



БОЛОВСРОЛ,
СОЁЛ, ШИНЖЛЭХ УХААН,
СПОРТЫН ЯАМ



Mongolia: Higher Education Reform Project

ADB Project No. 43007-023

Project Code: HERP MON Loan No. 2766

Consulting Services for Higher Education Reform

Effective Governance for Mongolian Higher Education Institutions: A Bicameral Model

Governance Team

Dr. S. Peter Horn, Ph.D., LL.M.
Team Leader

Dr. J. Sukhbaatar, Ph.D.
Deputy Team Leader



PT.TRANS INTRA ASIA

**November 2016
Ulaanbaatar**



Table of Contents

1.0 The Concept of Shared Governance

1.1: What is Shared Governance and Why is it Important?	1
1.2: The Bicameral Governance Model	4
1.3: Implementing Shared Governance	6
1.4: Guiding Principles for the Implementation of a Bicameral Governance Model in Mongolian HEIs	8
1.5: The Board's Relationship with the Senate	9
1.6: The Board's Relationship with the Institution's Internal Community	10
1.7: The Board of Trustees' Relationship with the External Community	11
1.8: The Institution's Bylaws	12

2.0 The Mandate of the Board of Trustees

2.1: Authority to Act	13
2.2: Composition of the Board of Trustees - Membership and Organization	14
2.3: The Executive Committee	16
2.4: The Chair of the Board of Trustees	16
2.5: Fiduciary Responsibilities of the Board of Trustees	16
2.6: Setting the Strategic Direction for the Institution	17
2.7: University Administration and Oversight	17
2.8: Academic Programs and Student Affairs	18
2.9: Personnel	19
2.10: Financial Management	19
2.11: Property and Purchasing	20
2.12: Summary of the Boards' Responsibilities and the Duties of Individual Trustees	20
2.13: Best Practices for Boards of Trustees of Mongolian HEIs	22
2.14: Selection Criteria for Trustee Nominee for Mongolian HEIs	22
2.15: Orientation and Evaluation of Trustees in Mongolian HEIs	23

3.0 The University Senate

3.1: Shared Governance and the University Senate	25
3.2: Purpose of the University Senate	26
3.3: Composition of the University Senate	27
3.4: The Executive Committee	29
3.5: Conduct of Business	30
3.6: Standing Committees of the University Senate	31
3.7: Reporting Responsibilities of the University Senate	31

4.0 Position of University President	
4.1: Value Statement	32
4.2: Job Summary – University Presidents	32
4.3: Personal Characteristics	32
4.4: Primary Duties and Responsibilities	33
4.5: Education and Experience	35
4.6: Knowledge, Skill and Abilities	35
4.7: Institutional Safety	35
5.0 Personal Characteristics of University Trustees	
5.1: Higher Education Institutional Governing Boards	36
5.2: The Challenges of Serving as an Institutional Trustee in Higher Education	37
5.3: Required Contributions of Trustees in Higher Education Institutions	38
5.4: The Duties and Responsibilities of Trustees in Higher Education Institutions	39
5.5: Institutional Governance vs Institutional Management	42
5.6: Knowledge or Experience Gaps in a Trustee’s Background	42
5.7: Personal Characteristics of Trustees	43
5.8: Core Competencies of Trustees in HEIs	44
6.0 Appendices	
6.1: Appendix 1: Sample Code of Conduct	46
References	54

List of Figures

Figure 1: Example of Bicameral University Governance Structure (The University of Windsor in Canada)	5
Figure 2: Example of Bicameral University Governance Structure (The London School of Economics and Political Science)	10

1.0 The Concept of Shared Governance

1.1 What is Shared Governance and Why is it Important?

This document is presented by the Governance Team of the Consultancy Services for Higher Education Reform. It is provided to serve as a guideline for modifications to the governance system of Mongolian HEIs. The Governance Team also held a one-day workshop in January 2016 for Mongolian HEI administrators. Attendees included institutional representatives from HEIs located in Ulaanbaatar as well as representatives from several rural HEIs¹.

University governance has become an increasingly important international issue in higher education. Shifting relationships between universities and the regulators have frequently created new challenges for institutional decision-making and governance arrangements. The significant reforms in higher education policy that have taken place in many jurisdictions over the last few decades have led to fundamental changes in how institutions decide what they will do and how they will do it. Shared governance is the set of practices under which the institution's faculty and staff participate in significant decisions concerning the operation of the institution.

The most commonly referenced definition of shared governance identifies shared governance in higher education institutions as a shared responsibility among faculty, administrators, trustees, and where appropriate, students. The role of shared governance is to formulate and implement meaningful ways to engage large numbers of people in the decision-making process. Faculty, administrators, and boards are the three groups of stakeholders that usually have the major responsibility for sharing and making shared governance work. As institutions become larger and more complex it could be beneficial for the success of the institution to include other groups of stakeholders such as students, support staff, and adjunct faculty in the governance process.

Shared governance, arose out of a recognition that:

- academic decision-making should be largely independent of short-term managerial and political considerations;
- faculty and professional staff are in the best position to shape and implement curriculum and research policy, to select academic colleagues and judge their work; and

¹ Appendix 6: PowerPoint Presentation "Governance in Mongolian HEIs" Workshop, January 2016

Effective Governance for Mongolian HEIs – A Bicameral Model
Mongolian Higher Education Reform Project

- the perspective of all front-line personnel is invaluable in making sound decisions about allocating resources, setting goals, choosing top officers and guiding student life.

It is widely understood that broad participation in decision-making increases the level of investment by constituents in the institution's success. Traditionally there has been a tendency for university Presidents to focus more on the management of their institutions and less on the processes of shared governance in decision making because of the pressures for efficiency and the achievement of performance goals. But the current trends, challenges, and tensions experienced by today's institutional administrators in the current rapidly changing academic and economic environment, the need for an all-inclusive approach to the administration of higher education institutions has become more apparent – almost a necessity.

To make shared governance effective participation must be drawn from the diverse institutional constituents at all levels. Effective shared governance can be seen as a process characterized by fluidity because there are both singular and shared areas of responsibility for both the administrative and technical elements of the institution. It is not a static condition but is fluid over time and is able to respond effectively to environmental changes or a change in the tasks of the institution or a combination of both.

There are a number of benefits that accrue to the institution when decision making becomes more transparent, all-inclusive and representative of the diverse environment of the institution. Effective shared governance:

- Fosters a sense of empowerment for institutional constituents as various individuals gain the opportunity to participate in decision making.
- Promotes a greater "buy-in" to decisions by all parties associated with the ability to influence the outcome.
- Encourages staff to accept responsibility for decisions; once a decision is endorsed by empowered staff, they are more likely to seek to protect what has been collectively agreed upon and created.
- Results in improved morale and an improved institutional environment as opportunities for greater involvement in decision making lead to the development of collegial relationships among trustees, administrators, faculty and staff.
- Increases the breadth of understanding related to issues; better decisions are made when a diversity of opinions is brought to the decision making process and participants develop well-rounded perspectives on important issues.

Effective Governance for Mongolian HEIs – A Bicameral Model
Mongolian Higher Education Reform Project

- Improves communication by involving more people in the decision making process; as participants report back to their constituents on issues addressed in governance, more people become aware of institution wide issues and decisions.
- Fosters divergent points of view as a range of opinions are brought forward on different issues.
- Improves the likelihood that the institution will move forward in responding to critical issues; shared governance encourages compromise and helps to avert harmful stalemates among factions on issues critical to the development of the institution.

The challenge of shared governance is for the different parties involved to identify specific areas of responsibility before decisions are made and action taken. To guide the development of an effective higher education institution, administrators must work collaboratively with faculty, staff, senates and unions in an environment where the scope of responsibility and authority of each constituent group is clearly understood.

The reform of university governance is currently being accomplished internationally within the framework of bicameralism. Under the bicameral model of university governance, faculty have a voice on university governing boards, students should have a voice on university senates, there is more interaction between university senates and governing boards, and the entire governance process has become more open and transparent.

A modern university is a complex organization carrying out teaching and research activities at the university's undergraduate and graduate levels. To support its fundamental mission of teaching and research, a university must adhere to and support its autonomy and academic freedom in the pursuit of new knowledge. This is the core value of a university's shared governance by faculty, administration, and governing board. The American Association of University Professors² (AAUP) is an independent, voluntary organization that has been the voice for the promotion and protection of academic freedom³ in the U.S. The AAUP Committee on College and University Governance composed its first statement on academic freedom in 1920, emphasizing the importance of faculty involvement in personnel decisions, selection of administrators, preparation of the budget, and determination of educational policies. Refinements were introduced in subsequent years, culminating in the development of the 1966 Statement on Governance of Colleges and Universities⁴.

² <https://www.aaup.org/>

³ <https://www.aaup.org/reports-publications/journal-academic-freedom>

⁴ <https://www.aaup.org/report/statement-government-colleges-and-universities>

1.2 The Bicameral Governance Model

Currently the most popular and widely used governance model internationally, the Bicameral Model of university governance has the following characteristics:

1. In the governance structure of the institution there is governing board (Board of Trustees) which is responsible for the administrative and financial elements of the university.
2. There is also a governing body known as the University Senate which has responsibility for academic matters of an educational/academic nature.

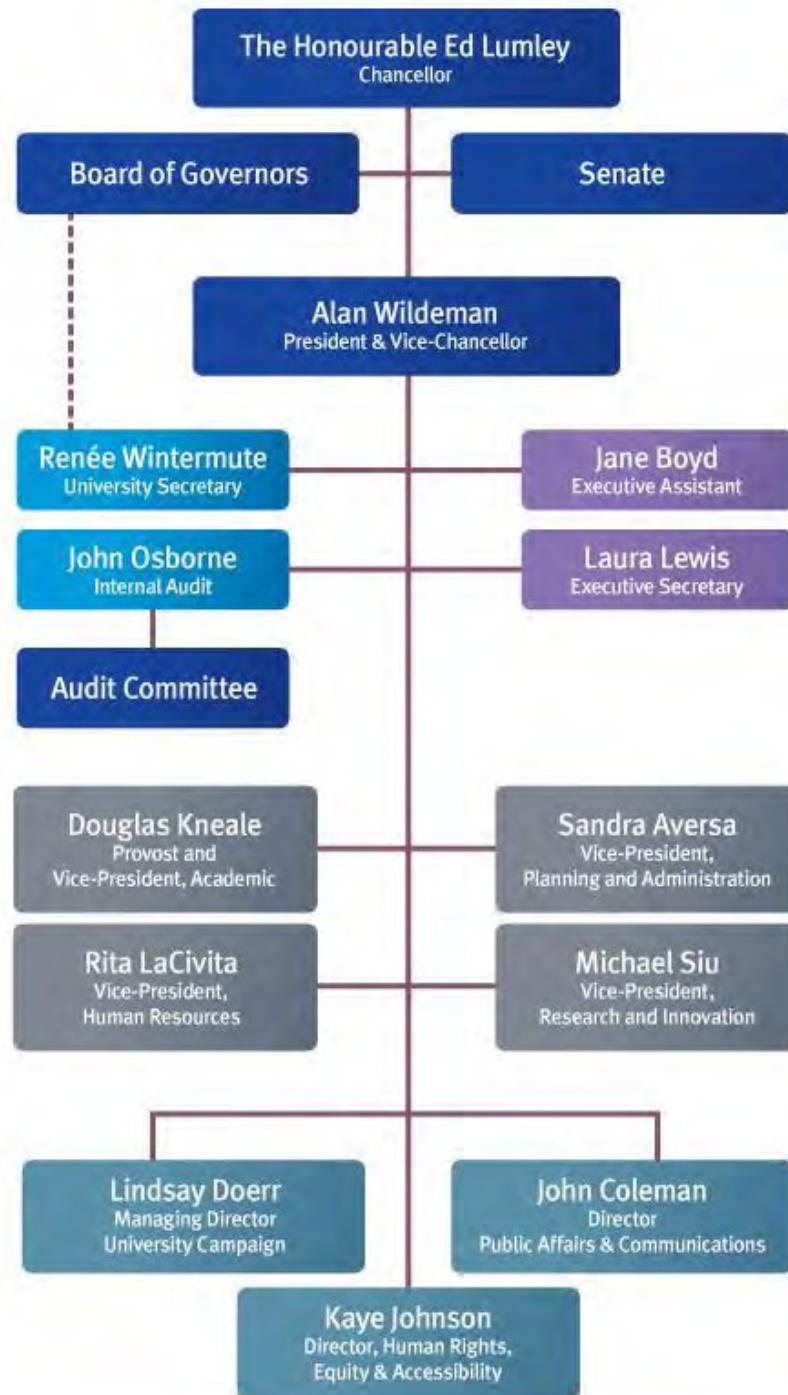
Under the bicameral shared governance model that there should be a division of responsibility between the corporate board, assigned authority for the "administrative affairs" of the institution, and the senate, assigned responsibility for "academic affairs" (Figure 1 below). The University Senate governs in parallel with the Board of Trustees. It should also be pointed out however that within institutions there generally are some limits to the capacity of shared governance that does not give faculty unqualified power and control.

The bicameral system of university governance recognizes the need for sound administrative practices and oversight by a Board that is independent of the University's senior staff; but assigns the responsibility for educational and research policy and related matters to the institution's academic leadership. The University Senate is the most senior academic body of the institution that is responsible for the academic policy of the institution while the Board of Governors (Trustees) is the most senior corporate body that is responsible for all other aspects of the governance of the institution not assigned to the Senate - this includes oversight of the management and control of the institution and its property, revenues, expenditures, business, and related affairs. The bicameral system has a powerful "raison d'être" and was founded on the convictions that:

- Despite public and private sources of funds, academic freedom within the institution cannot be compromised; it is best served by vesting control over educational and research policy in the institution's academic leadership. As the most senior academic body, the University Senate determines what is to be taught, who teaches it, and how it shall be taught;
- The effectiveness of the direction, control and accountability over all other matters, including the budget, property, revenues, expenditures, and business affairs of the institution, is optimized by granting authority to a senior corporate body — the Board of Governors (Trustees) — that represents a wider range

of stakeholders, including students, faculty, and staff, alumni, government bodies, funding agencies and the general public.

**Figure 1 – Example of Bicameral University Governance Structure
 (The University of Windsor in Canada)**



At the same time, embedded in this system of shared governance is the recognition that there are many issues of common interest to both the Senate and the Board.

