

**MICHIGAN STATE**  
**UNIVERSITY**

May 15, 2020

**MEMORANDUM**

**APPROVED**  
**MAY 15, 2020**  
**BOARD OF TRUSTEES**  
**MICHIGAN STATE UNIVERSITY**

**To:** Board of Trustees  
**From:** Committee on Audit, Risk and Compliance  
**Subject:** Code of Ethics and Conduct

**RECOMMENDATION**

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees adopt the Code of Ethics and Conduct included as Attachment A hereto.

**RESOLUTION**

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby adopts the Code of Ethics and Conduct included as Attachment A hereto.

**BACKGROUND**

The people of Michigan, through the State Constitution, established the Board of Trustees of Michigan State University and granted the Board general supervision of the University. The Board is committed to governing the University in a manner that is ethical and consistent with the standards and expectations of the community, while exercising the authority granted in the Constitution and upholding the mission of the University.

In 2006, the Board of Trustees adopted Policy 01-01-10 (Board of Trustees Conflict of Interest) to address conflicts of interest among Board members and enhance public confidence in the Board as it carries out its public trust. The Board now desires to take the additional step of adopting a Code of Ethics and Conduct to reaffirm and reinforce its commitment to a culture of compliance, ethics, and accountability.

Once adopted, Trustees will affirm their commitment to the Code upon joining the Board and annually thereafter.

cc: S. Stanley, T. Sullivan, N. Beauchamp, N. Barr, B. Quinn, M. Zeig, M. Tarrant



**Board of Trustees**

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# Michigan State University

## Board of Trustees Code of Ethics and Conduct

The Board of Trustees of Michigan State University is committed to governing the University in a manner that is ethical and consistent with the standards and expectations of the community, while exercising the authority granted in the Constitution of the State of Michigan and upholding the mission of the University.

Accordingly, members of the Board of Trustees agree to uphold and hold each other accountable for the following standards:

1. We will perform our responsibilities ethically, honestly, with integrity, and otherwise in compliance with University policies and applicable law.
2. We will dedicate the time and effort needed to responsibly and capably perform our duties as members of the governing body of the institution and thoroughly prepare for, regularly attend, and actively participate in board meetings and committee meetings.
3. We will avoid conflicts of interest and appearances of impropriety, and otherwise conduct ourselves in a manner that conforms with the [Board of Trustees Conflict of Interest Policy](#).
4. We will not accept special benefits or anything of value for ourselves or others in consideration of performing our duties as a Trustee, other than approved University resources and courtesies and the reimbursement of authorized expenses.
5. We will exercise responsible stewardship, uphold our fiduciary duties to the University and the State of Michigan, and ensure necessary and proper controls safeguarding public resources and the integrity of University business are in place and observed, with periodic auditing by the Office of Audit, Risk and Compliance, reporting directly to the Trustee Committee on Audit, Risk and Compliance.
6. We will maintain and respect the confidentiality of University records and information, including personnel information and student records; will not disclose nonpublic information, including privileged attorney/client communications, without proper authorization; and will not misuse or exploit for personal benefit any records or information to which we obtain special access as a result of our position.
7. We will uphold our role as the supervisory and policymaking body of the institution; properly elect, support, and evaluate the President; and avoid involvement in administrative matters not subject to the direct authority of the Board.
8. We will support open communication, transparency, and the free expression of ideas and will not condone any form of deceit, incivility, intimidation, silencing, or retaliation.
9. We will communicate through the President, Secretary of the Board of Trustees, or other administrator designated by the President when conducting official University business, as contemplated by the Bylaws of the Board of Trustees.
10. We will support the Chairperson of the Board of Trustees and their designee as the source of official communications and statements to the University community and the media on behalf of the Board.

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11. We will think independently and make informed decisions based on what is in the best interests of the institution and the advancement of higher education, yet support the majority decision of the Board and work cooperatively with fellow Board members and the Administration to advance the goals of the institution.
12. We will commit ourselves to the principles of federal and state law guaranteeing equal opportunity and nondiscrimination; support an environment that respects the rights and opinions of all people; and ensure complaints of discrimination, harassment, and retaliation are properly investigated and addressed in accordance with University policy and applicable law.

### **Reporting and Enforcement**

Concerns regarding potential violations of this Code of Ethics and Conduct or unethical behavior by any member of our community, including members of the Board of Trustees, should be reported to the Office of Audit, Risk and Compliance, without fear of retribution. Concerns may also be submitted anonymously to the Misconduct Hotline.

Purported violations of this Code of Ethics and Conduct will be appropriately investigated by the Office of Audit, Risk and Compliance and a report will be provided to the Trustee Committee on Audit, Risk and Compliance, including recommendations for corrective action with regard to confirmed violations. Recommended corrective actions may range from censure to referral to the Governor for review and consideration pursuant to MCL 168.293.

False reports of violations of this Code of Ethics and Conduct should not be made for the purpose of discrediting or otherwise harming the reputation of an individual.

Adopted: 05/15/2020