

## STATEMENT OF AGB DIRECTOR RESPONSIBILITIES

The primary mission of the Association of Governing Boards of Universities and Colleges is to help trustees and boards of higher education understand and fulfill their roles and responsibilities. It is incumbent on the Association's own governing board and its individual members, therefore, to commit themselves to the principles and practices of trusteeship which they commend to others. The members of the Board of Directors recognize that, through their example, they set desirable standards of performance for their peers.

This statement has been adopted to help prospective, or new, AGB Directors understand the obligations and responsibilities they assume by accepting a position on the Board, to encourage incumbent Directors to review their own performance periodically, and to aid the Board in identifying and recruiting new members.

As a self-perpetuating entity, the AGB Board of Directors is similar in purpose and organization to an independent college or university board. Although some college and university trustees hold more than one trusteeship, this is always the case for AGB Directors because membership on a governing, coordinating, or advisory board is a requirement for election to the AGB Board for all but its three "public" (at-large) members. Although these dual roles increase the demands placed on AGB Directors, they are mutually reinforcing.

Among the responsibilities of AGB Directors are:

- To assist with the periodic review of the Association's mission and purposes.
- To become knowledgeable about how the Association functions, its uniqueness, strengths and needs; its place in postsecondary education.
- To discharge effectively the legal, ethical and fiduciary responsibilities consistent with the Board's by-laws and adopted policies.
- To participate actively in the affairs of the Board and its committees through regular attendance at meetings and thorough preparation for them. (AGB's board meets three times a year; the Executive Committee meets once each year.)
- To maintain the confidential nature of the Board's executive sessions, and to act as spokesperson for the Board only when authorized to do so.
- To serve higher education as a whole rather than special interests.

- To participate in the development, review, and approval of long-range plans.
- To monitor the Association's programs and services, including conferences and publications.
- To support the Association's fund-raising efforts through personal giving in accordance with one's means and to assist in the solicitation of individuals, corporations, and foundations.
- To monitor the President's performance.
- To participate in periodic assessment of the Board's membership, organization, and performance.

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Directors should avoid even the appearance of a possible conflict of interest concerning the affiliations they bring to the Association. Furthermore, no officer or member of the Board of Directors shall derive income directly or indirectly from delivery of services or goods to the Association, except after full disclosure of all pertinent facts by the Director, or as is consistent with the following policy:

AGB Directors who from time-to-time provide services to member boards may accept honoraria in recognition of their time without seeking prior approval of AGB's Board of Directors. Honoraria that exceeds \$10,000 per annum will be reported to the Board.

Travel and other expenses incurred by Directors on behalf of AGB are customarily either reimbursed by the colleges or universities on whose board's membership is held or are handled as a tax-deductible charitable expense by the individual. In recognition of the fact that there are circumstances in which such handling of expenses would deny AGB the counsel and involvement of individuals critically important to AGB, provision is made for reimbursement.

Finally, in adopting this statement, the Board directs the Committee on Directors to share it with prospective director-nominees, and encourages its member boards to adopt guidelines of their own.

*Adopted by the AGB Board of Directors on October 5, 1981, and reaffirmed on April 18, 1993*

*Revised by the AGB Board of Directors on November 7, 1997*