Many institutions established a “Joint Committee” made up of representatives of both bodies; or have the Chairs of each body sit as a member of the other, to enable a coming together of the perspectives of both on key issues such as future direction, the funding of programmatic and academic priorities, and the implications of Board decisions on teaching and research.

The institution’s President is usually is *ex-officio* a member of the Senate and is appointed by the Board of Governors, normally with the concurrence of the Senate. The President would also be an Honorary Member of the Board of Trustees for the duration of his term of office.

1.3 Implementing Shared Governance

There are many ways to implement shared governance. Salient features of a shared governance model include:

- a partnership between faculty, staff and institutional leadership;
- inclusion of input from all impacted institutional stakeholders;
- aiming for consensus decisions but having a back-up plan if consensus cannot be reached;
- being facilitative rather than directive;
- listening to all perspectives as much as possible;
- shared accountability and team ownership;
- institutional flexibility within boundaries.

Successful shared governance institutions are those that have at least 6 structural elements:

- a Charter which outlines the boundaries of decision-making;
- collaboration between faculty, staff and institutional administrators;
- regular meetings with a formal means of communication to all institutional constituents;
- mutually planned agendas distributed before the meetings;
- ground rules of how to work together, be it in-person meetings or online meetings;
- striving for consensus decisions, meaning that everyone agrees to support them after having discussed the options.

Shared governance may look different in different settings but the outcomes are the same: a feeling by all stakeholders of having been heard and included in decisions that directly impacts all institutional constituents. Following are some basic principles of shared governance that should be observed in establishing, maintaining and strengthening higher education institutions.

- 1. Faculty and professional staff**, particularly those directly involved in teaching and conducting research, should have the lead role in determining the content of the curriculum, degree and certificate requirements, standards of instruction, student achievement standards, grading, and all matters relating to student progress in academic programs. To fulfill this responsibility effectively, faculty and professional staff must be given access to information and resources. Their judgments should be subject to overrule only rarely, with compelling reasons provided in writing and with an opportunity for response by the faculty and professional staff.
- 2. Faculty and professional staff** must be able to exercise independent academic judgment in the conduct of their teaching and research. Administrators should not interfere in these matters except in proven cases of academic incompetence or wrongdoing. A strong tenure system is the bulwark of protecting academic freedom against intimidation and arbitrary dismissal. Beyond that, protections of free expression should be extended to all the institution's constituents to ensure openness, objectivity and creativity.
- 3. Faculty** should have the primary role in interviewing and recommending candidates for academic appointment to the faculty, for tenure and promotion, research support, sabbaticals, and other incentives and measures of academic quality. Similarly, professional staff should have the primary role in interviewing and recommending candidates for appointment to their ranks, for advancement in academic status and promotion and for other incentives and measures of professional quality. Administrative overrule of these decisions should be rare and for compelling reasons, given in writing, and be subject to individual and collective response.
- 4. A well-functioning higher education institution** is one that ensures that *all* faculty and *all* staff - from full professors to adjunct lecturers, from librarians to departmental support staff - have suitable arrangements for their voices to be heard and given proper weight in decisions that affect the Mission and operation of the institution. For example, all faculty and staff should play a direct and prominent role in developing and advising on institutional budgets.

All faculty and staff should have a leading role on institutional committees, task forces and decision-making bodies that affect their work and are within their areas of expertise, including search committees for choosing Presidents and administrators. Given the growing interdependence among faculty, staff, students, administrators and institutional boards, all of those who aid in the design and/or implementation of the academic Mission of the institution should have a stake in shared governance.

1.4 Guiding Principles for the Implementation of a Bicameral Governance Model in Mongolian HEIs

The following principles are being presented to guide the development of a successful model of bicameral governance in Mongolian HEIs. These principles are broad and will assist in developing policies in all areas involving both the Board of Trustees and The Senate at each institution.

- 1. Education** – The Board and Senate should develop, through ongoing educational opportunities, a common and solid understanding and agreement of the powers assigned to each of their respective bodies; both in spirit and intent. Processes should be considered to address any current, or future, limitations and uncertainties.
- 2. Mutual Trust, Respect and Goodwill** - The Board and Senate must recognize the need to develop and maintain an attitude of mutual trust, respect and goodwill, both in their collective roles as two critical bodies within the institution and as individual members within those bodies. The Board and Senate must recognize that maximizing the potential of the institution requires building on the strengths and abilities of each of these bodies.
- 3. Strategic Advice** - Both the Board and the Senate must recognize that their role is to provide broad, strategic direction to the University, leaving operational issues to institution's management.
- 4. Multi-Year Planning** - Planning and consultation between the two bodies will involve both immediate and long-term issues, using the approach of revolving, multi-year plans.
- 5. Ongoing Communications** - The Board and Senate must recognize the need to strive, on an ongoing basis, to share, understand and solicit feedback on the issues that each body is responsible for as well as the issues for which they bear

joint responsibility; both bodies must also recognize the importance of timely feedback allowing sufficient time for response and, where necessary, action.

6. **Broad Consultation** - Both parties must recognize the desirability of soliciting and encouraging the feedback and advice of the broader institutional community regarding those matters that relate to bicameral governance issues.
7. **Accountability** - The institution will provide the Senate, on a regular basis, a report that summarizes actual versus planned results on those strategic issues that are within the purview of Senate.
8. **Regular Meetings** - The Board and Senate and the appropriate committees of each should establish regular, face-to-face meetings in a manner that will permit meaningful dialogue, representative of the broader University perspective.
9. **Documentation** - Requests for information, decisions and other forms of communication should be well documented in writing with reasonable expectations for timely feedback.
10. **Policy Development** - The Board and the Senate should develop a protocol that, while acknowledging the ultimate authority of one body or the other with respect to certain issues; opens up meaningful opportunities for dialogue and exchanges of information so that each body makes the most informed decision possible.

1.5 The Board's Relationship with the Senate

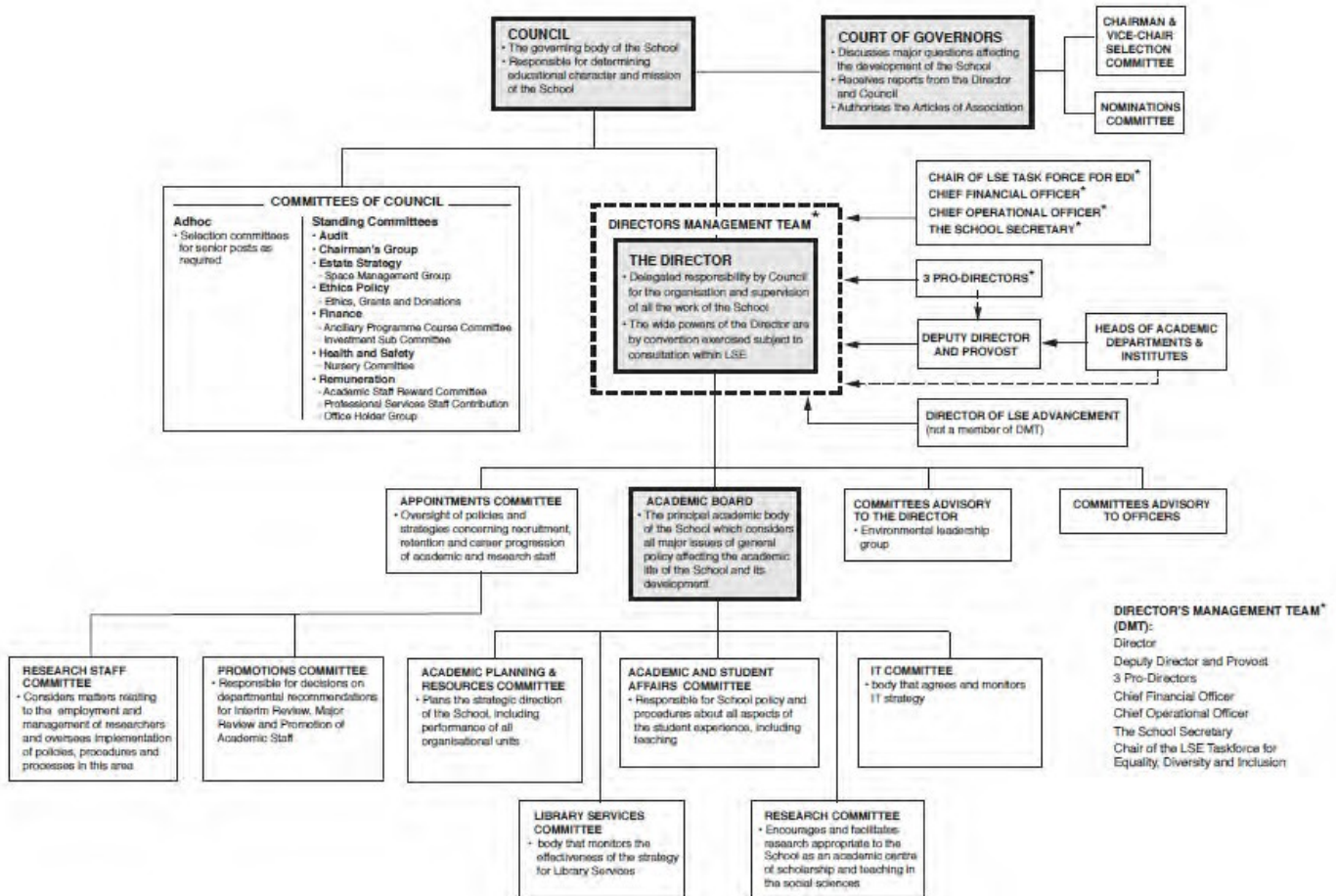
Institutional bylaws should set out the membership and responsibilities of the Senate and the Board. The bylaws should give each body complementary responsibilities, and those different mandates should reflect in the way each is structured. However, the bylaws should also make clear that the Senate and the Board share responsibility for the governance of the institution. They should provide for each body to appoint representatives to the other, make the President an ex-officio member of the Senate and the Board, stipulate that certain matters must be approved by both bodies, provide the ability for the Senate to give advice to the Board on any matter it sees fit, and give reciprocal ability to the Board.

Figure 2 below outlines the modified bicameral governance model at the London School of Economics and Political Science⁵ where the "Council" (University Senate) is responsible for the academic activities in addition to the some of the institution's administrative activities and the "Court Governors" (Board of Trustees) provides

⁵<http://www.lse.ac.uk/home.aspx>

strategic direction to the institution and receives reports from the Council and the Director.

Figure 2: Example of Modified Bicameral University Governance Structure (The London School of Economics and Political Science)



In addition to the measures provided for in the institution's bylaws; through policy and practice, the Board and Senate should establish mechanisms to foster interaction. For example, significant documents such as strategic plans and campus master plans should be approved by both bodies as must certain classes of policy; and the Board should defer consideration of the budget until it receives the advice of Senate.

1.6 The Board's Relationship with the Institution's Internal Community

It is imperative for good institutional governance that the Board of Trustees does not appear to be disconnected or insulated from the university community and make its decisions without fully understanding what is strategy happening across the campus. To address

this issue, many institutions provide leaders of stakeholder groups with membership on the Board of Trustees – i.e., Chair of the Alumni Association, Chair of the Student’s Union, Faculty Representation, etc. This action, however, comes up against a fundamental governance principle - the requirement for members of the Board of Trustees to be independent. It would be contrary to this fiduciary responsibility to have “representatives” of particular constituencies voting at the direction of their organizations. Regardless of how someone gets to the Board table, or who put them there, once a person becomes a Board member, his or her loyalty must lie with the best, long-term interests of the institution. The situation would be especially problematic if the appointee were an executive member of the constituent organization.

As noted in Daniel Bourgeois’ “The Law of Charitable and Not-for-Profit Organizations”⁶, an executive member of a group could “potentially be in breach of a fiduciary duty to one or the other organization, in particular if those two or more organizations have relationship between or among each other.” The institutional bylaws should determine the membership of the Board and provide for members to be elected from faculty, staff and student constituencies and those internal members of the Board should bring the views and concerns of their constituents to the table. The Board must recognize the importance of hearing and understanding the range of concerns among all stakeholder groups and it may need to find additional ways of doing that; it is part of the Board’s fiduciary responsibility to act with due diligence. The Board also needs to establish a sound communication mechanism to let the campus community know what it is doing and how it operates, and there needs to be a way by which Board decisions are regularly communicated back to stakeholders.

Finally, individual Board members have a responsibility to learn more about what is happening in different divisions of the institution in order to better understand the work that is being done on a daily basis within the institution and how their Board’s decisions both arise out of that work and have an impact on it.

1.7 The Board of Trustees’ Relationship with the External Community

Most institutional Boards of Trustees have mechanisms in place to allow members of the community external to the campus to bring forward issues and concerns. It is part of the due diligence of Board members to be informed about the relationship between the institution and the community within which it resides. Including members of the external community on institutional Boards of Trustees is a common practice. Similarly, members of the Board appointed by the institution’s Alumni Association may also bring views of a

⁶ <https://store.lexisnexis.ca/en/categories/products/the-law-of-charitable-and-notforprofit-organizations-4th-edition-skusku-cad-00006/details>

critical subset of the external community. Alumni straddle both the internal and external groups. They provide the Board access to what is happening and what is being talked about outside the institution, and are usually among the institution's strongest supporters.

However, the ability of other voices to be heard is also important. There are generally key organizations within the local community with which institutions normally partner on various levels. The views of institutional partners, including community members and community leaders, donors, and business people should be welcomed and sought after by the institution's Board.

1.8 The Institution's Bylaws

The institution's Bylaws Committee should be charged with development and oversight of the institutions bylaws to ensure the duties and obligations of the Board of Trustees and the Senate are clearly defined and enunciated. It is not uncommon for institutions to have a separate set of bylaws outlining the duties and responsibilities of the Senate. The Senate Bylaws would be referenced in the broader institutional bylaws. The terms of reference of the Bylaws Committee should give it responsibility for matters "affecting the proper functioning of the Board" and for the review of "By-laws, Special Resolutions, rules of order and operating procedures of the Board." This provides sufficient scope for the Bylaws Committee to effectively monitor the institution's bylaws.

