

BOARD GOVERNANCE MANUAL



"I sincerely approve of the purpose of Thiel College. I solemnly promise to carry into effect the provisions of its Charter and Bylaws, and to promote its aims and objectives."

April 8, 2015

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INTRODUCTION

This document, the *Board Governance Manual*, is designed to provide each Trustee, the Board Committees and the Board pertinent and useful information to assist in effectively performing their roles and responsibilities in governing Thiel College. Along with its companion document, the *Annual Board Committee Work Plans*, the Board has created the framework and the annual plan of action for governance of this specific institution.

A major portion of the information contained in this Board Manual has been drawn from the Thiel College Charter, Exhibit 1.0; and, the Thiel Bylaws, Exhibit 2.0. However, significant content in this document has been developed by the Board as a declaration of its commitment to be a proactive, forward-thinking governing body that will help propel Thiel on a positive trajectory into the future.

This document opens with a section entitled “**Thiel College: Its Purpose, Mission, Vision and Identity.**” The content in this section represents a summary of the official statements of the College.

Section 1000, “Guiding Principles of the Thiel Board,” begins the main body of the Manual. The Board has articulated nine major principles that form the framework for Board and individual Trustee behavior. In essence, they are the pillars that will guide Board actions and decisions.

Section 1100, “Board Organization,” provides information on the composition, numbers and terms of the Board; how one is selected to the Board and subsequently oriented and educated as a Board member; how wisdom and historical perspective are retained through Emeriti Trustees; and, how the Board is structured with its officers and standing committees.

Section 1200, “Role of the Board of Trustees and Officers,” defines the authority of the Board and the duties of its four officers.

Section 1300, “Roles of the Board Committees,” provides a description of the charter and roles and responsibilities of each of the standing committees.

Section 1400, “Board-College President Relationship,” demonstrates the value and importance of building and sustaining a solid working and trust relationship between the governing body and the chief executive of the College.

Section 1500, “Conducting Board Business—Processes and Tools,” provides readily accessible information on how meetings and related business matters are handled in the most efficient fashion. Associated tools are explained and displayed in exhibits.

Section 1600, “Board Planning, Performance Expectations and Evaluations,” starts with a description of the *Annual Board Committee Work Plans*, the companion to the

Board Manual. Also, the Board sets expectations for Board, committee and individual Trustee behavior and makes evaluations against these expectations.

Section 1700, “Board-Enacted and Endorsed Management Policies and Procedures,” provides a quick reference to key policies approved and endorsed by the Board over the years. This section is organized by categories.

In any instances of differences and conflict between the content of this *Board Governance Manual*, the Thiel College Charter or Bylaws, the statements in these latter two documents prevail.

THIEL COLLEGE: ITS PURPOSE, MISSION, VISION and IDENTITY

Thiel College, an independent institution related to the [Evangelical Lutheran Church in America](#), was founded as Thiel Hall in Monaca, PA in 1866 and chartered by the Commonwealth of Pennsylvania in 1870. In 1871, the College moved to Greenville.

Its purpose, as articulated in the current vision and mission statements and approved by the Board of Trustees of the corporation, *is the education of students within the Christian tradition and historic values of the Evangelical Lutheran Church in America in accordance with its original statutory charter and amendment of 1877.*

As an academic institution in the Lutheran tradition, Thiel's mission *is to empower individuals to reach their full potential by assuring educational excellence, stimulating global awareness, promoting ethical and responsible leadership, and preparing students for careers so that lives inspired by truth and freedom may be committed to service in the world.*

Its vision *is grounded in the commitment to developing and delivering innovative academic and co-curricular programs incorporating ethical and global perspectives, providing opportunities for students to discover and prepare for leadership in their chosen careers, enrolling students from the global populations, celebrating diversity within its community, and cultivating thriving living/learning communities.*

Thiel remains true to *its founding identity serving as a co-educational institution, educating students in the liberal arts and professional studies for service to society.*

SECTION 1000: GUIDING PRINCIPLES OF THE THIEL BOARD

Governance by the Board is structured and conducted consistent with the following principles.

BM 1010: Commitment

- All Trustees are committed to the College's mission, values, vision and strategic goals.
- Trustees act in the best interests of the College as a whole and all the communities it serves, not the interests of constituency groups, private individuals, or themselves.
- The Board is committed to open communication with the senior management team, faculty and staff.

BM 1011: Effective Execution of Roles and Responsibilities

- Governance is a proactive, not a passive, responsibility.
- The Board has written descriptions of the responsibilities and expectations of each member.
- Trustees understand their roles and responsibilities.
- The Board governs rather than manages, focusing on five roles:
 - Establishing the ends and measurable goals for the College;
 - Selecting, evaluating and establishing compensation for the President and providing ongoing feedback, guidance and support;
 - Making policies and decisions to further the mission and vision of the College;
 - Overseeing and evaluating performance of Board-approved goals; and
 - Building external relationships with key stakeholders.
- The Board establishes effective and independent processes to perform its oversight responsibilities at the highest standards over critical institutional functions, including: strategic planning and implementation; academic program development, instructional delivery and access to library/information resources; student and religious life programs and environment; student enrollment; faculty, staff and management development, relations and compensation; facilities, physical plant, information technology/infrastructure development and maintenance; institutional advancement, alumni relations, church relations, and community/public relations; financial management and resource investment performance; and, external audits and compliance.

BM 1012: Effective Board/President Relationship

- The Board establishes an effective process for Presidential goal-setting and evaluation through the Presidential Review and Compensation Committee.
- The relationship between the Board and President is characterized by accountability, mutual trust, openness, honesty, candor and frequent communication.

- Trustees actively participate with senior administration and faculty leaders to adopt a shared vision and long-range goals for the organization and to periodically review/update the strategic plan.

BM 1013: Policy-based Governance Processes

- The Board adopts and consistently follows policies describing the purpose and process for important governance functions, such as: audit oversight; corporate compliance oversight; Presidential compensation, goal-setting and evaluation; strategic planning; budgeting and financial review; planning and oversight; Board self-evaluation, periodic governance policy reviews; etc.
- The Board establishes and monitors policies establishing limits of executive authority.
- The Board Secretary with the assistance of the Assistant Secretary maintains a repository of all minutes and enacted policies and reviews them annually.

BM 1014: Fiduciary Duties

- The individual trustee's duty of care is to be diligent in carrying out the work of the Board by preparing for meetings, attending faithfully, participating in discussions, asking questions, and seeking independent opinions when necessary.
- The individual trustee's duty of loyalty is to act based on best interests of the organization and the wider community it serves.
- The individual trustee's duty of obedience is to the purpose, mission and vision of the College, a duty that should be evident in all of the Board's decisions.

BM 1015: Streamlined, Effective Structure

- All committees perform meaningful, non-duplicative functions.
- The Board structure is sufficiently flexible to accommodate the possibility that Thiel College may need to evaluate and enter new strategic affiliations and partnerships in the future.
- The Board has effective working committees that proactively and diligently perform oversight, review proposed actions and make well-documented recommendations to the full Board.
- The Chair of the Board reviews (not repeats) committee work.
- Committee chairpersons have defined responsibilities and play active roles in working with senior administration to establish committee agendas and to determine information that should be brought to committees and to the Board.
- The Chair of the Board in consultation with the Chair of the Governance and Trusteeship Committee (GTC) recommends formation of ad hoc committees as needed.

BM 1016: Focused on Important Issues

- The Board focuses its work on the most important responsibilities and the critical issues affecting the College's present performance and future effectiveness.

- The Board annually establishes goals and committee work plans identifying the most important issues for education, oversight, policy discussions and decision-making.
- Board and committee meetings are concise and succinct and devote the majority of time to substantive presentations and discussions.
- The Board approves performance targets based on historical trends, higher education benchmarks, and current goals.
- The Board uses comprehensive reports and comparative and best practice data to monitor performance in the areas of finance, strategy, educational outcomes, community benefit, etc.

BM 1017: Maintain Culture of Accountability

- During its meetings and interactions, the Board actively promotes a culture characterized by:
 - Measurement
 - Independence
 - Trust
 - Cooperation
 - Partnership
 - Communication
 - Transparency/full disclosure
 - Continuous learning
 - Participation and questioning
 - Openness and candor
 - Respect
- The Board, through the Governance/Trusteeship Committee, annually evaluates its performance and implements plans for the improvement of structures, processes, relationships, and Board culture.

