosure Agreements: The Chancellor may, when necessary, facilitate the signing of non-disclosure agreements (NDAs) with individuals who require access to confidential information, reinforcing the commitment to confidentiality.

## **Section 2 – Commitment to Transparent Governance**

Leighton University is steadfast in its commitment to transparent governance, recognizing that the active engagement of key leadership figures is essential to uphold the principles of openness, accountability, and informed decision-making. In this spirit, the Chancellor, as the highest-ranking officer of the University, plays a pivotal role in ensuring the transparency and effectiveness of the governance process.

1.1. The Chancellor acknowledges that attendance at Board meetings is a fundamental element of transparent governance. It ensures that the highest level of leadership within the University is actively engaged with the Board, providing insight, expertise, and guidance.

1.2. The Chancellor shall strive to be present at all regularly scheduled Board meetings and any special or emergency meetings when called upon by the President of the Board.

## **Section 3: Collaboration and Reporting**

In the spirit of collaboration and open communication, Leighton University underscores the pivotal role of the Chancellor in fostering a strong partnership with the Board of Trustees. This collaboration promotes open dialogue and serves as a conduit for sharing critical insights, addressing challenges, and advancing the University's mission and operations.

2.1. The Chancellor commits to active collaboration with the Board of Trustees, understanding that their presence at meetings can foster open dialogue, share insights, and address issues critical to the University's mission and operations.

2.2. The Chancellor shall provide regular, comprehensive, and candid reports to the Board, encompassing the state of the University, progress toward strategic goals, financial status, and any significant developments that may impact the institution.

## **Section 4: Responsiveness to Board Direction**

At Leighton University, responsive leadership is the cornerstone of effective governance. The Chancellor's commitment to promptly respond to the Board's direction and decisions ensures a harmonious alignment of policies, initiatives, and strategies with the Board's vision for the University. Responsive leadership shall drive Leighton's Chancellor, aligning swiftly with the Board. This extends to proactive engagement, as in the following:

3.1. The Chancellor shall respond to the direction and decisions of the Board, implementing policies, initiatives, and strategies that align with the Board's vision for the University.

3.2. In cases where the Chancellor anticipates potential issues or challenges, they shall promptly inform the Board, seeking its guidance and partnership in addressing such matters.

## **Section 5: Adherence to Ethical and Legal Standards**

Cultivating an ethical and legally compliant environment is paramount at Leighton University. The Chancellor, as a steward of these principles

4.1 The Chancellor shall conduct themselves with the highest ethical standards, ensuring that their actions and decisions uphold the integrity and reputation of the University.

4.2 The Chancellor shall also be knowledgeable about and compliant with all applicable laws and regulations, ensuring that the University operates in accordance with legal requirements.

## **Section 6: Succession Planning and Leadership Development**

In the domain of leadership continuity and development, Section 5 emphasizes the crucial responsibilities of the Chancellor at Leighton University. This section highlights the Chancellor's proactive role in succession planning and nurturing emerging leaders within the institution.

5.1 The Chancellor shall actively engage in succession planning for university leadership positions, including their own, to ensure a smooth transition in the event of a change in leadership.

5.2 The Chancellor shall support leadership development within the University, identifying and nurturing individuals who can contribute to the institution's continued success. The Chancellor's commitment to these responsibilities fosters a thriving and dynamic leadership environment.

## **ARTICLE XXVI: Execution of Legal Documents**

This section of the bylaws outlines the procedures for executing legal documents on behalf of Leighton University. It defines the authorized signatories, the delegation of authority, and the process for obtaining legal counsel and Board approval when necessary. It also emphasizes the importance of record-keeping and compliance with relevant laws and regulations. The University's policies and procedures should outline specific details and categories of documents requiring board approval.

### **Section 1: Execution of Legal Documents**

The term *'Execution of Legal Documents'* refers to the formal process of signing and validating various legal documents, contracts, and agreements that are binding on Leighton University. This process is essential to the University's operational and legal framework, ensuring all documents follow established policies, legal requirements, and the University's best interests.

### **Section 2: Authorized Signatories**

**The authorized signatories at Leighton University, tasked with executing legal documents on behalf of the institution, play a crucial role in its administrative and governance framework. These individuals are:**

**2.1 - President of the Board: As the chief executive officer of the Board of Trustees, the President holds a pivotal role in strategic decision-making and oversight at the University. The President's signature on legal documents reflects the Board's endorsement and is critical to institutional governance and accountability.**

**2.2 - University Chancellor: The Chancellor, serving as the senior academic and administrative officer, is instrumental in shaping the University's educational and administrative policies. The Chancellor's authority to sign legal documents underscores their pivotal role in managing the University's academic affairs and operational directives.**

**2.3 - Chief Financial Officer (CFO): The CFO, responsible for the financial management of the University, plays a vital role in fiscal stewardship and resource allocation. The CFO's signing authority is essential for financial commitments and transactions, ensuring that these actions align with the University's financial policies and objectives.**

### **Section 3: Legal Documents**

The execution of legal documents on behalf of Leighton University shall be entrusted to authorized signatories, including the President of the Board, the Chancellor, and the Chief Financial Officer (CFO). Leighton University recognizes the importance of authorized signatories for executing legal documents, contracts, and agreements on behalf of the institution. The following individuals are designated as primary signatories:

**3.1 Board President's Role:** The President of the Board (Chairperson), in their capacity as an authorized signatory, holds the responsibility of signing documents that are directly related to the governance and policies of the University. This includes, but is not limited to, agreements involving the appointment of senior administrators, policy approvals, and significant academic and institutional matters. The Board President acts as a representative of the Board in these matters.

**3.2 University Chancellor's Role:** As an authorized signatory, the University Chancellor is responsible for executing documents about the University's day-to-day operations and strategic direction. This encompasses contracts, agreements, and decisions relevant to academic and

administrative functions. The University Chancellor plays a crucial role in ensuring the institution's operations align with its mission and strategic objectives:

3.3 Chief Financial Officer (CFO): The CFO serves as an authorized signatory for financial matters, including budget-related documents, financial agreements, and contracts associated with fiscal management. Their role involves maintaining the financial stability and sustainability of the University.

## **Section 4: Role of Board Resolutions**

When a legal document or contract requires the signature of the Board President or another trustee, such signature shall be affixed in accordance with a resolution of the Board, which shall clearly specify the powers and limitations of such execution.

4.1. Scope of Authority: The Board may pass resolutions to specify the scope of authority granted to the Board President or other designated trustees to execute legal documents and contracts. These resolutions shall delineate the types of documents, financial limits, and specific matters for which the signature of the Board President or other trustees is required.

4.2. Financial Thresholds: The Board resolutions shall establish clear financial thresholds, delineating the range of financial commitments or obligations for which trustee signatures are mandated. The thresholds may vary based on the nature and importance of the document or contract.

4.3. Legal Counsel Review: Resolutions may stipulate that, in some instances, legal counsel should review and provide advice on the legal documents or contracts before execution. This ensures compliance with relevant laws and regulations.

4.4. Approval and Authorization: Resolutions shall outline the process for approval and authorization of legal document signatures, including the need for a majority or supermajority vote by the Board or specific Board committees.

4.5. Documentation and Record-keeping: Procedures for documenting and recording the execution of legal documents and contracts, including maintaining copies of the signed documents, shall be specified in the resolutions.

4.6. Limits of Individual Authority: Board resolutions shall clarify that the authority granted to the Chairperson or other trustees for signature purposes is limited to the specific matters outlined in the resolutions. The resolutions shall emphasize that this authority does not extend to matters beyond those explicitly addressed.

4.7. Transparency and Reporting: Resolutions may require that the Board or designated committees be regularly informed about the execution of legal documents and contracts within the scope of the resolutions. This transparency ensures ongoing oversight and accountability.

4.8. Review and Revision: The Board shall periodically review and, if necessary, revise these resolutions to ensure they remain current and effective in addressing the University's evolving needs and legal requirements.

## **Section 5: Delegation of Authority**

The Board President, the Chancellor, and the CFO shall be empowered to delegate their authority for signing legal documents to other university officers, administrators, or staff members as needed. Any such delegation shall be documented in writing and shall define the scope of authority granted.

- 5.1. **Scope of Delegation:** The Board President, Chancellor, and Chief Financial Officer (CFO) are authorized to delegate their authority to sign legal documents. These delegated authorities should be clearly defined to specify the types of documents, financial thresholds, and specific matters for which delegation is permitted.
- 5.2. **Written Delegation:** Any delegation of authority for signing legal documents shall be formalized in writing. The written delegation should clearly articulate the scope and limitations of the authority granted to the designated university officers, administrators, or staff members.
- 5.3. **Designated University Officers:** The President of the Board, Chancellor, and CFO shall have the discretion to designate specific university officers, administrators, or staff members who are authorized to sign legal documents on behalf of the University. This designation should be based on qualifications, expertise, and the nature of the documents involved.
- 5.4. **Oversight and Review:** Delegated authorities shall be subject to oversight and review by the Board President, Chancellor, or CFO, as appropriate. This oversight ensures that delegated powers are exercised in accordance with the University's policies and procedures.
- 5.5. **Financial Thresholds:** Delegations of authority should include financial thresholds, specifying the range of financial commitments or obligations for which the delegated authority is applicable. Financial thresholds may vary based on the nature and significance of the documents.
- 5.6. **Compliance with Applicable Laws:** Delegations of authority shall emphasize the importance of compliance with all applicable laws, regulations, and university policies. Delegated officers, administrators, or staff members are responsible for adhering to legal requirements.
- 5.7. **Documentation and Record-keeping:** Written documentation of delegated authority shall be maintained and recorded, including the names of designated individuals, the scope of their authority, and relevant financial thresholds.
- 5.8. **Transparency and Reporting:** Delegations of authority should include provisions for transparency and reporting. The Board President, Chancellor, or CFO may require regular updates or reports on exercising delegated authority, fostering transparency and accountability.
- 5.9. **Limits of Individual Authority:** The authority delegated to university officers, administrators, or staff members should be explicit. It is limited to the specific matters outlined in the delegation and does not extend to matters beyond those explicitly addressed.
- 5.10. **Revocation and Amendment:** The Board President, Chancellor, and CFO shall retain the right to revoke or amend delegations of authority as needed. Changes to delegated authority should be communicated promptly to relevant parties.

## **Section 6: Review and Legal Counsel**

Prior to the execution of any legal document, contract, or agreement, it shall be reviewed by the University's legal counsel or an external attorney as deemed necessary. Legal counsel shall provide guidance on the legal implications, risks, and compliance with relevant laws and regulations.

6.1 - Legal Document Examination: Legal counsel shall thoroughly examine all legal documents, contracts, or agreements. This examination comprehensively assesses the document's language, terms, and conditions.

6.2 - Risk Assessment: Legal counsel will conduct a detailed risk assessment to identify potential legal risks associated with the document. This assessment aims to ensure that the University's interests are adequately protected.

6.3 - Compliance Verification: Legal counsel will verify that the document complies with all relevant laws and regulations. This step is critical in upholding the University's legal and regulatory compliance commitment.

6.4 - Legal Implications: The review process will address any potential legal implications or consequences that may arise from the execution of the document. Legal counsel will guide how to mitigate or address these implications.

## **Section 7: Board Approval**

In the governance structure of Leighton University, certain legal documents hold such significance that they warrant direct oversight and approval by the Board of Trustees. This practice underscores the Board's pivotal role in guiding the strategic direction and ensuring the legal and ethical integrity of the University. The requirement for Board approval is not only a measure of due diligence but also reflects the commitment to collaborative decision-making and transparency at the highest levels of University governance. Such an approach ensures that critical legal documents, which may have substantial implications for the University, are subject to thorough review and consideration by the Board, thereby aligning with the institution's long-term goals and values.