2.0 Mandate of the Board of Trustees for Mongolian HEIs

2.1 Authority to Act

For both public and private Mongolian HEIs the authority to act should be established via Ministerial Order. The Board of Trustees of the institution should be seen as the corporate body with complete responsibility for the governance and welfare of the University and all the interests pertaining thereto including students, faculty, staff and alumni. In the exercise of this responsibility, the Board should be guided by the following general policies:

- 1 The authority for day-to-day management and control of the University, and the establishment of policies and procedures for the educational program and other operations of the University, should be delegated to the President, and by him/her, either by delegation to or consultation with the faculty and the student body in accordance with a general directive of the Board.
- 2 This delegation of authority requires that the Board rely on the judgment and decisions of those who operate under its authority. However, this reliance of the Board must be based upon its continuing awareness of the operations of the University. Therefore, the Board should receive and consider thorough and forthright reports on the affairs of the University by the President or those designated by the President. It has a continuing obligation to require information or answers on any University matter with which it is concerned.
- 3 Finally, upon request the Board should advise the President on any University matter of concern to him/her. The Board of Trustees should also carry out certain responsibilities as a Board, without delegation. These responsibilities include:
 - (a) The selection of the President of the University (in consultation with the University Senate),
 - (b) The determination of the major goals of the University and the approval of the policies and procedures for implementation of such goals.
 - (c) The review and approval of the operating and capital budget of the University.
 - (d) Such other responsibilities as law, governmental directives, or custom require the Board to act upon.

4. The Board of Trustees should regularly inform the citizens of Mongolia of the University's performance of its role in the education of the country's youth.
5. The Board of Trustees should also assist the President in the development of effective relationships between the University and the various agencies of the in the country which provide to the University assistance and direction.

2.2 Composition of the Board of Trustees - Membership and Organization

The Boards of Trustees of Mongolian HEIs should be “constituency” Boards, with representatives appointed or elected from all stakeholder groups within the institution - student population, faculty, administration, local, regional and provincial government, alumni, and the Board itself. Thus, considerable diversity should be built into the university's governance structure when viewed from a constituency perspective. This is important in terms of ensuring the right issues are coming forward to the Board.

In addition to this diversity by constituency, Boards of Trustees should strive to have a diversity of skill sets to help it carry out its complex functions and responsibilities. This complexity requires competency and experience in a number of key areas in order to give the Board depth and balance. Gender and culture are also important aspects of diversity. for Mongolian HEIs Boards. Consequently, a minimum of 30% of each Board's membership should consist of female trustees. In addition, succession planning must be a central focus of institutional leaders and institutional Boards.

Each public institution should be administered by a Board of Trustees, consisting of twenty members dedicated to the purposes of the public university system. Each of these university's Board of Trustees should include six members appointed by the Ministry of Education Culture and Science; eight external members nominated by the Board of Trustees and approved by the Ministry of Education Culture and Science; four members appointed by the institution's Faculty, including the Faculty Senate Chair or equivalent; the President of Student Government, or the equivalent; and 1 member representing the institution's alumni.

For Private institutions the twenty-member Board could consist of 12 members representing the founders of the institution (which could include institutional faculty or alumni); six external members nominated by the Board of Trustees; 1 member appointed by the institution's Faculty Senate (perhaps the Chair the Senate Chair or equivalent); and 1 member representing students (perhaps the President of Student Government, or the equivalent).

Mongolian HEIs should also consider the following with regards to their respective Board of Trustees and the terms of appointment of individual Trustees:

- Independent Board of Trustee members should serve staggered terms of six years and may be reappointed for 1 subsequent term;
- Board of Trustee members appointed by the Government should serve staggered terms of three years and may be reappointed for 1 subsequent term;
- Board of Trustee members representing the faculty should serve staggered terms of 3 years and may be reappointed for 1 subsequent term;
- Board of Trustee members representing the institution's Alumni should serve staggered terms of 3 years and may be reappointed for 1 subsequent term;
- The Chair of the Student's Association shall serve for the duration of the term of the elected office.

Each Board of Trustees should select its Chair and Vice-chair from the appointed members. Each Chair should serve for 3 years and may be reselected for one additional consecutive three-year term. The duties of the Chair should include presiding at all meetings of the Board of Trustees, calling special meetings of the Board of Trustees, attesting to actions of the Board of Trustees, and outlining to the Board of Trustees in writing whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal. In addition to the Chair, the Board of Trustees should elect a Secretary to record the minutes of all Board meetings. The Secretary should also finalize the agenda for all Board meetings in consultation with the Chair.

The university President should serve as an ex-officio member of the Board of Trustees and should be responsible to the Board of Trustees for all operations of the university. Members of the Boards of Trustees should receive no compensation for Board work but may be reimbursed for travel and expenses related to the position as a Member of the Board. Each Board of Trustees should establish the powers and duties of the university President.

Finally, it would be important to organize and provide training sessions for new Board members and for Boards themselves, to learn how they should operate effectively as oversight bodies. All trustees should be required to attend a Board of Trustees orientation session, preferably prior to service on the university. Mongolian HEI Boards may also consider using their Committee structures to help members gain experience in preparation for assuming progressively expanding responsibilities.

2.3 The Executive Committee

It may be useful for each Board of Trustees to consider the formation of an Executive Committee to administer the affairs of the Board and act as necessary on behalf of the full Board between formal Board meetings. The Executive Committee could consist of; the Chair of the Board, who shall preside; the Vice Chair of the Board; the Treasurer; the Secretary; the chairs of other standing committees of the Board; and such additional Trustees as may be appointed by the Chair of the Board from time to time. Five members could constitute a legal quorum for the transaction of business. In any interval between the regular meetings of the Board, the Executive Committee should have authority to transact all business and do any act that could come before the Board.

2.4 The Chair of the Board of Trustees

The Chair of the Board of Trustees should preside at all Board meetings and should be an *ex-officio* member of all committees of the Board. The Board Chair should also chair the Committee on Governance and Nominating and the Selection Committee for the President. The Chair should be entitled to vote at all Board meetings and, in the event of a tie vote, should have a second or casting vote.

The Chair should have a wide-ranging set of administrative duties. These duties could include: preparing and chairing meetings for which he is Chair; contributing to the activities of other Board committees; playing a lead role in the evaluation of the President's performance; regularly consulting with the President and the Vice-Presidents, and representing the University's interests with a range of regulatory bodies.

2.5 Fiduciary Responsibilities of the Board of Trustees

Fiduciary responsibility is a legal responsibility, commonly described as comprising three "duties": duty of care, duty of loyalty and duty of obedience. Duty of care means that members of the Board of Trustees should carry out their responsibilities in good faith and with diligence, care and skill; all in the best interests of the institution. Duty of loyalty means that each individual Board member must be independent of any outside influence, including the body or group that appointed or elected the member to the Board, and make decisions solely on the basis of his or her good judgment and for the benefit of the institution. Finally, duty of obedience speaks to the need to ensure that the institution is operating in accordance with its purposes and that it is compliant with the law.

The Board should structure itself to ensure that these three duties are consistently met. This has implications for the role and conduct of individual Board members. It also has

implications for the types of committees that are struck, the mandates they are given, and the authority that is delegated to them, and for the ways in which the Board reaches decisions. Open, transparent decision-making processes are necessary to build trust in the efficacy and integrity of the Board.

2.6 Setting the Strategic Direction for the Institution

There are key areas of strategic focus for any Board, regardless of the type of institution it governs:

- a) Strategic plans.
- b) Selection of the President and appointment of senior management, and matters of compensation.
- c) Fiscal integrity.
- d) Risk management.

All of the above are necessary for the long-term sustainability of the institution and are tied to the Board's fiduciary role. They are inter-related and not dealt with in isolation. However, of the four, strategic planning should be the driving force. Strategic plans state where an institution wants to go and what kind of institution it wants to be. However, such plans will only be successful if there is effective leadership, sufficient resources, and prudent management of the risks that change and growth bring. It is important, therefore, that the Board focus its attention and its priorities on the implementation of the institution's strategic plan, approved by both the Senate and the Board. The strategic plan should be at the heart of every Board discussion, not just discussed when it is being developed or reviewed.

Every Trustee, regardless of constituency, and all Committees of the Board have responsibility for each of these areas of focus. The Board must design its processes to ensure that its oversight is strategically focused and not diffused through the work of their Committees. Effective decision making means that the Board remains focused on critical, high level decisions, while delegating authority to Committees with respect to implementation of those decisions when it is appropriate to do so.

2.7 University Administration and Oversight

It is important that each Board of Trustees be responsible for the administration of its university in a manner that is dedicated to, and consistent with the university's Mission. They should also be allowed to establish committees of the Board to address matters

including, but not limited to, academic and student affairs, strategic planning, finance, audit, property acquisition and construction, personnel, and budgets.

In addition, each Board of Trustees should adopt a strategic plan in alignment with the university's Mission and Vision statements. University strategic plans should also be approved by the University Senate and for public institutions, may submitted to the Ministry of Education Culture and Science. Each Board of Trustees of public universities should prepare a multi-year work-plan for the Ministry of Education Culture and Science that outlines the university's top priorities, strategic directions, specific actions and financial plans for achieving those priorities, as well as performance expectations and outcomes on institutional goals. The work-plan report should reflect the university's distinctive Mission and focus on core institutional strengths.

To maintain the Board of Trustee's objectivity, each Board of Trustees should have a policy addressing conflicts of interest for its members. Each Board of Trustees should maintain an effective information system to provide accurate, timely, and cost-effective information about the university, and should require that all data and reporting requirements of the Ministry of Education Culture and Science are met. Each Board of Trustees may promulgate regulations and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks. Each Board of Trustees should be authorized to secure comprehensive general liability insurance.

Each Board of Trustees should also be authorized to promulgate university regulations for the institution in accordance with the guidelines of the Ministry of Education Culture and Science. Each Board of Trustees should be responsible for campus safety and emergency preparedness, to include safety and security measures for university personnel, students, and campus visitors. Each Board of Trustees should be authorized to create divisions of sponsored research and establish policies regulating the administration and operation of the divisions of sponsored research.

2.8 Academic Programs and Student Affairs

It is recognized that the university Senate should be the final authority with regards to the institution's academic matters. But, each Board of Trustees, on the recommendations of the University Senate, should adopt university regulations or policies, as appropriate, in areas including, but not limited to the authorization and discontinuance of degree programs; articulation and access; admission and enrollment of students; minimum academic performance standards for the award of a degree; student financial assistance;

student activities and organizations; student records and reports; and the internal procedures of student government organizations. Each Board of Trustees should require that institutional control and oversight of its athletics programs is in compliance with the national rules and regulations with the university President responsible for the administration of all aspects of the institution's athletics program.

2.9 Personnel

Each Board of Trustees, in cooperation with the university Senate where applicable, should provide for the establishment of a human resource development program for all the employees of the university, including the President, which may include but is not limited to: compensation and other conditions of employment, recruitment and selection, non-reappointment, standards for performance and conduct, evaluation, benefits and hours of work, leave policies, recognition and awards, inventions and works, travel, learning opportunities, exchange programs, academic freedom and responsibility, promotion, assignment, demotion, transfer, permanent status of faculty, ethical obligations and conflicts of interest, restrictive covenants, disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment; to the extent allowed by Mongolian law.

Each Board of Trustees should select its university's President. A Presidential Search Committee should be appointed to make recommendations to the full Board of Trustees. Each Board of Trustees should also develop guidelines for the annual evaluation of the President and should conduct an annual evaluation of the President. These activities are usually done in consultation with the university Senate.

2.10 Financial Management

Each Board of Trustees should be responsible for the financial management of its university and, for public institutions, should submit an institutional budget each year to the Ministry of Education Culture and Science. Each Board of Trustees should be allowed to establish institutional tuition and fees in accordance with regulations established by law. Each Board of Trustees should also be able to establish waivers for tuition and fees pursuant to approved internal regulations. Each Board of Trustees should engage in sound debt management practices for the issuance of debt by the university and its direct support organizations, and should comply with the guidelines established by law in connection with the authorization, issuance and sale of university and direct support organization debt.

Each Board of Trustees should account for expenditures of all funds in accordance with approved guidelines or regulations and should establish policies and procedures for the performance of annual internal audits of university finances and operations. Each Board of Trustees and each direct support organization should also prepare annual financial statements.

2.11 Property and Purchasing

Each Board of Trustees and university direct support organizations should be able to enter into binding contractual obligations for the development, construction, operation, or maintenance of university facilities. Each Board of Trustees should have the authority to acquire real and personal property and contract for the sale and disposal of same, and approve and execute contracts for purchase, sale, lease, license, or acquisition of commodities, goods, equipment, and contractual services, leases of real and personal property, and construction.

Each Board of Trustees should also have the authority to sell, convey, transfer, exchange, trade, or purchase real property and related improvements necessary and desirable to serve the needs and purposes of the university. Each Board of Trustees should be responsible for the use, maintenance, protection, and control of, and the imposition of charges for, university-owned or university-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the university. Each Board of Trustees should also prepare and adopt a campus master plan.

2.12 Summary of the Boards' Responsibilities and the Duties of Individual Trustees

The primary responsibilities of the Boards of Trustees for Mongolian HEIs may be summarized as follows:

1. To provide stewardship and ensure that University actions support University objectives;
2. To participate in setting the Mission and strategic plan of the University, and to focus on the strategic plan, once formulated;
3. To appoint and support the President;
4. To monitor the President's performance;
5. To protect and defend the University's autonomy;
6. To ensure the University's future;
7. To advocate on behalf of the University;

Effective Governance for Mongolian HEIs – A Bicameral Model
Mongolian Higher Education Reform Project

8. To understand the University, its mission, its strategic plan, and its culture, and to explain them to the external community;
9. To identify risks and internal controls;
10. To ensure adequate resources and financial solvency;
11. To set policy;
12. To ensure good management;
13. To assess Board performance.