BM 1018: Criteria-based Membership Composition and Continuing Education

- The Board adopts explicit criteria defining the personal attributes (e.g., commitment, integrity), backgrounds (e.g., finance, business, education), diversity, and skills (e.g., leadership, critical thinking) needed on the Board.
- The Board uses these criteria to recruit members.
- The Board follows the requirement for term limits as defined in Bylaws, Article I, Section 1.
- New members participate in a thorough orientation on their responsibilities, Thiel College and higher education issues.
- Effective governance requires continuous learning. Members are encouraged to take advantage of opportunities for education at meetings, retreats, conferences, and through readings.
- Trustees are evaluated by the Governance and Trusteeship Committee annually.

SECTION 1100: ORGANIZATION

BM 1110: Composition of the Board of Trustees

The Board consists of no more than thirty-six (36) members and no fewer than twenty-seven (27) members.

The College President is an ex officio member of the Board of Trustees, with voice but no vote.

Two (2) faculty members and two (2) students are official representatives to the Board of Trustees, with voice but no vote.

An ELCA designee may also be an official representative to the Board of Trustees, with voice but no vote.

The number of Emeriti Trustees is not limited. Emeriti Trustees are encouraged to participate in Board meetings and activities, with voice but no vote. Emeriti Trustees are not counted as part of the 36 members.

BM 1120: Term and Term Limits

The voting members of the Board are elected for a term of three (3) years. The terms of one-third of the members, so far as is practicable, should expire each year.

A voting member may serve only three consecutive three-year terms before leaving the Board for at least one year. After that time, the member becomes eligible for reelection. The Board Officers are exempt from this provision until at least one year has passed following completion of their terms of office.

There is no term limit for Emeriti Trustees. However, a Trustee Emeritus may be removed for good reason by a two-thirds majority vote of the Board.

BM 1130: Board Composition Guidelines

Individuals are elected to the Board who bring to their responsibilities:

- Commitment to the College's mission, vision and values;
- Personal integrity;
- Leadership skills; and,
- Knowledge, skills, and perspectives that will contribute to effective governance.

In addition, the Board seeks qualified individuals who bring diversity, to the Board reflective of the community Thiel College serves which may include gender, age, and ethnic groups.

Normally the Board includes:

- Clergy or lay members from the Synods of the ELCA; and,
- At least seven (7) members who are Alumni of the College.

Board effectiveness depends upon bringing together qualified individuals with the following competencies:

Universal Competencies

Personal qualifications required of all Board members:

- Commitment to the mission, values, and vision of Thiel College and to the communities and constituents we serve;
- Willingness to devote the time necessary to Board work, including attending *all* meetings and participating in Board education, community events, fund raising activities, etc.;
- Willingness to personally make a financial contribution each year in accordance with the recommendation of the Advancement Committee as approved by the Board of Trustees and to work with the President and staff to seek and secure financial resources from other sources;
- An ability to think strategically and to see the big picture;
- A demonstrated capability to exercise such attributes as leadership, teamwork/consensus-building, and sound judgment on difficult and complex Board matters;
- Good communications skills;
- Personal integrity and objectivity, including no conflicts of interest that would prevent the individual from discharging responsibilities; and,
- Respect for the confidentiality of proprietary and sensitive information that comes before the Board.

Collective Competencies

Collective competencies should be present in the Board as a whole, and, therefore, be strong attributes of one or more but not necessarily all members:

- Executive-level experience in a large, complex business, academic institution, or other type of organization. Business, managerial or professional skills demonstrated in running a small or medium size, local business, educational institution or community service organization;
- Financial background and expertise in financial analysis, capital budgets, investments and audit;
- Community leadership and perspective of stakeholders; and,
- Geographic representation.

Desirable Competencies

Characteristics that would be an asset to the Board at the present time and should be sought in recruiting new members:

- Individuals who broaden the Board's diversity of gender, age, and ethnic origin;

- Individuals who hold experience and expertise in higher education fields; and,
- Individuals who possess the ability to communicate with and influence key stakeholders, public officials, and public opinion.

BM 1131: Trustee Election Processes

New Trustees and incumbent members eligible for reelection are normally elected at the Board’s annual meeting (the first meeting after September 1st) by a majority of the Trustees then in office. An unfilled term may be filled through a special election at any meeting of the Board.

All members are elected directly by the Board of Trustees.

The Faculty elects the two (2) faculty representatives. The Student Government elects the two (2) students representatives.

The Governance and Trusteeship Committee (GTC) is responsible for recommending candidates for election and reelection to the Board. The GTC will regularly make the Board, Alumni, Faculty, Synods of the ELCA, College Administration and the larger community aware of its interest in receiving referrals of qualified candidates for Board membership.

Specifically, the President works with the Synods of the ELCA to secure nominations for the Board.

The GTC reviews prospective Board candidates and develops a “short list” of potential members. Typically, one or more committee members will meet with the individual prospects and share a position description that specifies the responsibilities and expectations of a Board member. The interviewers assess the prospect’s interest and qualifications against the Board’s needed competencies and make a recommendation to the GTC.

The GTC may independently verify information as appropriate (e.g., a prospective trustee’s performance on other boards).

After a careful review of candidates’ qualifications, the GTC will recommend a slate of candidates to the Executive Committee for election by the full Board at its annual meeting.

BM 1132: Trustee Declaration

Every Trustee before taking office shall make the following Declaration:

I sincerely approve of the purpose of Thiel College. I solemnly promise to carry into effect the provisions of its Charter and Bylaws, and to promote its aims and objectives.

BM 1133: New Trustee Selection Process

The following process is to be used to identify, approach, vet, and approve prospective new trustees.

- Potential trustee names may be generated from various sources both within the College and externally. Names are proposed to either the President or members of the Governance and Trusteeship Committee.
- Administrators typically will have had prior visits with prospective trustee candidates in order to help with background information and gauge interest and compatibility.
- The Governance and Trusteeship Committee and administration discuss potential candidates. At this point, potential candidates may be approved to continue in the process, be tabled, or otherwise.
- For candidates moving forward, members of the Governance and Trusteeship Committee and/or administration meet with the proposed candidate to explore possible interest in becoming a member of the Board of Trustees of Thiel College.
- At this point, potential candidates may be approved to continue the process, be tabled, or otherwise. Continuing candidates are then prioritized using a predetermined needs assessment.
- If the candidate has expressed interest in becoming a Board member and has the approval of the Governance and Trusteeship Committee, the candidate is recommended to the Full Board.
- The Governance and Trusteeship Committee presents prospective names to the full Board for approval, typically at the spring meeting. Candidates are usually presented to the Executive Committee before the full board action is taken.
- Newly elected board members participate in an orientation to help become familiar with the ideals, values, and operation of Thiel College.

BM 1134: New Trustee Orientation

The Board, through the GTC, the President and staff assist each new Trustee to understand the Board of Trustees principles, organization, functions, policies and procedures before taking office. The following methods are employed. Each Trustee-elect is:

- Normally invited to an orientation session before his/her first meeting.
- Invited to come to campus to meet with the President, key staff, faculty members and students to gain insight in the programs, activities and environment on campus and to be briefed by the President and staff on the strategic plans and issues being pursued.
- Given the Board Governance Manual and other appropriate governance documents.

BM 1135: Trustee and Board Education Program

Through the leadership of the GTC and the President, the Board maintains an ongoing education program for its membership. This program is designed to keep individual

Trustees and the Board, as a whole, abreast of the major developments within the College and/or across higher education that have or may have an impact on the Board's performance against its annual work plan. This is executed in the following ways:

- A segment of the Annual Retreat is devoted to briefing and discussing with the Board the current and potential internal, national and international developments the Board will need to be aware of as it conducts its business.
- The GTC, as part of its report at each meeting, brings updates and new developments to the attention of the Board.
- Literature and special reports on topics of priority are sent to the Board as well as pointers to information on Web sites.
- Board members are encouraged to actively pursue self-education endeavors including attending conferences, retreats and special briefings.

BM 1140: Emeriti Trustees

Thiel College recognizes and honors a select number of members of the Board of Trustees who have given long and honorable service to the College. Upon recommendation of the GTC, a Trustee who has served with distinction for at least two terms may be elected to become Trustee Emeritus at any regular meeting by a majority of regular voting Trustees.

