

Lincoln University Statement of Trustee Roles and Responsibilities

Over the course of more than 167 years and under the stewardship of 14 presidents, Lincoln University has flourished as a liberal arts institution. Lincoln's success is a result of strong leadership, wise management, and support from the Commonwealth as well as from friends and alumni.

A source of an institution's strength is an effective governance system, led by an engaged and strategic Board of Trustees, a succession of strong administrative leaders, and committed and talented faculty, staff and students who participate in a system of shared governance as delegated by the Board and President. Lincoln's Board of Trustees meets at least four times each year on-campus (September, November, February and April). Each of the meetings lasts approximately two days, beginning on Friday morning and ending mid-day on Saturday. Board members are expected to prepare for and attend all meetings except in cases of rare, unavoidable conflicts. In between meetings there may be additional expectations of engagement on standing committees, ad hoc committees or task forces, or special projects. Members of the Board of Trustees are also expected to participate in signature University events when possible and as appropriate, such as Convocations and Commencement.

Members of the Board of Trustees are the ultimate stewards for the University and have the honor and responsibility of helping to shape Lincoln's future. There is no single set of criteria for Board membership – we all benefit from having a diversity of thought, experience and background represented on the Board. Members come to the Board with their own goals, ambitions and desires for the University, yet they collaborate as critical thought partners and fiduciaries to develop the best path forward for Lincoln. The success of the Board is dependent on many factors but perhaps none more important than a mutual understanding of the role and expectations of Board members and individual trustee responsibilities.

Role of the Board of Trustees

The Board of Trustees is the primary governing authority of the University that is charged with ensuring the long-term viability and success of the institution. There is no other campus group that regularly thinks in terms of 10, 25 and 50 year time horizons while also ensuring near-term priorities are articulated clearly and implemented effectively.

The fiduciary oversight by the Board of Trustees is essential to ensure the continued success of the University. In this capacity the Board is responsible for the development and protection of the University's capital, physical, reputational, and other assets. This includes approving operating and capital budgets prepared and recommended by the President and officers of the University, selecting and evaluating the President, nominating and selecting Board members, and approving continuous tenure recommendations. In addition, Lincoln Board members are expected to provide

sound advice and insight on long-term strategic priorities and engage in respectful discourse around challenges and opportunities facing the Board and the University. It is important to note that fiduciary oversight in the context of the Board means understanding both risks and opportunities facing the institution and ensuring that all of the University's important assets, including its personnel, reputation, programs, student experience, fiscal health, and capital infrastructure are in alignment.

The Board of Trustees is responsible for reviewing and ultimately approving broad institutional strategy and policy that is brought forward by the President and senior staff. The President, who is also a Trustee, the officers of the University, and other senior staff are responsible for the implementation of strategy and policy. The Board is not responsible for the day-to-day management of the University.

Board members are expected to lead in gift-giving in support of the University's fundraising efforts. Each member should consider Lincoln to be their top, or one of their top, philanthropic priorities. Gifts in support of the University should be appropriate relative to the trustee's capacity. Board members' giving should be transformative and done in support of the priorities and initiatives set forth by the President and the Board. In addition to individual giving, Board members are expected to advocate for Lincoln within their personal and professional networks.

Confidentiality and discretion are essential in carrying out the duties of a trustee. Trustees are part of confidential discussions and decisions pertaining to many sensitive issues including finances of the University, strategic direction and initiatives, appointments of university officials and board members, and faculty tenure. Board members should assume that all work, documents, discussions, and decisions of the Board are confidential unless otherwise explicitly indicated by the Chair, President, or Secretary.

While advocating for and representing the University are some of the most important and visible responsibilities a trustee has, it is also important to remember that trustees are not public spokespersons for the institution. In all cases, trustees should defer to the President and the Board Chair for public comment on any University-related matters.

General Expectations of Trustees

1. A deep understanding of the University's mission, values and goals.
 - a. Trustees must make themselves broadly knowledgeable of Lincoln's mission and strategic plan. Similarly, they are expected to read *Reimagining the Legacy: Learn, Liberate, Lead* and understand the key priorities for the University over the course of the next five to ten years.
 - b. Trustees are expected to understand the unique value of a liberal arts education and be champions of the liberal arts.
 - c. Get to know other members of the Board. The University is strengthened when we all engage in robust and authentic dialogue. Trustees are always encouraged to challenge one another and the President and members of senior staff.

- d. Trustees are encouraged to familiarize themselves with current issues in higher education beyond those that apply directly to Lincoln.
- e. Trustees are also expected to participate in signature University events when possible and as appropriate, such as Convocations and Commencement.

2. Prepare for, attend and participate in all meetings of the Board and attend signature events of the University.

- a. Attendance at all Board meetings and relevant committee meetings is required. If, in the rare circumstance a trustee must miss a meeting, they must notify the Board Manager immediately. Trustees who cannot attend meetings are still expected to review all materials and share feedback with the Chair in advance of the meeting.
- b. Materials are circulated at least ten days prior to each meeting and trustees are expected to read and review these materials in advance. Trustees are encouraged to come to meetings prepared to discuss and ask their questions.
- c. It is essential to effective Board governance that all Board members show respect and collegiality towards one another. It is equally important that all Board members trust one another and feel comfortable speaking frankly and honestly during Board meetings.
- d. Although not required, it is imperative for leadership, past and present, to represent Lincoln during crucial public moments including Convocation, Baccalaureate and Commencement.

3. Collaborate with the President as a thought partner and key strategist, and recognize the President's role as the day-to-day leader of the University.

- a. Trustees should recognize and understand the difference between oversight and management. The Board is responsible for oversight of the University but it is the President who manages the institution.
- b. The President and members of senior staff are responsible to the Board as a whole and not to individual trustees.
- c. Trustees should build direct working relationships with members of senior staff. Similarly, trustees are encouraged to reach out directly to Vice Presidents and Deans if they have questions or concerns. However, requests for specific data or reports should be directed through the Board Chair and the President as a measure of good governance.

4. Be willing to serve in leadership roles and to undertake special assignments and projects.

- a. There may be instances where the Board Chair or President as trustees serve as public advocates or ambassadors for the University.
- b. The Board Chair or President frequently ask for guidance or counsel from trustees and occasionally appoint advisory groups. Trustees are expected to be generous with their time and feedback.
- c. Trustees are encouraged to engage with alumni and friends of the University in a positive and fruitful manner.

5. Serve the entirety of the University.

- a. Trustees are expected to lead in gift-giving in support of the University's fundraising efforts and each Trustees should consider Lincoln one of their top philanthropic priorities while serving on the Board.
- b. It is inappropriate to use Board service to advance any personal or political cause.
- c. Trustees should be aware that some constituencies may view them as speaking on behalf of the University or the Board and should consider their conversations with this framework in mind.
- d. Trustees have legal and fiduciary responsibilities to the University. The Board Chair will provide guidance on these responsibilities. Furthermore, trustees are expected to be familiar with the University's Bylaws and policy related to conflicts of interest. Trustees should direct any concerns with these policies to the Board Chair or Secretary. There are ten standing committees of the Board. Each trustee is expected to serve on two to three committees each year. The Chair and Vice Chair of the board determine committee membership annually, in consultation with the President, following the Spring meeting.