

LEWIS AND CLARK COLLEGE
BOARD OF TRUSTEES STANDING RULES

I. RULES REGARDING BOARD ATTENDANCE

The following persons may attend regularly scheduled Board meetings as invited guests: Vice Presidents, the College Secretary, the College Treasurer, the Dean of each school, and others as specifically invited by the Chair of the Board or by the President.

II. RULES REGARDING BOARD STANDING COMMITTEES

The Board of Trustees is currently organized into an Executive Committee and several Standing Committees. These rules do not apply to the Executive Committee but, along with the applicable provisions in the Bylaws, do apply to all Standing Committees.

A. The Committee on Academic Affairs

1. Members

The voting members of the Committee on Academic Affairs shall be six to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and two faculty and two student representatives shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Academic Affairs shall ensure that the College's academic offerings match and support its institutional mission
- b. The Committee on Academic Affairs shall monitor the quality and accreditation of the academic programs and review materials regarding academic planning.
- c. The Committee on Academic Affairs shall review proposals to introduce new academic programs or eliminate existing programs and review proposals for academic affiliation with outside institutions.
- d. The Committee shall review the academic budgets of the schools to ensure that they support the academic priorities of the institution.
- e. The Committee shall review and make recommendations to the Board concerning policy matters relating to the academic affairs of the institution.
- f. The Committee on Academic Affairs shall recommend to the Board the authorization and award of all earned or honorary degrees, diplomas, and certificates.

B. The Committee on Campus Life

1. Members

The voting members of the Committee on Campus Life shall be seven to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and one faculty and one student representative shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Campus Life shall monitor initiatives that complement academic programs by enriching the quality of college life beyond the classroom.
- b. The Committee on Campus Life shall monitor the scope and tenor of nonacademic programs and services needed by and provided to students.
- c. The Committee on Campus Life shall review all policies and programs concerning athletics.

- d. The Committee on Campus Life shall review all policies concerning religious life on campus.
- e. The Committee on Campus Life shall monitor administrative activities that bear on students' lives.

C. The Committee on Buildings and Grounds

1. Members

The voting members of the Committee on Buildings and Grounds shall be seven to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and one faculty and one student representative shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Buildings and Grounds shall review and make recommendations to the Board concerning policy matters relating to the operation, rehabilitation, and maintenance of the College, buildings, grounds, and facilities.
- b. The Committee on Buildings and Grounds shall oversee the planning of the campus.
- c. The Committee on Buildings and Grounds shall recommend to the Board approval of plans and sites of any new buildings, and the selection of and contract arrangements with architects and building contractors.

D. The Committee on Finance

1. Members

The voting members of the Committee on Finance shall be seven to fifteen Trustees and/or Life Trustees. The President, the Board Chair, and one faculty and one student representative shall be ex officio, nonvoting members.

2. Duties

- a. The Committee on Finance shall review College budget, insurance, financial aid, and financial reporting policies before their presentation to the Board.
- b. The Committee on Finance shall receive, review, and recommend to the Board a financial plan for the future of the institution and shall monitor compliance with the approved plan. The plan shall include, inter alia, the source and use of funds, the use of debt of various kinds, reserves, and endowment spending policy.
- c. The Committee on Finance shall monitor the preparation of the College's annual operating and capital budgets and present recommendations with respect to these budgets to the Board.
- d. During the course of the year, the Committee on Finance shall review major financial recommendations not provided for in the budget and shall submit its evaluation of the impact of such recommendations to the Executive Committee or to the Board. The Committee on Finance shall monitor changes in funding sources affecting the achievement of the financial plan.
- e. The Committee on Finance shall review all policies regarding auxiliary operations of the institution which involve commitment of College resources or place the College at liability risk.
- f. The Committee on Finance shall review the chart of contracts over \$250,000 and/or for three-year terms by the College.
- g. The Committee on Finance shall review policy matters relating to terms of employment, compensation systems, and benefits, and shall recommend to the Board any changes in these policies.

E. The Committee on Institutional Advancement

1. The Committee shall consist of no fewer than five Trustees. A majority shall constitute a quorum. The Board Chair, the President, the Deans of the Arts and Sciences, the Graduate School of Education, and the Law School, one faculty representative, and one student representative shall be *ex officio*, nonvoting members. Additional voting or nonvoting members may be appointed at the discretion of the Board Chair.
2. Duties
 - a. To advise Lewis & Clark College regarding goals and strategies for fund-raising and constituent outreach that are consistent with the College's long-range plans;
 - b. To build and sustain financial support by securing individual gifts, bequests, planned gifts, and corporate and foundation grants to uphold and strengthen the mission of the College;
 - c. To recommend to the Board of Trustees the adoption of policies relating to fund-raising, alumni relations, and public relations including but not limited to such matters as:
 - the planning and execution of fund-raising efforts, ranging from regular annual fund drives to major endowment campaigns
 - giving guidelines for the Board
 - guidelines for establishing chairs, professorships, fellowships, scholarships, buildings, facilities, and other projects funded in whole or in part by private gifts and grants
 - and the acceptance, use, and application of private donations for any activity whose sponsorship may implicate or obligate the College;
 - d. To communicate with external constituencies and help build awareness, understanding, and excitement for the issues, challenges, and opportunities before Lewis & Clark College;
 - e. To monitor and assess the College's performance in fund-raising and constituent outreach.
3. The Vice President for Institutional Advancement is staff to the Committee. The Committee shall report its findings, recommendations, and results to the Board of Trustees.