Emeriti Trustees are eligible to attend and participate, but not vote, at all Board and committee meetings. Since they have no fiduciary status, they shall not serve on the Executive Committee or as Chairs of Standing Committees, nor shall they have voting privileges at Board or Committee meetings or be counted as part of quorum determinations.

Age is not a consideration for election.

BM 1141: Emeriti Trustees Selection, Recognition and Participation

To be elected to the honorary position of Trustee Emeritus, a retiring or previously retired trustee must have demonstrated significant and distinctive service to Thiel College and display an interest in maintaining a highly supportive relationship with the College and the Board as a Trustee Emeritus. The following specific qualifications are considered in the evaluation and selection process:

- Service for a minimum of two full terms as an active Trustee of the College Board;
- A record of financial contributions to the Thiel Fund (formerly the Annual Fund) and to capital campaigns and an interest in continuing financial support;
- Demonstrated willingness to assist in fundraising activity;
- Availability for advice and counsel when requested by the Board Chair or the President; and,
- A good record of committee service and board meeting attendance and participation.

Emeriti Trustees are recognized for their service in appropriate College publications and publications relative to their profession and residence.

Where appropriate, Emeriti Trustees are listed along with current Board members in Thiel College's community publications.

Emeriti Trustees are sent notices and minutes from all Board meetings and from their respective committees. Emeriti Trustees are encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Trustees and Thiel College.

Emeriti Trustees are invited but not required to participate in all college community and social functions and the annual meeting of the Board of Trustees.

From time to time, Emeriti Trustees may be asked to perform specific assignments for the College. A Trustee Emeritus may not act in a fiduciary role in accordance with the By-laws of the College.

BM 1150: Board Officers

The officers of the Board are the Chair, Vice Chair, Secretary, and Treasurer of the Board of Trustees. All officers serve at the pleasure of the Board of Trustees.

BM 1151: Terms and Selection Process for Officers

The Chair is elected annually upon nomination by the GTC and shall serve for no more than three consecutive years.

The Vice Chair is elected annually upon nomination by the GTC and shall serve for no more than three consecutive years. The Vice Chair may or may not be nominated to succeed the Chair when a vacancy occurs.

The Secretary is elected annually upon nomination of the GTC and shall ordinarily serve for not more than three consecutive years.

The Treasurer is elected annually upon nomination of the GTC and shall ordinarily serve for not more than three consecutive years.

BM 1160: Committees of the Board of Trustees

The Board may establish such standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. Each committee has a written charter and set of primary responsibilities approved by the Board. Annually each committee reviews such statements for their appropriateness and adequacy.

Currently, the Board has the following standing committees: Executive Committee; Academic Affairs; Student and Religious Life; Student Enrollment; Facilities, Physical Plant and Information Technology; Presidential Review and Compensation;

Advancement; Finance and Investment; Audit; Honorary Degrees; and Governance and Trusteeship.

BM 1161: Composition and Appointment of the Committees

The Executive Committee consists of the Board Chair, Vice Chair, Secretary and Treasurer and the chairs of the following standing committees: Committee on Governance and Trusteeship; Committee on Finance and Investment; Committee on Student and Religious Life; Committee on Academic Affairs; Committee on Advancement; Committee on Facilities, Physical Plant and Information Technology; and the Committee on Student Enrollment. The President serves as an ex-officio member, with voice but no vote.

The Audit Committee consists of three (3) voting members of the Board who do not serve on the Finance and Investment Committee.

The Presidential Review and Compensation Committee membership consists of the Chair, Vice Chair and Treasurer of the Board of Trustees.

The Committee on Honorary Degrees consists of the Chairperson of the Board, the President of the College, three additional Board members, and three members of the faculty, who shall be appointed by the President of the College.

The Board Chair appoints the chairs and members of all Board committees. All committee chairs, vice chairs, and a majority of each committee’s members are Trustees. Each committee, except the Presidential Review and Compensation Committee, has an administrative officer of the College or member of the Thiel community, as designated by the President, to assist with its work. The Board Chair serves as ex-officio on all committees, with voice but no vote. The President of the College serves as ex-officio on all committees, with voice, but no vote.

SECTION 1200: ROLES OF THE BOARD OF TRUSTEES AND OFFICERS

BM 1210: Board Authority and Responsibilities

Authority

Within the laws of the Commonwealth of Pennsylvania and the United States, the Thiel Board of Trustees has the ultimate responsibility and authority to make, establish, alter or repeal all policies, rules and regulations necessary for quality instruction and learning, meaningful student and religious life, and effective management and operations.

The Board has the authority to appoint the President of the College.

By its authority the Board provides the administration and faculty with the stated purpose, mission and strategic direction of the College.

The Board has the authority to give and confer all such diplomas, degrees and honors as are usually given or conferred in colleges or universities.

From time to time the Board may delegate its authority in specific areas of responsibility by Bylaw or resolution.

Roles and Responsibilities

The Board of Trustees executes its authority, working in consultation with the President, by carrying out the following roles and responsibilities:

- Determining and periodically reviewing the College's mission and goals within the context of its status as a Lutheran institution;
- Appointing the President, who shall be the College's chief executive officer, and setting appropriate terms of employment and duties including compensation;
- Supporting the President and annually assessing the President's performance based on mutually agreed-upon goals and other criteria including an annual performance plan within the context of the President's contract with the College;
- Insisting on the development of a Strategic Plan, monitoring its implementation and annually evaluating progress against it;
- Approving the annual budget including tuition and fees, regularly monitoring the College's financial condition, and establishing policy guidelines affecting all the College assets, including investments and physical plant;
- Reviewing and approving changes in the College academic programs and other major enterprises consistent with the College mission, plans and financial resources;
- Approving policies that contribute to the best possible environment for students to learn and develop their abilities;
- Approving policies related to faculty appointments, promotions, tenure, and dismissals;
- Approving policies related to all other personnel appointments, promotions and dismissals;
- Approving anti-discrimination policies for all categories of employees;
- Authorizing the purchase, sale, and management of land, buildings, or major equipment;
- Approving all earned and honorary degrees;
- Instituting programs for communicating and building relationships with key stakeholders to garner support of the policies and strategies in pursuit of the College's mission;
- Undertaking a biannual assessment of the Board's performance to ensure effectiveness; and,

- Reviewing and approving the Faculty Constitution, Bylaws, and/or Manuals and all substantive revisions to those documents.
- Approving the granting of degrees to students who have completed their course of studies.

BM 1230: Board Officers

The officers of the Board are the Chair, Vice Chair, Secretary, and Treasurer of the Board of Trustees. All officers serve at the pleasure of the Board of Trustees.

BM 1221: Duties of the Chair of the Board of Trustees

The Board Chairperson presides at all Board and Executive Committee meetings, has the right to vote on all questions, appoint committee chairs and determine the composition of all Board committees (with the exception of the Executive Committee), and otherwise serves as a spokesperson for the Board. The Chair serves as Chair of the Executive Committee, as an ex-officio member of all other standing committees of the Board, and has other duties as the Board may prescribe from time to time.

BM 1222: Duties of the Vice-Chair of the Board of Trustees

In the absence of the Chair, the Vice Chair performs the duties of the office of the Chair, including presiding at Board and Executive Committee meetings. The Vice Chair has other powers and duties as the Board may from time to time prescribe.

BM 1223: Duties of the Secretary to the Board of Trustees

The Secretary ensures that the Board of Trustees is acting in accordance with these Bylaws, that Bylaw amendments are promptly made as necessary, that minutes of Board and Executive Committee meetings are accurate and promptly distributed to all Trustees, that meetings are properly scheduled and Trustees notified, and that Board policy statements and other official records are properly maintained. The Secretary performs other duties as prescribed from time to time by the Board and may be assisted in all duties by an Assistant Secretary. The Board may appoint an Assistant Secretary to assist the Secretary; this person is not a member of the Board of Trustees.

