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| University Enterprises, Inc. Policies and Procedures | Policy No. 1010 |
| Section: | Board of Directors |
| Subject: | Guidelines and Policies |
| Revised: | September 2011 |

University Enterprises, Inc. – Board of Directors Guidelines and Policies

As stated in the Articles of Incorporation, University Enterprises, Inc. is a California non-profit, public benefit corporation and is not organized for the private gain of any person. It is organized under non-profit, public benefit corporation law for charitable purposes.

Operational Purposes for which the Corporation is Formed

- A. To assist ~~46(b)~~ to acquire and dispose of properties, and to perform such ~~acts~~ ^{business} as may be necessary and proper in carrying out the purposes aforesaid; and to borrow and to lend money when, through doing so, the requirements of the foregoing purposes can be promoted or enhanced; and to do such other acts, as may be permissible under the laws of the State of California, which shall foster, facilitate or assist in the performance of the foregoing.

University Enterprises Board of Directors' Purposes and Goals

- D. Advise and make recommendations to the Executive Director to University Enterprises;
- E. Provide quality leadership for University Enterprises through relations with the Executive Director;
- F. Promote University Enterprises throughout the University through appropriate partnerships with these groups;
- G. Assist in developing and strengthening the financial budget and financial plans;
- H. Respond to University requests for support and financing.

Governing Style

The University Enterprises, Inc. Board of Directors emphasize proactive strategic leadership focused on the future of University Enterprises and the University. The Board is particularly careful not to usurp administrative responsibility from the Executive Director. The Board initiates goals and policies in response to and in addition to initiatives introduced by the Executive Director.

In this spirit, the Board...

- A. Focuses on long-term goals, not on administrative or programmatic means of attaining those goals;
- B. Enforces upon itself whatever discipline is needed to govern with excellence; and,
- C. Monitors its own performance.

Role of the Board Chair

The integrity of the Board's processes is the responsibility of the Chair of the Board. The Chair and the Executive Director are the only persons authorized to speak for the Board. In rare and specifically authorized instances, a designee may speak for the Board.

It is the responsibility of the Chair to ensure that the Board operates in a manner consistent with its own rules and those legitimately imposed upon it from outside University Enterprises. The Chair is empowered to preside at all Board meetings with all the commonly accepted authority of that position under Robert's Rules of Order.

The authority of the Chair extends to making decisions on behalf of the Board that fall within or are consistent with Board policies on governance process and on the Board/Executive Director relationships.

The Chair of the Board in consultation with the Executive Director shall be responsible for orientating new board members prior to the first Board meeting.

Board Meetings Specifics

The Chair of the Board, in consultation with the Executive Committee, is responsible for assisting the Executive Director in setting the agendas for meetings of the Board of Directors.

The agenda for each University Enterprises Board meeting shall normally contain the following items.

- A. **Announcements:** by the Chair, and other announcements, inquiries and/or future agenda items from board members.
- B. **Report of the Chair**
- C. **Report of the Executive Director**
- D. **Public Comment**
- E. **Committee Reports**

- E. **Old Business:** Covering all material listed on past agendas and discussed at previous Board meetings.
- G. **New Business:** Covering all items and material not previously discussed.
- H. **Closed Session:** Covering personnel matters, litigation, contract negotiations, and Affirmative Action.

The agenda for each meeting will be posted a minimum of one week before each scheduled board meeting. The posting location shall be in a place that will ensure a 24-hour/seven-day viewing.

The board packet consists of the agenda, minutes from the last board meeting and committee meeting minutes and attachments relating to agenda items, correspondence, and notes. The packet is to be distributed to Board members one week before each Board meeting. Board meetings are typically held from noon until adjournment (not later than 4 p.m.).

Board minutes are recorded at each board meeting by University Enterprises staff, placed in board packets for approval by the Board of Directors and filed in the office of University Enterprises.

There is a Board orientation for new board members just prior to the September board meeting. The Chair of the Board and the Executive Director will review and discuss the current year's Orientation binder contents. Orientation binders are furnished prior to the orientation meeting.

Normally, four board meetings and a retreat are held each year. Special board meetings are called as needed. The meeting schedule of regular Board meetings is approved by the Board at the end of the preceding academic year.

The Board meetings are governed by Robert's Rules of Order unless superseded by California Corporate Code.

The following Board meeting calendar indicates typical activities.

September (First meeting of the academic year.)

- A. A report from the Executive Director to the Board of Directors regarding University Enterprises previous year's and summer activities.
- B. Conflict of Interest statements are distributed for signature to each board member and returned to the Chair by the end of the meeting.
- C. Committee appointments approved by Board.
- D. Board approval of previous years audited financial statements (seconded motion from the Audit

January (Business Meeting and Retreat)

- A. The retreat is an official board meeting where board actions may occur. However, the retreat is primarily set up for Board members to address topics that require significant discussion and presentation of information. For example, the University President updates the Board on related campus issues, strategic planning, policy setting, and University issues that impact the Board and University Enterprises operation. This retreat is held off campus and (depending on the topic) is sometimes facilitated by an outside facilitator/trainer.

February/March

- A. Approval of employee benefits packages (seconded motion from the Personnel Committee).
- B. Acceptance of Second Quarter Financial Statements (seconded motion from the Budget and Finance Committee).

May

- A. Approval of next fiscal year's budget (seconded motion from the Budget and Finance Committee).
- B. Elect officers.

Committees Reporting to the Board of Directors

Board Committees

Board committees are normally formed

B.

Personnel Committee

Acts as an advisory group to the Executive Director. It recommends policy on personnel matters and reviews and recommends changes to the Personnel Policy and Procedures Manual. The Personnel committee also assists the Board in addressing other personnel issues facing University Enterprises, such as recruitment, affirmative action, hiring policies, COLA/merit increases, and extra pay. Committee membership typically includes the Vice Chair, Vice President of Human Resources, and up to