7.1 - Specific categories of legal documents, as defined in the University's policies or bylaws, shall require prior approval by the Board of Trustees. The Board's approval may be obtained through the presentation of the document at a regular or special board meeting.

7.1.1 - Policy-Related Documents: Legal documents related to University policies, including but not limited to academic policies, governance policies, and ethical standards, which require Board approval.

7.1.2 - Financial Agreements: Legal documents related to financial agreements, such as loans, bonds, or financial contracts, require Board approval.

7.1.3 - Major Contracts and Agreements: Legal documents pertaining to significant contracts or agreements with external entities, including major vendors or partners, necessitating Board approval.

7.1.4 - Real Estate Transactions: Legal documents concerning real estate transactions, including acquisitions, sales, leases, or property-related agreements, require Board approval.

7.1.5 - Litigation Matters: Legal documents related to litigation matters, including lawsuits, settlements, or legal disputes that may impact the University's legal position and require Board approval.

7.1.6 - Policy Revisions: Legal documents associated with revisions or updates to the University's policies or bylaws that have legal implications and require Board approval.

7.1.7 - Academic and Research Collaborations: Legal documents involving academic or research collaborations with external institutions or entities that necessitate Board approval due to their significance or complexity.

7.2 - Legal Document Review Process: This section outlines the procedures and steps involved in the review and approval process of legal documents by the Board of Trustees.

7.2.1 - Document Submission: The process begins with submitting the legal document to the appropriate administrative office. This may include the University's legal counsel, the President's office, or another designated authority.

7.2.2 - Preliminary Review: The administrative office conducts a preliminary review upon receiving the document. This review assesses the document's alignment with the University's mission, policies, and compliance with relevant laws and regulations.

7.2.3 - Legal Counsel Review: The document is then forwarded to the University's legal counsel, who conducts a comprehensive review. This review focuses on legal implications, potential risks, and compliance with applicable laws and regulations.

7.2.4 - Board of Trustees Notification: The document is presented to the Board of Trustees once the legal counsel's review is complete. The Board is notified about the pending document and its upcoming presentation at a board meeting.

7.2.5 - Presentation at Board Meeting: The legal document is presented to the Board of Trustees during a regular or special board meeting. This presentation includes a detailed overview of the document's contents, purpose, implications, and recommendations for approval.

7.2.6 - Board Discussion and Decision: Following the presentation, the Board discusses to address any questions or concerns. A formal vote is then taken to determine whether to approve or reject the legal document. A majority vote in favor constitutes approval.

7.2.7 - Documentation and Record-Keeping: Once approved, the legal document is adequately documented and archived for record-keeping and reference.

## **Section 8: Authorized Seals**

Legal documents requiring the University's seal or logo shall be affixed with the official university seal or logo by authorized personnel, per the University's policies and procedures. Leighton University's official seal and logo symbolize the institution's authenticity and endorsement. To ensure their proper usage and application, the following subpoints detail the procedures for affixing the University's seal or logo on legal documents:

8.1 Designated Personnel: The responsibility for affixing the official university seal or logo rests with designated personnel within the University. These individuals must ensure that the seal or logo is applied only to documents that meet the University's established criteria.

8.2 Document Evaluation: Before applying the seal or logo, authorized personnel must thoroughly review the document to confirm its compliance with University policies and procedures. This includes verifying the document's content, purpose, and alignment with the University's mission and values.

8.3 Seal or Logo Placement: Authorized personnel shall ensure that the University's seal or logo is affixed in a manner that is both clear and distinguishable. The placement should emphasize the document's authenticity and signify the University's endorsement.

8.4 Record Keeping: A record of the application of the University's seal or logo on legal documents, including the date and the nature of the document, should be maintained. This record ensures transparency and accountability in using the seal or logo.

8.5 Compliance with University Policies: The University's seal or logo application shall strictly adhere to the University's policies and procedures related to document management and branding. Any departures from these established guidelines require proper justification and authorization.

8.6 Seal or Logo Alteration: The official university seal or logo shall not be altered, modified, or distorted when affixed to legal documents. It must appear in its approved and standardized form.

8.7 Unauthorized Usage: Unauthorized use of the University's seal or logo is strictly prohibited. Any misuse or improper application should be promptly reported and addressed through appropriate channels.

Leighton University recognizes the significance of its official seal and logo in maintaining the integrity and authenticity of legal documents. By adhering to these procedures, the University aims to uphold the highest standards of credibility and professionalism.

*Effective upon approval by the Board of Trustees.*

*Approved by the Board of Trustees on September 6, 2020*

## **Section 8: Record Keeping**

Leighton University places great importance on properly maintaining and retaining executed legal documents. The University recognizes the significance of organized and secure record-keeping to ensure transparency, compliance with legal requirements, and preserving institutional memory. The following subpoints outline the procedures for record keeping:

8.1 Document Classification: Legal documents shall be classified and categorized according to their nature and significance. Categories may include, but are not limited to, contracts, agreements, policies, and other legal instruments.

8.2 Document Repository: The University shall establish a central repository for legal documents managed by the University's administrative offices. This repository will be the primary location for storing and retrieving executed documents.

8.3 Document Preservation: Executed legal documents shall be preserved for a duration specified by relevant laws, University policies, or specific document requirements. The designated personnel shall ensure these documents are stored in a secure and controlled environment to prevent loss, damage, or unauthorized access.

8.4 Accessibility and Retrieval: Access to legal documents shall be controlled and restricted to authorized personnel as defined by the University's policies. Authorized individuals may include designated officers, legal counsel, or other relevant University staff who require access for official purposes.

8.5 Document Tracking: The repository shall maintain a comprehensive record of all legal documents, including information about document type, execution date, parties involved, and expiration or renewal dates where applicable.

8.6 Compliance with Legal Requirements: The University shall ensure its record-keeping practices adhere to all document retention and preservation legal requirements. This includes compliance with federal, state, and local regulations and industry-specific guidelines.

8.7 Document Disposition Upon the expiration of the required retention period, legal documents may be destroyed in accordance with University policies and applicable laws. Documents with

historical or archival value may be transferred to the University's archives or special collections for preservation.

Leighton University emphasizes the necessity of meticulous record-keeping to safeguard the institution's interests, facilitate transparency, and ensure compliance with legal requirements. The University seeks to maintain a comprehensive and secure record-keeping system through these procedures.

## **Section 10: Amendments**

The bylaws pertaining to the Execution of Legal Documents at Leighton University may be subject to amendments when necessary to align with evolving legal requirements or the University's operational needs. The following subpoints outline the procedures for amending these bylaws:

10.1 Proposal of Amendments: Any Trustee or authorized university officer may propose amendments to these bylaws relating to the Execution of Legal Documents. Proposed amendments must be submitted in writing to the Board of Trustees for consideration.

10.2 Review and Discussion: Upon receipt of proposed amendments, the Board shall schedule a review and discussion session to consider the necessity, implications, and potential benefits of the proposed changes.

10.3 Notice to Trustees: A notice of the proposed amendments shall be provided to all Trustees in advance of the meeting in which the amendments are to be discussed and voted upon. The notice shall include the full text of the proposed amendments, their rationale, and the meeting date they will be considered.

10.4 Majority Vote: Amendments to these bylaws relating to the Execution of Legal Documents shall be approved by a three-fifths majority vote of the Board of Trustees. This supermajority requirement reflects the importance of ensuring a broad consensus before implementing changes to these critical bylaws.

10.5 Notification: After the approval of amendments, all Trustees and relevant university officers shall be promptly notified of the changes to ensure compliance with the updated bylaws.

10.6 Effective Date: Upon approval by the Board of Trustees, any amendments to these bylaws shall take effect immediately or at a date specified in the approved amendments.

## **Article XXVII: Tax Exemption**

This section of the bylaws outlines the University's tax-exempt status, its commitment to using resources in alignment with its mission, the importance of complying with tax laws, and its prohibition against private inurement. It also emphasizes the University's responsibility to avoid political and lobbying activities that could jeopardize its tax-exempt status and the need for annual reporting on tax-exempt compliance. Specific details related to tax reporting, monitoring, and compliance should be detailed in the University's policies and procedures.

### **Section 1: Tax-Exempt Status**

Leighton University is recognized as a tax-exempt educational institution under Section 501(c)(3) of the Internal Revenue Code or any relevant tax regulations. The University shall maintain its tax-exempt status by adhering to the requirements set forth by the Internal Revenue Service (IRS) and any applicable state or federal tax authorities.

1.1. Maintenance of Tax-Exempt Status: Leighton University shall consistently engage in practices and activities that uphold its tax-exempt status as outlined by the Internal Revenue Service (IRS). This includes all operational and financial guidelines specified for tax-exempt entities under Section 501(c)(3) of the Internal Revenue Code.

1.2. Compliance with IRS Regulations: The University fully complies with IRS regulations applicable to 501(c)(3) educational institutions. This encompasses the timely filing of annual tax returns, maintaining accurate and detailed records of the University's operations and finances, and ensuring all activities align with IRS standards.

1.3. Educational Purpose and Activities: The University's activities shall primarily focus on fulfilling its educational mission. This includes, but is not limited to, providing academic programs, conducting research, and engaging in community service. All activities shall support and advance the University's educational objectives in line with 501(c)(3) requirements.

1.4. Prohibition of Political Campaign Activity: In compliance with IRS rules, the University shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. This policy extends to all University operations, ensuring neutrality in political matters.

1.5. Limitations on Lobbying: While the University may engage in some lobbying activities, such actions shall be limited and conducted within the constraints of 501(c)(3) regulations. The University shall ensure that lobbying efforts do not constitute a substantial part of its activities and are aligned with its educational mission.

1.6. Annual Review and Reporting: The University shall conduct an annual review to verify compliance with its tax-exempt status requirements. This includes preparing and submitting all necessary financial reports and disclosures to the IRS and relevant state authorities promptly and accurately.

1.7. Training and Awareness: The University shall provide regular training and updates to its trustees, officers, employees, and relevant affiliates on the regulations and responsibilities related to its tax-exempt status. The goal is to foster a culture of compliance and awareness regarding the importance and implications of maintaining tax-exempt status.

## Section 2: Use of Tax-Exempt Resources

Leighton University, recognizing its responsibilities as a tax-exempt organization, is committed to utilizing its financial and other resources in a manner that is consistent with its educational, charitable, and nonprofit mission. The University's resource utilization policies include:

- 2.1. Allocation of Resources: The University will adhere to principles and guidelines that ensure the strategic allocation of its resources. This includes directing funds and assets toward supporting educational programs, research initiatives, and community service projects. The allocation process will emphasize advancing the University's mission, ensuring the effective and impactful use of resources.
- 2.2. Scholarship and Financial Aid Policies: Leighton University is dedicated to providing equitable access to education through scholarships and financial aid. The policies will define clear criteria for eligibility and selection processes, ensuring that these resources support the University's educational mission and are accessible to a diverse student population. The impact of this financial aid will be regularly monitored and assessed.
- 2.3. Academic and Research Funding: This sub-section establishes the guidelines for allocating resources to academic programs and research projects. The approval process for funding will be based on how well proposals align with the University's strategic goals and their potential to contribute significantly to academic and research fields. Priority will be given to initiatives that promise substantial scholarly advancement.
- 2.4. Nonprofit Compliance in Resource Utilization: The University will ensure that all resource utilization complies with its nonprofit status. This includes avoiding the use of resources for the benefit of private individuals or entities and ensuring that all expenditures support the tax-exempt purposes of the University.
- 2.5. Monitoring and Reporting: Procedures for regularly monitoring resource use and transparent reporting will be established. This includes conducting periodic audits and providing comprehensive reports in financial statements and to regulatory bodies, thereby ensuring accountability and transparency in the management of resources.
- 2.6. Community Engagement and Services: Leighton University will allocate resources to engage with and serve the community. This involves supporting outreach programs, public seminars, workshops, and other services that contribute to the public good and align with the University's mission. These activities are intended to extend the University's impact beyond its campus and the broader community.