In line with the above, the duties and responsibilities of individual Trustees may be summarized as follows:

1. To support the mission of the University;
2. To help enhance the public image of the University and the Board of Governors;
3. To strengthen and sustain the President while being an active, energetic, and probing Board member exercising critical judgment on policy matters;
4. To understand that the Board's role is policy making and not involvement in administration or the management process of the institution;
5. To communicate promptly to the Board Chair or the President, as appropriate, any significant concern or complaint and then let the Chair or President deal with it;
6. To defend the autonomy and the independence of the University;
7. To maintain an overriding loyalty to the entire University rather than to any part of it or constituency within it;
8. To seek to be fully informed about the University and its role in the country and in higher education and to be responsive to the changing environments which affect it;
9. To foster openness and trust among the members of the Board, the administration, the faculty, the staff, the students, the government and the public;
10. To maintain a decent respect for the opinions of one's colleagues and a proper restraint in criticism of colleagues and officers;
11. To speak one's mind at Board meetings but to support policies and programs once established;
12. To recognize that authority resides only with the Board as a whole and not in its individual members;
13. To recognize that the President is the primary spokesperson for the University and the Chair of the Board is the only other person authorized to speak for the Board;
14. To recognize that no Board member shall make any request or demand for actions that violate the written policies, rules, and regulations of the Board;
15. To maintain the highest ethical standards and never allow any personal conflict of interest to exist.

2.13 Best Practices for Boards of Trustees of Mongolian HEIs

There are 10 characteristics and habits of Boards that meet the test of strategic governance. Highly effective boards:

1. Create a culture of inclusion.
2. Uphold basic fiduciary principles.
3. Cultivate a healthy relationship with the president.
4. Select an effective board chair.
5. Establish an effective governance committee.
6. Delegate appropriate decision-making authority to committees.
7. Consider strategic risk factors.
8. Provide appropriate oversight of academic quality.
9. Develop a renewed commitment to shared governance.
10. Focus on accountability.

2.14 Selection Criteria for Trustee Nominee for Mongolian HEIs

Mongolian HEIs should energetically seek Trustees with diverse backgrounds and experiences. They recognize that a robust diversity of backgrounds and gender among the Trustees will add significantly to the quality of the Board and its deliberations. Further, a key consideration in the selection of Trustees is to find persons who deeply support, respect, and value highly the life of the mind. Below are characteristics that help to determine whether a potential candidate satisfies the criteria for trusteeship. A candidate does not necessarily need to meet all of the stated criteria; however, it is highly desirable that nominees to Boards of Trustees demonstrate as many of these characteristics as possible. It should also be noted that in determining their selection of new Trustees, Mongolian HEIs and their Boards should also consider additional criteria to complement and strengthen the composition of their current Board, such as diversity and areas of expertise. Institutions should seek Trustees with these qualities:

1. Clear understanding of and willingness to work actively to promote the interests and quality of the university;
2. Influence at the local, national, or international level that could be used in support of the university and its programs;
3. As means and time permit, a capacity and willingness to make significant contributions and/or assist in the university's fund-raising efforts;
4. Leadership ability;
5. Special skills, talents, or interests that could prove of value to the university;

6. Ability to attend and be involved regularly in Board and committee meetings and other university activities;
7. Ethnic, gender, professional, and geographical diversity;
8. A relationship with the university -- e.g., alumnus/a, parent of a past or present AU student, member of a school or college advisory council, friend of the university, etc. -- other than being a university employee. The university's Bylaws do not permit a current university employee to be a voting trustee (the exceptions -- all non-voting trustees -- are the university president, two faculty members, and one student); and
9. A lack of any potential conflict-of-interest (e.g., Board membership at a competing university).

2.15 Orientation and Evaluation of Trustees in Mongolian HEIs

Orienting new trustees to the institution and to the work of the Board is an important function of the Board. The Trusteeship Committee, or a similar Committee, should be responsible for developing and overseeing an orientation program for all new Trustees. The program should address what is expected of Trustees as well as how the Board is expected to work. The Secretary of the University could be charged with administration of the program, with oversight by the Trusteeship Committee and Board officers.

The performance of individual Trustees should be evaluated formally at least every three years near the conclusion of a Trustee's term. Approximately six months before the end of a "class" of Trustees' term, the Trusteeship Committee should ask them if they wish to be considered for re-election to another three-year term. All those who wish to be considered for re-election should be required to submit to the Trusteeship Committee a confidential self-evaluation on a form provided by the Committee. The Trusteeship Committee should assess each Trustee's performance based on the self-evaluation and other factors including confidential peer evaluations of the Trustee's contributions to committees and Board meetings; Board meeting attendance records; financial contribution records (both lifetime and during the past three years); and records of university involvement (e.g., membership on advisory councils, fundraising leadership, etc.). Criteria which could be used for determining individual Trustee effectiveness are listed below:

- demonstrated active involvement in Board and university activities in ways that promote the welfare and quality of the university;
- regular attendance and effective participation in Board and committee meetings;
- involvement in university activities other than Board meetings;

Effective Governance for Mongolian HEIs – A Bicameral Model
Mongolian Higher Education Reform Project

- use of special talents, abilities, or professional relations to benefit the university;
- financial support of the university with payments kept current;
- assistance in development and fund-raising programs; and
- compliance with the Trustee Conflict of Interest policy.

Further, recognizing the increasing importance of assessment's value not only for individual performance but also for organizational performance, under the leadership of the Trusteeship Committee, the Board should take advantage of periodic external evaluations in order to have its performance assessed independently and professionally. Among the criteria for Board effectiveness should be:

1. enhancement of the public image of the university;
2. progress toward accomplishing Board-approved goals;
3. active support of the President and an annual review of performance;
4. significant funds contributed and raised;
5. effective oversight of financial resources;
6. effective oversight of academic resources;
7. assurance of successful implementation of the strategic plan;
8. promotion of the well-being of faculty, students, administrators, and alumni;
9. visible participation in campus events;
10. periodic assessment of Board's performance, leading to Board development and renewal;
11. Board and Committee meetings arranged and conducted efficiently, with clear and tangible outcomes and assigned responsibility for implementing decisions; and
12. Board and Committee meetings focused on major issues with genuine significance for the university.

3.0 The University Senate

This Chapter is provided as a reference for members of the University Senate of Mongolian HEIs. It highlights the generally accepted roles and duties of the University Senate and the responsibilities of Senators and the members of its Executive Committee. These guidelines were developed to promote consistent, transparent and informed decision making and to facilitate the development of coherent and effective policies and procedures. The duties and responsibilities of the University Senate should be documented in separate set of bylaws - University Senate bylaws¹ within each institution.

3.1 Shared Governance and the University Senate

The current trend in university governance internationally is the principle of shared governance and the most common shared governance model in higher education institutions is the “Bicameral Model”. In terms of university governance, “shared” means including various institutional constituencies - students, staff, faculty, administration and trustees - in the decision-making process for the institution. The extent of the involvement of the different stake-holder groups in the decision making process depends a great deal on the type of decisions being made.

As outlines in Chapter 1, in the bicameral system, institutional governance is shared between the Board of Trustees and the University Senate, which is defined as the final academic authority. The establishment of, abolition of, and any changes in departments, Faculties and Schools are items on which Senate should make recommendations to the Board of Trustees. The approval of all courses of study or degree programs are matters that Senate normally should have the sole power to determine, usually on the recommendations of the concerned schools or faculties.

This concept of shared institutional governance between the Board of Trustees and the University Senate is one of the most distinctive features of highly ranked, internationally recognized, higher education institutions. This shared governance system gives the institution’s faculty, operating through the University Senate, a voice in the operation of their institution. In addition, it imposes on faculty a measure of responsibility for the manner in which the institution operates.

The Board of Trustees traditionally has the authority to decide on all matters that are not reserved to the Senate. The Board of Trustees also has the authority to determine all matters on which the Senate recommends, whether or not a recommendation is forthcoming. It would, however, be most unusual for any university Board of Trustees not

¹ Appendix 5 - UCLA Academic Senate Bylaws

to hear what the University Senate might have to say on any issues that they regard as important. The explanation for this caution is fundamental to the academic bicameral governance: the academic staff have the academic knowledge and expertise, and members of the governing Board of Trustees should seek to be informed about the impact their decisions would have on teaching and research before they render decisions.

3.2 Purpose of the University Senate

The general purpose of the University Senate is to:

- Direct the educational matters of the institution such as curriculum, education provision, academic policy and regulatory oversight through approval of Academic Regulations, Student Code and new academic policies;
- Oversee and assure the quality and standards of all academic matters of the institution in general and in particular where programs and activities lead to the awarding of degrees and qualifications of the institution;
- Consider matters of academic governance of the institution;
- Advise and make recommendations to the President and Board of Trustees on academic institutional and sectoral initiatives and strategic priorities such as education strategy, program offerings and research;
- Oversee the academic governance framework: constitute, reconstitute and discontinue Committees;
- Maintain oversight of functions undertaken by Committees and subcommittees with a key role in approving the annual work program for those Committees and subcommittees and prescribing annual reporting requirements.

All major decisions and plans of the administration that significantly affect academic affairs should be submitted to the University Senate for an expression of views prior to implementation or submission to the Board of Trustees. The views expressed by the University Senate should be transmitted, along with the Administration's proposals, to the Board of Trustees when these plans and decisions are considered by the Board of Trustees.

The duties and responsibilities of the University Senate are intended to provide effective mechanisms and structures to ensure that students are fairly and objectively assessed while at the same time maintaining the institution's high academic standards. These duties and responsibilities of the University Senate may be categorized into six areas²:

² Appendix 1 – Sample Academic Regulations (Anglia Ruskin University). This appendix presents a set of academic regulations, encompassing the 6 traditional areas of responsibility of the University Senate. As

1. Academic Regulations³;
2. Marks and Student Assessment Standards;
3. Program-Specific Regulations;
4. Supporting Procedures;
5. Research and Postgraduate Academic Regulations;
6. Code of Conduct⁴.

3.3 Composition of the University Senate

It is important that the size and composition of the University Senate is detailed in the University Senate bylaws. For smaller Mongolian HEIs the size of the University Senate could range from 10 to 15 members and for the larger institutions from 30 to 40 members. In addition, each institution's University Senate should elect an Executive Committee of 5 to 7 members to carry out the "day-to-day" activities of the Senate.

From its membership, the University Senate should also elect a Chair of the Senate. The Chair should perform the duties normally associated with this office, including presiding at meetings of the full Senate and its Executive Committee, supervising and executing Senate business and convening regular and special meetings of the University Senate. Where the Chair of the University Senate is unable to chair a meeting of the Senate he/she shall nominate a member of the University Senate to chair the meeting.

The University Senate should also elect from its membership a Secretary. The Secretary to the University Senate is responsible for all aspects of the meetings of University Senate. This includes: the maintenance of, and guidance on, all academic policies; the provision of assistance to all of the standing committees and sub-committees of the University Senate; and acting as a liaison between them.

Sample categories of membership of the University Senate could be as follows (where applicable):

the final academic authority in the institution, the University Senate would be responsible for the development and monitoring of the contents of this document.

³ Appendix 3 – Glossary of Academic Titles. This appendix presents a glossary of the numerous academic titles that are bestowed upon faculty in the USA, along with appropriate definitions. Each Mongolian HEI's University Senate can use this document as a reference when bestowing the appropriate academic titles on their institution's faculty.

⁴ Appendix 2 – Sample Code of Conduct. The material presented in this appendix would also be the responsibility of the University Senate as the final academic authority at the institution and outlines a code of conduct for students.

- **Ex-officio Non-Voting Members** – Those individuals filling the following institutional positions should also serve as ex-officio, non-voting members of the University Senate:
 - Institution’s President
 - Institution’s Senior Financial Executive
 - Chair of the Board of Trustees

- **Ex-Officio Voting Members** - Those individuals filling the following institutional positions should also serve as ex-officio, voting members of the University Senate:
 - Program Deans
 - Registrar
 - Senior Administrator for Student Services
 - Director of Research
 - Director of Teaching and Learning
 - Director of Graduate Studies

- **Teaching Staff Members** - Teaching staff should make up the majority of the University Senate membership and, other than those referred to above, should be elected by and from the teaching staff of the institution. At least one member should be elected from each academic unit or school within the institution. Beyond this minimum requirement, the relative numbers of teaching staff members elected from each academic unit or school within the institution should be in proportion to the relative sizes of the full-time equivalent teaching staff of each of the academic units or schools.

- **Student Members** - Student representation on the University Senate should include representation from undergraduate as well as graduate students. Most institutions include the President of the Student Council on the University Senate as well as representation from graduate students.

- **Staff Members** - In addition to the staff members mentioned above, additional representation (1 or 2) should be elected by and from the administrative staff constituency of the institution.

- **Alumni Members** - Alumni should also be represented on the institution’s University Senate. An obvious selection in this area would be the President of the institution’s Alumni Association.

3.4 The Executive Committee

Each University Senate should, elect from its membership an Executive Committee (ECUS) to conduct the “day-to-day” activities of the University Senate. The Chair of the University Senate should also be Chair of the Executive Committee. The Executive Committee is the body responsible for coordinating the work of University Senate and its committees. In pursuance of its responsibilities, it directs the flow of University Senate business to the appropriate committees, administers the process of nominating members to serve on University Senate and its Committees, sees that Committees report on policy matters, and schedules the agenda of University Senate to facilitate the consideration of reports and other policy matters. The Executive Committee should approve all matters going before the University Senate.

The Executive Committee should also act as the Budget Committee of University Senate and should advise on the following:

- the feasibility of new Faculties, Departments, Programs, or Research Centers;
- reviews of existing Faculties, Departments, Programs, or Research Centers;
- budgetary matters that affect academic programs; and
- the number and distribution of tenure stream faculty appointments, preferably within the context of comprehensive budget proposals.

The Executive Committee should advise University Senate on all matters pertaining to the organization of University Senate and its committees; the organization and function of academic governance in the University; University Senate's relationship with other bodies in the University and with bodies external to it. The Executive Committee should recommend the creation of special committees to deal with matters of general concern that do not fall within the accepted area of jurisdiction of an existing University Senate Committee. The Executive Committee should also present nominations for officers of University Senate and also present nominations for all Standing Committees of University Senate.

In summary, the Executive Committee of the University Senate has three important roles:

- To meet regularly with the Chair of the Board of Trustees and the senior leadership of the institution. As a result, ECUS helps to shape policy before it is vetted by the full University Senate and forwarded to the Board of Trustees.
- To nominate members to the University's and Board of Trustee's committees that help make policy, determine the priorities for resource allocation and advise the

President and Board of Trustees on academic matters. As such, the Executive Committee also serves as the University Senate's Nominating Committee.