BM 1224: Duties of the Treasurer of the Board of Trustees

The Treasurer serves as Chair of the Finance and Investment Committee of the Board of Trustees and otherwise serves as the Board's key leader on all financial management policy matters. The Assistant Treasurer is the Vice President for Finance of the Institution and reports to the President, and is not be a member of the Board of Trustees. The Treasurer, with the support of the Assistant Treasurer, ensures that all Trustees regularly receive appropriate and comprehensible financial statements from the institution's administration that include comparisons of revenues and expenditures with the approved annual budget and the preceding fiscal year. The Treasurer ensures that other financial reports, including those for special or major Board-approved expenditures, institution investments, and annual or special audits, are provided to all Trustees in a timely manner for review and discussion as appropriate. The Treasurer consults with the President, Assistant Treasurer, Board-approved auditor, and the Committee(s) of the Board dealing with the financial affairs and compliance of the College.

SECTION 1300: ROLES OF BOARD COMMITTEES

BM 1310: Executive Committee Powers and Responsibilities

Charter

The Executive Committee serves at the pleasure of the Board as its agent in helping the President address business between regular Board meetings. It has the authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the Board: presidential selection and termination; Trustee and Board-Officer election; changes in institutional mission and purposes; changes to the Charter or Bylaws; incurring of corporate indebtedness; sale of significant/material institutional assets or tangible property, including the acquisition and sale of real estate; adoption of the annual budget; and conferral of degrees.

The Executive Committee assists the Chair and the President with their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items; overseeing the work of the Board committees; and receiving and acting on recommendations of the Board committees.

Roles and Responsibilities

The Executive Committee has the following roles and responsibilities:

- Exercising the powers of the Board during the interim between Board meetings when waiting for a scheduled Board meeting is not feasible, except for those matters reserved for the Board;
- Acting as a sounding board for the President on select issues;
- Reviewing and approving the annual process of goal-setting and evaluation for the President as recommended by the Presidential Review and Compensation Committee (PRCC).
- Ensuring the PRCC conducts the evaluation processes in a manner that promotes trust and communication between the Board and President; ensuring the President understands the Board's expectations; and providing constructive feedback to the President on performance;
- Recommending to the Board for approval a compensation philosophy and program for senior management that is designed to allow the organization to recruit and retain superior talent;
- Engaging independent consultants and outside counsel to provide comparative information on compensation and benefits as well as advising the committee on compliance issues involving federal and state laws and regulations concerning wage, salary, and benefit programs;
- Reviewing and approving annually all base and variable compensation and implementing the compensation policies and programs of the College;
- Reviewing a succession plan developed by the President to ensure continuity of senior management;

- Reviewing and approving transactions between the College and a third party that either by the size and/or nature of the transaction itself or the party with whom the transaction is being contemplated give rise to questions and issues related to the not-for-profit tax-exempt status of the College;
- Assisting the Board in identifying, analyzing, and solving problems and concerns between and among those served by the College; and,
- Keeping minutes of its meetings and reporting its actions at the next meeting of the Board for the Board's review.

BM 1320: Committee on Academic Affairs

Charter

The Committee on Academic Affairs considers matters dealing with instruction and degrees. It considers changes in the tenured instructional staff and shall nominate, upon recommendation of the President of the College, those members of the teaching staff to be elected to tenure. The Committee is authorized to examine the system of instruction, educational management, and all other matters pertaining to the educational programs and processes of Thiel College including activities related to accreditation, and to report and make recommendations thereon.

Roles and Responsibilities

The Committee on Academic Affairs has the following roles and responsibilities:

- Developing and transmitting to the full board a thorough understanding of achievements and initiatives as well as opportunities and challenges within academic affairs at Thiel College;
- Keeping abreast of and consulting with the president and dean on all issues related to faculty hiring, development, retention, governance, assessment and compensation;
- Reviewing the President's and Vice President for Academic Affairs' recommendations on faculty candidates for sabbatical leave and for tenure;
- Keeping abreast of and consulting with the president and dean on all issues related to student learning and engagement, with particular emphasis on assessment of student learning and on retention and persistence to graduation;
- Preparing a resolution for the conferral of degrees for presentation to the Executive Committee of the Board for each graduating class;
- Keeping abreast of and consulting with the president and dean on all issues related to the curriculum, co-curriculum, and other aspects of academic programming; and,
- In collaboration with the president and the dean, developing and continuously monitoring a strategic plan for academic affairs.

BM 1330: Committee on Student and Religious Life

Charter

The Committee on Student and Religious Life considers those phases of the educational program that deal with the social, emotional, physical, spiritual, cultural and moral development of the student, including health and safety, outside the classroom. The Committee provides a formal channel for student concerns and reviews existing policy on a regular basis in order to influence constant improvement and the fullest development of student life outside the classroom. The Committee is responsible for recommending policy relating to the above-defined areas of the life of the student body. The Committee also considers and recommends policies related to the overall spiritual and religious development of the college community in keeping with its stated purpose. The Committee is also responsible for the annual evaluation of the religious life of the College. It advises in the selection and evaluation of the Dean of Students and the Campus Pastor.

Roles and Responsibilities

The Student and Religious Life Committee has the following roles and responsibilities:

- Advising the President, Dean of Students, Director of Athletics, and Campus Pastor;
- Reviewing and providing feedback on the processes of setting and evaluating the annual goals and objectives for the areas of Student Life, Athletics, and Religious Life as developed by the President and President's Cabinet;
- Reviewing and recommending policy related to the development of student life outside the classroom;
- Ensuring that appropriate opportunities and channels are in place for hearing and addressing student concerns;
- Discussing current retention trends and strategies, and making recommendations as appropriate;
- Examining student satisfaction survey results and student involvement numbers, and discussing approaches for improving in these areas;
- Annually reviewing campus crime reports, health and wellness, and disciplinary reports;
- Assisting the Board in identifying, analyzing, and solving problems and concerns related to student life and religious life;
- Attending student events on campus and encouraging all Board members to do likewise;
- Communicating to, and advising the full Board on matters related to student life outside the classroom; and
- Keeping minutes of its meetings and reporting recommended actions and policies at the next meeting of the Board for review and approval.

- Reviewing legally required reports such as the Cleary reports and notifications as appropriate.

BM 1340: Committee on Student Enrollment

Charter

The Committee on Student Enrollment considers matters relevant to the recruitment and admission of new students to Thiel College. Additionally, the Committee considers issues related to retention and shall report on and make recommendations concerning these matters.

Roles and Responsibilities

The Committee on Student Enrollment has roles and responsibilities including, but not limited to, the following areas:

- Reviews and recommends the enrollment objectives for the next academic year;
- Acts as a sounding board for the President and the Vice President for Enrollment Management on issues of student enrollment, recruitment, admission, and retention;
- Reviews and provides input to the Board, Executive Committee, and the administration on the statistics and significant trends related to the retention of students;
- Reviews entering class demographics. Makes recommendations for the next enrollment cycle;
- Reviews the objectives for recruitment;
- Reviews and provides input on the recruiting materials for the existing and next academic year; and
- Advises the Finance Committee of enrollment trends and projections to facilitate the budget process for the next academic year.

BM 1350: Committee on Advancement

Charter

The Committee on Advancement considers and recommends broad policies and specific programs for the overall development efforts of the College. It evaluates all policies and programs related to public relations, alumni relations, and fund raising, and reports regularly on its advancement activities. The Committee is authorized to carry out its responsibilities as set forth in the Gift Acceptance and Disposition Policy.

Roles and Responsibilities

The Committee on Advancement has roles and responsibilities including, but not limited to, the following areas:

- Annually securing substantial funds through gifts or help to reach goals in the Thiel Fund, Special Projects, Capital Campaigns as they arise, and General or Specific Endowments;
- As needed, solicit one another on the Board, or classmates from around one's graduation year;
- Assist with hosting Thiel-related events in one's geographic area;
- In person or by phone, attend three Committee meetings per year, typically January, April, and August; and
- Promote Thiel and its advancement through social networking, Class Agent process, word of mouth, etc.

BM 1360: Committee on Facilities, Physical Plant and Information Technology

Charter

The Committee on Facilities, Physical Plant and Information Technology maintains and continuously updates a campus master plan to reflect the aesthetic and educational goals of the College, and evaluates the projected needs of plant, grounds, and technology infrastructure and equipment. It has the responsibility to assure proper construction and necessary maintenance, and may recommend consultants, architects and contractors as required. The Committee ensures the inspection of all buildings, grounds, and equipment at least annually, reporting on the conditions of the same. It recommends to the Finance and Investment Committee of the Board of Trustees expenditures needed for property maintenance and proper insurance coverage for Thiel College.