## Section 3: Prohibition of Private Inurement

No part of the net earnings of the University shall inure to the benefit of, or be distributed to, its trustees, officers, or any private individuals, except that reasonable compensation may be paid for services rendered to the University. All such compensation shall be within the range of fair and reasonable for the services provided. The University, therefore, is committed to ensuring that its net earnings are used in a manner that is consistent with its status as a tax-exempt educational institution. To uphold this commitment, the following policies have been established:

**3.1. Definition of Private Inurement: This sub-section defines private inurement as any part of the University's net earnings benefiting or being distributed to the trustees, officers, or private individuals outside of reasonable compensation for services rendered. This includes direct or indirect benefits not aligned with the University's nonprofit purposes. The definition provides**

clear examples of prohibited benefits to prevent any actions or transactions that might violate this prohibition.

**3.2. Compensation Policies:** The University outlines policies governing the compensation of trustees, officers, and employees. Compensation must be reasonable and commensurate with the services provided. Determining what constitutes 'reasonable compensation' includes benchmarking against industry standards and, where necessary, consultation with independent evaluators. This ensures that compensation aligns with fair market value and the standards of the educational sector.

**3.3. Approval and Review of Compensation:** This policy requires that all compensation packages are subject to approval and regular review. Approval may be required from an independent committee or the entire Board of Trustees. The process ensures that compensation remains within fair market value and aligns with the roles and responsibilities of the recipients.

**3.4. Conflict of Interest Policy:** The University establishes a conflict-of-interest policy to ensure that decisions related to compensation or benefits are made objectively. This includes the requirement to disclose potential conflicts and recusal from decisions where a conflict exists. The policy is designed to maintain the integrity of compensation decisions.

**3.5. Monitoring and Enforcement:** Leighton University implements policies for regularly monitoring compliance with private inurement prohibitions. This includes conducting internal and external audits and establishing clear guidelines for addressing and rectifying violations. The University is committed to enforcing these policies rigorously.

**3.6. Reporting and Disclosure:** The University mandates transparency in reporting compensation and benefits. This requires detailed disclosures in financial statements and tax filings. The aim is to ensure compliance with regulatory requirements, promote transparency, and maintain the University's credibility and integrity.

Through these policies, Leighton University ensures its earnings are used appropriately, supporting its educational mission and maintaining its commitment to operating as a responsible, tax-exempt institution.

#### **Section 4: Compliance with Tax Laws**

The University, its trustees, officers, employees, and all affiliated parties shall comply with all applicable federal, state, and local tax laws and regulations. The University shall maintain accurate and complete records to substantiate its tax-exempt status, and all tax returns and forms shall be filed promptly and accurately. Leighton University is dedicated to upholding the highest compliance standards with all applicable tax laws and regulations. This commitment is reflected in the following policies:

4.1. Adherence to Tax Laws: The University mandates strict adherence to federal, state, and local tax laws and regulations by all trustees, officers, employees, and affiliated parties. This policy ensures that all University operations comply with applicable tax statutes, safeguarding the University's legal and ethical standards.

4.2. Record-Keeping for Tax-Exempt Status: Leighton University is responsible for maintaining accurate and comprehensive records that substantiate its tax-exempt status. This includes detailed documentation of financial transactions, contributions, and expenditures. These records must be readily available for review and audit to demonstrate compliance with tax-exempt criteria.

4.3. Timely Filing of Tax Returns: The University is committed to the timely and accurate filing of all tax returns and forms. Strict adherence to submission deadlines is mandated, and all tax filings must accurately reflect the University's financial status and activities.

4.4. Training and Awareness: Recognizing the complexity of tax laws, the University emphasizes the training and awareness of its personnel involved in tax-related processes. Regular training sessions will be conducted to keep staff informed and up-to-date about tax laws and the University's procedures for maintaining compliance.

4.5. Review and Audit Compliance: Leighton University will implement a policy of periodic reviews and audits to ensure ongoing compliance with tax laws. This will involve internal and external audits as necessary to verify the University's adherence to tax regulations and the accuracy of its financial reporting.

4.6. Reporting and Disclosure: The University is committed to maintaining transparency in its tax-related matters. This policy requires the disclosure of financial information as mandated by law. All public disclosures related to tax matters must be accurate and promptly provided.

Through these policies, Leighton University affirms its dedication to responsible and transparent tax practices, ensuring its operations fully comply with legal requirements and reflect the University's commitment to integrity and accountability.

## **Section 5: Political and Lobbying Activities**

This policy underscores the commitment to complying with tax laws and regulations, reflecting the University's dedication to upholding the highest standards of legal and ethical conduct. These policies are crucial in safeguarding the University's reputation, integrity, and tax-exempt status while allowing individual members of the University community to exercise their political rights responsibly.

5.1. Compliance with Tax Laws and Regulations: The University shall refrain from participating in any political campaign or substantial lobbying activities that could jeopardize its tax-exempt status. The University shall remain neutral in political matters and shall not engage in activities that conflict with its tax-exempt purposes.

5.2. Personal Political Activities: Faculty, staff, and members of the University community may participate in political activities in their capacity but must not represent such activities as endorsed by or affiliated with the University. They must separate their personal views and activities from their University roles.

5.3. Use of University Resources: The use of University resources, including facilities, email systems, and financial resources, for political campaigns or lobbying activities is strictly prohibited. This clause ensures that all University resources are used in alignment with its educational and tax-exempt purposes.

5.4. Education and Awareness: The University commits to educating its community about regulations governing political and lobbying activities, particularly concerning tax-exempt organizations. This may include workshops, informational resources, and guidance documents to foster awareness and compliance.

5.5. Monitoring and Enforcement: Procedures for monitoring compliance with these policies will be established. Violations of these policies may result in appropriate disciplinary action following the University's standard procedures and applicable laws.

5.6. Reporting Requirements: The University shall adhere to all legal reporting requirements regarding lobbying activities. This includes maintaining transparent records and providing periodic reports as mandated by law.

5.7. Review and Update Policies: These policies shall be reviewed regularly to ensure they comply with current laws and regulations. These policies will be amended to reflect legal standards and best practice changes.

## **Section 6: Annual Reporting**

The University shall provide annual reports to the Board of Trustees on its compliance with tax-exempt requirements and any changes in its status, activities, or operations that may impact its tax-exempt status. To uphold transparency and ensure continued compliance with its tax-exempt status, Leighton University establishes the following guidelines for its annual reporting to the Board of Trustees:

6.1. Compliance Overview: The annual report will provide a comprehensive review of the University's compliance with tax-exempt requirements, detailing adherence to relevant laws and regulations during the fiscal year.

6.2. Status Updates: Any changes in the University's status that could affect its tax-exempt standing will be thoroughly reported. This includes updates on legal, governance, or operational shifts.

6.3. Operational Changes: The report will outline significant changes in operations, including program expansions, reductions, or modifications, as well as any major organizational developments.

6.4. Financial Reporting: A detailed summary of the University's financial activities, including sources of income and expenditures, will be included to demonstrate alignment with tax-exempt purposes.

6.5. Activities and Program Review: This section will evaluate the University's educational, research, and community service activities, emphasizing their contribution to the mission and compliance with tax-exempt status.

6.6. Risk Assessment and Management: The report will include a risk assessment regarding the University's tax-exempt status and document strategies for managing identified risks.

6.7. Future Plans and Strategies: Planned activities or strategies for the upcoming year that may impact the University's tax-exempt status will be outlined, ensuring forward-looking compliance management.

6.8. Board of Trustees' Oversight and Recommendations: The report will detail the Board's oversight actions and any recommendations or decisions made in response to the report's findings.

This annual reporting structure is designed to provide the Board of Trustees with a clear, detailed understanding of Leighton University's ongoing efforts to maintain and uphold its tax-exempt status, ensuring responsible governance and operational integrity.

## **Section 7: Amendments**

These bylaws related to the Tax Exemption may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance. To maintain the

relevance and efficacy of Leighton University's bylaws regarding Tax Exemption, the following amendment process is established:

- 7.1. Proposal of Amendments: Proposals for amending these bylaws must be submitted to the Board of Trustees in writing. Each proposal should include detailed explanations of the proposed changes and their justifications, ensuring a well-considered and transparent amendment process.
- 7.2. Notice and Review: Adequate notice of any proposed amendments must be given to all Board of Trustees members before voting. This notice period is essential for allowing the Trustees ample time to review, understand, and reflect upon the proposed changes.
- 7.3. Discussion and Deliberation: A period of discussion and deliberation will be conducted before the vote on proposed amendments. This stage facilitates thorough exploration of the amendments, allowing Trustees to engage in meaningful dialogue and share insights or concerns.
- 7.4. Voting Requirements: For an amendment to be adopted, it must receive a two-thirds majority vote from the Board of Trustees. This requirement ensures that amendments are made with significant consensus, reflecting the collective wisdom and consideration of the Board.
- 7.5. Effective Date of Amendments: Approved amendments will become effective immediately unless a different effective date is specified in the amendment. The implementation date of each amendment will be communicated to all affected parties.
- 7.6. Recording of Amendments: All approved amendments will be formally recorded in the bylaws. This record is an important historical document, providing context and transparency for future governance decisions.
- 7.7. Communication of Amendments: Amendments will be communicated to the broader University community, including faculty, staff, and students, as appropriate. This communication is crucial to ensure that all stakeholders are informed about changes in the governance policies related to the University's tax-exempt status.

Through these structured and transparent procedures, Leighton University ensures that any amendments to its bylaws are made thoughtfully and in alignment with the University's ongoing commitment to uphold its tax-exempt status.

## **ARTICLE XXVIII Corporate Seal and Offices**

The bylaws governing the Corporate Seal and Offices are foundational elements of Leighton University's administrative structure, outlining the establishment, location, and maintenance of essential offices and the use of the University's corporate seal. Recognizing the evolving nature of the institution's operations and administrative needs, the Board of Trustees provides a structured process for proposing, reviewing, and adopting amendments to these bylaws.

### **Section 1: Corporate Seal**

**The Significance of the Corporate Seal:** The bylaws governing the Corporate Seal and Offices are foundational elements of Leighton University's administrative structure. They provide essential guidelines for establishing, locating, and maintaining key offices within the institution and define the purpose and use of the University's corporate seal. The corporate seal holds profound significance within the identity of Leighton University. It symbolizes the institution's rich history, unwavering commitment to its mission and values, and the unity of its academic community. The elements incorporated into the seal, such as the circular design, the University's name, and the year of founding, are thoughtfully chosen to convey specific meanings:

1.1 - **Circular Design:** The corporate seal shall have a circular design, symbolizing the unity and continuity of the University's mission. The circle, rendered in a dignified deep blue, evokes a sense of harmony and solidarity among the University community.

1.2 - **University's Name:** The University's full name, "Leighton University," shall be prominently featured within the seal, emphasizing the institution's identity. The name shall be rendered in an elegant gold, symbolizing the institution's prestige and commitment to excellence.

1.3 - **Year of Founding:** The year of the University's founding, in a regal burgundy, shall be inscribed as a reminder of its conceptualization history and enduring commitment to education. This color choice pays homage to the institution's heritage.