- To assist in screening nominations for both the search and the review committees for senior institutional administrators, including the President.

The Executive Committee of the University Senate is also charged with protecting academic freedom. The Chair of the University Senate should also serve as Chair of the Executive Committee.

3.5 Conduct of Business

Ordinary Meetings of the University Senate should be convened by the Chair of the University Senate, on the request of the President, at least twice in each academic session. Normally, one such meeting is held each semester. Provisional dates for such meetings should be published by the Chair at the beginning of each academic session.

A Special meeting of the University Senate may be called at any time by the Chair. A Special meeting could also be called by the Chair at any time upon a requisition addressed to the Chair by not less than one sixth of the members of the University Senate, stating the object for which the meeting is to be called. When required, the Chair should be able to request the University Senate to conduct business electronically and any decisions would normally be taken by exception. No quorum should be required for an Ordinary Meeting of the University Senate or for business conducted electronically. The quorum for a Special Meeting of the University Senate should be not less than one third of the members of the University Senate.

Every issue at a meeting of the University Senate should, as far as possible, be determined by consensus, but where in the opinion of the Chair, or the member nominated to chair the meeting, consensus is not possible; the issue should be decided by a majority of the votes of members present and voting on the issue. At meetings of the University Senate, the Chair should have a casting as well as a deliberative vote. A member of the University Senate nominated by the Chair to chair a meeting of the Senate should have a deliberative, but should not have a casting vote.

The Secretary should notify each member of the University Senate of the date, time and venue of each meeting of Senate at least two weeks in advance of the meeting. Also, the agenda for each meeting of the Senate should be prepared by the Secretary under the direction of the Chair and the President, and should be communicated to each member of the Senate at least two weeks in advance of the meeting. It is useful to distinguish on

the agenda for each meeting of the University Senate between those items for noting, for formal approval, for decision and for discussion by the Senate.

3.6 Standing Committees of the University Senate

The University Senate should be able, from time to time, to establish Committee(s) of the University Senate to address specific issues of importance to the Senate⁵ and should, upon the establishment of any such Committee(s), specify the membership, terms of reference and reporting arrangements of the committee(s) to the University Senate⁶. The University Senate should also be able to delegate to the Executive Committee, or to any other committee established, any function or responsibility assigned to the University Senate. Traditional Standing Committees of the University Senate could include but not be limited to:

- The Executive Committee
- Admissions and Scholarship Committee
- Curriculum and Program Review Committee
- Graduate Studies Committee
- Research Board
- Academic Appeals Committee
- Honorary Degrees Committee

3.7 Reporting Responsibilities of the University Senate

The University Senate should submit regular reports to the Board of Trustees and where appropriate make recommendations on relevant matters over which it has authority.

⁵ http://www.uky.edu/Faculty/Senate/committees_councils/index.htm

⁶ Appendix 4 - Sample Duties and Responsibilities of the University Senate Standing Committees

4.0 The Position of University President¹

4.1 Value Statement

The Board of Trustees supports the primary roles of the President to lead the university, internally and externally, and to create the rules and processes necessary for the efficient and effective functioning of the institution. Within the framework of policies adopted by the Board of Trustees, the University President exercises broad authority in carrying out the responsibilities of the position.

4.2 Job Summary – University Presidents

This is the chief executive officer responsible for the executive management of all operations of the university. Directly accountable to the Board of Trustees for the institution, the President performs public and administrative work which furthers the development of the institution toward its goals and objectives. The President may delegate any of the assigned duties and responsibilities of this office, except as otherwise restricted by university policies.

4.3 Personal Characteristics

The university President should be a talented and ambitious leader who understands or senses the unique history, roots and nature of Mongolian higher education; who fosters a community characterized by academic excellence, commitment to social justice, and a strong entrepreneurial spirit. The University's President must have the capacity to meet the challenges common to all of higher education while enhancing the promise of the institution through inspirational leadership and diligent effort.

The President is a visionary and strategic leader who embraces, articulates, and engages with university's distinctive mission of excellence, leadership, and service. He / She must be cable of forging strong relationships with all university constituents including, Deans, Trustees, Vice Presidents, Alumni, and other key leaders across the university and promote communication about the university's academic pursuits and vision for the future. The President will be a champion of academic freedom of faculty, and a leader of students and staff in ensuring that the Mission is paramount in all discussions about policies, processes, and resources.

¹ See Appendix 7: Today's American University Presidents - In 2013 the Association of Catholic Colleges and Universities, working with data provided by the American Council on Education, documented the characteristics of today's American University Presidents. Extracts from that study are presented in Appendix 7.

The President must have the intellectual breadth and curiosity to understand and engage academic units across the university's intellectual and professional spectrum. He or She will develop partnerships across divisions and strengthen relationships between academic and non-academic units. Through this outreach, the President will gain a thorough understanding of the current status of the institution and its faculty, students, and staff, and encourage creative solutions with an eye toward the future. The President will reach beyond the borders of the university to convey the mission to alumni, parents, and friends in the community, the region, and the nation.

As a results-oriented visionary, the President will have the strength of leadership to make choices that fit into a well-articulated strategic vision for the University. The University President must be able to imagine, construct and articulate a vision in conjunction with other community members and use his or her executive leadership to make choices and to put new initiatives into motion that will make this vision a reality. Critically, to enable this vision and support the academic enterprise, the President must demonstrate enjoyment and gain energy from meeting and cultivating a range of current and potential philanthropic supporters.

Given that the University's main purpose to create, preserve and disseminate knowledge; the President must possess an unwavering commitment to academic excellence. Personally, he or she will embody the highest intellectual standards and commitment to outstanding higher education. He or she will provide the vision, strategy and processes necessary to continue to drive the institution's academic programs forward, and must possess a record of scholarship or alternative intellectual accomplishments necessary to lead and inspire the faculty.

The President must be gifted in bridging diverse perspectives of the university community and have the courage, when needed, to make decisions in the absence of universal support. He or she should be able to communicate such decisions clearly to all constituencies, and his or her decision-making will be characterized by openness, honesty and transparency. Engagement with the community is an important element of success; the President should have a visible and enthusiastic campus presence.

4.4 Primary Duties and Responsibilities

The duties and responsibilities of the university President may include, but not be limited to the following:

- Advises and counsels with the Board of Trustees on policies, purposes, and goals of the University; supervise the implementation of these policies and evaluate programs.

- Represents or directs the representation of the University in all areas of governmental and public affairs.
- Establishes procedures for identifying program needs of the University and communicates those needs to the Board of Trustees, and other constituencies.
- Establishes procedures for determining developmental needs of the University and assists in efforts to attract funding to support those needs.
- Reviews and approves for submission, all recommendations to the Board and its standing committees developed by the administrative staff.
- Coordinates the development of, and approves, the annual operating budget of the University for consideration by the Board of Trustees.
- Responsible for the design, execution, and effectiveness of University internal controls; provides reasonable assurance that University operations are efficient, assets are safeguarded, financial information is reliable, and applicable laws, regulations, policies and procedures are followed.
- Plans, directs, and evaluates a complex operation, using manpower, time, funds, and other resources for the accomplishment of long-term and short-term goals of the institution.
- Promotes diversity and gender equity within the University community.
- Directs a program of facilities planning and financing for the University.
- Upon approval of the Board of Trustees of plans and contracts, administers programs for major construction and improvement of the University physical plant.
- Evaluates the performance of Vice Presidents, direct reporting administrators and Executive Assistants.
- Exercises such other executive powers as may be required for the efficient management of the University or as assigned by the Board of Trustees.
- Responsible for establishing job standards for subordinate staff and effectively evaluating staff under charge. The performance evaluation is conducted through the performance evaluation system and in accordance with the University Policies & Procedures.
- Responsible for maintaining a work environment that is free from discrimination, intimidation, coercion or harassment, including sexual harassment.
- Leads efforts to strategically enhance and diversify funding sources and plays a prominent role in fundraising; leads targeted campaigns to build relationships with and secure funding from alumni and friends as well as public and private entities; engages in and cultivates meaningful relationship with alumni.

4.5 Education and Experience

A doctorate degree is required with extensive professional experience in a commercial business environment in addition to administrative and public experience, preferably including some experience relating to an institution of higher education or professional school.

4.6 Knowledge, Skill and Abilities

For today's university Presidents, the following are essential:

- Must have the ability to make effective and persuasive speeches and presentations on controversial or complex topics to the Board and the university community;
- Ability to establish and maintain effective work relationships with students, faculty, staff, and the public;
- Ability to provide administrative guidance within area of responsibility, providing direct training and supervision as needed;
- Ability to apply budgetary and fiscal planning techniques within financial constraints;
- Ability to organize work effectively, conceptualize and prioritize objectives and exercise independent judgment based on an understanding of organizational policies and activities;
- Ability to integrate resources, policies, and information for the determination of procedures, solutions, and other outcomes;
- Ability to communicate effectively - orally, by phone, in person; and in writing;
- Ability to use a personal computer and other office equipment.

4.7 Institutional Safety

The President is responsible for the safety all staff, faculty, students and university visitors and must create and maintain a safe work environment. New employees should be provided with safety instruction during the first 30 days of employment and receive, as applicable, annual refresher safety training. Supervisors should operate equipment safely and report any unsafe work conditions or practices to senior leaders.

5.0 Desirable Characteristics for Members of the Board of Trustees for Mongolian HEIs

5.1 Higher Education Institutional Governing Boards

The current trend internationally in the governance for higher education institutions is for those institutions to be overseen by Boards of Trustees, Regents, Overseers, or similarly titled entities. With respect to their place in the hierarchical structure, such Boards are similar to Boards of Directors in corporations and have a somewhat similar their legal status. Serving as a member of one of these boards, generally signals achievement, accomplishment, influence, success, selflessness, prestige, and many other things valued in modern day society.

Trustees are a vital link in the governance process of higher education institutions. They make decisions that directly affect the day-to-day operation of the institution and the education of citizens; and help to set future institutional directions. Although many citizens think they would like to serve on a board, trusteeship is not - and should not be - for everyone. Enormous responsibilities accompany each and every appointment. Further, the sheer size and complexity of the most higher education institutions requires that only the most able, committed, deserving, and experienced citizens be considered. Consequently, finding the best individuals to serve as members of these Boards should be done haphazardly. There are essential and specific qualifications that should be sought in Board candidates. Among them, in no particular order of importance, are the following:

- Experience with large, complex organizations and an understanding of how to interpret the financial condition of such organizations.
- An ability to recognize the sometimes ambiguous distinction between management and governance.
- A record of particular interest in higher education that presumes a deep understanding of its place in the country's diverse society; particularly some connection with the institution they may be privileged to serve as a Board member - for example, as a current or previous member of the Alumni Board.
- Intelligence, wisdom, breadth of vision, and a record of independent judgment.
- An inquiring mind and an ability to speak articulately and succinctly.
- A capacity to function within a collegial group as a team member; to be a good follower as well as a leader.
- A record of accomplishment in his or her life, career, and profession.

- A record of understanding of the importance of advocacy and philanthropy in ensuring institutional vitality, responsiveness, and progress in meeting private and public needs.
- The time and energy required to be a conscientious and attentive Board member.
- Willingness to forgo partisan political activity in trustee service that could prove detrimental to the institution's and the board's reputation as fundamentally nonpartisan enterprises.
- An ability to consistently sustain a total institutional perspective in his or her and the Board's work, without allegiance or commitment to anything except the good of the institution.

5.2 The Challenges of Serving as an Institutional Trustee in Higher Education

Traditionally, many college or university governing board (Trustee) positions were occupied in virtual anonymity, did not “require much heavy lifting”, and were more honorary than substantive. Things are different today. Trustees are now expected to contribute expertise - on a wide range of topics - to institutional deliberations. They are also asked to function as both advocates and ambassadors for their institution. Contemporary trusteeship is a high-energy activity that requires engaged, enthusiastic participants.

Looking for someone willing to assume such a position of tremendous responsibility overseeing an organization in one of the most complex industries in the world is a serious task and selected individuals face a daunting challenge including:

- Significant time demands preparing for and participating in numerous board and committee meetings.
- The requirement for ongoing education on multiple subjects, including in some cases attendance at Board retreats.
- Trustees are subject to intense scrutiny by the public and for public institutions, the State.
- Trustees receive little to no pay.

While the above brief synopsis of expectations emphasizes the demands rather than the rewards of Board service, it underscores the vigorous nature of higher education trusteeship in the 21st century. The “constant vigil” required to identify trustee candidates is necessary, not just to create a pool of the willing; but also to develop criteria for identifying and selecting those who are best qualified for this unique type of voluntary endeavor.

So, what talents, experience, and/or personal characteristics predict success for future trustees? Should they have had prior association with some form of educational endeavor? Does successful business or entrepreneurial experience correlate well? Is the best forecaster of effectiveness the candidate's willingness to write large checks and to be an enthusiastic booster? Some observers of higher education believe that the most valuable legacy of college or university trustees is to make decisions and vote actions that enhance the long-term quality, vitality, and stability of the institution.

This suggests that it is less important for effective trustees to share similar personality traits and experiences than for them to understand how to assist in institutional visioning, planning, implementation, and assessment. The best Boards add the most value - usually through five interrelated approaches, which include:

1. helping senior management determine what matters most to the institution;
2. creating opportunities for the President to think aloud;
3. encouraging experimentation;
4. monitoring progress and performance; and
5. modeling desired behaviors.

A recent survey of private college trustees in the United States of America asked which five activities they considered most important. The answer: "concern for the long-range plan, support for the President, attention to budget details, making institutional policy, and soliciting donors". The best trustees, then, are those who can help to establish a creative and reflective Board culture that nurtures the types of activities that are essential to the long-term strength of the institution.

Unfortunately, a constant recruitment challenge in finding the right individuals to serve on the institution's Board of Trustees is that potential trustees often think that their lack of academic expertise is a debilitating handicap. But evidence seems to indicate that this is more a problem of perception than reality. In one recent study, private college and university trustees listed the inability to provide academic leadership as one of the five least important trustee roles; the others being interpreting government policy, providing direct institutional management, lobbying the government, and cultivating politicians. In another study, survey results indicated that Trustees of effective Boards have a very good understanding their institution's Mission and they "rely on it as the essential context for major decisions".

