



MICHIGAN STATE UNIVERSITY  
**BOARD OF TRUSTEES**  
Executive Action Summary

ARC-Attachment 2

**APPROVED**  
**DECEMBER 15, 2023**  
**BOARD OF TRUSTEES**  
**MICHIGAN STATE UNIVERSITY**

**Committee Name** Audit, Risk, and Compliance

**Date** December 15, 2023

**Agenda Item:** Governance Commitments

**Information**

**Review**

**Action**

**Resolution:**

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby adopts the governance commitments outlined hereto in Attachment A.

**Recommendation:**

The eight governance commitments guiding and clarifying the board’s engagement with the University community, as outlined in Attachment A, are presented for formal adoption by the Board.

**Prior Action by BOT:** Not Applicable.

**Responsible Officers:** Stefan Fletcher, Secretary and Chief of Staff, Board of Trustees

**Summary:**

The commitments presented today focus on several aspects of the board’s governance responsibilities for the University, including engagement within the board and with the President, broader University administration, and other stakeholders. The commitments derive from the board’s ongoing professional development work this year. The eight commitments support the board’s Code of Ethics and Conduct. Adoption by the board today formalizes these commitments as an ongoing statement of intent.

In addition, the commitments have been signed up to individually by each current Trustee and President-Elect Dr. Kevin Guskiewicz in the context of the incoming President’s work with the board.

**Background Information:**

The Board of Trustees is adopting these commitments to reinforce and clarify its fiduciary and governance responsibilities. The board engaged CFAR earlier this year to help develop these principles.

**Source of Funds:**

Not applicable.

**Resource Impact:**

Not applicable.

The Michigan State University (MSU) Board of Trustees, a publicly elected governing body bound by oath to the constitution of the state of Michigan and the duties of the office of trustee, have the freedom, power, and responsibility to sustain a free and distinguished university. Per the Board of Trustees bylaws, trustees “must encourage the timely discussion in open forum of a wide variety of issues, some of which are bound to be controversial because they are unsettled.” Power is vested in the Board of Trustees as a whole, and as such, the board always speaks with one voice, even when individual trustees dissent. We are committed to building trust on the board and with the university community.

To that end, and as a trustee of Michigan State University, I acknowledge that:

1. The board’s role is oversight, fiduciary responsibility, and hiring the university’s president. The board serves as a resource and advisor to the president, evaluating and holding the president accountable to ensure agreed-upon progress toward strategic goals. The president manages the university, including the direction and supervision of institutional leaders and all decision-making related to achieving institutional goals.
2. Administrators and university employees report to the president. The board respects these reporting structures. We recognize that trustees can be perceived to wield considerable positional power. Our requests, while important, need to be balanced in relationship to other administrative priorities. The president, thus, is in the best position to set administrative priorities for university administrators and employees.
3. To be informed and educated trustees, we need timely information provided through official channels of communication and presentations. Any supplemental requests we make, outside of committee work, including to obtain data and additional information, will be made to the president and agreed designees.
4. We will act as a fiduciary, holding the university’s best interests paramount to all other considerations, including our own interests and those of any other constituency.
5. Trustee feedback about the president’s performance will be communicated through the annual evaluation process or off cycle through the board chair.



**Board of Trustees**

Hannah Administration Building  
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*Chairperson*

Dan Kelly  
*Vice Chairperson*

Dianne Byrum  
Dennis Denno  
Renee Knake Jefferson  
Sandy Pierce  
Brianna Scott  
Kelly Tebay

# MICHIGAN STATE UNIVERSITY

6. The board chair speaks publicly on behalf of the board regarding powers and responsibilities vested in the board, and on decisions that the board has made. Individual trustees may speak on their own behalf but not on behalf of the board. We will respect agreed-upon board communication processes and not create independent, public declarations outside of those allowed by board processes.

7. Trust in our decision-making process is critical to our functioning as a board. We will share our honest points of view on all essential topics in the process of reaching a board decision. Public comments and registered votes are in the public domain and trustees are free to voice their support or opposition individually, while private discussions on board issues will be held in confidence. Once a vote has been taken and each of us has recorded our position, we will collectively respect that power is only vested in the board as a whole, not individual trustees, and that the majority vote is the board's final decision.

8. Much of the board's work takes place in committees. We will trust and support board committees to conduct their work fairly and thoroughly, actively participate on board committees to which we are assigned and support the board's vote on committee recommendations.



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