**Additional Inscriptions and Symbols:** Additionally, the Board of Trustees, as the governing body entrusted with the institution's stewardship, holds the authority to approve any additional inscriptions or symbols within the corporate seal. These elements, like the colors and design, are carefully considered to align with the University's values and mission, ensuring that the seal represents the institution's character and aspirations. Recognizing the evolving nature of the institution's operations and administrative needs, the Board of Trustees provides a structured process for proposing, reviewing, and adopting amendments to these bylaws. This ensures that the governance framework remains adaptable and responsive to the University's growth and evolution.

### **Section 2: Registered Office**

**Leighton University's registered office is critical to its legal and administrative framework. This office is established in strict adherence to state and federal laws, ensuring compliance with all necessary legal requirements. The registered office is the official address for receiving correspondence, including legal notices and communications.**

**Amendments to the registered office address can be made through a formal resolution passed by the Board of Trustees. Once such a resolution is adopted, the University promptly notifies the appropriate state authorities to ensure all legal documents and communications are correctly**

**directed to the updated address. This process maintains the University's compliance with legal standards and requirements while allowing for necessary changes in its registered office location.**

### **Section 3: Principal Office**

Leighton University's principal office is a central hub for the institution's administration and management. This office is pivotal in coordinating and overseeing the various facets of the University's operations. Its location is designated by the Board of Trustees, ensuring it is strategically positioned to fulfill its responsibilities effectively. If a change in the principal office address is deemed necessary, such decisions are made by the Board of Trustees. The Board, in its capacity as the highest governing authority of the University, determines the new address for the principal office. Once this decision is reached, the University promptly communicates the change to the relevant authorities. This ensures that all internal and external stakeholders are informed of the updated location, facilitating the seamless continuation of the University's administrative functions.

The principal office of the University, responsible for the administration and management of the institution, shall be located at the address designated by the Board of Trustees. Changes to the principal office address shall be determined by the Board and communicated to relevant authorities. This includes:

3.1 - Strategic Functions: The principal office is where the highest level of administrative functions, including strategic planning, financial management, and executive leadership, are based.

3.2 - Day-to-day Operations: It houses the administrative teams responsible for day-to-day operations, such as academic affairs, finance, human resources, and student services.

3.3 - Integral to University Operations: These teams play an integral role in ensuring the smooth functioning of the University's daily activities and support various aspects of academic and administrative life.

3.4 - Consultation with Stakeholders: When changing the principal office address, the Board may consult with relevant stakeholders, including university management and legal counsel.

3.5 - Legal Compliance: The address change should be communicated to state and federal authorities to maintain compliance with legal requirements.

3.6 - Transition Planning: Ensuring a seamless transition is essential to minimize disruption to the University's administrative functions during the address change process.

### **Section 3: Additional Offices**

**Leighton University's commitment to its mission and objectives includes the flexibility to establish and maintain additional offices, facilities, or campuses at locations that align with the institution's goals. The establishment of such offices shall adhere to the following principles:**

**3.1 - Mission Alignment: The proposed additional office, facility, or campus must align with and contribute to the mission and objectives of Leighton University.**

**3.2 - Board Approval: The establishment of any additional office shall be subject to approval by the Board of Trustees. The Board will carefully assess the alignment of the new office with the University's mission and objectives before approving it.**

**3.3 - Strategic Consideration: Establishing an additional office is strategic. The University's leadership and the Board of Trustees shall consider factors such as the location's potential impact on student access, program expansion, and resource allocation.**

**3.4 - Resource Allocation: Adequate resources, including financial support and personnel, shall be allocated to ensure the successful establishment and operation of the additional office.**

**3.5 - Compliance: All additional offices shall comply with state and federal laws and relevant accreditation or regulatory requirements.**

**3.6 - Reporting: The establishment and operations of additional offices shall be periodically reviewed and reported to the Board of Trustees to ensure they effectively serve the University's mission and objectives.**

#### **Section 4: Amendments**

The bylaws related to the Corporate Seal and Offices are essential components of Leighton University's governance structure, outlining the establishment and management of critical offices and the use of the University's corporate seal. Recognizing the need for flexibility in response to evolving administrative requirements and operational needs, the Board of Trustees provides a structured process for proposing, reviewing, and adopting amendments to these bylaws.

4.1 - Amendment Process: The bylaws related to the Corporate Seal and Offices may be amended by a two-thirds majority vote of the Board of Trustees. However, any proposed amendments must adhere to the following process:

4.1.1 - Proposal: Any Trustee or authorized entity within the University may propose amendments to these bylaws. The proposal shall be submitted in writing to the Board of Trustees for consideration.

4.1.2 - Review and Discussion: Upon receiving a proposed amendment, the Board of Trustees shall review and discuss the proposed changes to assess their alignment with the University's mission, values, and operational needs.

4.1.3 - Notice: Adequate notice of the proposed amendments shall be given to all Trustees, allowing them time to review and prepare for discussion and voting.

4.1.4 - Voting: A two-thirds majority vote of the Board of Trustees must approve any amendments to these bylaws.

4.1.5 - Documentation: Approved amendments shall be documented and incorporated into the bylaws, ensuring transparency and accountability in the governance process.

4.2 - Compliance: All amendments to the bylaws related to the Corporate Seal and Offices shall be implemented in compliance with state and federal laws and any relevant accreditation or regulatory requirements.

The University's policies and procedures should provide further details on implementing amendments and their impact on administrative operations. This section of the bylaws outlined the University's corporate seal, the location of its registered and principal offices, and the authority to establish additional offices or facilities as needed. It underscored the importance of maintaining compliance with relevant laws and the need for approval by the Board of Trustees for any changes in office locations. The University's policies and records should detail specific addresses, contact information, and legal requirements.

## **ARTICLE XXIX: Powers and Responsibilities of the Chancellor**

The Chancellor is appointed and may be removed by the Board of Trustees. The University's bylaws shall define the appointment process and grounds for removal. These bylaws delineate the framework governing the power and responsibility of the Chancellor within the University. They provide a detailed understanding of the Chancellor's role, authority, and associated obligations. This section is organized into the following key segments:

### **Section 1: Position and Authority**

The role and authority of the Chancellor within Leighton University are central to the institution's effective governance and leadership. As the chief executive officer, the Chancellor carries significant responsibilities, including reporting to the Board of Trustees and overseeing the University's overall administration, management, and strategic direction. This section provides a comprehensive overview of the Chancellor's role, responsibilities, and the mechanisms of accountability to ensure that the University thrives in alignment with its mission and goals.

1.1. The Chancellor of Leighton University ("the Chancellor") serves as the institution's chief executive officer and is vested with the executive authority to lead the University according to its mission and strategic objectives.

1.2. The Chancellor shall report to the Board of Trustees and is accountable for the University's overall administration, management, and leadership.

### **Section 2: Leadership and Decision-Making**

This section delineates the Chancellor's authority in making crucial academic programs, administrative operations, and overall institutional management decisions. It also emphasizes the Chancellor's role in crafting and executing policies, plans, and initiatives that align with the University's mission and are guided by the Board of Trustees' strategic direction. This structure ensures that the University operates cohesively under the Chancellor's leadership, fostering progress and achievement in line with its mission.

2.1. The Chancellor is responsible for providing strategic leadership, vision, and direction for the University, ensuring its continued growth and success.

2.2. The Chancellor shall have the authority to make decisions regarding the University's academic programs, administrative operations, and overall institutional management.

2.3. The Chancellor is empowered to formulate and implement policies, plans, and initiatives in alignment with the University's mission and the direction provided by the Board of Trustees.

### **Section 3: Faculty and Staff**

Transitioning from the prudent management of tax-exempt resources in Section 2, Section 3 focuses on the essential human element of Leighton University's operations: its faculty and staff. This section, titled 'Faculty and Staff,' outlines the comprehensive policies and procedures governing the appointment, evaluation, and retention of academic and administrative personnel. Under the stewardship of the Chancellor, these processes are critical to maintaining the University's commitment to academic excellence and operational efficiency. The following clauses provide detailed guidelines to ensure that these personnel processes align with the University's policies, uphold academic standards, and comply with relevant employment laws, reflecting the University's dedication to fostering a skilled and effective workforce.

3.1 - The Chancellor oversees the appointment, evaluation, and retention of academic and administrative personnel in accordance with university policies and applicable employment laws, ensuring a cohesive and efficient system for personnel management.

3.1.1 - Appointment: The Chancellor oversees the appointment processes for academic and administrative personnel, ensuring that they align with university policies, academic standards, and applicable employment laws.

3.1.2 - Evaluation: Evaluation and performance assessment of faculty and staff fall under the purview of the Chancellor. This includes establishing mechanisms for regular performance reviews and feedback.

3.1.3 - Retention: The Chancellor creates strategies and policies to retain talented faculty and staff, fostering a stable and dedicated workforce.

3.2. The Chancellor is responsible for fostering a positive and inclusive working environment for faculty and staff, encouraging professional development, and ensuring compliance with employment practices.

## **Section 4: Financial Management**

As the central figure in the University's financial affairs, the Chancellor's responsibilities encompass various duties to ensure financial health and sustainability. This section delineates the Chancellor's key responsibilities, which include assuming a central role in the university's affairs as a steward. This section outlines the Chancellor's key responsibilities:

4.1 - Financial Oversight: The Chancellor possesses the authority to manage the University's financial resources and operations. This includes:

4.1.1 - Budgeting: The Chancellor oversees the development and management of the University's budget, ensuring that financial resources are aligned with strategic priorities and academic needs.

4.1.2 - Fiscal Responsibility: Ensuring fiscal responsibility is a core duty. The Chancellor must maintain financial stability, transparency, and compliance with financial regulations.

4.1.3 - Resource Allocation: The Chancellor makes informed decisions regarding the allocation of financial.

4.2 - Fundraising and Development: The Chancellor plays a crucial role in fundraising and development efforts. This involves:

4.2.1 - Donor Relations: Building and nurturing relationships with donors and philanthropic partners to secure financial support for the University's initiatives.

4.2.2 - Fundraising Strategy: Developing and implementing fundraising strategies that align with the University's mission and objectives.

4.3 - Endowment Management: The Chancellor oversees the management and growth of the University's endowment, ensuring its long-term sustainability and effective use in furthering its goals.

4.3.1 - Investment Strategy: Develop and implement a prudent investment strategy for the endowment portfolio to maximize returns while managing risk appropriately.

4.3.2 - Portfolio Diversification: Ensuring the endowment's investments are diversified across various asset classes to reduce risk and enhance long-term returns.

4.3.3 - Fund Growth: Actively seeking opportunities to grow the endowment through contributions, gifts, and effective fundraising efforts.

4.3.4 - Spending Policy: Establishing a spending policy that governs the allocation of endowment funds to support the University's operations and initiatives while preserving the endowment's principal.

4.3.5 - Compliance and Reporting: Ensuring compliance with legal and regulatory requirements related to endowment management and providing regular reporting on the performance and status of the endowment to relevant stakeholders.

The effective management of the endowment is critical to the University's financial stability and ability to support its mission and academic programs. The Chancellor's oversight in this area is instrumental in securing the institution's long-term sustainability.

4.4 - Financial Reporting: Providing accurate and timely financial reporting to the Board of Trustees, faculty, staff, and other relevant stakeholders is a vital responsibility. This includes:

4.4.1 - Regular Reporting: Ensuring that financial reports are regularly prepared and disseminated to keep stakeholders informed about the University's financial performance.

4.4.2 - Transparency: Promoting transparency in financial reporting, making information accessible to all stakeholders, and addressing any questions or concerns.

4.4.3 - Compliance: Ensuring financial reporting complies with relevant accounting standards, regulations, and best practices.

4.4.4 - Budget Monitoring: Monitoring the University's budget and financial performance against established goals and plans, making necessary adjustments.

4.4.5 - Accountability: Holding the University accountable for responsible financial management and stewardship of resources.