Roles and Responsibilities

The Committee on Facilities, Physical Plant, and Information Technology is responsible for continually identifying and assessing the educational needs of the marketplace and, in response, reviewing and recommending to the Board the appropriate delivery mechanisms to meet those needs, consistent with the organization's mission, vision, and values. These assessments include strategic initiatives, major programs and services, and facilities and physical resources.

The specific responsibilities of the Committee include:

- Developing and forwarding to the Board facilities master plans after assuring that they are in accordance with the organization's vision, goals and major strategic initiatives.
- Developing or reviewing and recommending to the Board policies relevant to the committee's work on facilities and information technology.
- Reviewing and recommending to the Board significant facility or building projects to ensure consistency with Facility Plan.

BM 1370: Committee on Finance and Investment

Charter

The Committee on Finance and Investment is responsible for overseeing the finances and investments of the College. The Committee assures the Board that there is a current financial plan for the College, projected for a reasonable period, and based upon the College's goals as articulated in its strategic plan. The Committee reviews the annual budget presented by the President and files a report with its recommendations to the Board. The Committee reports on the financial condition of the College at each regular meeting of the Executive Committee and Board of Trustees, and prepares a full report on the financial state of the College for the Board of Trustees Annual Meeting. The Committee defines policies and procedures with respect to investments and reinvestments of all funds of the College. The Committee reviews the investment performance quarterly and regularly evaluates the performance of investment managers and advisors including the approved target asset allocation and manager selection.

Roles and Responsibilities

This committee is responsible for recommending to the full Board financial policies, goals, and budgets that support the mission, values and strategic goals of the organization. The committee also reviews financial performance against established targets and makes recommendations to the Board on the financial aspects of major transactions and proposed programs.

The Committee's specific financial oversight responsibilities include:

- Recommending to the Board financial policies that maintain and improve the financial health and integrity of the organization;
- Reviewing and recommending a long-range financial plan, including capital requirements, for the organization;
- Reviewing and recommending to the Board major capital expenditures including the preferred funding source;
- Reviewing and recommending to the Board an annual operating budget and an annual capital budget that are designed to fulfill the mission and strategic vision of the College;
- Adopting and monitoring key financial performance measures for operations and capital projects, and reviewing actual performance versus targets, long-term trends and industry benchmarks;
- Reviewing a rolling forecast and recommending corrective actions, as appropriate, to bring the institution into compliance with its budget and other financial targets;
- Taking advantage of educational opportunities to remain current on important financial trends affecting the College;
- In conjunction with the personnel function of the Board's Executive Committee, oversee the design, funding, and reporting of the institution's pension plan; and

- Annually receive reports on the market competitiveness of faculty and staff compensation,

The committee's specific responsibilities in the area of investment include:

- Adopting investment policies and overseeing the performance of the organization's investment portfolios; and
- Selection of the College's investment advisor and investment managers.

BM 1380: Committee on Audit

Charter

The Audit Committee provides oversight for the integrity of financial statements, compliance with legal and regulatory requirements and ethical standards, and the independence and performance of the independent auditors.

Roles and Responsibilities

The Committee is responsible for:

- Engaging and agreeing to the terms of engagement of an independent auditor to ensure required audits of the College are completed in a timely basis; executing audit engagement documents;
- Meeting with representatives of the appointed certified public accountants prior to the annual audit to confirm the general scope and procedures of the audit and discuss areas where the Committee may desire special emphasis;
- Ensuring currently required annual audits include:
 - Annual independent audit of Thiel College financial statements
 - Annual audit of the Schedule of Receipts and Expenditures of the Institutional Assistance Grant (IAG) program as required by participation in the Pennsylvania Institutional Assistance Grant Program
 - Annual limited-scope audit of the Thiel College 403(b) plan;
- Reporting the results of each annual audit and related information including management letters to the Board; and,
- Reviewing annually the following Thiel College Policies:
 - Policy on Disclosure of Misconduct (Whistleblower Policy)
 - Conflict of Interest Policy

BM 1390: Committee on Presidential Review and Compensation

Charter

The Presidential Review and Compensation Committee (PRC) conducts an annual review and assessment of the performance of the President. Based on its performance assessment, the PRC reports and recommends to the Executive

Committee and the full Board any adjustments in the compensation and terms and conditions of presidential employment.

The PRC Committee also leads a full presidential evaluation at intervals of three or five years that involves extensive input from all stakeholder groups.

Roles and Responsibilities

In conducting its annual review and assessment the Committee employs the following process:

- Soon after fall term admission information has been collected and soon after the audit of the previous fiscal year has been concluded, and as the final stages of the presidential evaluation are being conducted, the president shall prepare and submit to PRC a proposed performance plan for the fiscal/academic year that has just begun;
- The president and the committee reach agreement on the plan based upon current planning documents and contingencies. The plan will be shared with the board of trustees at the fall meeting;
- At a six-month interval, a discussion between the committee and the president will occur on progress to date and a report will be provided to the Trustees at the next regularly scheduled board meeting;
- No later than mid-September, the chair of the board will ask the president to begin to craft a written assessment of his own performance as the fall metrics are finalized and the audit for the previous fiscal year is completed. This assessment will address the specific goals and objectives established the previous year;
- In anticipation of its meeting with the president for the annual assessment, the chair of the PRC will send a request to all trustees asking the trustees to provide their judgment of the president's performance (in late September) based on the performance plan;
- In late September or no later than the first two weeks of October, the president will submit a self-evaluation based on his performance objectives for the past year;
- The PRC will consider the self-evaluation and based upon its assessment of all information will write an evaluation of the president. Concurrently, it will work with the president to establish a performance plan for the fiscal and academic year just beginning. The latter shall be agreed between the president and the PRC (see procedure #1);
- Once concluded, adjustments to compensation will be discussed between the committee and the president for the year in progress;
- The PRC shall report its assessment and recommendation to the Executive Committee prior to the fall meeting of the Board of Trustees; and,
- At the fall meeting of the Board of Trustees (in executive session), the chair of the board (chair of the PRC that effected the evaluation) shall present to the board the results of its evaluation, the performance plan for the year beginning as well as the recommended compensation plan for the

president. The recommendation will be considered and voted upon by the full board at that meeting.

A separate process will be developed for the full presidential evaluation.

BM 1395: Committee on Honorary Degrees

Charter

The Committee on Honorary Degrees makes recommendations for honorary degrees. The Committee's nominations are submitted for Board approval. Coordination of the selection and nomination process for honorary degree recipients is the responsibility of the Office of the President.

Roles and Responsibilities

The Committee has the responsibility to:

- Establish procedures for the nomination of potential candidates for honorary degrees;
- Receive nominations concerning persons who might be considered for an honorary degree;
- Review thoroughly the achievements and qualifications of individuals nominated;
- Deliberate and vote on each candidate, keeping strictly confidential its decisions, except where publication is necessary; and,
- Recommend the selected candidates for honorary degrees to the Board of Trustees for approval.

BM 1396: Committee on Governance and Trusteeship

Charter

The Committee on Governance and Trusteeship (GTC) develops and recommends policies, plans, programs, processes and tools that will enhance the effectiveness and efficiencies of the Board, Board committees and individual Trustees in performing their roles in governing the College. Once approved by the Board, the GTC will facilitate their implementation.

The GTC provides the stewardship for the development and maintenance of quality of trusteeship by identifying, evaluating, nominating, recruiting and orienting new Trustees and ensuring the ongoing growth and development of all Thiel Trustees.

Roles and Responsibilities

The GTC is responsible for:

- Developing and recommending to the Board policies and processes designed to provide for effective and efficient governance, including but

not limited to: policies for evaluation of the Board, officers and Committee chairpersons; election and reelection of Board members; Board orientation and education; and succession planning for the Board chairperson and other Board leaders;

- Conducting an annual review of the corporate Bylaws and making recommendations or changes to the full Board;
- Periodically reviewing and recommending changes to the position description and set of expectations for Board members and the Board chairperson;
- Facilitating the development and implementation of the Annual Board Committee Work Plans;
- Planning and executing Board education, including new member orientation, education at Board meetings, and an annual Board retreat;
- Developing and recommending to the Board a statement of the competencies and personal attributes needed on the Board to be used as a guideline for recruitment and election of Board members;
- Recommending to the Board election of members who bring a needed competency;
- Evaluating the performance of Board members eligible for reelection; counseling members if improvement is needed in their attendance or other aspects of performance; and recommending the reelection of Board members who are performing effectively and continue to provide a competency needed on the Board;
- Engaging in a timely succession planning process for the Board chairperson, and other Board leaders, and annually nominating Board officers for election by the full Board;
- Planning and facilitating the biannual evaluation of the full Board, and the annual evaluation of the Board chairperson;
- In cooperation with the standing committee chairs and Ad Hoc committee chairs, coordinating a review of the duties for each committee to insure that they are relevant and current with the needs of the College; for example, that they support the strategic direction.
- Reviewing and updating the Board Governance Manual annually.

