

Higher Education Governance Integrity Initiative Legislative Framework

Higher Education Governance Challenge:

Public higher education boards are facing increasing politicization and pressure. At the same time, reporting and board survey data suggest that many trustees are not fully confident in the scope of their authority, fiduciary duties, or governance boundaries. When trustee roles are unclear, governance and management lines blur, presidential instability increases, institutional autonomy weakens, mission stewardship is derailed, and public trust erodes. This legislation establishes a structural, nonpartisan framework to strengthen public board governance through better trustee selection, stronger preparation, fiduciary certification, improved nomination processes, and chair-specific leadership development.

A State-Level Solution:

The Higher Education Governance Integrity Initiative framework offers policy recommendations and model practices designed to strengthen governance effectiveness, reinforce institutional autonomy, and support board independence.

The framework is relevant for states in which institutions operate with institution-level governing boards. However, many of the principles, including trustee orientation, fiduciary education, governance boundary clarification, and ongoing board development, are also applicable to statewide systems seeking to strengthen governance practices through their own established processes and educational programs.

The initiative recognizes that statewide systems maintain distinct governance structures and often possess the authority to implement trustee education and governance training independent of statutory mandates.

Legislative Findings and Purpose

- Public institutions of higher education depend on strong, independent, and well-governed boards to fulfill their public missions.
- Across the country, public boards face increasing pressure and politicization.
- Many university trustees are unaware of the scope and limits of their authority.
- Trustee uncertainty regarding fiduciary duties and governance boundaries can blur the distinction between governance and management, increase presidential instability, weaken institutional autonomy, derail mission stewardship, and erode public trust.
- States have a compelling interest in ensuring that governing board members are selected, trained, and supported in a manner consistent with sound governance practice and the long-term interests of students, institutions, and the public.

Therefore, the purpose of this Act is to:

- Strengthen trustee selection criteria;
- Modernize trustee training;
- Require fiduciary certification;
- Improve trustee nomination processes;
- Require role-specific preparation for board chairs; and
- Reinforce the appropriate boundaries between board governance and institutional management.

Definitions

For purposes of this Act:

(a) “Board” means the governing board, board of visitors, board of regents, board of trustees, or other legally constituted governing body of a public institution of higher education.

(b) “Trustee” means any appointed, elected, or ex officio voting member of a board.

(c) “Institution” means any public college, university, or system office governed by a board subject to this Act.

(d) “Fiduciary duties” means the duties of care, loyalty, and obedience owed by trustees to the institution and the public mission it serves.

(e) “Governance” means the board’s responsibility for mission stewardship, presidential selection and evaluation, policy oversight, fiduciary oversight, strategy, institutional performance, and accountability.

(f) “Management” means the day-to-day operation and administration of the institution, including personnel supervision, academic administration, and operational decision-making, as delegated by law or board policy to the president and administration.

(g) “Core Principles of Trusteeship” means board service principles adopted by the state higher education coordinating authority / appointing authority / board training entity, including fidelity to mission, respect for governance-management distinctions, ethical leadership, institutional autonomy, and service in the public interest.

Trustee Selection Criteria

(a) Minimum Expectations.

In making appointments to governing boards, the appointing authority shall give substantial weight to candidates who demonstrate one or more of the following:

- Experience in fiduciary oversight, governance, law, finance, auditing, public service, strategic leadership, higher education, or civic leadership;
- Capacity to exercise independent judgment in the public interest;
- Commitment to the mission and long-term wellbeing of public higher education;
- Understanding of the distinction between governance and management; and
- Ability to work constructively within a deliberative board environment.

(b) Public Interest Standard.

Appointments shall be made with the goal of ensuring that each board, as a whole, reflects balanced expertise, independence, and the capability to discharge fiduciary duties effectively.

(c) Statement of Qualifications.

Each nominee shall submit to the appointing authority a statement describing relevant qualifications, prior governance or fiduciary experience, and commitment to the responsibilities of board service.

(d) Optional Diversity of Expertise Provision.

To the extent practicable, appointments shall collectively provide expertise in finance, law, organizational leadership, academic affairs, workforce needs, philanthropy, and ethics.

Mandatory Trustee Orientation and Continuing Education

(a) Required Initial Training.

Each trustee shall complete mandatory orientation within 90 days of appointment, election, or assumption of office.

(b) Required Content.

The training shall include, at minimum:

- Fiduciary duties of care, loyalty, and obedience;
- Distinction between governance and management;
- Legal authority and limitations of the board;
- Institutional autonomy and academic decision-making structures;
- Ethics, conflicts of interest, and applicable open meetings and public records laws;
- Mission stewardship and oversight of long-term institutional strategy;
- Role of the president and appropriate channels for trustee engagement; and
- Board culture, effective deliberation, and public accountability.

(c) Continuing Education.

Each trustee shall complete not fewer than 4–8 hours of governance-focused continuing education every calendar year.

(d) Approved Providers.