Accurate and transparent financial reporting is essential for maintaining trust and confidence among stakeholders and for making informed decisions about the University's financial health and priorities. 4.5 - Compliance and Risk Management: The Chancellor ensures that the University complies with financial regulations and manages financial risks effectively.

4.5 - Compliance and Risk Management: The Chancellor ensures that the University complies with financial regulations and manages financial risks effectively. This responsibility includes:

4.5.1 - Regulatory Compliance: Ensuring the University adheres to all relevant financial regulations, laws, and standards, including tax regulations, accounting principles, and reporting requirements.

4.5.2 - Risk Assessment: Conduct regular risk assessments to identify potential financial risks and vulnerabilities that could impact the University's fiscal health.

4.5.3 - Risk Mitigation: Developing and implementing strategies to mitigate identified financial risks, including establishing internal controls, insurance coverage, and contingency plans.

4.5.4 - Audits and Reviews: Coordinating financial audits and reviews to assess compliance and identify areas for improvement in financial management and risk mitigation.

4.5.5 - Reporting on Compliance and Risks: Providing reports to the Board of Trustees and other relevant stakeholders on the University's compliance status and the management of financial risks.

The Chancellor helps safeguard the University's financial stability and integrity by proactively addressing compliance and managing financial risks. This ensures the institution can continue fulfilling its mission and serving its academic community effectively.

4.6 - Strategic Financial Planning: Engaging in strategic financial planning to support the University's long-term vision and objectives. This responsibility includes:

4.6.1 - Long-Term Financial Goals: Collaborating with university leadership to establish long-term financial goals and strategies that align with the institution's mission and strategic plan.

4.6.2 - Resource Allocation: Participating in allocating financial resources to support academic programs, faculty and staff development, infrastructure improvements, and other initiatives contributing to the University's growth and success.

4.6.3 - Financial Sustainability: Assessing the financial sustainability of new initiatives and investments, ensuring that they align with the University's financial capacity and goals.

4.6.4 - Financial Modeling: Developing financial models and scenarios to evaluate the potential impact of various financial decisions and external factors on the University's fiscal health.

4.6.5 - Budget Planning: Collaborating with university departments to develop annual budgets that reflect the institution's strategic priorities and financial constraints.

Through strategic financial planning, the Chancellor plays a crucial role in ensuring that the University's financial resources are effectively managed and allocated to support its mission and long-term success.

## **Section 5: Representation and Engagement**

The Chancellor's responsibilities in this realm are broad and vital, encompassing various aspects of the University's external and internal relations. This section highlights critical areas of the Chancellor's representational and engagement duties: The Chancellor's role at Leighton University is comprehensive within the scope of representation and proactive involvement. This section elucidates essential facets of this responsibility:

5.1. External Representation: The Chancellor serves as the primary spokesperson and representative of Leighton University in all external affairs. This includes liaising with government bodies, educational consortia, accreditation agencies, and other institutions. The Chancellor's role in articulating the University's mission, vision, and values to the outside world is crucial for fostering partnerships and maintaining the University's prestige and standing in the academic community.

5.2. Community Engagement and Outreach: The Chancellor actively engages with the local and broader community. This involves spearheading community outreach programs, establishing beneficial collaborations, and ensuring the University contributes positively to societal development. The Chancellor's role in community engagement underscores the University's commitment to social responsibility and civic involvement.

5.3. Alumni Relations and Fundraising: The Chancellor plays a key role in maintaining solid relationships with alums and leading fundraising initiatives. This includes nurturing long-term

relationships with alumni, donors, and other stakeholders, essential for the University's growth and financial sustainability.

5.4. Internal Collaboration and Communication: The Chancellor ensures effective communication and collaboration within the University across various departments and faculties. This fosters a culture of inclusivity, innovation, and shared governance, encouraging diverse perspectives and collective decision-making.

5.5. Student Engagement and Advocacy: The Chancellor is also responsible for engaging with the student body and advocating for their needs and interests. This includes understanding student experiences, addressing their concerns, and ensuring that the University continually enhances the quality of student life and learning.

5.6. Representation in Academic Matters: In academic circles, the Chancellor represents the University in discussions on academic policy, curriculum development, and research initiatives, ensuring that the University remains at the forefront of educational innovation and excellence.

Through these responsibilities, the Chancellor of Leighton University embodies the institution's ideals and aspirations, playing a pivotal role in its representation and active engagement across multiple fronts. This comprehensive involvement is crucial for the University's growth, reputation, and continued success.

## **Section 6: Reporting and Accountability**

The Chancellor's role at Leighton University is central to the institution's governance. This section outlines the fundamental components of the Chancellor's responsibilities, emphasizing the breadth and depth of their involvement in various aspects of University operations. The key responsibilities of the Chancellor include: This section outlines the fundamental components of this responsibility:

6.1. Institutional Leadership and Vision: The Chancellor provides strategic leadership and vision for the University. This involves setting long-term goals, shaping policies, and driving the overall direction of the institution to ensure its growth and alignment with educational standards and societal needs.

6.2. Academic Excellence and Program Development: The Chancellor plays a crucial role in upholding and promoting academic excellence. This includes overseeing academic programs, research initiatives, and curriculum development, ensuring they meet the highest standards and reflect the evolving demands of higher education.

6.3. Financial Stewardship and Resource Allocation: Responsible for the financial health of the University, the Chancellor oversees budgeting, financial planning, and resource allocation. Their role is integral in ensuring fiscal responsibility and the effective use of resources to support the University's mission and objectives.

6.4. External and Internal Relations: The Chancellor is the primary liaison between the University and external stakeholders, including government bodies, other educational institutions, and the broader community. Internally, they foster a collaborative and inclusive environment, promoting engagement and communication across faculties, staff, and students.

6.5. Advocacy and Representation: As the face of Leighton University, the Chancellor advocates for the institution's interests and represents its values and achievements in public forums, academic circles, and the broader community.

6.6. Organizational Culture and Human Resources: The Chancellor is instrumental in shaping the organizational culture and overseeing human resource policies. This includes nurturing an environment of diversity, equity, and inclusivity and ensuring top-tier faculty and staff recruitment, development, and retention.

6.7. Compliance and Ethical Governance: Ensuring compliance with educational regulations and standards, the Chancellor upholds ethical governance and operational integrity across all university functions.

6.8 - Comprehensive Reporting: The Chancellor is responsible for delivering regular and exhaustive reports to the Board of Trustees, faculty, staff, and pertinent stakeholders regarding the University's status, advancements toward strategic objectives, and noteworthy developments.

6.9 - Board Accountability: The Chancellor bears accountability to the Board of Trustees and is obliged to address their queries and fulfill their information requests.

Through these diverse yet interconnected roles, the Chancellor ensures that Leighton University operates effectively, maintains its esteemed reputation, and continues to advance its mission as a leading educational institution.

## **Section 7: Amendments**

As Leighton University evolves, there may arise a need for adjustments and refinements to the Chancellor's powers and responsibilities. This section outlines the process for making such changes, ensuring transparency and consensus among the Board of Trustees.

7.1. Modifications to these procedures related to the powers and responsibilities of the University Chancellor may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance.

7.1.1 - Proposal of Amendments: Any Trustee or University stakeholder may propose amendments to the powers and responsibilities of the University Chancellor by submitting a written proposal to the Board of Trustees for consideration.

7.1.2 - Board Review: Proposed amendments to the powers and responsibilities of the University Chancellor shall undergo a thorough review by the Board of Trustees. The Board may seek input from relevant university stakeholders during this review process.

7.1.3 - Consultation with the Chancellor: The Board of Trustees shall consult with the University Chancellor to discuss proposed amendments, gather insights, and ensure alignment with the University's mission and strategic direction.

7.1.4 - Transparency and Disclosure: Throughout the amendment process, transparency and disclosure of proposed changes shall be upheld, with regular communication to the university community and relevant stakeholders regarding the proposed amendments and their potential impact.

7.1.5 - Voting and Approval: Proposed amendments shall be subject to a vote by the Board of Trustees, and approval shall require a two-thirds majority vote to enact the changes.

7.2 - Proposal of Amendments: Any proposed amendments to these procedures must be presented to the Board of Trustees in writing. This initial step ensures that potential changes are well-documented and formally submitted for consideration.

7.2.1 - Proposal Submission: Any proposed amendments to the powers and responsibilities of the University Chancellor may be submitted by a Trustee, university administrator, or other relevant stakeholders. Proposals should be presented in writing to the Board of Trustees.

7.2.2 - Board Review: Upon receiving a proposal for amendments, the Board of Trustees shall conduct a thorough review, considering the potential impact on the University's mission, governance, and strategic objectives.

7.2.3 - Consultation with the Chancellor: The Board may consult with the University Chancellor to seek their perspective and insights on the proposed amendments, fostering a collaborative approach to decision-making.

7.2.4 - Public Input: The Board may also solicit input from the university community, including faculty, staff, and students, to gather diverse perspectives and ensure that proposed amendments align with the broader interests of the institution.

7.2.5 - Transparency and Disclosure: Throughout the amendment process, transparency and disclosure shall be maintained, with regular communication to relevant stakeholders regarding the proposed amendments, their rationale, and potential implications.

7.2.6 - Voting and Approval: Proposed amendments shall be subject to a vote by the Board of Trustees, and approval shall require a two-thirds majority vote to enact the changes.

## **ARTICLE XXX - Evaluation of the Chancellor**

The evaluation of the Chancellor is a comprehensive process designed to assess the Chancellor's performance and effectiveness in leading Leighton University. This section outlines the purpose, criteria, frequency, and procedures for conducting this evaluation. It also addresses the composition of the evaluation committee, reporting and feedback mechanisms, continuous improvement initiatives, confidentiality and transparency measures, and the process for making any necessary amendments to the evaluation procedures.

### **Section 1: Purpose of Evaluation**

The evaluation of the Chancellor is a critical and comprehensive process designed to rigorously assess the Chancellor's performance and effectiveness in their pivotal role as the leader of Leighton University. This section elucidates the overarching objectives that underpin this evaluation process, emphasizing its significance in the governance and continuous advancement of the institution.

1.1 The primary purpose of the evaluation of the Chancellor is to conduct a meticulous and objective appraisal of the Chancellor's performance and leadership capabilities within the context of Leighton University. Several fundamental objectives drive this multifaceted evaluation process:

1.1.1 - Accountability: The evaluation holds the Chancellor accountable for their fiduciary, strategic, and operational responsibilities as the university's chief executive officer. It ensures that the Chancellor upholds the highest standards of leadership and governance.

1.1.2 - Performance Improvement: An essential aspect of the evaluation is to provide constructive feedback to the Chancellor. This feedback aids in the identification of areas of excellence and areas that may require enhancement, thereby fostering the Chancellor's professional growth and development.

1.1.1 - Accountability: It holds the Chancellor accountable for their responsibilities and actions as the university's chief executive officer.

1.1.2 - Performance Improvement: It provides feedback to help the Chancellor identify areas of strength and areas that require improvement, contributing to their professional growth.

1.1.3 - Alignment with University Goals: It ensures that the Chancellor's actions and decisions align with the university's mission, vision, and strategic objectives.

1.1.4 - Transparency: It promotes transparency and ensures that the Chancellor's performance is openly assessed, fostering stakeholder trust and confidence.

1.1.5 - Board Oversight: It enables the Board of Trustees to fulfill its governance duties by assessing the performance of the university's top executive.

1.1.6 - Continuous Improvement: It supports ongoing improvement in the Chancellor's leadership and decision-making.

Overall, the evaluation process aims to enhance the effectiveness of the Chancellor's leadership, contributing to the institution's success and fulfilling its mission.

