

## Board of Trustees Statement of Commitment and Responsibilities

The Board of Trustees of Massachusetts College of Art and Design (MassArt) has long welcomed and benefited from the dedication, service, and support from alumni, its community and friends. From this broad constituency, a small number of individuals are, after nomination, appointed by the governor to assume the special responsibility of serving as trustees of MassArt. The commitment and performance of those asked to offer their expertise in this capacity have been critical to surmounting the challenges of the past and are essential to the present and future vitality and strength of MassArt.

For these reasons it is important that members of the board understand clearly their responsibilities as trustees of a public institution of higher education in the Commonwealth of Massachusetts. Some of those responsibilities are statutory. As trustees, members of the board are special state employees and subject to the Commonwealth's Conflict of Interest Law; in the conduct of the board's affairs, they are subject as well to the Commonwealth's Open Meeting Law.

Most responsibilities are fiduciary in their nature. By accepting the responsibilities set forth in this statement, trustees confirm their commitment to contribute to a governance environment that helps to shape the experience that MassArt offers to students and to the career fulfillment of faculty and staff.

As ultimate fiduciaries through their oversight of the operating performance of MassArt and by the approval of strategies, policies and programs, trustees accept the responsibility to fulfill certain obligations, which include:

1. **EDUCATIONAL MISSION:** *Support and advance the educational mission of Massachusetts College of Art and Design.*

Trustees endeavor to be familiar with the bylaws, mission statement, core values, and the strategic plan of MassArt and understand the college's place within the Massachusetts system of public higher education. They exercise their governance responsibilities in the larger context of MassArt's history, organizational structure, academic programs, campus plans and financial condition.

Trustees are responsible for keeping abreast of current issues and trends in higher education through regular exposure to publications, on-campus educational and cultural events and attendance at selected seminars and conferences.

2. **GOVERNANCE & PERFORMANCE ACCOUNTABILITY:** *Provide oversight, review and approve strategies, policies, and plans of implementation while deferring to MassArt's administrative staff the management of day-to-day business; develop policies and practices that measure performance compared to agreed upon goals and objectives.*

To fulfill this responsibility, trustees select and recommend for approval a president as chief executive officer of the college and regularly assess his/her performance. Trustees support the president through their work on the board of trustees including committees of the board and through their availability for consultations.

Trustees will participate in the development and implementation of a process of board assessment, recognizing that it is good practice to review their collective work as a board and their own individual contributions to the board's effectiveness.

3. **FINANCIAL OVERSIGHT:** *Ensure sound management of MassArt through a process of budget review and approval.*

Trustees, through a process of budget review and approval, verify that resource allocations are consistent with the mission and strategic plan and that they contribute to the long-term financial stability and advance the strategic viability of MassArt. Trustees review and approve the audited financial statements and all interim financial reports.

Trustees assist the institution's senior leadership in promoting public understanding of MassArt's mission so that it can receive the resources necessary to fulfill its mission of access and quality.

- 4. PHILANTHROPY:** *Work closely with MassArt's Foundation to provide philanthropic support through personal contributions to annual giving, special fund-raising initiatives, and identification and solicitation of potential donors.*

Trustees collaborate with and support Massachusetts College of Art and Design's Foundation in its fund-raising mission. They ensure that the activities and goals of the Foundation are consistent with Mass Art's mission and strategic plan. Trustees are encouraged to make personal philanthropic gifts at levels consistent with their financial abilities and to collaborate with the president and MassArt's foundation staff to identify and solicit donors, and actively support the advancement work of the institution.

- 5. PARTICIPATION:** *Attend and participate in meetings of the board, actively contribute as a member on one or more committees of the board.*

Trustees are expected to review and familiarize themselves with materials distributed for all meetings of the board so that all actions of the board are based upon an informed and thoughtful consideration of the issues.

Trustees are expected to attend board and committee meetings regularly, and to be aware of the Commonwealth's statutory requirements for attendance as follows: "...If a member is absent from four regular meetings in any academic year, exclusive of July and August, that person's membership on the board shall terminate and a vacancy shall be deemed to exist. The chairman shall forthwith notify the governor when any vacancy exists." (MGL Chapter 15A, section 21).

- 6. PLANNING:** *Actively participate in the review and regular updating of a plan for the strategic direction of Massachusetts College of Art and Design.*

Trustees should have current and comprehensive knowledge of MassArt's strategic plan and the annual goals and priorities that support the plan. They are also expected to understand how their work on committees of the board is aligned with and supportive of the strategic plan.

- 7. IDENTIFICATION OF NEW TRUSTEES:** *Assist, when asked, to determine the strategic composition of the board of trustees.*

The composition of the board of trustees is critical to the performance of the board. Trustees, therefore, shall participate in discussions about the board's composition and its future talent needs. The president and board chair forward trustee candidates to the appointing authorities.