SECTION 1400: BOARD-COLLEGE PRESIDENT RELATIONSHIP

The relationship between the Board and President is based on accountability, mutual trust, openness, honesty, candor, and frequent communication.

BM 1410: Qualifications of the President

The Board has determined the qualifications for the President of Thiel College should include but not be limited to the following qualities:

- Leadership for bringing the heritage and living message of the Lutheran identity within the Christian church to the students and the College community;
- Strong management skills and financial understanding;
- Vision and leadership skills of the highest caliber;
- Integrity of character and self-confidence;
- A respect for the world of the intellect and learning;
- Authenticity and warmth of personality;
- A consistent expectation of excellence;
- Appreciation for the history, culture and values of Thiel College and the contributions of the College;
- Respect for diversity and cultural differences;
- Accomplished communication skills;
- Fundraising success;
- Demonstration that the candidate meets the Middle States Commission on Higher Education Standards for a president; and
- Commitment to Thiel's affiliation with the Evangelical Lutheran Church in America.
- A Lutheran or a member of a denomination in full communion with the ELCA.

BM 1420: Position Description and Scope of Responsibilities

The President is the College's Chief Executive Officer and the chief adviser to and executive agent of the Board of Trustees.

The President's authority is vested through the Board of Trustees and includes responsibilities for all of the institution's educational and managerial affairs.

The President is responsible for leading the institution, implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the institution's key spokesperson.

The President has the authority to execute all documents on behalf of the institution and the Board of Trustees consistent with Board policies and the best interests of the Institution.

The President serves as an ex-officio member, without vote, of all Board committees.

In the absence or disability, as defined by the President's employment contract, of the President, the Board of Trustees shall, in consultation with the President where feasible, determine which Vice President or other individual shall perform the President's duties.

BM 1430: Selection Process

See Exhibit 3. 0.

BM 1440: Interactions

The Board actively interacts with the President frequently. This interaction takes many forms. The Board meets three times a year and, as part of each agenda, the President gives a report. The standing committees meet at least four times a year and the President is a non-voting member of each committee. The most frequent interactions are between the Board Chair and the Executive Committee, representing the Board, and the President working on an ongoing basis to ensure the mission, goals and strategies are being implemented effectively.

In addition to these formal venues the President and individual Trustees have one-on-one encounters in various forums.

The Board also participates and interacts with the President, senior administration, faculty leaders and students to adopt a shared vision and long-range goals for the College, and it periodically reviews/updates the College's strategic plan.

The Board committees, through the President, use their respective work plans as vehicles to consult and engage the appropriate staff, faculty and students in helping to formulate recommendations for Board action.

BM 1450: Performance Expectations and Evaluation

The Board establishes an effective process for Presidential goal-setting and evaluation. The Committee of Presidential Review and Compensation has the lead in this process. See BM 1390 for the specifics of the process.

SECTION 1500: CONDUCTING BOARD BUSINESS- PROCESSES

BM 1510: The Board

Official Board policies, as strategic decisions that set the course for the future of the College, are most often made in the meetings of the full Board. The Executive Committee does have the authority to act on behalf of the Board between meetings. However, there are certain decisions only the full Board can make.

BM 1511: Board Meetings

The Board of Trustees is to have at least two meetings annually.

Currently the Board has three officially scheduled meetings including an official annual meeting.

The annual meeting is the first Board meeting scheduled after September 1st of each year.

In late January or early February the Board holds its second meeting. This meeting also has a one-day Board planning retreat the day before the Board meets.

The third Board meeting is held the weekend of Commencement, usually early May.

BM 1512: Notice of Board Meetings

Notice of the time, place, and content of all meetings of the Board of Trustees is sent to each member of the Board, by electronic mail, facsimile, first class mail, or express mail at least ten (10) calendar days prior to the date of such meetings.

Under emergency conditions, as determined by the President of the College or the Chair of the Board of Trustees, notice for a special meeting may be given not less than twenty-four hours prior to the meeting and may be given telephonically, orally, or by electronic mail.

BM 1513: Special Board Meetings

Special meetings may be held at the call of the Board Chair, the President, or any five Trustees. In the absence of an emergency, as stated in BM 1512 above, the Chair or the Secretary of the Board of Trustees shall give appropriate notice by electronic mail, facsimile, first class mail, or express mail of such special meetings to all Trustees, along with a clear statement of purpose, at least ten (10) calendar days in advance.

BM 1514: Quorums and Votes

A quorum for the transaction of business at meetings of the Board of Trustees and the Executive Committee shall consist of a majority of their respective regular, voting member Trustees.

Except as otherwise noted in the Bylaws, a majority vote of those members present, with a proper quorum, constitutes proper action.

BM 1515: Board Member Participation

All Board members are expected to attend all Board and their assigned Committee meetings, either in person or via conference telephone.

One or more Trustees may participate in a meeting of the Board of Trustees, or a committee of the Board, by means of conference telephone or similar means of communications equipment by means of which all persons participating in the meeting can hear each other. Such participation constitutes presence in person at such meeting.

BM 1516: Conducting Board Meetings: Agendas, Principles and Procedures

Exhibit 4.0 provides a sample of a Board agenda that is used for the Board meetings. It also includes the principles and procedures used to conduct these meetings and the scope of the consent agenda.

BM 1517: Board Meeting Minutes

Draft minutes of Board meetings are issued to the members shortly after the meeting. The Board approves these minutes at its next meeting.

BM 1518: Actions without Formal Meeting

Any action required or recommended to the Board of Trustees or by any committee may be taken without a formal on site meeting.

Rather, Meetings and/or Board decisions may be effected by mail, fax, conference call, telegram, cable, e-mail or in any other way the Trustees decide.

A written consent setting forth the actions taken and signed or electronically mailed by each appropriate member Trustee shall be filed with the minutes of the proceedings as soon as is practical.

BM 1519: Parliamentary Rules

The current edition of the Modern Rules of Order, published by the Pennsylvania Bar Institute, governs any procedure not covered by these Bylaws, and which is not addressed in the Pennsylvania statutory law applicable to nonprofit corporations.

BM 1520: Board Committees

The standing committees of the Board provide the mechanism for the Board to gain a more in-depth understanding of the functions, programs and operations of the College. It is through these committees that the important issues opportunities facing the College are examined, recommended actions are brought to the Executive Committee, and then to the full Board for final decision on the course of action to take. In essence, the committees gain the knowledge and forge the recommendations the Board will ultimately address with an action.

BM 1521: Committee Meetings

Each of the standing committees will meet quarterly, or when necessary at the call of the chairperson.

BM 1522: Quorums

A quorum for the transaction of business at meetings of standing Board committees shall consist of a majority of their respective regular, voting member Trustees.

A majority vote of those voting members present, with a proper quorum, constitutes proper action.

BM 1523: Committee Meeting Agendas

Each committee has latitude in constructing its agendas.

BM 1524: Committee Meeting Minutes

Draft minutes of committee meetings are to be issued to the committee members shortly after the meeting. At the same time the draft minutes are forwarded to the Executive Committee as information. The committee approves the minutes at its next meeting.

BM 1525: Committee Recommendations for Board Action

As stated, committees do not have the final decision-making authority on any issue. Only the Board and the Executive Committee, between Board meetings, have the authority to make a binding decision. Thus, when a committee believes the Board should take action on an issue, it forwards that recommendation. Exhibit 5.0 provides the form by which a committee submits its formal recommendations.