1.2 The Evaluation of the Chancellor is a critical process designed to serve several important purposes:

1.2.1 - Feedback and Improvement: It provides a structured mechanism for assessing the Chancellor's performance, leadership, and contributions to the University. The primary purpose is to offer constructive feedback that supports professional growth, thus facilitating continuous improvement.

1.2.2 - Alignment with University Goals: The evaluation process ensures that the Chancellor's performance aligns with the University's mission, goals, and strategic objectives. It serves as a mechanism to gauge the effectiveness of leadership in achieving the institution's vision.

1.2.3 - Transparency and Accountability: It underscores the principles of transparency and accountability in university governance. The University's evaluation of the Chancellor's performance demonstrates its commitment to ethical and responsible leadership.

## **Section 2: Frequency of Evaluation**

This section delineates the temporal framework for evaluating the Chancellor's performance. The provision for an annual evaluation is integral to ensuring the Chancellor's accountability and effectiveness in their role.

2.1. Annual Evaluation: The Chancellor shall undergo a comprehensive evaluation on an annual basis, serving as an opportunity for a thorough and holistic assessment of their performance. This annual evaluation ensures accountability and provides a structured approach to assess the Chancellor's leadership.

2.1.1 - Purpose of Annual Evaluation: The annual evaluation assesses the Chancellor's performance comprehensively, ensures accountability, and supports continuous improvement.

2.1.2 - Conducting the Annual Evaluation: This subsection outlines the process and procedures for conducting the annual evaluation, including who is involved, the criteria assessed, and the documentation required.

2.1.2.1 - Establishing Evaluation Committee: Form an evaluation committee of diverse stakeholders, including trustees, faculty, staff, and external experts— designate a committee chair responsible for leading the evaluation process.

2.1.2.2 - Criteria for Evaluation: Development and distribution of clear and well-defined criteria for assessing the Chancellor's performance. Criteria cover leadership, strategic vision, financial management, community engagement, and more.

2.1.2.3 - Data Collection: Gather data and feedback through various methods, including surveys, interviews, performance metrics, and other relevant sources, and ensure that data collection is comprehensive and reflective of the Chancellor's responsibilities.

2.1.2.4 - Documentation Review: Review critical documents, reports, and achievements from the Chancellor's tenure. The University is ensuring that the documentation is aligned with the established criteria.

2.2.2.5 - Survey and Interviews: Surveys and interviews were conducted with stakeholders to gather their perspectives on the Chancellor's performance. Anonymous feedback is encouraged to ensure open and honest responses.

2.2.2.6 - Data Analysis: Careful analysis of the collected data to identify strengths, weaknesses, and areas for improvement. Consideration of trends and patterns in the feedback.

2.2.2.7 - Evaluation Report: Compilation of findings into a comprehensive evaluation report, highlighting strengths, areas for improvement, and recommendations and ensuring transparency and objectivity in reporting.

2.2.2.8 - Feedback Meeting: A feedback meeting with the Chancellor to discuss the evaluation report, its findings, and recommendations. Open dialogue to ensure a clear understanding of the assessment.

2.1.3 - Action Plan: Development of an action plan to address the feedback and recommendations provided in the evaluation report. Collaboration between the Chancellor and the Board to set specific goals for improvement.

2.1.4 - Annual Report to the Board: Presentation of the evaluation report to the Board of Trustees, providing an overview of the evaluation process, findings, and action plan and ensuring accountability and transparency in governance.

2.1.5 - Continuous Improvement: Continuous monitoring and follow-up to track progress on the action plan and make necessary adjustments. The institution promotes a culture of continuous improvement under the Chancellor's leadership.

2.1.6 - Evaluation Committee's Role in Annual Evaluation: The evaluation committee plays a crucial role in overseeing and facilitating the annual evaluation, including coordinating with relevant stakeholders and ensuring its effectiveness.

2.2. Mid-Term Review: Besides the annual evaluation, a mid-term review may be conducted as necessary. This review is flexible and adaptable, allowing assessments to be made at strategic points in the Chancellor's tenure. The mid-term review can be beneficial for addressing emerging issues, monitoring the progress of critical projects, and ensuring that leadership remains aligned with the university's strategic goals.

2.2.1 - Purpose of Mid-Term Review: The mid-term review serves specific purposes within the evaluation process, such as addressing emerging issues, monitoring the progress of key initiatives, and ensuring alignment with the university's strategic goals.

2.2.2 - Conducting the Mid-Term Review: This subsection outlines the process and procedures for conducting the mid-term review, including who is involved and what aspects are assessed.

2.2.3 - Mid-Term Review Report: The mid-term review culminates in a comprehensive report that documents the findings, recommendations, and necessary actions.

2.2.4 - Action Plan for Mid-Term Feedback: Following the mid-term review, an action plan is developed to address the feedback and recommendations, ensuring necessary adjustments are made.

2.2.5 - Evaluation Committee's Role in Mid-Term Review: The evaluation committee is crucial in overseeing and facilitating the mid-term review, including coordinating with relevant stakeholders, and ensuring its effectiveness.

### **Section 3: Evaluation Committee**

In this section, we introduce the critical role of the Evaluation Committee in the Chancellor's appointment process. The Board of Trustees, in recognition of the importance of a comprehensive and inclusive evaluation, establishes this committee. The committee's composition reflects the university's commitment to diversity, expertise, and the involvement of key stakeholders.

- 3.1 - Trustees' Wealth of Experience: The Evaluation Committee comprises trustees, individuals with a wealth of experience and guidance to offer in the evaluation process.
- 3.2 - Incorporating Faculty, Staff, and Student Representatives: To guarantee diverse perspectives, faculty, staff, and student body members may also be included in the committee's composition.
- 3.3 - Ensuring Representation of Expertise: This diverse composition ensures that the assessment of Chancellor candidates benefits from comprehensive and well-rounded expertise.
- 3.4 - Consideration of Potential Blood Relationships: In accordance with the university's commitment to ethical governance, the Board of Trustees shall consider potential blood relationships when initiating the search and selection process for a new Chancellor. Any known or potential blood relationships among candidates, current Trustees, or university officials shall be disclosed and considered during the process to ensure transparency, fairness, and adherence to the university's policies on close blood relationships among Trustees.

### **Section 4 - Role and Responsibilities**

The committee's responsibilities encompass comprehensive reviews of candidates' qualifications, experiences, and alignment with the university's mission and values. Through these responsibilities, the Evaluation Committee assumes a pivotal role in the selection process, setting the foundation for a thorough and rigorous assessment:

- 4.1- Comprehensive Candidate Evaluation: The committee's core task is to comprehensively evaluate candidates, where every aspect of their qualifications and experiences is meticulously examined.
  - 4.1.1 - Qualifications Assessment: The committee thoroughly evaluates each candidate's qualifications, including academic achievements, professional experience, and any specialized expertise relevant to the role.
  - 4.1.2 - Experience Review: Each candidate's professional experience is meticulously examined, considering their leadership roles, contributions to their respective fields, and any previous experience in academic administration.
  - 4.1.3 - Alignment with Mission and Values: The committee assesses the degree of alignment between candidates and the university's mission and values, ensuring that the selected individual shares the institution's core principles.
- 4.2 - Alignment with University Values: An essential responsibility involves assessing candidates for alignment with the university's mission and values, ensuring that the selected individual resonates with the institution's ethos.
  - 4.2.1 - Mission Adherence: The committee scrutinizes candidates' alignment with the university's mission, assessing their commitment to furthering its goals and objectives.
  - 4.2.2 - Values Compatibility: Candidates are evaluated for their alignment with the institution's values, ensuring they share a dedication to the university's ethical and cultural principles.

4.3 - Foundation for Rigorous Selection: Informed Decision-Making: As the chief assessors, the Evaluation Committee's meticulous evaluation process is the foundation for a well-informed selection process. The committee's work ensures that the selection of a Chancellor is based on a thorough assessment, alignment with the university's vision, and the highest standards of qualification and commitment.

4.3.1 - Comprehensive Assessment: The Evaluation Committee is dedicated to comprehensively evaluating Chancellor candidates. This process thoroughly examines each candidate's qualifications, experience, and alignment with the university's vision and values.

4.3.2 - Qualification Standards: The committee ensures that candidates meet the highest qualification standards. This includes a rigorous review of their academic and leadership achievements and commitment to academic excellence.

4.3.3 - Commitment to Excellence: Besides qualifications, the committee assesses candidates' dedication to pursuing excellence in higher education. This commitment is crucial in the selection process, aligning with the university's mission and goals.

4.3.4 - Alignment with Vision: Candidates are thoroughly evaluated to determine how their vision for the university aligns with its long-term strategic goals. This assessment ensures that the selected Chancellor will contribute to the institution's continued growth and success.

# **ARTICLE XXX1: Periodic Evaluation of the Chancellor**

The periodic evaluation of the Chancellor constitutes an essential practice in the life of the university. It is a vital mechanism for ensuring that the institution's leadership remains aligned with its foundational principles, mission, and strategic objectives. This comprehensive review assesses the Chancellor's performance and the university's progress in academic excellence, efficient administration, sound financial stewardship, inclusive community engagement, and innovative growth. Through this recurring process, the university reaffirms its unwavering dedication to the highest standards of leadership and the enduring pursuit of academic excellence.

## **Section 1: Criteria for evaluation**

The Chancellor's Evaluation is based on predefined criteria closely aligned with the University's mission, goals, and strategic objectives. These criteria encompass a broad spectrum of factors, reflecting the multi-faceted role of the Chancellor and ensuring a comprehensive assessment of their performance. The following criteria are considered in the evaluation process:

1.1 - Leadership: This criterion assesses the Chancellor's leadership skills, vision, and effectiveness in guiding the institution. It includes examining the Chancellor's ability to provide strategic direction, inspire innovation, and foster a culture of excellence among faculty, staff, and students. Effective leadership is essential for steering the university toward its mission and long-term objectives.

1.2 - Academic and Administrative Performance: The evaluation examines the Chancellor's role in fostering academic excellence, administrative efficiency, and programmatic success. It delves into their contributions to curriculum development, faculty support, research initiatives, and the overall academic quality of the institution. Additionally, it evaluates the Chancellor's administrative decisions and their impact on the university's operational effectiveness.

1.3 - Financial Stewardship: Financial management, budgetary decisions, and resource allocation are critical aspects of the Chancellor's responsibilities. This criterion assesses the Chancellor's ability to maintain the University's fiscal health, make prudent financial decisions, and allocate resources to support the institution's strategic goals. Effective financial stewardship ensures the sustainability and growth of the University.

1.4 - Community Engagement: Gauging the Chancellor's involvement with and support of the university community is vital. This includes fostering a culture of inclusivity and diversity, promoting a positive and collaborative work environment, and engaging with students, faculty, staff, alums, and external stakeholders. The Chancellor's commitment to building a cohesive and inclusive university community is integral to their evaluation.

1.5 - Innovation and Growth: The ability to drive innovation, respond to evolving educational needs, and expand the University's influence is central to the evaluation. This criterion examines the Chancellor's role in initiating and implementing innovative initiatives, adapting to emerging trends in higher education, and strategically positioning the University for growth and influence within the academic landscape.

## **Section 2: Evaluation Process**

The evaluation process is a comprehensive and multi-faceted approach designed to provide a well-rounded assessment of the Chancellor's performance. It involves several distinct steps that ensure a thorough evaluation:

2.1 - Input Gathering: The heart of the evaluation process is gathering valuable feedback from diverse stakeholders. Input is solicited through various channels, including surveys, interviews, and data collection methods. This inclusive approach involves seeking perspectives from faculty,

staff, students, and external partners interacting with the University and the Chancellor. Their insights and observations are essential in providing a holistic view of the Chancellor's performance.