Training shall be provided or approved by the state coordinating board / inspector general / attorney general / independent governance training entity and may include content developed in consultation with recognized governance organizations.

(e) Public Reporting.

Each board shall annually certify compliance with this section and publish aggregate compliance information on its website.

(f) Consequences for Noncompliance.

A trustee who fails to complete required initial training within the required timeframe may not vote or serve on committees until the training is completed, unless an extension is granted for good cause.

Fiduciary Certification

(a) Certification Required.

Before participating in official board action, each trustee shall sign a fiduciary certification affirming that the trustee understands and will uphold:

- Institution's mission and public purpose;
- Duties of care, loyalty, and obedience;
- Legal and ethical boundaries of board authority;
- Distinction between governance and management;
- Obligation to act in the best interests of the institution rather than partisan, personal, or external interests; and
- Core Principles of Trusteeship and other core principles established under this Act.

(b) Annual Renewal.

The certification shall be renewed annually.

(c) Public Record.

Executed certifications shall be maintained as public records, except to the extent protected by law.

(d) Form.

The state coordinating authority / secretary of the commonwealth / governor's appointments office shall prescribe a uniform certification form.

Trustee Nomination and Appointment Process Reform

(a) Nominating Process.

There is established a Higher Education Board Nominating Review Process for trustee appointments.

(b) Review Body.

The legislature may provide by law for one of the following mechanisms:

- Bipartisan nominating commission;
- Legislative review panel if the legislature is the appointing authority;
- Legislative confirmation for gubernatorial nominations with published qualification standards; or
- Another formal process designed to promote transparency, continuity, and public confidence.

(c) Required Considerations.

The nominating or reviewing body shall evaluate nominees based on the criteria stated above and the needs of the board as a whole.

(d) Anti-Politicization Principle.

No person shall be appointed solely on the basis of partisan loyalty, ideological conformity, or willingness to intervene in day-to-day institutional operations.

(e) Continuity and Balance.

Appointments should, to the extent practicable, avoid abrupt disruption of institutional governance and support board continuity, staggered terms, and balanced expertise.

(f) Public Transparency.

The appointing authority shall publish the process used to solicit, review, and advance nominations, including qualification criteria.

Role-Specific Preparation for Board Chairs

(a) Chair Eligibility Training.

A trustee may not serve as board chair or acting chair unless the trustee has completed chair-specific preparation approved under this Act.

(b) Chair Training Content.

Chair preparation shall include:

- Authority and limitations of the board chair role;
- Agenda-setting in partnership with the president;
- Committee coordination and board workflow;
- Handling trustee misconduct or overreach;
- Preserving appropriate governance-management boundaries;
- Supporting effective presidential leadership and evaluation;
- Crisis governance;
- Ethics and neutrality in board leadership; and
- Facilitation of constructive deliberation and institutional trust.

(c) Ongoing Reinforcement.

Each board chair shall complete annual advanced governance training during the chair's term.

(d) Chair Accountability.

The board shall annually review whether the chair has fulfilled the responsibilities of the role consistent with this Act and applicable board policy.

Governance-Management Boundary Protections

(a) Statement of Institutional Practice.

Each board shall adopt and publish a policy affirming that:

- Board governs; the president manages;
- Individual trustees possess no authority to direct institutional employees, demand operational action, or interfere in day-to-day administration except as expressly authorized by law or board policy;
- Requests for information by trustees shall follow procedures established by the board;
- President is the board's primary link to institutional operations; and
- Board oversight shall be exercised through lawful collective action.

(b) Prohibited Conduct.

Unless expressly authorized by law, no trustee acting individually shall:

- Direct or attempt to direct faculty or staff in operational matters;
- Interfere in personnel decisions below the presidential level;
- Represent personal views as official board action; or
- Use board office to pressure institutional actors outside proper governance channels.

(c) Complaint and Review Process.

Each board shall establish a procedure for reporting and reviewing alleged violations of governance-management boundaries.

Institutional Autonomy and Mission Stewardship

(a) Policy of the State.

It is the policy of this State that public institutions of higher education operate with appropriate institutional autonomy consistent with law, public accountability, and mission stewardship.

(b) Trustee Duty.

Trustees shall exercise oversight in a manner that preserves the institution's ability to carry out its educational mission, maintain lawful academic and

administrative processes, and serve the public interest and the citizens of the state over the long term.

Reporting and Compliance

(a) Annual Governance Integrity Report.

Each board shall submit an annual report to the Governor, the Legislature, and the state coordinating authority that includes:

- Trustee training completion rates;
- Fiduciary certification compliance;
- Chair-specific training compliance;
- Any updates to governance-management boundary policies; and
- Any recommended statutory or policy improvements.

(b) Statewide Summary.

The state coordinating authority shall issue a statewide summary of compliance and recommendations for improving public board governance.

Rulemaking and Implementation

The state coordinating authority / governor's office / higher education department may promulgate regulations, forms, and guidance necessary to implement this Act, including:

- Certification forms;
- Training standards;
- Compliance procedures; and
- Model governance-management boundary policies.