

## **AGB Director Statement of Responsibilities and Commitment**

The Association of Governing Boards of Universities and Colleges is the leading resource and advocate for independent board governance of the nation's colleges and universities. Service on the governing body of the association combines the highest expectations of fiduciary oversight and the understanding that the AGB board will be an exemplar in the application of best practices in governance. This statement assists those who are invited to join AGB's board understand the expectations of board members, and it is also intended to guide the Governance Committee of AGB in a thoughtful review of the overall contributions of directors who are eligible for re-nomination in accordance with board policy and procedure.

Members of the AGB board of directors are selected through a self-perpetuating process in accordance with the by-laws of the association and its various governance policies. The AGB Board of Directors serves as the ultimate fiduciary of the association. In serving on the AGB board, directors are serving higher education as a whole rather than representing a specific institution or system. Service on the AGB governing board is an honor that demonstrates the board member's recognition of the importance of this country's unique value of citizen engagement and volunteerism and the need to protect and sustain it.

AGB directors are role models for more than 50,000 volunteers and officials who serve as members of higher education college, university, and institutionally related foundation boards. Serving on the board of AGB includes an expectation of appropriate engagement in the work of the board and the association, and a commitment to the highest standards of ethical behavior.

Current and prospective directors are asked to make the following commitments and will be periodically invited to renew their commitment through an annual attestation.

### **AGB Director Commitments**

- Advance the association's mission, values, goals and reputation.
- Fulfill the fiduciary duties of care, loyalty and obedience consistent with AGB's by-laws and other governance policies.
- Engage actively in the work of the board and the committees. Be prepared and informed.
- Provide strategic oversight and policies while deferring to the CEO for operational management.
- Maintain confidentiality regarding the Board deliberations and decisions that are designated confidential.
  - Defer to the Board Chair or designee as the spokesperson for the Board and the CEO or designee as the spokesperson for the association.
- Serve higher education as a whole rather than a specific institution or system.
- Support the association's fundraising efforts, including through personal giving.
- Participate in association activities.
- Engage in professional and personal conduct that exemplifies AGB's values.
  - Work in good faith with staff and other Board members as partners towards the achievement of our goals.

- Model AGB Principles of Trusteeship.
- Attend board, committee, and retreat meetings.
- Promote a board culture that encourages open dialogue and deliberation.
- Help build a pipeline for new and potential board members with consideration to Justice, Diversity, Equity, and Inclusion (JDEI).
- Integrate inclusion, equity, and diversity in all Director responsibilities.

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  
Revised by the AGB Board of Directors on April 12, 2013  
Revised to reflect current Board policy approved on February 29, 2024

### **Director Acknowledgement of Acceptance and Commitment**

I have received and read AGB’s Board Statement of Responsibilities and Commitment for members of AGB’s Board of Directors.

Director Signature

Date

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Name