5.3 Required Contributions of Trustees in Higher Education Institutions

Emphasis on Board trustees' decision-making skills and commitment to the values of higher education however does not imply that knowledge, general or specific, is

unimportant to successful trusteeship in higher education. In fact, some prior knowledge is key to effective board participation. Trustees need to be knowledgeable about three areas in order to function effectively:

- the higher education culture,
- the politics within their specific institution, and
- the differences between the administration of higher education and that of the business organization.

Another key factor in trustee effectiveness relates to the individual's contributions to the welfare of the institution which generally fall into four categories: time, talent, influence, and/or means. Regrettably, major attention today seems to be given to the Trustee's ability to contribute financially to the institution. The need to grow institutional endowments has made it more urgent for Trustees to participate in institutional fund-raising efforts and to lead by example in this area by making significant personal institutional bequests. However, this should not rank as the sole qualification for potential board members. There is still ample room on institutional Boards for Trustees who contribute their talent, expertise, or influence.

Trustee contributions can be classified as direct or indirect. Trustees contribute indirectly by using their influence outside of the institution, either with the public or with politicians. The importance of this contribution, which is based on the Trustee's good reputation, cannot be underestimated. Direct contributions, on the other hand, include the Trustees' level of visibility within the campus, resources personally contributed, and resources attracted to the institution. Trustees who participate in campus events such as commencement and honors convocation make a powerful symbolic statement through their presence. Those who serve on Planning Committees, attend on- and off-campus constituent meetings, and act as external campus representatives are actively promoting the goals of the institution. Such contributions are vital, as are personal contacts on behalf of the institution that may produce financial support from various individuals and organizations.

5.4 The Duties and Responsibilities of Trustees in Higher Education Institutions

To efficiently and effectively discharge the duties and responsibilities of their position, it is critical that Trustees have a sound and thorough understanding of the purpose and Mission of their institution, which is traditionally defined by the institution's charter. Certificate of Incorporation laws or by legislation. Trustees should familiarize themselves with the institution's corporate status, powers, privileges, and corresponding duties.

One of the most important issues Trustees need to monitor is the financial status of their institution and whether its assets are being used for the accomplishment of the institution's Mission. Among the things Trustees should request and examine are copies of periodic fiscal reports including budget and actual revenue and expenses, year-end financial statements, and tax returns where applicable. Trustees should regularly talk to executive staff and other Board members about the financial condition of the institution and, if necessary, speak to the institution's external auditors.

Trustees should also meet regularly with other Trustees to discuss their expectations of fellow Board members; familiarize themselves with the institution's by-laws; inquire about the structure and function of any Board Committees; understand the institution's organizational structure; and ensure personal compliance with the institution's conflict of interest policies. Trustees must understand that being an institutional Trustee requires commitment and sacrifice on their part, generally with no fiscal remuneration, as outlined below:

- **Time and Effort:** Trustees must be willing to commit the time and energy necessary to satisfy the requirements of Board and Board Committee membership. They are expected to attend and participate in all Board meetings and Board Committee meetings in which they are a member. They must show a willingness to rigorously prepare prior to each meeting and actively participate in the meeting, and to make himself or herself available to management upon request to provide advice and counsel.
- **Attendance:** Trustees must be available to attend numerous Board, student, campus and community events, student association functions, legislative hearings and college and university graduations and a demonstrate a cheerful willingness to do so.
- **Awareness and Ongoing Education:** Trustees must possess, or be willing to develop, a broad knowledge of critical issues affecting their institution; including educational trends, technology, legislative and student based concerns. In addition, the candidate must understand a Trustee's role and responsibilities including the general legal principles that guide Board members.
- **Conflict of Interest:** There should be no real or perceived conflict of interest as viewed by the institution's stakeholder groups or the public between the Trustee and the institution.

In addition, Trustees must ensure they discharge their duties and responsibilities adhering to the concepts of care, loyalty and obedience.

5.4.1 The Duty of Care

A Trustee must act in good faith and exercise the degree of diligence, care, and skill that an ordinary prudent individual would use under similar circumstances in a like position. To conform with this standard, Trustees and board members should:

- Regularly attend and participate in board meetings and committee meetings where applicable;
- Read, review, and inquire about materials that involve the institution, especially Board minutes, annual reports, other reports, plans, policies, and any literature that involves the institution;
- Have a fiduciary responsibility for the assets, finances, and investments of the institution and exercise due diligence, care, and caution as if handling one's own personal finances; and
- Use one's own judgment in analyzing matters that have an impact on the institution.

5.4.2 Duty of Loyalty / Conflicts of Interest

Trustees owe allegiance to the institution and must act in good faith with the best interest of the institution in mind. The conduct of a Trustee must, at all times, further the institution's goals and not their personal or business interests. Consequently, Trustees should not have any personal or business interest that may conflict with their responsibilities to the institution. A Trustee should avoid even the appearance of impropriety when conducting the institution's business. Acts of self-dealing constitute a breach of fiduciary responsibility that could result in personal liability and should subject the Trustee to removal from the board.

The Board of Trustees should have a written conflict of interest policy that clearly sets forth the procedures to be followed in instances where a Trustee's personal or business interests may be advanced by an action of the Board, including a provision that the Trustee may not participate in any decision to approve any transaction where such conflicting interests may be advanced. The policy should also include a requirement that each Trustee provide full, ongoing disclosure to the institution of any interest the Trustee and / or his or her family has in any entity that the Board transacts business with. The policy should be reviewed and discussed with the institution's attorneys and auditors prior to its adoption.

5.4.3 The Trustee’s Obligation Regarding Nepotism

Inherent in a Trustee’s fiduciary duty of loyalty is the responsibility to avoid nepotism in hiring, purchasing and other institutional decisions. Care must be taken at all times to ensure that family and / or personal relationships do not inappropriately influence a Trustee’s decision-making. Any decisions that are based on personal / family influence rather than the best interests of the institution constitute a breach of fiduciary duty and should result in a Trustee’s removal from the board. Mongolian HEIs should adopt and enforce policies prohibiting impermissible nepotism in hiring and other institutional business including provisions for disclosure of such interests and recusal from voting.

5.4.4 Duty of Obedience

A Trustee has a responsibility to ensure that the institution’s resources are dedicated to the fulfillment of its Mission. He or she also has a duty to ensure that the institution complies with all applicable laws and does not engage in any unauthorized activities.

5.5 Institutional Governance vs Institutional Management

There is a fine line between governance and being a supporter of an institution. Trustees need to avoid meddling in managing daily affairs. Trustees must balance their role as supporters for the institution’s success against their governance role as overseers of the institution’s management to ensure that assets are used properly, laws and regulations are followed, and the public interest is best served. The Board needs to support the institution’s management but must also govern by holding the Chief Executive Officer accountable for the institution’s operations and service to the public.

In the governance role, Trustees should be concerned with protecting the public interest which they serve. They should exercise this role by hiring a CEO to manage the operation of the institution and evaluating his / her overall performance in providing services to the public. In a supportive role, Trustees assist by fund-raising, liaison and networking with other community leaders, and providing expertise in specialty areas such as law, planning, accounting, and overall corporate management.

5.6 Knowledge or Experience Gaps in a Trustee’s Background

One of the most important responsibilities of a Trustee is to ensure that financial resources of the institution are being used efficiently and effectively toward meeting the institution’s goals, in compliance with applicable law and regulation, and that its assets are properly safeguarded. The area of fiscal governance is one in which Trustees may feel the least qualified and rely entirely on the CEO for guidance.

Trustees should be cautious about relying completely on the guidance and judgment of the institution's CEO and management. Trustees have ultimate responsibility for governance of the institution's resources and their primary role of protecting the public interest. In monitoring the institution's budget, Trustees should ask questions about the assumptions made in preparing the budget. What types of data are used to prepare the budget? How were estimates developed for such expenditures as payroll, supplies and materials, travel and conferences, capital outlays, etc.? Are accounting and / or management processes adequate to ensure accurate and reliable data? What will be accomplished by passing this budget? How will outcomes be measured, evaluated and reported? How will the board hold the CEO accountable for budget outcomes? How are variances from expectations handled?

Trustees should also ask questions about the institutional year-end financial statements. Inquire as to what they mean; what is the fiscal condition of the entity? If the auditors' issued a management letter, request to review the letter.

Similar questions may be raised about other areas, such as the institution's system of financial controls, processes employed to comply with applicable laws and regulations, accountability with performance results, etc. Trustees should be aware of an institution's internal control system. The existence of adequate systems of internal controls is also critical for the protection and oversight of the institution's assets. Internal controls systems should be designed to protect the assets of an organization, create reliable financial reporting, promote compliance with laws and regulations, and achieve effective and efficient operations.

5.7 Personal Characteristics of Trustees

The duties and responsibility of institutional Trustees in higher education are vast, varied and complex. Not all citizens are equipped for such positions. Following are some suggested personal traits Mongolian HEIs should seek when reviewing potential Trustee candidates:

- **Integrity and Accountability:** Ethical standards, integrity and strength of character in his or her personal and professional dealings and a willingness to act on and be accountable for his or her decisions.
- **Informed Judgment:** Demonstrated intelligence, wisdom and thoughtfulness in decision-making. A demonstrated willingness to thoroughly and openly discuss issues, ask questions, voice reservations, build consensus and tolerate dissent.

- **Mature Confidence:** An assertive, responsible and supportive approach in dealing with others. A history of activities that confirm a respect for others, openness to others' opinions and the willingness to listen.
- **High Standards:** A History of achievements that reflect high standards for themselves and others.
- **Common Good:** Trustees should not represent the interests of any particular constituencies, but rather serve the greater good for the people of Mongolia. There should be demonstrated historical evidence an individual's duties as a Trustee will be discharged in good faith and in a manner that is in the best interests of the system, students, faculty, communities and the citizens.

5.8 Core Competencies of Trustees in HEIs

To effectively satisfy the demands of their position, there are some core competencies HEIs should seek in potential Trustees:

- **Accounting and Finance:** Experience in financial accounting, financial data presentation, charts, ratios, etc.
- **Judgment:** Potential Trustees should have a verifiable record of making good business decisions.
- **Management:** Potential Trustees should have experience in corporate, non-profit, or union-based management settings. He or she should understand and respect the difference between Board policy setting and oversight on the one hand, and delegated operational authority to the CEO for system management on the other.
- **Crisis Response:** Potential Trustees should have the ability and time to contribute during periods of both short-term and prolonged crises.
- **Leadership:** Trustees should understand and possess skills of motivating high-performing, talented managers and representing the system with the various communities.
- **Strategy and Vision:** Trustee candidates should have demonstrated skills and capacity to provide strategic insight and direction by encouraging

innovations, conceptualizing key trends, evaluating strategic decisions, and challenging the institution to sharpen its vision.

6.0 APPENDIX

6.1 Code of Conduct

Section 1: General Principles and Types of Offence

1.1 This Code of Conduct and the matters contained therein shall govern the conduct of and apply to all persons studying, whether whole-time, part-time or otherwise, in the University of Limerick, and such persons shall thereafter be referred to as the Campus Community.

The University may have agreements in place for visiting students from other institutions, and in certain situations, the discipline process from that institution may apply to these students.

1.2 Members of the Campus Community shall:

- (a) Not engage in any conduct liable to or calculated to infringe the rights or lawful activities of others on the University Campus or otherwise engage in any activity calculated or likely to bring the University into disrepute, whether on the University property or otherwise.
- (b) Treat all property of or on the University Campus with respect and shall not cause any damage to any such property.
- (c) Not enter any property or facilities (including electronic access to computer facilities) on the University Campus where entry to such property or facilities is not authorised or is prohibited.

For the purpose of this Code of Conduct, the University of Limerick and the University Campus shall be deemed to mean all property occupied or under the control of the University of Limerick, including, but without prejudice to the generality of the foregoing, student villages.

1.3 It shall be an offence to engage in any act or conduct contrary to the matters set out above.

1.4 Without prejudice to the foregoing, this Code of Conduct shall also apply to a member of the Campus Community while on cooperative education placement, teaching practice, clinical practice placement, research placement, student exchange programme or other off-campus assignment that is part of the member's programme of study.

1.5 Without prejudice to the matters herein before set out, it shall be deemed to be a major offence for any member of the Campus Community to:

- (a) Assault or abuse physically or verbally any other member of the Campus Community or any other person on the University Campus.
- (b) Bully or harass, sexually or otherwise, any other member of the Campus Community or any other person on the University Campus.
- (c) Engage during one's programme of study in conduct that is harmful to others while on campus or cooperative education placement, teaching practice, clinical practice placement, research placement, student exchange programme or other off-campus assignment that is part of the programme of study.
- (d) Engage during one's programme of study in the misuse of University property, the property of any other member of the Campus Community or the property of any other person or organisation to whom they are accountable while on cooperative education placement, teaching practice, clinical practice placement, research placement, student exchange programme or other off-campus assignment that is part of the programme of study.
- (e) Forge, alter or misuse any University document, record, stamp, identification mark, seal or identification card (including documents/records stored on electronic media).
- (f) Engage in conduct likely to bring the University into disrepute.
- (g) Engage in any form of industrial espionage or improperly publish, use or misuse any University information, facility or system.
- (h) Use or possess any offensive weapon.
- (i) Furnish during one's programme of study any false or misleading information calculated to deceive

or mislead the University or calculated to deceive or mislead any other person or organisation to whom they are accountable while on cooperative education placement, teaching practice, clinical practice placement, research placement, student exchange programme or other off-campus assignment that is part of the programme of study.

- (j) Breach the assessment regulations or engage in academic cheating in any form whatsoever.
- (k) Steal or remove or use without authority any item of property (including computer software/hardware).
- (l) Jeopardise the integrity of any computer equipment, systems, networks, programs or any other stored information, including the propagation of computer viruses.
- (m) Use computer facilities in such a way that interferes with or disrupts the use of such facilities by other users.
- (n) Contravene the Code of Conduct for users of the University of Limerick's computing resources.
- (o) Drive or park any vehicle in or on the University Campus in a manner that constitutes a danger to others.
- (p) Fail to comply with a penalty imposed by the Minor Offences Committee or Discipline Committee, as the case may be, within one month of notification of such penalty or such longer time as the notification may specify.
- (q) Cause damage to any property in excess of 10% of the annual fee for First Year Arts.
- (r) Abuse the use of alcohol so as to be incapable of exercising reasonable control over his/her behaviour.
- (s) Use or be in possession of or deal in any substance the use or possession of which is prohibited by law.
- (t) Fail to abide by the terms of an agreement entered into with the University Advocate.
- (u) Interfere with or attempt to exert improper influence at any stage of the disciplinary process or request a member of staff or others to do so.
- (v) Incite any person to commit an offence as defined under this Code.
- (w) Contravene the University's vetting policy or fitness to practise policy.

