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## Board of Trustees Policy on Policies

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**Applies to:** (examples; Faculty, Staff, Students, etc)

Alumni , Faculty , Staff , Students , Contractors\_Vendors

**Policy Overview:**

Issued: 04-12-2023

Next Review Date: 06-01-2024

Frequency of Review: Annually

**Details:**Introduction*Policies in Core Organizational Documents*

The University's Articles of Association, Bylaws, and Board Level Policies are part of the core organizational documents that reflect how the University fulfills its mission and carries out its business in an orderly, legal manner. Generally, defining policy and its place in an organization's structure is not always easy. In practice, it falls into a hierarchy of rules that flow from government regulation and other compliance requirements. The following structure is one way of understanding how policies relate to the University's other operating guidelines:

1. The Articles of Association is a legal document that outlines the general purpose and structure of the organization and its intent to operate exclusively with a nonprofit purpose. The articles were filed with the State of Missouri when the University was created. They were also filed with the Internal Revenue Service when it applied for tax exemption as a nonprofit organization. The Articles of Association can only be amended by a majority vote of a quorum present at a meeting of the Board of Trustees.
2. Bylaws establish the University's governance structure. They define the duties, authority limits, and principal operating procedures for the Board of Trustees and Board members. The highest-level Board policies are embedded in the bylaws. A Bylaws revision requires approval by a two-thirds vote of a quorum present at a meeting of the Board of Trustees.
3. Policies come next in the hierarchy. They serve as operating guidelines at various levels. Some policies set out organizational guidelines for the Board and staff behavior, such as whistleblower protection and gift acceptance policies. Others supplement the Bylaws and guide Board practices and oversight procedures, such as banking, finance, investment, internal controls, conflicts of interest, and enterprise risk policies. Still others are operational (non-Board) policies that direct staff operations, such as personnel and communications policies. Policies that have oversight implications for the Board generally are considered Board Level Policies.

Board Level Policies

A "Board Level Policy" is a value or perspective agreed upon by the Board of Trustees that articulates the Board's values or guidance on a particular topic or issue. The purpose of a Board Level Policy is to serve as a guide when the Board carries out its governance duties and while staff conducts the organization's daily operations.

Board Level Policies establish a framework for making decisions, providing direction on taking action, and defining and delegating responsibilities among the trustees, management, or other stakeholders in the organization on material matters relating to the University's mission and the Board's oversight responsibility.

Certain Board Level Policies provide direction to the CEO or management (including grants or restrictions on authority) who can then interpret the Board policy to operationalize it.

Other Board Level Policies direct the Board's processes or actions.

The following categories of Board Level Policies have been provided for guidance on when a policy must be submitted to the Board of Trustees for approval:

1. **Mission**  
[Outcomes/Directions]  
These policies define or operationalize the University's mission by articulating the purpose and benefit or outcome/result that is to be created, the target group(s) of customers/beneficiaries, the value proposition or return on investment, priorities, methods or means, and services or products to be delivered.
2. **Ethical Conduct/Enterprise Risk**  
[Governing Ethical Conduct/Enterprise Risk]  
These policies reflect the trustees' values and parameters or direction concerning prudent and ethical organizational behavior and enterprise risk (including legal compliance).

### 3. **Linking**

[Authority/Relationship]

These policies describe and define how the Board's authority is/has been passed to the CEO or management, how the Board will monitor the organization, and how the Board will exercise direction to and authority over the CEO and management. Linkage policies spell out the roles and relationship of the Board and management.

### 4. **Governance**

[Role and Function of Board]

These policies set forth the methods that the Board will use to accomplish its own work and carry out its responsibilities. They also define the Board's relationships and processes for interacting with management and stakeholders with respect to decision making. Governance policies may address University level risks, strategy, Board level statutory or regulatory requirements, and authority/processes of decision making by management or key stakeholders including the controls and behaviors that support effective accountability and outcomes.

#### Management Level Policies

Typically, "management policies" relate to non-Board operations or responsibilities. Examples of management policies are:

- an organization-wide operational policy, which refers to practices across a range of activities (e.g. travel policy); or
- a specific operational policy, which refers to matters relating to a specific activity and relevant to all staff (e.g. human resource policy).

Board committees do not approve management policies absent a delegation of authority granted by the Board of Trustees.

#### **Procedures:**

##### Procedures for Approving Board Level Policies

Administration will submit a Board Level Policy to the appropriate standing committee(s) of the Board of Trustees for policy review, feedback, and development. Board committees will not approve a Board Level Policy absent a delegation of authority granted by the Board of Trustees in a standing Board committee's charter or a Board resolution. Standing committees will endorse a Board Level Policy to the Board of Trustees for approval.

The Chair of a standing committee that endorses a Board Level Policy for Board approval will transmit the proposed policy along with a statement of the committee's endorsement to the University's Chief of Staff not less than thirty days prior to the date of a regularly scheduled Board of Trustees' meeting. The Chief of Staff will consult with the Chair of the Governance Committee to ensure that the appropriate Board committees have been consulted and all endorsements obtained before the policy is distributed to the trustees. Endorsed policies shall be distributed a minimum of fifteen days before any meeting to approve by the Board of Trustees. Board Level policies will ordinarily be placed on the Consent Agenda for approval.