SECTION 1600: BOARD PLANNING, PERFORMANCE EXPECTATIONS, AND EVALUATIONS

BM 1610: Annual Board Committee Work Plans

The companion document to this Board Governance Manual is the Annual Board Work Plan. The Board Work Plan is a compilation of the annual work plans of the standing committees. Each committee develops and implements a work plan annually utilizing the framework shown in Exhibit 6.0. Normally, the work plans are developed at the beginning of each calendar year, initiated with the Annual Board retreat at the winter meeting. The plans cover a period from April 1 through September of the following year, a period of 18 months. By overlapping fiscal and calendar years continuity of the work of the committees is assured even though membership may change. The current Annual Work Plans for the committees can be found at <http://www.thiel.edu/president/trustees/>.

BM 1620: Performance Expectations for the Board

The Governance and Trusteeship Committee has developed the following set of criteria to be used by the Board, in whole, in making an annual confidential self-evaluation of its performance.

- **Accountability.** The Board ultimately is accountable to act in the best interests of the College and its mission and vision.
- **Duty of Care.** The Board has the fiduciary duty of care to represent the interests of the College and not those of any constituency or individual.
- **Exercise of authority.** A Board carries out the powers of governance only when acting as a Board during a duly constituted meeting.
- **Attendance.** Every Trustee is expected to attend all Board meetings, assigned committee meetings, and Board retreats.
- **Participation.** Every Trustee is expected to come to Board meetings prepared, asking informed questions and making a positive contribution to discussions.
- **Education.** Every Trustee is expected to take advantage of opportunities to become educated and informed about the Board and higher education issues.
- **Contribution:** Every Trustee is expected to make a financial contribution to the College annually in accordance with the recommendation of the Advancement Committee as approved by the Board of Trustees. Also, each Trustee is asked to give time and effort beyond the regular Board and Committee meetings.
- **Constituent Relations.** The Board is expected to establish and maintain communications and strong relationships with various constituencies of the College including: Executive Management, Faculty, Staff, Students, Alumni, the Lutheran Church, Greenville and Surrounding Community, and groups in all of Thiel's service area.

BM 1621: Performance Expectations for the Executive Committee

The Governance and Trusteeship Committee has developed the following set of criteria to be used by the Executive Committee, acting on behalf of the Board, in making an annual confidential self-evaluation of its performance.

- **Accountability.** The Executive Committee, acting on behalf of the Board, is accountable to act in the best interests of the College and its mission and vision.
- **Duty of Care.** The Executive Committee has the fiduciary duty of care to represent the interests of the Board and College and not those of any constituency or individual.
- **Exercise of authority.** The Executive Committee carries out its delegated powers of governance only when acting as the Executive Committee during a duly constituted Executive Committee meeting.
- **Attendance.** Every Member is expected to attend all Executive Committee meetings.
- **Participation.** Every Member is expected to come to Executive Committee meetings prepared, asking informed questions and making a positive contribution to discussions.
- **Contribution.** Every Member is asked to give time and effort beyond the regular Executive Committee meetings.
- **Constituent Relations.** The Executive Committee is expected to establish and maintain communications and strong relationships with the Board, Standing Committees, and Executive Management.

BM 1622: Performance Expectations for the Committees

The Governance and Trusteeship Committee has developed the following set of criteria to be used by each Standing Committee in making an annual confidential self-evaluation of its performance.

- **Accountability.** Each Standing Committee is accountable to act in the best interests of the College and its mission and vision.
- **Duty of Care.** Each Standing Committee has the fiduciary duty of care to represent the interests of the Board and College and not those of any constituency or individual.
- **Exercise of authority.** Each Standing Committee has a charter and is assigned responsibilities to address, discuss and formulate recommended actions for the full Board to consider and act upon during a duly constituted Board meeting.
- **Attendance.** Every Member is expected to attend all Standing Committee meetings.
- **Participation.** Every Member is expected to come to the Standing Committee meetings prepared, asking informed questions and making a positive contribution to discussions.
- **Contribution.** Every Member is asked to give time and effort beyond the regular Standing Committee meetings.
- **Constituent Relations.** Each Standing Committee is expected to establish and maintain communications and strong relationships with the Executive Committee, the Board, and Executive Management.

BM 1623: Performance Expectations for Individual Trustees

The Governance and Trusteeship Committee has developed the following set of criteria to be used by each individual Trustee in making an annual confidential self-evaluation of his/her performance.

- **Accountability.** A trustee ultimately is accountable to act in the best interests of the College and its mission and vision.
- **Duty of Care.** A trustee has the fiduciary duty of care to represent the interests of the College and not those of any constituency or individual.
- **Exercise of authority.** A trustee carries out the powers of the office only when acting as a voting member during a duly constituted meeting or when authorized by the Board to act on its behalf.
- **Chain of command.** A trustee respects the responsibilities delegated by the Board to the President, management, and the faculty, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing performance.
- **Handling Complaints.** If a member of the community or college staff brings a specific issue, concern or complaint to a member of the Board, the Board member should handle it through appropriate channels. In general, complaints and concerns about college operations or faculty issues should be directed to the President or the Chairman of the Board who will advise the President. Unresolved matters should be brought to the Board or Board committees only after consultation with the President and the Chairman of the Board and after other avenues for resolution have been attempted.
- **Attendance.** A Trustee is expected to attend all Board meetings, assigned committee meetings, and Board retreats. All Trustees are expected to serve on one or more committee(s). Attendance and participation will be key criteria in the annual trustee evaluation.
- **Participation.** Every Trustee should come to meetings prepared, asking informed questions and making a positive contribution to discussions. Board members treat others with trust and respect.
- **Confidentiality.** A Trustee respects the confidentiality of Board discussions and information.
- **Public support.** A Trustee explains and supports the decisions and policies of the Board in discussions with outsiders, even if the Board member voiced other views during a Board discussion.
- **Conflict of interest.** A Trustee avoids conflicts of interest and fully complies with the Board's conflict of interest policy and other policies on individual conduct.
- **Education.** Trustees take advantage of opportunities to become educated and informed about the Board and higher education issues.
- **Self-evaluation.** Every Trustee participates in the self-evaluation of the Board and individual members.

BM 1630: Evaluation Processes

To ensure the Thiel Board of Trustees is performing its roles and responsibilities effectively, the Governance and Trusteeship Committee has developed a confidential self-evaluation, Exhibit 7.0, to be conducted annually by the Board, the Executive Committee, each Standing Committee, and every individual Trustee. Each self-evaluation process is to be done prior to or as part of the Winter Retreat to help inform the next cycle of work plans.

SECTION 1700: BOARD ENACTED AND ENDORSED MANAGEMENT POLICIES AND PROCEDURES

As part of its “duty of care,” the Thiel Board of Trustees develops and approves a wide range of policies and procedures. It also delegates to the President the authority to institute policies and procedures that subsequently the Board is asked to review and endorse.

In all cases these policies and procedures are designed to promote and enhance the College’s mission and to adhere to the laws of the Commonwealth of Pennsylvania and the United States. These policies are identified and grouped by category of applicability.

BM 1710: Board Conflict of Interest

Article X of the Thiel College Bylaws sets the policy on Conflict of Interest for Trustees. It states explicitly:

A Trustee shall be considered to have a conflict of interest if the Trustee:

1. Has existing or potential financial or other interests that impair or appear to impair that Trustee’s independent, unbiased judgment in the discharge of that Trustee’s responsibilities to the Institution; or
2. Is aware that a member of that Trustee’s family has financial or other interests that would impair or appear to impair the Trustee’s independent judgment in the discharge of that Trustee’s responsibilities to the Institution. For the purposes of this provision, a family member is defined as a spouse, domestic partner, parent, sibling, child, or any other relative residing in the same household as the Trustee.

All Trustees shall disclose to the Board, using the Conflict of Interest Policy, any possible conflict of interest at the earliest practical time. Further, the Trustee shall not attend discussions of, and refrain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such a meeting shall reflect that a disclosure was made and that the Trustee with a conflict or possible conflict did leave the meeting during discussions and abstained from voting. Any Trustee who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in that Trustee’s absence by majority vote. Each Trustee shall complete and sign a disclosure form provided annually by the Secretary of the Board of Trustees.

BM 1711: Board Indemnification and Liability

The Institution indemnifies the director and officers, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an

action by or in the right of this Institution. A full and detailed statement of indemnification is found in Article VIII of the Bylaws.