1.6 It shall be deemed to be a minor offence for any member of the Campus Community to:

- (a) Litter the University environment.
- (b) Engage in disorderly conduct on or off campus.
- (c) Smoke in any areas other than those designated as smoking areas.
- (d) Eat and/or drink in areas where eating and drinking are specifically prohibited.
- (e) Consume alcohol at any time in any area of the University Campus other than licensed premises or student accommodation, except for special circumstances approved in advance by the President of the University or his/her nominee.
- (f) Cause damage to any property less than or equal to 10% of the annual fee for First Year Arts replacement cost.
- (g) Be in or enter off-limit areas without authorisation.
- (h) Steal or remove or use without authority any item of property (including computer software/hardware) less than or equal in value to 10% of the annual fee for First Year Arts.
- (i) Fail to vacate any area or fail to go to any area when lawfully requested so to do in circumstances that endanger life or property.
- (j) Engage in driving on campus property in breach of regulations and posted signs, including, but not limited to, speed limits, zebra crossings, road markings, etc.
- (k) Fail to produce a valid University of Limerick student ID card when properly and lawfully requested to do so.
- (l) Carry out an offence listed under 1.5 that has been considered by the University Advocate to be a minor offence.

1.7 For the purposes of this Code, any University staff member or authorised person shall, subject to

identifying him/herself, be entitled, where he/she has reasonable grounds for believing that a breach or an offence under this Code has been committed, to require any member of the Campus Community to identify him/herself and to require to be produced to him/her the said person's identification card, and it shall be an offence for such member of the Campus Community to fail or refuse to furnish such identification.

- 1.8 It shall be an offence to fail to act in accordance with all Regulations and By-Laws or Rules of the University or those as shall be laid down by any body, committee or other institution within the University duly authorised to make regulations governing the University or any part thereof. Regulations made dealing with any specific unit, area or activity of the University and in respect of which a breach would constitute an offence shall be notified on the making thereof to the Minor Offences Committee. Such regulations governing a particular area shall be prominently displayed in that area.
- 1.9 This Code of Conduct and any Regulations made thereunder shall be enforced by the Minor Offences Committee and/or Discipline Committee of the University hereinafter defined, and the Minor Offences Committee or Discipline Committee shall deal with any alleged breach of the Code of Conduct and any offence alleged to have been committed thereunder in the manner set out in the Code of Conduct.
- 1.10 A copy of the Code of Conduct shall be included in the Student Handbook, which is accessible from the Student Academic Administration website.
- 1.11 The Office of the Registrar shall deal with all queries, requests and correspondence relating to discipline cases. Complaints should be forwarded in writing.
- 1.12 The University may, in certain circumstances and without the consent of any person, including the complainant, refer to the appropriate authorities a matter brought to its attention that may give rise to the commission of a criminal offence or may constitute a criminal offence.

Section 2: The University Advocate

- 2.1 The Vice President Academic & Registrar shall appoint a person who shall be known as the University Advocate.
- 2.2 All complaints shall, in the first instance, be referred to the University Advocate, who shall:
 - (i) Consider a complaint and decide if there is a case to answer.
 - (ii) Categorise a complaint as a major or minor offence.
 - (iii) Refer a minor offence to the Minor Offences Committee.
 - (iv) Refer a major offence to the Discipline Committee.
 - (v) Prosecute all cases in the disciplinary process.
- 2.3 The Advocate may, as part of the initial investigation of an alleged offence, meet with the student(s) concerned. Attendance by the student(s) at the meeting with the Advocate is voluntary. Prior to deciding whether to attend this meeting, students should familiarise themselves with the process followed by the Advocate and the possible outcomes. This information is available at www.ul.ie/advocate/office-university-advocate.
- 2.4 For the avoidance of doubt, nothing in these provisions shall prevent the University Advocate from initiating an investigation and pursuing the disciplinary process as a result of information that has come to his/her attention but that has not been the subject of a direct formal complaint.

Section 3: The Minor Offences Committee

- 3.1 The Minor Offences Committee shall consist of:
 - (a) A nominee of the Vice President Academic & Registrar
 - (b) A nominee of the UL Students' Union (ULSU)
- 3.2 The Minor Offences Committee shall hear all cases where referred by the University Advocate except as allowed for in 4.12 (b).

- 3.3 The Minor Offences Committee shall, within 10 working days of the conclusion of a hearing, send to the Office of the Registrar a written copy of its findings in relation to all cases dealt with and of any penalty imposed.
- 3.4 The complainant(s) will be notified of the outcome of the hearing.

Section 4: The Discipline Committee

- 4.1 A Discipline Committee shall deal with all breaches of discipline other than those that, pursuant to this Code, shall be dealt with by the Minor Offences Committee.
- 4.2 The Discipline Committee shall consist of:
- (a) A nominee of the President of the University, who will chair the Committee
 - (b) One academic staff member of the University to be nominated by the Academic Council
 - (c) The President of ULSU or his/her nominee
 - (d) A nominee of ULSU
- 4.3 An alternate member will be chosen for each nominee to the Discipline Committee.
- 4.4 The administrative support for the work of the Discipline Committee will be provided from the Office of the Registrar.
- 4.5 The Chairperson of the Discipline Committee shall, in the event of a tied vote in respect of a decision, have a casting vote.
- 4.6 The Chairperson of the Discipline Committee shall have a good working knowledge of all University Regulations and of this Code of Conduct.
- 4.7 The Discipline Committee shall be deemed quorate if there are three members present.
- 4.8 No member of the Discipline Committee may sit as a member of the Minor Offences Committee.
- 4.9 No member of the Discipline Committee may sit as a member of the Discipline Committee investigating a particular case (the "Case") if he/she is:
- (a) The complainant.
 - (b) A person who has consented to testify in the Case.
 - (c) A member of the Discipline Committee who, for any other reason, considers that he/she should not take part in the investigation of and decision on the Case. In this instance, the person who considers him/herself disqualified shall so notify the Chairperson of his/her decision.
 - (d) A person considered by the Discipline Committee, for some reason relevant to the Case, to be disqualified. If disputed, the decision on this matter shall be made by a majority of the Discipline Committee excluding the person whose disqualification is under consideration.
- 4.10 In the event that a member of the Discipline Committee withdraws during the course of a hearing, the Discipline Committee shall be entitled in its discretion to continue with the hearing or to convene a rehearing.
- 4.11 In the event that any of the persons or bodies referred to under 4.2 shall fail, refuse or be unwilling or unable to nominate members, that function shall be exercised by the President of the University.

General Procedure of the Discipline Committee

- 4.12 The Discipline Committee shall hear complaints that are:
- (a) Major offences, and
 - (b) Minor offences where
 - (i) the person charged does not admit responsibility to the Minor Offences Committee, or
 - (ii) the person charged does not consent to the complaint being dealt with by the Minor Offences Committee, or

- (iii) the Minor Offences Committee is of the opinion that it is not appropriate to deal with the complaint by summary procedure, or
- (iv) in the opinion of the Minor Offences Committee, the hearing is likely to be complex and/or lengthy.

The standard of proof in respect of any matter before the Minor Offences Committee, Discipline Committee or Appeals Committee shall be on the balance of probabilities.

- 4.13 In all cases under 4.12 (b), the Minor Offences Committee shall notify the Office of the Registrar in writing of the charge(s) against the person charged, such notification to issue within 14 working days from the date on which the Minor Offences Committee received original notification of the complaint in accordance with the procedures contained in the Code of Conduct.
- 4.14 If it is decided by the University Advocate in respect of a complaint that there is a *prima facie* case to answer, the person who is the subject of the complaint shall be notified of such by email to his/her UL email account and by registered post sent to the address notified to the University or by personal delivery by any employee or agent of the University. The notification will specify each charge and require him/her, on at least 10 working days' notice, to appear before the Discipline Committee. The notification shall be accompanied by a copy of the Code of Conduct and shall draw particular attention to the right of the person charged to representation, his/her right to submit written evidence and his/her right to call such witnesses in defence as he/she may think fit. The notification will also include the following:
 - (a) A statement of the charges against the person charged
 - (b) A list of witnesses whom the University Advocate proposes to call
 - (c) A list of relevant material (if any)

Relevant material for the purpose of this Code means any material that may go before the Discipline Committee and any material in the possession of the Advocate that may assist the defence of the person charged.

- 4.15 At least five working days prior to the date of the Discipline Committee meeting referred to in 4.14, the person charged may request and the Chairperson of the Discipline Committee may grant a further period of time, not exceeding seven working days, to prepare his/her case.
- 4.16 The person charged shall have the right to inspect all relevant material, which will normally be available at the Office of the Registrar.
- 4.17 At any time, the University Advocate may, with the agreement of the Chairperson of the Discipline Committee, cause to be served on the person charged and furnished to the Discipline Committee further evidence or the names of additional witnesses whose names have not already been supplied to the person charged. The Chairperson shall grant such permission unless satisfied that it would be unfair to the person charged to accede to the University Advocate's request.
- 4.18 The person charged shall, at least three working days in advance of the hearing, notify the Office of the Registrar in writing of the name(s) and address(es) of the witness(es) he/she proposes to call and supply to the Office of the Registrar a copy of any document(s) and a list of any exhibit(s) that he/she proposes to submit at the hearing.
- 4.19 The evidence to be offered on behalf of the University at a hearing of the Discipline Committee shall be presented by the University Advocate. Evidence of the witnesses will be presented at the hearing in accordance with the terms of this Code of Conduct.
- 4.20 The Discipline Committee shall be entitled to have a legal adviser present at any of its meetings.
- 4.21 A person charged shall be entitled to be accompanied by a person of his/her choosing or to have a legal adviser present.
- 4.22 If a complainant decides not to pursue a complaint, the University Advocate may nevertheless pursue that complaint to conclusion.

- 4.23 If the person charged fails to appear before the Discipline Committee on the appointed day without making a valid excuse, the Discipline Committee, if satisfied that such person has had due notice of the hearing of his/her case, may proceed to deal with the case in his/her absence. No inference of culpability shall be drawn from the said person's non-appearance at the hearing of his/her case.
- 4.24 The Discipline Committee shall conduct all hearings with respect to the principles of natural justice and fair procedures. A person charged may be accompanied by the representative(s) of his/her choice. At the opening of the proceedings, if the complaint is denied in whole or in part by the person charged, the University Advocate shall present the case against him/her first. The person charged may question any witness. The person charged may then present the defending case and he/she may call any witness(es) or produce any document(s) he/she considers necessary to his/her case. The University Advocate may question witnesses called by the person charged. Members of the Discipline Committee may question the person charged and any witnesses called by either party.
- 4.25 The person charged at no time shall be compelled to give evidence or to answer any questions. If the Discipline Committee considers that the evidence given for the complainant would, in the absence of explanation by the person charged, establish the culpability of the person charged, the Discipline Committee may so inform the person charged and thereafter the Discipline Committee may draw such inference as it considers reasonable from the absence of any such explanation by the person charged.
- 4.26 In the event of an action carrying with it an immediate threat to life or the safety of any person or property, the Vice President Academic & Registrar or person duly authorised to act in his/her stead may exclude the person who is reasonably suspected of being responsible for such action from access to University facilities or property pending a formal hearing of any complaint made in that regard.
- 4.27 At any hearing, on the finding that the facts of the complaint have been proved, the person charged shall have the right to address the Discipline Committee before a penalty of any kind is imposed.
- 4.28 In the case of each investigation made by the Discipline Committee, a copy of the Discipline Committee's decision and reason(s) for its decision in such form and content as is determined appropriate by the Discipline Committee in the circumstances, together with the penalty (if any) determined, together with the reason(s) for the penalty in such form and content as is determined appropriate by the Discipline Committee in the circumstances, shall be sent within five working days after the hearing by email to the person's UL email account and by registered post sent to the address notified to the University or by personal delivery by any employee or agent of the University.
- 4.29 The complainant(s) will be notified of the outcome of the hearing.
- 4.30 A summary report of the activities of the Minor Offences Committee, Discipline Committee and Appeals Committee, outlining the investigations conducted, conclusions reached and findings and penalties imposed, shall be submitted annually by the Office of the Registrar to the Academic Council.

Section 5: The Appeals Process

- 5.1 Decisions of the Minor Offences Committee may be appealed by a person deemed culpable of an offence to the Discipline Committee, whose decision on the matter shall be final. Decisions of the Discipline Committee may be appealed by a person deemed culpable of an offence to the Appeals Committee.
- 5.2 The Appeals Committee shall consist of:
- (a) A nominee of the President of the University, who will chair the Committee
 - (b) Two members nominated by the Academic Council
 - (c) The President of ULSU or his/her nominee
- In the event that any of the persons or bodies referred to shall fail, refuse or be unable to nominate members, the President of the University will nominate members to the Committee.
- 5.3 An alternate member will be chosen for each nominee to the Appeals Committee.

