2.C - Core Component 2.C

The governing board of the institution is sufficiently autonomous to make decisions in the best interest of the institution and to assure its integrity.

1. The governing board’s deliberations reflect priorities to preserve and enhance the institution.
2. The governing board reviews and considers the reasonable and relevant interests of the institution’s internal and external constituencies during its decision-making deliberations.
3. The governing board preserves its independence from undue influence on the part of donors, elected officials, ownership interests or other external parties when such influence would not be in the best interest of the institution.
4. The governing board delegates day-to-day management of the institution to the administration and expects the faculty to oversee academic matters.

Argument

The CWRU Board of Trustees (BOT) is the highest level organization that provides governance and guidance to the university. The Board is an autonomous body that is committed to sustaining CWRU's physical and financial assets and enhancing the long-term welfare of the university.

1. The CWRU BOT is charged under its Regulations and Bylaws with the powers, responsibilities and authorities to establish policies to govern the management and operation of the university. It is responsible for promoting the general interests of the university (Bylaws, Article II, Sec. 1). The bylaws provide for allocations of responsibilities and authorities from the BOT to the president, other officers and to the University Faculty to ensure the maximum welfare and effectiveness of the university while maintaining the proper accountability of each element. (Bylaws, Article I)

The BOT is presently comprised of 49 current and 84 emeriti members who dedicate their time, expertise, and resources to governing and advancing the institution on a volunteer basis. They are a geographically diverse group consisting of national leaders and alumni each with specific areas of expertise, such as technology, financial management, law, research and academics. A list of Board members is available on the CWRU website.

The BOT meets on a regular basis (the full Board meets three times a year and its Executive Committee meets nine times a year). Standing committees of the Board are as follows: Executive; Academic Affairs and Student Life; Audit; Campus Planning; Compensation; Development and University Relations; Finance; Investment; Research and Technology Transfer; and, Committee on Trustees. The foci of these standing committees enable the Board to carry out its role in preserving and enhancing the whole of the university. Sample agendas for Board meetings illustrate the relevancy of the topics considered by the Board to the university's welfare.

These standing Committees make reports at the full Board meetings so that each trustee will be familiar with and can help prioritize those matters requiring Board action or deliberation. In this way, the Board fulfills its obligations to promote the general interests of the university. For descriptions of the specific charge to each standing committee, see Article III of the Bylaws.

2. As members of a national community with many years of experience in diverse fields, the members of the CWRU BOT bring varied perspectives, knowledge and insight to the decision-
making process. Board members of varying ages bring different generational perspectives to the deliberations.

The Bylaws provide that the president shall be the principal channel for communications and recommendations between the Board and the university faculty, administrative officers and students. At each full Board meeting, the trustees hear reports from the chair of the Faculty Senate, the president of the Undergraduate Student Government, and the president of the Graduate Student Senate. In addition, with the approval of the Board chair, persons other than trustees are permitted to participate in the deliberations of any Board committee except for the Audit, Executive, Finance, and Compensation committees and the Committee on Trustees. However, key university personnel are frequently invited to attend these committee meetings to keep Board members informed about campus business and activities. (For example, the university's Chief Financial Officer regularly attends meetings of the Finance committee.) Thus, the Board maintains strong connections to internal campus constituencies.

As part of their routine business, the standing committees of the Board engage directly with relevant external constituencies (e.g., the Audit Committee meets with the university's external auditor), or address topics related to CWRU's involvement with external groups (e.g., the Research and Technology Transfer Committee monitors state and federal legislative initiatives and other trends relating to university research and technology management issues).

3. The Bylaws of the BOT require that the particulars of any actual or potential conflict of interest on behalf of a Board member be disclosed and that the Board member shall not vote on any question involving the conflict or potential conflict of interest. Members of the BOT must also comply with the University’s conflict of interest policy. Disclosure by the BOT must be made on an annual basis to the Office of General Counsel and must include information on a previous conflict of interest situation that has been eliminated. Board members are fully informed of their responsibilities in a statement that requires them to avoid or fully disclose perceived, actual, or potential conflicts.

4. The authority of Case Western Reserve University is vested in the BOT and the Board elects the president of the university (See Board Bylaws, Article II, Section 1). The president, as the chief executive officer of the corporation, directs the affairs of the university (Article IV, Sec. 3, Regulations of the BOT and Article V, Sec. 3 of the Bylaws of the BOT). The policies established or approved by the BOT are either administered by the president directly or by his/her designees. (Article II, Section 3, Bylaws of the BOT). The CWRU websites lists the leadership of the university, and presents organizational charts for the president's and provost's offices, as well as the leadership teams in the various schools.

With respect to the university’s educational programs, the Bylaws of the BOT provide that “The University Faculty shall be concerned with the oversight of the general educational, research, and scholarly activities of the university.” (See Article VI, Section 2, Bylaws of the BOT). The BOT reviews and votes on approval of new academic programs that have passed through faculty governance processes up through the Faculty Senate. Educational policy is recommended to the president for consideration and transmittal to the BOT through the structure designated in Chapter 2 of the Faculty Handbook. All powers of the University Faculty, not specifically reserved for the University Faculty, are exercised by the Faculty Senate which operates under a clear set of bylaws. The Faculty Senate includes representatives from each of the university’s constituent faculties as well as voting student members. The Faculty Senate Committee on Undergraduate Education is charged with review of matters relating to undergraduate education and the Faculty Senate Committee on Graduate Studies is charged with review of matters relating to graduate and professional education.
Sources

- Bylaws - Faculty Senate (rev. 3/14)
- Faculty Handbook (2014)
- Faculty Handbook (2014) (page number 13)
- Faculty Handbook (2014) (page number 16)
- Faculty Handbook (2014) (page number 18)
- Faculty Handbook (2014) (page number 21)
- Faculty Handbook (2014) (page number 118)
- List of Board of Trustees members - from website
- Organizational chart, President level (February, 2015)
- Organizational Chart, Provost (January 2015)
- Regulations and Bylaws - Board of Trustees
- Regulations and Bylaws - Board of Trustees (page number 5)
- Regulations and Bylaws - Board of Trustees (page number 7)
- Regulations and Bylaws - Board of Trustees (page number 8)
- Regulations and Bylaws - Board of Trustees (page number 13)
- Regulations and Bylaws - Board of Trustees (page number 14)
- Regulations and Bylaws - Board of Trustees (page number 16)
- Sample meeting agendas - Board of Trustees (May 2014)
- Statement of Commitment and Responsibilities - Board of Trustees
- Statement of Commitment and Responsibilities - Board of Trustees (page number 3)