A director of the Institution shall not be personally liable, as such, for monetary damages for any action taken, or for any failure to take any action, unless (1) the director has breached or failed to perform the duties of his or her office under Subchapter B (“Fiduciary Duty”) of Chapter 57 of the NCL and, (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The full statement of monetary liability is found in Article IX of the Bylaws. An insurance policy is retained by the College to protect Trustees and Officers from claims made.

BM 1720: All Employees

Policies and procedures that apply to all employees of the College are in the Thiel College Employee Handbook, posted at: <http://www.thiel.edu/governance/>.

BM 1730: Faculty

Policies and procedures that are specifically applicable only to members of the Thiel College faculty are included in the Thiel College Faculty Handbook, available at: <http://www.thiel.edu/governance/>.

BM 1740: Students

Policies affecting the students of Thiel College are posted at: <http://www.thiel.edu/governance/>.

EXHIBITS

Exhibit 1.0: Thiel College Charter

See the Trustees website: <http://www.thiel.edu/president/trustees/>

Exhibit 2.0: Thiel College Bylaws

See the Trustees website: <http://www.thiel.edu/president/trustees/>

Exhibit 3.0: Presidential Selection Process

Exhibit 3 – The Thiel College Board of Trustees retains a template document outlining the process and policies used when undertaking a Presidential search. The Board Chair and Secretary will retain a copy plus reference materials. A review and update of this document, should a Presidential search be necessary, is encouraged.

Exhibit 4.0: Sample Board Meeting: Agenda, Principles and Procedures

Sample Agenda

- A. Opening Prayer
- B. Call to Order—Board Chair
- C. Roll Call—Board Secretary
- D. Approval of Agenda
- E. Approval of Minutes
- F. Consent Items
- G. President’s Report
- H. Standing Committees: *NOTE: The order is dependent upon the topics*
 - a. Student and Religious Life
 - b. Facilities, Physical Plant and Information Technology
 - c. Audit Committee
 - d. Finance and Investment
 - e. Governance/Trusteeship
 - f. Advancement
 - g. Academic Affairs
 - h. Student Enrollment
- I. Executive Session
 - a. Presidential Review and Compensation Committee
 - b. Other

- J. Old Business
- K. New Business (NOTE: Examples)
 - a. Imagining Thiel
 - b. Thiel 150 Strategic Planning
 - c. Other
- L. Adjournment

Principles and Procedures

Principles

The Board will focus its time on its most important responsibilities and on substantive discussions of important issues affecting the organization, currently and in the future. The Board will approve an Annual Board Work and Education Plan that will serve as a basis for planning Board meeting agendas and integrating education into the work of the Board.

The Board will conduct its routine business in a prudent but expeditious manner, using consent agendas as appropriate, in order to concentrate the majority of its time on major issues.

Procedures

1. **Board goals.** Annually, the Board will agree on several “Board goals.” A Board goal is a specific objective or area of focus on which the Board intends to center its attention in the coming year, in addition to performing its ongoing responsibilities.
2. **Annual work and education plans for the Board and Board committees.** Annually, management will develop and submit, through the Committee on Governance and Trusteeship, to the Board for approval a Board Work and Education Plan in a calendar format. The plan will show, meeting by meeting, how the Board will allocate its time amongst its goals, major strategic directions and core responsibilities. It will include education at Board meetings and an annual retreat. The plan will be revised and flexibly applied during the year to respond to new and changing priorities. Committees will also develop goals and work plans.
3. **Meeting agendas.** Using the Board Work and Education Plan as a guideline, the President and Board Chairperson will meet prior to each meeting to agree on an agenda for the next meeting. As much as possible, agendas will devote 50 percent to 75 percent of time to focused discussion or education around major actions, Board goals and strategic initiatives rather than routine business. All Board members will have an opportunity to recommend agenda items. The agenda will be circulated in advance along with the meeting materials.

4. **Consent agenda.** Routine matters requiring Board approval will be incorporated into a consent agenda. Supporting documentation will be distributed in advance of the meeting. The consent agenda will be presented at the Board meeting without a verbal report. Any action item may be removed for separate action upon the request of any Board member. Routine committee minutes not requiring discussion will be incorporated into the consent agenda.
5. **President's report.** The President may distribute a written report in advance with the meeting materials. At each meeting, the President will make a brief verbal report to highlight a few items and respond to questions.
6. **Key indicators report.** A report of key performance indicators will be presented at each meeting. The report will permit the Board to expeditiously review actual performance against Board-approved goals for finances, strategic initiatives, quality of care, customer service and mission effectiveness. The Board also will receive financial statements at each meeting and will discuss them in detail if major variances from budgeted targets occur.

Purpose, Scope and Examples of Consent Agenda Item

Purpose

To expedite the conduct of routine business during Board meetings in order to allocate more meeting time for education and discussion of substantive issues.

Scope

1. The consent agenda should consist of routine financial, legal and administrative matters that require Board action.
2. Consent agenda items are expected to be non-controversial and not requiring of discussion.
3. The consent agenda generally is voted on in a single majority vote, but it may be divided into several, separate items.
4. Motions, resolutions and all supporting materials for the consent agenda should be sent to Board members in advance of the meeting.
5. The consent agenda should be considered early in a Board meeting. The Chair will ask if any member wishes to remove an item from the consent agenda for separate consideration, and if so, the Chair will schedule it for later in the meeting.
6. The Board will assess the use of consent agendas by means of a question on its self-assessment survey.

Examples

1. The following items would be suitable for the consent agenda:
 - Approval of minutes
 - Approval of signatories for bank accounts
 - Approval of contracts that have been reviewed by a designated Board committee

- Approval of routine but unbudgeted capital expenditures of less than \$100,000 that have been approved by the Finance Committee, such as an unexpected replacement of equipment or an unplanned facility upgrade
 - Approval of reappointments which meet criteria for a “clean” appointment and are recommended by a designated Board committee
2. The following items are not suitable for the consent agenda:
- Approval of the annual update of the strategic plan
 - Approval of the annual budget

Exhibit 5.0: Recommended Form for Board Action

Board of Trustees

RECOMMENDATION OF _____ COMMITTEE FOR BOARD ACTION

Management or Committee Recommendations	
Executive Summary	
Key Performance Objectives AND COST OR OTHER FINANCIAL IMPLICATIONS	
Pertinent Related Documents	
Description: _____ This proposal supports the following strategic initiatives: LIST	Presenter's name:

Date of Committee Recommendation: _____

EXECUTIVE COMMITTEE APPROVAL _____

BOARD APPROVAL _____

Exhibit 6.0: Sample Committee Annual Work Plan

Committee Tasks	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	July	Aug	Sept
Develop and/or Review Committee Work Plan and Timeline	X												X					
Hold committee meetings	X					X							X					X
Review objectives of Dean of Students						X												X
Meet with students two times per year to discuss topics of interest to them, gain feedback, etc.		X						X						X				
Review on campus housing policies once per year						X												X
Discuss retention results and strategies	X					X							X					X
Review student satisfaction findings and implications						X							X					
Examine student involvement numbers	X												X					
Attend at least 2 student events on campus and encourage all members to do likewise								X		X								
Discuss and receive updates, challenges, and/or future initiatives in Athletics, Religious Life and Student Life	X					X							X					X
Invite the current Student Government Association President (SGA) to a meeting once a year to provide a report on status and initiatives of the SGA						X												X

Exhibit 7.0: Sample Trustee Self Evaluation

THIEL COLLEGE TRUSTEE SELF EVALUATION

This document is to allow Trustees to self-evaluate his/her effectiveness as a trustee of Thiel College. It is designed to help each trustee focus on some of the important characteristics of an effective leader. Please take time to review this document and self assess your activities as it relates to your trusteeship.

1. Have I actively and regularly participated in the committees to which I have been assigned?

2. Have I shown active leadership on my committee assignments? _____
3. Have I attended and participated in the regularly scheduled Trustee meetings? _____
4. Have I worked to become more familiar with Thiel College staff development activities? (In-service training, reading professional articles in Trustee Magazine, reading Governance Manuals, etc.) _____
5. Have I been supportive of the administrative efforts of the College? _____
6. Have I contributed my “talents and treasure” to the College? _____
7. Have I talked with potential students, parents, friends and colleagues about Thiel College?

8. In what other ways have I supported Thiel in its efforts to be an outstanding liberal arts institution of higher education? _____