2.2 - Chancellor's Self-Assessment: Besides external feedback, the Chancellor can conduct a self-assessment. This self-reflection process allows the Chancellor to offer insights into their accomplishments, challenges, and areas for growth. It provides a valuable perspective from the Chancellor's vantage point, enhancing the depth of the evaluation.

2.3 - Data Analysis: The Evaluation Committee performs the crucial task of compiling and analyzing the feedback and evidence gathered throughout the evaluation process. This data analysis phase is instrumental in creating a comprehensive evaluation report. The committee meticulously reviews the input from stakeholders, the Chancellor's self-assessment, and any other relevant information to construct an objective and insightful evaluation report.

### **Section 3: Report and Feedback**

The evaluation process is invaluable for assessing the Chancellor's performance and ensuring it remains aligned with the university's strategic goals and mission. This section outlines the essential steps in presenting the evaluation report to the Board of Trustees, fostering constructive discussions, and establishing performance improvement goals when necessary. Collaboration between the Board and the Chancellor is central to this process, ensuring that the institution's leadership remains responsive and effective. Key aspects of this collaborative effort include:

3.1 - Presentation to the Board: The Evaluation Committee, having diligently compiled and analyzed the evaluation report, presents its findings to the full Board of Trustees. During this presentation, the Chancellor can respond to the findings and offer insights into their perspective. This open dialogue sets the stage for a transparent and inclusive discussion of the Chancellor's performance.

3.2 - Constructive Board Discussion: Following the presentation of the evaluation report, the Board engages in a thoughtful and constructive discussion. This discussion thoroughly examines the evaluation findings, with Board members offering feedback and insights into the Chancellor's performance. The goal is to provide a comprehensive evaluation that reflects the collective wisdom and perspectives of the Board.

3.3 - Performance Improvement Collaboration: In cases where the evaluation identifies areas for improvement, the Chancellor and the Board work collaboratively to establish specific goals and action plans. This collaborative approach ensures that the Board supports the Chancellor's professional growth and that performance improvement efforts are aligned with the University's mission and strategic objectives.

### **Section 4: Continuous Improvement**

The evaluation process serves as both an endpoint and a foundation for continuous enhancement. This section underscores the unwavering commitment of the Chancellor and the Board to ongoing improvement through goal setting, diligent progress monitoring, and the transformation of feedback into meaningful actions. It highlights the collaborative effort to sustain and enhance the institution's excellence. Key aspects of this commitment include:

4.1 - Fostering Ongoing Improvement: The evaluation process is not merely a periodic event but a dynamic mechanism designed to support the institution's ongoing enhancement. It reaffirms the commitment to academic excellence, effective leadership, and responsive governance. Through

this commitment, the Chancellor and the Board continuously seek ways to elevate the university's performance.

4.2 - Collaborative Goal Review: The Chancellor and the Board jointly review and monitor progress on the goals established during the evaluation process. This collaborative approach ensures that the feedback received from the evaluation translates into concrete actions and improvements. Regularly assessing progress throughout the year, the institution remains agile and responsive to emerging challenges and opportunities.

## **Section 5: Confidentiality and Transparency**

Section 5 of the policies and procedures underscores the pivotal principles of confidentiality and transparency within an evaluation process. These principles serve as the foundational pillars of the process, promoting an environment that encourages candid and open feedback while ensuring that the evaluation is conducted with the highest level of integrity.

5.1 - Confidential Feedback: The evaluation process is conducted with the utmost confidentiality to encourage open and honest feedback. All feedback provided is treated with discretion and care to protect the integrity of the process.

5.2 - Transparent Communication: The final evaluation report is shared with the Chancellor and relevant stakeholders in a manner that upholds transparency and trust. This ensures that the university community is informed about the evaluation process and its outcomes, fostering an environment of openness and accountability.

5.3 - Disclosure of Potential Conflicts of Interest, Including Blood Relationships: To maintain the highest level of integrity in the evaluation process, all individuals involved, including members of the Evaluation Committee and participants in the feedback collection, shall disclose any potential conflicts of interest, including blood relationships, that could compromise the objectivity of the evaluation. These disclosures shall be made to the designated ethics or compliance committee responsible for overseeing the evaluation process.

## **Section 6: Amendments**

In recognizing the evolving needs and priorities of Leighton University, the procedures related to the Evaluation of the Chancellor are designed to remain flexible and responsive. This section outlines the process for amending these procedures to ensure they meet the institution's changing requirements.

6.1 - Amendment Process: These procedures related to the Evaluation of the Chancellor may be amended by a two-thirds majority vote of the Board of Trustees, provided that due notice of the proposed amendments is given in advance.

6.2 - Framework Flexibility: This detailed framework for the Evaluation of the Chancellor is designed to provide a structured and transparent process for assessing their performance, fostering professional growth, and ensuring the alignment of university leadership with the institution's mission and goals. Specific criteria and details may be customized based on the unique needs and priorities of Leighton University, ensuring that the evaluation process remains relevant and practical.

## **Article Appointment and Removal of the Chancellor**

The article offers a meticulous exploration of the initiation of the search and selection process for a new Chancellor, placing particular emphasis on the pivotal role of the Search Committee, the criteria governing committee composition, the methodologies for candidate evaluation, appointment decision, employment contract, and announcement. These components

### **Section 1: Initiation of Search and Selection**

This section delves into the pivotal responsibility of the Board of Trustees in commencing the search and selection process for a new Chancellor. It strongly emphasizes the principles of transparency and inclusivity, ensuring that the process reflects the university's commitment to open governance. Key aspects covered in this section include:

- 1.1 - Board of Trustees Responsibility: The Board of Trustees is solemnly responsible for initiating the search and selection process to appoint a new Chancellor. This initiation marks the commencement of a thorough and meticulous journey to identify an exceptional leader who will guide the university toward its mission and vision.
- 1.2 - Transparent and Inclusive Process: The unwavering commitment to transparency and inclusivity is central to the search and selection process. The Board is dedicated to conducting this process openly, ensuring all stakeholders, including the university community and external partners, understand the procedures and progress. Inclusivity underscores the importance of diverse perspectives and voices in shaping the future leadership of the institution.
- 1.3 - Stakeholder Input: The input of various stakeholders is a valued component of the search and selection process. Faculty, staff, and student representatives are integral in providing insights, preferences, and expectations for the next Chancellor. Their perspectives contribute to a holistic understanding of the qualities and characteristics sought in the university's leader.
- 1.4 - Consideration of Potential Blood Relationships: In accordance with the university's commitment to ethical governance, the Board of Trustees shall consider potential blood relationships when initiating the search and selection process for a new Chancellor. Any known or potential blood relationships among candidates, current Trustees, or university officials shall be disclosed and considered during the process to ensure transparency, fairness, and adherence to the university's policies on close blood relationships among Trustees.

### **Section 2: Role of the Search Committee**

This section underscores the central role played by the Search Committee in appointing a new Chancellor. It elucidates the formation of the committee and the deliberate inclusion of diverse members while shedding light on their significant responsibilities in the candidate identification and evaluation process. Key aspects covered in this section include:

- 2.1 - Committee Establishment and Composition: The appointment of a new Chancellor hinges on the establishment and composition of a dedicated Search Committee. This committee serves as a critical engine driving the process, with its diverse composition and collective expertise guiding the selection of an exceptional leader for the university. Key components within this section include:

- 2.1.1 - Committee Selection: The Board assumes the pivotal role of selecting members for the Search Committee, recognizing the importance of their contributions to the appointment process. The committee's composition is carefully curated to encompass a broad spectrum of voices and perspectives from the university community. This

deliberate inclusion ensures that the committee represents various sectors, including faculty, staff, students, and Trustees.

2.1.2 - Committee's Responsibilities: The Search Committee shoulders significant responsibilities in the appointment process. Foremost among these responsibilities is identifying and thoroughly evaluating potential candidates for the Chancellor position. Their meticulous assessment and discernment are instrumental in identifying an individual who aligns seamlessly with the university's mission, vision, and values.

### **Section 3: Evaluation of Candidates**

The process of identifying potential candidates for the Chancellor position is multifaceted. The search committee diligently evaluates candidates to ensure they meet and exceed the qualifications and requirements for the role. This assessment is broken down into the following key aspects:

3.1 - Candidate Identification: The committee identifies potential candidates based on their qualifications, experience, and alignment with the university's mission and values through a thorough review of applicants' resumes, academic credentials, and relevant experience.

3.2 - Candidate Evaluation: The committee evaluates the qualifications, experience, and fit of potential candidates through various methods, such as interviews, reference checks, and other relevant assessments. The interviews include structured and unstructured interviews to assess candidates' skills, knowledge, and interpersonal qualities. Reference checks involve contacting individuals who have worked with or supervised the candidates in the past to gather insights into their performance and character.

3.3 - Alignment with University Values: The committee specializes in how thriving candidates align with the university's mission, values, and long-term goals. This alignment ensures that the chosen candidate is qualified and shares the institution's vision and ethos.

3.4 - Proactive Outreach: The committee actively seeks and encourages highly qualified individuals who align with the position's requirements and the university's values to apply for the Chancellor position.

### **Section 4: Appointment Decision**

This section delves into the pivotal decision-making process in appointing the new Chancellor. This stage represents the culmination of a rigorous evaluation and assessment journey, where the Board of Trustees exercises its authority to select the ideal candidate.

4.1 - Board of Trustees' Authority: The Board of Trustees, as the university's governing body, exercises the ultimate authority in appointing the Chancellor. Their responsibility includes appointing a chancellor and solidifying the culmination of a rigorous and meticulous selection process. This pivotal role underscores the Board's commitment to the institution's future and its stewardship of leadership transitions.

4.1.1 - Decision-Making Process: The decision-making process of the Board of Trustees commences with the receipt of the search committee's recommendations. Trustees gather for deliberative sessions to review the candidates' qualifications carefully and discuss their suitability for the Chancellor position. Each trustee can express their insights and concerns, fostering a collaborative decision-making environment. The deliberations typically culminate in a formal vote by the Board.

4.1.2 - Selection Criteria: The Board of Trustees assesses candidates based on pre-established selection criteria. These criteria encompass educational qualifications, leadership experience, a commitment to the university's mission, and a vision that aligns with the institution's long-term goals. Candidates are evaluated against these criteria, ensuring that the selected individual embodies the values and vision of Leighton University.

4.1.3 - Deliberations: The deliberations within the Board of Trustees are marked by open and candid discussions. Trustees engage in constructive dialogues, sharing their perspectives on each candidate's strengths and alignment with the university's values. This process allows for a holistic assessment of the candidates and promotes well-rounded decision-making.

4.1.4 - Voting and Resolution: The appointment of the new Chancellor is formalized through a voting process. A two-thirds majority vote of the Board of Trustees is required to resolve. This supermajority vote ensures that the decision to appoint the Chancellor is widely supported within the Board, reflecting a consensus on the selected candidate. The resolution is documented and recorded in the official meeting minutes.

4.2 - Candidate Review and Assessment: Chancellor candidates' thorough review and assessment in this phase are executed with precision and care. The process encompasses a comprehensive evaluation of candidates' qualifications, experience, alignment with the university's mission and values, and overall fitness for the role. The criteria, methodologies, and meticulous examination of each candidate form the bedrock of this stage, ensuring that the selected individual is exceptionally suited to lead the university.

4.2.1 - Qualifications and Experience: The Board thoroughly evaluates each Chancellor candidate's qualifications and experience at this stage. This includes carefully examining their educational background, degrees, and relevant work experience. The Board looks for candidates who meet the minimum requirements and bring a wealth of experience demonstrating their preparedness for the role.

4.2.2 - Alignment with University Mission and Values: Alignment with Leighton University's mission and values is critical to the evaluation process. Each candidate is assessed for their commitment to furthering the university's mission and their resonance with the institution's core values. The evaluation aims to ensure that the selected Chancellor is qualified and deeply connected to the university's ethos.