F. The Committee on Governance

1. Members

The voting members of the Committee on Governance shall be three to seven Trustees and/or Life Trustees. The President and the Board Chair shall be *ex officio*, nonvoting members.
2. Duties
 - a. The Committee on Governance shall periodically assess the performance of the Board, its Committees, and the Chair, Vice Chairs and Committee Chairs and shall endeavor to determine strengths and weaknesses and recommend steps that shall be necessary to improve the operation of the Board, its Committees, or such officers.
 - b. The Committee on Governance shall maintain a list of promising potential Trustees.
 - c. The Committee on Governance shall present to the Board its recommendations for Trustees to be elected or reelected and its recommendations for the positions of Board Chair, First Vice Chair, Second Vice Chair and Third Vice Chair annually and at such other times as vacancies may occur.

- d. The Committee on Governance shall develop and administer a program of orientation for newly elected Trustees.
- e. The Committee on Governance shall recommend Trustees for the position of Life Trustee.

G. The Committee on Investments

1. Members

The voting members of the Committee on Investments shall be five to nine Trustees and/or Life Trustees. The President shall be an ex-officio non-voting member, and the Board Chair shall be an ex officio voting member of the Committee.

2. Duties

- a. The Committee on Investments shall propose and recommend to the Board appropriate investment policies.
- b. The Committee on Investments shall devise and recommend to the Board an investment plan for the future of the institution and shall monitor compliance with the approved plan.
- c. The Committee on Investments shall monitor the performance of any investment managers utilized by the College and report the results to the Board.

H. The Committee on the Audit

1. Members

The voting members of the Committee on the Audit shall be three to five Trustees. The Board Chair shall be an ex-officio voting member of the Committee.

2. Duties

- a. The Committee on the Audit shall recommend to the Board the designation of an independent auditor each year. It shall receive, review, and submit to the Board a complete annual audit statement of the financial condition of the institution as of the close of the fiscal year, together with its comments and explanation of the current financial position of the College, its future prospects, and any areas of concern. The Committee on Audit shall meet with the auditor each year at the following times to discuss any issues of concern to the auditor or the College: (1) At or before engagement of the auditor; (2) At an exit interview upon completion the auditor's on-site work; and (3) At completion of the audit. The Chair of the Committee on Audit shall promptly communicate any concerns raised by the auditor to the Board Chair in writing.

I. The Compensation Committee

1. Members

The voting members of the Compensation Committee shall be three to five trustees. The Board Chair shall be an ex officio voting member of the Committee. Preferably, any previous Board Chair and/or Compensation Committee Chair who is still a trustee will also be a member of the Compensation Committee in order to provide historical context and continuity.

2. Duties

- a. The Compensation Committee is authorized to establish or revise the compensation of the President and to advise the Board Chair regarding other significant terms of employment for the President. The Board Chair is authorized to enter into an

employment agreement with the President providing for the compensation approved by the Committee.

- i. When establishing compensation of the President, the Committee should consider market conditions, College finances, the President's performance against specific goals, and internal pay structures. The Committee should establish (and periodically evaluate) a peer group of institutions when considering market conditions for presidential compensation.
- ii. The Committee is authorized to retain, at the College's expense, a compensation consulting firm, as well as legal or other advisors, as it deems necessary.
- b. The Compensation Committee is responsible for conducting an annual evaluation of the President. The Committee's evaluation process should take into account best practices for presidential evaluation in higher education. The Committee should review and approve the goals and objectives of the President at the beginning of each review cycle, and evaluate the president's performance in light of the goals and objectives at the end of the cycle.
- c. The Compensation Committee should also annually review, for informational purposes, the evaluation process and compensation for the members of the senior administration that report to the president.
- d. At the next regularly scheduled Board meeting after its review of the President, the Compensation Committee will provide a summary of the review, including any changes in compensation, to the Board during executive session.

III. STANDING RULES REGARDING AD HOC COMMITTEES

A. In General

The Board may create ad hoc committees from time to time as needed, including but not limited to a Presidential Search Committee, and the Board Chair shall appoint the chairs and members of such committees

B. Ex Officio Members

The President and the Board Chair shall be ex officio, nonvoting members of all special or ad hoc committees except that the President shall not serve on any committee that is conducting a presidential search or review or that is considering questions of presidential compensation.

C. Presidential Search Committee

1. Members

Appointment of a Presidential Search Committee. When it is necessary to undertake a Presidential search, the Board Chair shall appoint an ad hoc committee whose voting members may include Trustees, Life Trustees, Faculty, Students, Alumni, members of the Administrative Staff, and other interested persons. The Board Chair shall appoint the chair of the Presidential Search Committee, who must be a Trustee.

2. Duties

- a. The Presidential Search Committee shall recruit, review, and evaluate possible presidential candidates.
- b. The Presidential Search Committee shall work with any executive search firm that may be hired by the Board.

- c. The Presidential Search Committee shall recommend to the Board one or more finalists for the position of President, and forward to the Board any recommendations or comments on the finalists or on other candidates that the Board Chair may request or that the Presidential Search Committee believes to be appropriate.
3. Decision-Making Authority
Notwithstanding the view of the Presidential Search Committee, the Board shall have the right to make the ultimate decision regarding the appointment of the President.

These Standing Rules were adopted, and all prior rules revoked, by vote of the Board on the 21st day of September 1992.

Dated this 26th day of October 1992.
Amended this 21st day of November 1997.
Amended this 20th day of September 1998.
Amended this 17th day of May 2002.
Amended this 13th day of September 2002.
Amended this 21st day of May 2004.
Amended this 10th day of September 2004.
Amended this 5th day of March, 2005.
Amended this 5th day of May, 2007
Amended this 5th day of May, 2017.
Amended this 29th day of October 2021.