- 5.4 Nominees shall not be members of the Minor Offences Committee or the Discipline Committee.
- 5.5 The Chairperson of the Appeals Committee shall, in the event of a tied vote in respect of a decision, have a casting vote.
- 5.6 The Chairperson of the Appeals Committee shall have a good working knowledge of all University regulations and of this Code of Conduct.
- 5.7 The Appeals Committee shall be deemed quorate if there are three members present.
- 5.8 Appeals may be made only on the grounds of one or more of the following:
- (a) That the conclusions reached by the Minor Offences Committee or the Discipline Committee, as the case may be, were not reasonable or were not supported by the evidence
 - (b) That the penalty imposed was excessive
 - (c) That the Minor Offences Committee or the Discipline Committee misinterpreted or misconstrued a provision of the Code of Conduct
- 5.9 Appeals must be lodged in writing with the Office of the Registrar within seven working days from the date of issue of notification by the relevant Committee of its decision. Appeals must specify the reasons for appeal in accordance with 5.8.
- 5.10 The Discipline Committee or the Appeals Committee, as the case may be, shall, as soon as possible after receipt of the note of appeal, be furnished with a written report incorporating the facts of the case and the reasons for the decision together with any relevant material that was presented.
- 5.11 A copy of the report shall be furnished to the Appellant at least three working days before the appeal hearing.
- 5.12 The Appellant shall be given at least seven working days' written notice of the date and place of the hearing. He/she shall at the same time be furnished with a copy of this Code of Conduct and be informed of his/her right to representation. At least five working days prior to the date of the Appeals Committee hearing, the person charged may request and the Chairperson of the Appeals Committee may grant a further period not exceeding seven working days to prepare his/her case.
- 5.13 The person charged shall, at least three working days in advance of the hearing, notify the Office of the Registrar in writing of the name(s) and address(es) of the witness(es) he/she proposes to call and supply to the Office of the Registrar a copy of any document(s) and a list of any exhibit(s) that he/she proposes to submit at the hearing.
- 5.14 In an appeal hearing, the Appellant shall be first to present his/her case, after which the University Advocate shall be entitled to present his/her case. The Appellant shall be entitled to be heard in reply.
- 5.15 The Discipline Committee or Appeals Committee, as the case may be, shall be entitled to examine such evidence as, in its discretion, it deems fit, including calling the complainant(s) to be in attendance. Members of the Discipline Committee or Appeals Committee shall be entitled to question the complainant(s).
- 5.16 The Discipline Committee or Appeals Committee, as the case may be, shall be entitled to have a legal adviser present at any of its meetings.
- 5.17 The appellant shall be entitled to be accompanied by a person of his/her choosing or to have a legal adviser present.
- 5.18 At the conclusion of the appeal hearing, the Discipline Committee or Appeals Committee, as the case may be, shall retire to consider its decision.
- 5.19 In the case of an appeal against penalty, the Discipline Committee or Appeals Committee, as the case may be, may uphold, set aside or vary the original penalty. If the offence is a Minor Offence, the revised penalty may exceed the maximum penalties that the Minor Offences Committee is entitled to impose in respect of Minor Offences in accordance with 6.2.
- 5.20 In the case of an appeal on the grounds specified in 5.8 (a) or (c), the Discipline Committee or Appeals Committee, as the case may be, shall pronounce its decision and proceed as it deems

appropriate and may, if it so considers it appropriate, direct a rehearing of the charge. If the Committee affirms the decision of the Minor Offences Committee or Discipline Committee, as the case may be, the decision of the Minor Offences/Discipline Committee stands.

- 5.21 The reasoned decision of the Appeals Committee shall be announced by the Chairperson in the presence of the parties.
- 5.22 The Office of the Registrar will confirm in writing the reasoned decision of the Appeals Committee within five working days of the hearing. A copy will be sent to the appellant(s).
- 5.23 The complainant(s) will be notified of the outcome of the hearing.

Section 6: Penalties

- 6.1 If, after investigation as hereinbefore set out, the Minor Offences Committee or the Discipline Committee, as the case may be, is satisfied that the complaint is well founded, such Committee shall impose the penalty it may deem appropriate. Such penalty may be monetary, academic or otherwise and, without prejudice to the generality hereof, may consist wholly or partly of the restitution or repair of property. The Committee, instead of or in addition to dealing with the offender in any other way, may order him/her to pay compensation, in whole or in part, to a person who has suffered such loss.
- 6.2 In the case of all Minor Offences as herein defined or where the Minor Offences Committee is of the opinion that the offence alleged can be so dealt with, any enquiry necessary or appropriate hereunder and the imposition of any penalty herein prescribed shall be conducted and imposed by the Minor Offences Committee.
- 6.3 In the case of a monetary penalty, the maximum penalty that the Minor Offences Committee shall be entitled to impose shall be 10% of the annual fee for First Year Arts.
- 6.4 The Discipline Committee shall be entitled to impose penalties including suspension or expulsion where, in its view, the gravity of the complaint or offence or the University disciplinary record of the offender shall so warrant.
- 6.5 It shall be a major offence for any person to fail to comply with a penalty imposed by the Minor Offences Committee or Discipline Committee, as the case may be, within one month of notification of such penalty or such longer time as the notification may specify.
- 6.6 The Office of the Registrar is responsible for the administration of penalties. Offenders are required to contact this office in order to receive instructions relating to the discharge of their penalties.
- 6.7 A student may not graduate from the University until he/she has fully complied with the terms of a sanction imposed by the Minor Offences Committee, Discipline Committee or Appeals Committee, as the case may be, or under a voluntary agreement with the University Advocate.
- 6.8 Where a complaint is made to the Minor Offences Committee and the Minor Offences Committee is of the view that the complaint would amount to a minor offence, the Minor Offences Committee shall be entitled to inform the person complained against that the said complaint shall be deemed disposed of and no investigation as set out herein shall be undertaken by the Minor Offences Committee on payment within seven days of such sum not exceeding 10% of the annual fee for First Year Arts as the Minor Offences Committee shall deem appropriate.

References

1. **Academic Council Bylaws**, Duke University Academic Council, 012 Allen Building, Campus Box 90928, Durham, NC, USA 27708, <https://academiccouncil.duke.edu/academic-council-bylaws>
2. **Academic Council Committee Handbook**, University College, Western Road, Cork Ireland, 2014; <https://www.ucc.ie/en/academicsecretariat/academiccouncil/academiccouncilcommitteehandbook/>
3. **Academic Council Policy Manual**, Naval Postgraduate School, 1 University Circle, Monterey, CA 93943, 2015; <http://www.nps.edu/Academics/PolicyManual/Home.htm>
4. **Academic Regulations 2015-2016**, University of Massachusetts, 181 Presidents
5. Amaral, Alberto; Jones Glen A.; Karseth, Bereth (eds.), **The Structure of University Governance in Canada: A Policy Network Approach**; Governing Higher Education: National Perspectives on Institutional Governance, 213-234, Kluwer Academic Publishers, 2002; http://board.acadiau.ca/tl_files/sites/board/resources/PDF%20Files/Structure%20of%20University%20Governance%20-%20Jones.pdf
6. **Amended and Restated Bylaws 2013**, The Pennsylvania State University, Old Main, State College, PA 16801, USA; <http://www.psu.edu/trustees/pdf/bylaws.pdf>
7. **Bylaws for Academic Governance**, Michigan State University, 220 Trowbridge Rd., East Lansing, MI 48824, USA, 2016; http://acadgov.msu.edu/sites/default/files/content/Bylaws%20for%20Academic%20Governance%2020160415_App_05052016_0.pdf
8. **Bylaws of the Board of Trustees of the University of Delaware**, Newark, DE 19716, USA, 2016; <http://www1.udel.edu/vp-sec/BOTBylaws.pdf>
9. **Bylaws of the University Chicago**, The University of Chicago, 5801 S Ellis Ave, Chicago, IL 60637, USA, 2016; <https://trustees.uchicago.edu/sites/trustees.uchicago.edu/files/uploads/UniversityOfChicagoGoverningDocuments.pdf>
10. **Central Michigan University Board of Trustees Bylaws**, Central Michigan University, 1200 S. Franklin St. • Mount Pleasant, Mich. 48859, USA <https://www.cmich.edu/bot/Documents/BYLAWS.11-0217.pdf>

11. **Desirable Characteristics of a Trustee: Recommendations from the Board Leadership**, Minnesota State Colleges and Universities, 30 7th Street East, Suite 350, St. Paul, MN, 2012; <http://www.mnscu.edu/>
12. Drexhage, Betty; **Bicameral Legislatures, An International Comparison**, Ministry of the Interior and Kingdom Relations, Directorate of Constitutional Affairs and Legislation, The Hague, 2015, <https://www.government.nl/binaries/government/documents/reports/2015/10/01/bicameral-legislatures-an-international-comparison/bicameral-parliamentary-new.pdf>
13. **Fifth Amended and Restated Bylaws**, University of Central Florida Board of Trustees, 4000 Central Florida Blvd, Orlando, FL 32816, 2013; <https://bot.ucf.edu/files/2013/10/BOT-bylaws-Fifth-Amended-and-Restated-FINAL1.pdf>
14. **Governance Handbook**, The University of Sterling, Sterling, Scotland, FK9 4LA, United Kingdom, 2016; <http://www.stir.ac.uk/media/services/registry/planning/GovernanceHandbook.pdf>
15. **Handbook of Academic Council**, Duke University Academic Council, 012 Allen Building, Campus Box 90928, Durham, NC, USA 27708, https://academiccouncil.duke.edu/sites/default/files/u6/AC-pdfs/Academic-Council-Handbook-June-2014-2_0.pdf
16. **Handbook of Academic Regulations and Procedures**, The University of Limerick, Castle Troy, Co. Limerick, Ireland, Approved by the Academic Council, May 2016; <https://www2.ul.ie/pdf/388196739.pdf>
17. Hermalin, Benjamin E.; **Boards of Trustees in Higher Education: A Research Program**, The University of California at Berkeley, Berkeley, California, USA; 2002; <https://www.ilr.cornell.edu/sites/ilr.cornell.edu/files/Boards%20of%20Trustees%20in%20Higher%20Education%20A%20Research%20Program.pdf>
18. **Job Description, President of the University**, The British University in Egypt, Suez Rd, El Sherouk City, Cairo Governorate 11837; <http://www.bue.edu.eg/>
19. **Job Description (University President)**, Board of Regents, State of Iowa, University of Northern Iowa, 1227 W 27th St, Cedar Falls, IA 50614, USA.
20. **Job Description, University President**, Marquette University, 1250 W Wisconsin Ave, Milwaukee, WI 53233, USA;

-
21. Johnson Bowles, K.; **The Many Roles (and Expectations) for College Presidents**, Inside Higher Ed, 2013;
<https://www.insidehighered.com/advice/2013/07/01/many-roles-and-expectations-college-presidents-essay>
 22. Jones, Glen A.; **University Governance in Canadian Higher Education**, The University of York, York, YO10 5DD, United Kingdom, 2001;
<http://yorkspace.library.yorku.ca/xmlui/bitstream/handle/10315/2810/University%20Governance%20in%20Canadian%20Higher%20Education.pdf>
 23. **Manual of the Berkeley Division of the Academic Senate**, The University of Berkeley, Berkeley, California, USA; <http://academic-senate.berkeley.edu/committees/re/berkeley-division-manual>
 24. McDowell, Mary Ann; **Shared Governance-Benchmark Analysis, 2015**, University of Notre Dame, Notre Dame, IN., USA, 46556
https://facultysenate.nd.edu/assets/188818/shared_governance_benchmark_analysis.2015.pdf
 25. Pennock, Lea, et al; **Academic Senates and University Governance in Canada: Changes in Structure and Perceptions of Senate Members**, Consortium of Higher Education Researchers, Belgrade, Serbia, 2015;
https://www.oise.utoronto.ca/hec/UserFiles/File/Research/Papers/Senate_paper_for_CHER_Conference_2012-08-30.docx
 26. **Position Description, President**, University of Houston Downtown, 1 Main St, Houston, TX 77002, USA; <https://www.uhd.edu/presidentsearch/Documents/uhd-president-position-description.pdf>
 27. **Procedures of the Academic Council**, John Hopkins University, 3400 N. Charles Street, Wyman Park Building, S600 Baltimore, MD 21218, USA, 2012;
<http://sites.jhu.edu/council/procedures>
 28. **Region Presidents Handbook 2015-2016**, Brandeis National Committee, Brandeis University, 215 South Street, Waltham, MA 02453, USA
<http://www.brandeis.edu/bnc/resources/Handbook%20for%20Region%20Presidents%202015-16.pdf>
 29. **Regulations of the Academic Senate**, The University of California Academic Senate, 1111 Franklin Street, 12th Floor, Oakland, Ca, 94607-5200, USA,
<http://senate.universityofcalifornia.edu/manual/regstoc.html>
 30. **Responsibilities of the President**, Regents; Policy Manual Section 3.1, The University of New Mexico, Albuquerque, NM 87131, USA;
<http://policy.unm.edu/regents-policies/section-3/3-1.html>
-

-
31. Simmons, Daniel L., **Shared Governance at the University of California, An Overview**, 1995, Center for Studies in Higher Education, The University of Berkeley; Berkeley, California, USA; http://academic.senate.berkeley.edu/sites/default/files/about-senate/sharedgovernanceintheuniversityofcalif_simmons.pdf
 32. **Standards for Trustee Appointment, Performance, and Review**; The American University, 4400 Massachusetts Avenue, NW Washington, DC 20016; <http://www.american.edu/trustees/standards-for-trustee-appointment.cfm>
 33. **Statement on the Governance Role of a Trustee or Board Member**, The University of the State of New York, The State Education Department Albany, New York 12234, 2010; http://www.regents.nysed.gov/about/statement_governance
 34. **The Catholic College and University President**, Association of Catholic Colleges and University, One Dupont Circle NW, Suite 650, Washington, DC 20036, 2013; http://www.accunet.org/files/Press_Media/The-Catholic-College-President_final.pdf
 35. **The Academic Senate and University Governance in Canada**, The Canadian Journal of Higher Education, Volume XXXIV, No. 2, 2004 pages 35-68, <http://journals.sfu.ca/cjhe/index.php/cjhe/>
 36. The National Democratic Institute for International Affairs, Legislative Research Series, Paper #3 - **One Chamber or Two? Deciding Between a Unicameral And Bicameral Legislature**, <https://www.ndi.org/node/12608>
 37. The University of Manitoba, Winnipeg, Manitoba, Canada, R3T 2N2; **University Governance, Bicameral Governance System (Board and Senate)**, <http://umanitoba.ca/admin/governance/181.html>
 38. The University of Ottawa, 75 Laurier Avenue East, Ottawa ON. K1N 6N5, Canada; **Governance Framework of the University of Ottawa**, November 2010; <http://www.uottawa.ca/governance/documents/governance-framework.pdf>
 39. **Trustee Selection Criteria**, Gallaudet University, 800 Florida Avenue, NE, Washington, DC 20002-3695; <http://www.gallaudet.edu/board-of-trustees/trustee-nominations/selection-criteria.html>
 40. **White Paper on University Governance**, University of Oxford, Wellington Square, Oxford, OX1 2JD, United Kingdom, 2006; <https://www.ox.ac.uk/gazette/2005-6/supps/whitepaper.pdf>