4.2.3 - Assessment Methods: Candidates undergo a multifaceted assessment process, which includes structured and unstructured interviews, reference checks, and other relevant assessments. The structured interviews provide insights into candidates' skills and knowledge, while the unstructured interviews delve into their interpersonal qualities. Reference checks involve contacting individuals who have worked with or supervised the candidates to gather valuable insights into their past performance and character.

4.2.4 - Criteria for Selection: The selection criteria used in the evaluation process include leadership qualities, communication skills, and the candidate's vision for the university's future. Each criterion is carefully weighed to reflect its importance in the Chancellor's role. This systematic approach ensures that the selected individual excels in the key areas necessary for effective leadership."

4.3 – Deliberations: Deliberations represent the heart of the decision-making process. The Board of Trustees engages in in-depth discussions, considering each candidate's merits and the contributions they could bring to the institution. Deliberations may involve structured

discussions, voting procedures, and adherence to established protocols that govern this critical phase. Through these deliberations, the Board seeks to make an informed, collective decision that aligns with the university's strategic goals and values.

4.3.1 - Structured Discussions: Deliberations involve structured discussions where each candidate's merits are thoroughly examined. The Board engages in detailed conversations, considering various aspects of each candidate's qualifications, experience, and alignment with the university's mission and values. A predefined format guides these discussions to ensure that all relevant aspects are covered.

4.3.2 - Voting Procedures: Voting procedures are integral to the deliberation phase. The Board members vote to express their support for a specific candidate. The decision-making process may require a majority vote to select the Chancellor, emphasizing the collective nature of the decision.

4.3.3 - Adherence to Protocols: Deliberations follow established protocols and guidelines that govern the decision-making process. These protocols are in place to ensure fairness, transparency, and consistency in the Board's decisions. Adherence to these protocols is a fundamental aspect of maintaining the integrity of the process.

4.3.4 - Informed, Collective Decision: Through deliberations, the Board strives to make an informed, collective decision that aligns with Leighton University's strategic goals and core values. The goal is to select a Chancellor who not only excels in qualifications but also embodies the vision and ethos of the institution.

4.4 - Notification Process: The final subsection illuminates the significant moment when the chosen candidate is informed of their appointment as the new Chancellor. This notification initiates the next chapter in their journey, marking the transition into a role of leadership and responsibility. The process of conveying this decision is carried out with utmost professionalism, ensuring that the newly appointed Chancellor begins their tenure with clarity, enthusiasm, and a clear understanding of their responsibilities and expectations.

4.4.1 - Formal Notification: The formal notification process involves a designated individual, often the President of the Board or a trusted representative, delivering the news to the selected candidate. This notification is typically conveyed in person or through formal communication, signifying the moment's significance.

4.4.2 - Clarity and Enthusiasm: The notification process is executed with the utmost clarity and enthusiasm. It is essential to convey the decision in a way that reflects the institution's excitement about the candidate's appointment. This sets a positive tone for the Chancellor's upcoming tenure.

4.4.3 - Explanation of Responsibilities: During the notification, the newly appointed Chancellor is provided with a comprehensive explanation of their responsibilities and expectations. This ensures they commence their leadership role thoroughly, understanding what is required.

4.4.4 - Transition into Leadership: The notification is a momentous occasion that marks the candidate's transition into leadership and responsibility. It symbolizes the beginning of their journey as the new Chancellor of Leighton University, a role that carries significant weight and importance.

4.4.4.1 - Formal Acceptance: Upon receiving the formal notification of their appointment as Chancellor, the selected candidate is expected to provide formal acceptance. This acceptance signifies their commitment to assuming the role and responsibilities of leading the university.

4.4.4.2 - Clarity and Orientation: The university, led by the Board, shall provide the newly appointed Chancellor with a comprehensive orientation. This orientation program is designed to clarify the Chancellor's role, responsibilities, and expectations. It includes detailed information about the university's mission, values, strategic goals, and current affairs.

4.4.4.3 - Engagement with University Community: To foster a sense of unity and collaboration, the newly appointed Chancellor shall be encouraged to engage with the university community. This may include introductory meetings with faculty, staff, students, and other stakeholders. Open forums and dialogues are arranged to facilitate a smooth transition and build relationships.

4.4.4.4 - First Official Actions: The Chancellor is encouraged to take their first official actions, including setting priorities, establishing initial goals, and addressing immediate university matters. These actions mark the commencement of their leadership journey.

4.4.4.5 - Ongoing Support and Mentorship: The Board of Trustees ensures ongoing support and mentorship for the new Chancellor. This support system includes access to senior administrators, guidance from the Board of Trustees, and mentorship opportunities to facilitate a successful transition into the leadership role.

## **Section 5: Employment Contract**

This section delves into the crucial aspect of the Chancellor's employment contract, which outlines the terms and conditions governing the Chancellor's appointment, including compensation, benefits, and the duration of their tenure. This contract's meticulous review and approval process ensures alignment with university policies, legal compliance, and the institution's mission and values. Key components within this section include:

5.1 - Contract Review Process: The Chancellor's employment contract undergoes a rigorous and comprehensive review process overseen by a designated committee or legal experts within the Board. This process is a crucial checkpoint to assess the contract's terms and conditions and its harmonization with university policies and regulations.

5.1.1 - Contract Approval: The pivotal step in this process is reviewing and approving the Chancellor's employment contract by the Board of Trustees. Their endorsement signifies the culmination of a thorough evaluation and marks the formalization of the Chancellor's appointment.

5.1.2 - Legal Compliance: The contract review process involves a meticulous examination to ensure full legal compliance with all relevant laws, regulations, and employment standards. Legal experts, if engaged, play a pivotal role in guiding this assessment to ensure that every facet of the contract aligns seamlessly with legal requirements.

5.1.3 - This section underscores the meticulous scrutiny of the contract's terms and conditions. It encompasses various elements, including the Chancellor's precise job description, compensation structure, benefits package, contract duration, performance

evaluation criteria, and mutually agreed upon terms. This scrutiny ensures clarity and precision in the contract's provisions.

5.1.4 - Alignment with University Policies: Throughout the review process, there is a steadfast focus on assessing the contract's alignment with the university's overarching policies, mission, and values. This alignment serves as a foundational principle, ensuring that the terms and conditions specified in the contract are not only legally compliant but also in harmony with the institution's strategic objectives and unwavering commitment to ethical and responsible governance.

## **Section 6: Announcement**

As the pivotal moment of announcing the Chancellor's appointment approaches, the commitment to transparency and inclusivity shall remain steadfast. Section 6 provides a detailed insight into the meticulous planning and execution of this announcement, shedding light on the 'how' and the 'why' behind this process. This section celebrates leadership, serves as a bridge to community engagement, and is a testament to the collective pursuit of excellence. Upon approval of the Chancellor's appointment, the university's communication and public relations team, acting on behalf of the Board of Trustees, shall orchestrate the announcement to engage and inform various stakeholders.

6.1 - Stakeholder Notification and Timeline: Critical stakeholders' efficient and timely notification is vital to the announcement process. This section outlines the various aspects of notifying stakeholders and provides insight into the timeline for these crucial communications.

6.1.1 - The communication team ensures that key stakeholders, including university faculty and staff, students, alums, donors, and the broader community, are informed promptly and comprehensively.

6.1.2 - A well-defined timeline for the announcement process ensures stakeholders can anticipate when they will receive this significant news.

6.2 - Media Relations and Key Messages: Effective media engagement and well-crafted key messages are pivotal in amplifying the reach and significance of the Chancellor's appointment announcement. This section explores the strategic approach to media relations and the creation of critical messages.

6.2.1 - The university's communication team shall collaborate with media outlets to issue official statements and press releases, amplifying the reach of the announcement.

6.2.2 - Key messages shall carefully be crafted to convey the significance of the Chancellor's appointment and the university's vision for the future.

6.3 - Internal Communication: Internal communication ensures that university departments and units are well-informed about the Chancellor's appointment, facilitating a smooth transition and alignment with the new leadership. This section delves into the strategies and methods for effective internal communication.

6.3.1 - Besides external communication, the team shall be responsible for internal announcements, ensuring that university departments and units are informed about the Chancellor's appointment.

6.3.2 - Clear internal communication ensures a smooth transition and alignment with the new leadership.

6.4 - Community Engagement and Feedback: Community engagement extends beyond the announcement, inviting feedback and dialogue from various stakeholders. This section outlines the processes and mechanisms for fostering interaction, inclusivity, and community engagement.

6.4.1 - The announcement process fosters community engagement, inviting feedback and dialogue from various stakeholders.

6.4.2 - Mechanisms for stakeholders to provide feedback, ask questions, or offer congratulations are established, fostering a sense of inclusivity and collaboration within the university community.

6.5 - Digital and social media: In an increasingly digital world, digital and social media platforms are instrumental in disseminating announcements and engaging with the online community. This section explores the strategic use of these channels for effective communication.

6.5.1 - The university's digital and social media platforms shall serve as dynamic channels for disseminating announcements, engaging with the online community, and inviting interaction.

6.5.2 - Content Strategy: A well-defined content strategy will guide the creation and distribution of content on digital and social media platforms. This strategy should align with the university's goals and objectives, ensuring that the content resonates with the target audience and contributes to the university's mission.

6.5.3 - Audience Segmentation: Understanding the diverse audience on digital and social media is crucial. The university should employ audience segmentation strategies to tailor content to the interests and preferences of different demographic groups, including students, faculty, alums, prospective students, and the broader community.

6.5.4 - Engagement and Interaction: Effective digital and social media use involves active engagement with the online community. The university should encourage interaction through comments, likes, shares, and participation in discussions. Responding to inquiries and feedback in a timely and professional manner enhances the university's online presence.

6.5.5 - Monitoring and Analytics: Continuous monitoring and analysis of digital and social media performance are essential. The university should utilize analytics tools to track engagement metrics, assess the impact of content, and make data-driven decisions to improve communication strategies.

6.5.6 - Crisis Communication Plan: The university should have a well-defined digital and social media communication plan in a crisis or sensitive issue. This plan should include guidelines for addressing crises, managing online reputation, and providing accurate and timely information to the online community.

6.5.7 - Accessibility and Inclusivity: Digital and social media content should be accessible to individuals with disabilities, aligning with accessibility standards and guidelines. The university should also ensure its online presence is inclusive and respectful of diverse perspectives and backgrounds.

6.5.8 - Training and Education: Training and education for university staff responsible for digital and social media management is essential. This ensures they have the skills and knowledge to navigate these platforms effectively and positively represent the university online.

6.5.9 - Dynamic Communication Channels: The university's digital and social media platforms shall serve as dynamic channels for disseminating announcements, engaging with the online community, and inviting interaction. These platforms should be regularly updated with relevant and timely content to keep the online audience informed and engaged.

6.6 - Interactive Content and Celebration Events: Interactive content and celebration events add vibrancy and engagement to the announcement process. This section discusses creating interactive content and coordinating events celebrating the Chancellor's appointment, fostering a sense of unity and festivity.

6.6.1 - The communication and public relations team may create interactive content, such as videos or live streams, to enhance engagement and celebrate the Chancellor's appointment.

6.6.2 - Content Strategy: A well-defined content strategy will guide the creation and distribution of content on digital and social media platforms. This strategy should align with the university's goals and objectives, ensuring that the content resonates with the target audience and contributes to the university's mission.

6.6.3 - Audience Segmentation: Understanding the diverse audience on digital and social media is crucial. The university should employ audience segmentation strategies to tailor content to the interests and preferences of different demographic groups, including students, faculty, alums, prospective students, and the broader community.

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