- 8. PUBLIC SUPPORT & VISIBILITY:** *Attend receptions, programs, and special events throughout the year, recognizing the importance of a trustee "face" at these occasions.*

Trustees shall make every effort to attend annual commencement exercises and special events. In addition to attending receptions, programs and events, trustees should promote the college favorably to all MassArt constituents. Trustees shall also use their professional knowledge and personal capacities to access information, external contacts or other resources consistent with the strategic needs of MassArt. Trustees should inform the president or appropriate vice president of opportunities to strengthen or extend the school's reputation, programs or services.

**9. STEWARDSHIP:** *Act as stewards of MassArt's mission and values.*

Trustees hold in trust for current and future generations of students, faculty and staff the heritage, values and purposes of the college. Consistent with this trust, they should ensure that all resource allocations and all proposals for new plans and programs, including the strategic plan, serve to advance and fulfill the mission and values of MassArt.

**10. GENERAL CONDUCT AND CONFLICTS OF INTEREST:** *All trustee acts and decisions are motivated by what the trustee believes is in the best interests of the college without regard to the trustee's personal interests or those of family, friends and business associates.*

In carrying out their fiduciary and oversight responsibilities, trustees must be sensitive to any situation that could cause even the appearance of a conflict of interest. This policy is not intended to preclude any trustee from carrying out official duties as an elected official or employee of a federal, state or local government agency. Neither shall any trustee be required to perform duties of trusteeship that place him/her in conflict with other personal or professional responsibilities. As a member of the board, each trustee is a "special state employee" of the Commonwealth and subject therefore to provisions of the Commonwealth's Conflict of Interest Statute (copy attached). Because those provisions define what constitute unlawful conflicts of interest, every trustee should be familiar with their particular requirements and prohibitions.

Trustees shall not use their presence on the board of trustees to seek special advantages, favors or privileges from the president or other members of the institution, including the enrollment of students, applications for open positions or to act as a contractual provider of goods and services.

Trustees should serve the college as a whole and ensure that board actions benefit the broadest possible interests rather than any individual interest or group. In this regard, trustees should avoid making judgments on the basis of information received from individuals or groups with any real or perceived grievance and refer to the president or chair of the board all substantive information referred by those sources.

Board of trustees' actions should benefit from the fullest possible debate and the right to disagree, but trustees are also expected to support, publicly if appropriate and necessary, all expressions of board consensus.

Committee meetings and meetings of the full board, including executive sessions as well as informal meetings where a quorum of the board or of one of its committees is present, must adhere to the requirements of the Commonwealth's Open Meeting Law (copy attached). The College is also subject to the Public Records Law (copy attached).

Trustees are not authorized to speak publicly for or otherwise represent the institution, recognizing that only the president or his/her designee may serve as a spokesperson for MassArt and only the board chair or his/her designee for the board of trustees.

Trustees are provided with the college's by-laws, mission, core values, vision and strategic plans in addition to this Statement of Commitment & Responsibilities and other documents relevant to the fullest possible understanding of the governance role and responsibilities of the board of trustees.

Trustees (other than student trustees) are appointed by the Governor for a full term of five years, or if they are filling out another trustee's term, for the remaining period of that five-year term. They may be considered for reappointment for a second five-year term and can not be reappointed again for any terms on the board beyond this, unless they have been off the board for at least five years. (If a trustee has served for more than 2.5 years of a previous trustee's term, that first term is considered a full term for the purpose of reappointment.) Each member's performance is assessed in consideration for

reappointment on the basis of fulfillment of the trustee responsibilities outlined in this statement.

#### **11. SATISFACTIONS OF TRUSTEESHIP**

Serving as a trustee in public higher education is an important form of public service to the Commonwealth of Massachusetts. The quality of this public service makes a significant contribution to the future intellectual, economic and social character and well-being of the state and its citizens. Trusteeship offers the reward of fostering the continuing growth and development of the college and the unique stimulation of working among a group of committed individuals who seek to ensure the continuing success of MassArt's mission. Trustees enjoy the intellectual, cultural and professional offerings of MassArt as they converse with scholars, educators, artists, designers and students in a variety of disciplines and interact with constituents drawn from many races, cultures, religions and perspectives. Trustees experience the satisfaction of contributing to an outstanding educational enterprise and to a local and regional constituency that is constantly enhanced by persons grounded in the professional disciplines.

#### **12. INSURANCE COVERAGE**

Reciprocal to this Statement of Commitment and Responsibilities, the college shall at all time carry in force Directors and Officers Liability Insurance that provides coverage for risks that are insurable under Massachusetts law. A copy of the college's current policy is available for inspection.

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