

## **Policy 2.05 Code of Conduct**

### **1 Introduction**

The Board of Trustees of The City University of New York is composed of seventeen members, ten of whom are appointed by the Governor, five by the Mayor, one who is the chair of the University Student Senate elected by the University Student Senate, and one who is the chair of the University Faculty Senate elected by the University Faculty Senate. Members of the Board of Trustees accept their responsibilities as a public service, without compensation. The Board of Trustees has significant and broad de jure powers and responsibilities. The Board of Trustees exercises its powers as a board acting in concert, not through its individual members acting unilaterally. A Trustee has no individual authority; his or her powers can only be exercised in meetings of the Board of Trustees or its committees. (BTM,1989,02-27,005,\_A)

The de jure powers of the Board of Trustees must be used wisely and with restraint. In large and complex institutions such as the University, many powers and responsibilities must de facto be delegated, especially in matters requiring professional competence such as determining faculty qualifications. The Board of Trustees, of course, must retain ultimate responsibility and exercises it through its powers of final approval. (BTM,1989,02-27,005,\_A)

The basic function of the Board of Trustees of the University is to assure that the purposes of the institution are carried out. In a public institution, the Trustees must also represent the interest of the public-at-large that the institution serves. Among the Board of Trustees' principal tasks are the development of broad policies and long-range planning objectives; the appointment of the executive officers who will implement policies and plans; and oversight to assure that its executive officers do so effectively and efficiently. The Board of Trustees should not undertake administrative functions, either individually or as a group, but should work through the executive officers charged with these responsibilities. (BTM,1989,02-27,005,\_A)

### **2 Standards of Conduct**

A Trustee shall not appear or practice before or against the Board of Trustees, the University, or any of the colleges of the University, or receive compensation for any services rendered by him or her for any person, firm, corporation, or association regarding such an appearance or practice. (BTM,2008,06-23,008,\_\_)

No Trustee, or firm or association of which a Trustee is a member, or corporation, ten percent or more of the stock of which is owned or controlled directly or indirectly by the Trustee, shall sell any goods or services having a value in excess of twenty-five dollars to the University, or contract or provide such goods or services with or to any private entity where the power to contract, appoint, or retain on behalf of the private entity is exercised, directly or indirectly, by the University, unless through an award or contract let after public notice and competitive bidding. (BTM,2008,06-23,008,\_\_)

A Trustee shall not, within a period of two years after the conclusion of his or her service as a Trustee, appear or practice before or against the Board of Trustees, the University, or any of the colleges of the University, or receive compensation for any services rendered by him or her for any person, firm, corporation, or association regarding such appearance or practice, if the

appearance or practice involves any matter in which the Trustee personally participated during the period of his or her service as a Trustee. (BTM,2008,06-23,008,\_\_\_)

A Trustee shall not accept employment or engage in any business or professional activity that would require the Trustee to disclose confidential information that he or she gained by reason of his or her position or authority as a Trustee. (BTM,2008,06-23,008,\_\_\_)

A Trustee shall not disclose confidential information acquired in the course of his or her duties or responsibilities as a Trustee, except as required by such duties or responsibilities or by law, nor use such information to further his or her personal interests. (BTM,2008,06-23,008,\_\_\_)

During the period of a Trustee's service and for a period of two years thereafter, a Trustee shall not, except for the ex-officio faculty and student trustees, accept employment with the University. (BTM,1989,02-27,005,\_A)

A Trustee shall not use or attempt to use his or her position as a Trustee to secure unwarranted privileges or exemptions for himself or herself or others. (BTM,2008,06-23,008,\_\_\_)

A Trustee shall not by his or her conduct give a reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her duties or responsibilities as a Trustee, or that he or she is affected by the kinship, rank, position, or influence of any person in the performance of those duties or responsibilities. (BTM,2008,06-23,008,\_\_\_)

A Trustee shall not accept gifts of more than nominal value where the circumstances would permit the inference that (i) the gift was intended to influence the Trustee in the performance of his or her duties or responsibilities as a Trustee, or (ii) the gift constituted a tip, reward, or sign of appreciation for any act by the Trustee in connection with those duties or responsibilities. (BTM,2008,06-23,008,\_\_\_)

A Trustee shall not participate in any decision at a meeting of the Board of Trustees or any of its committees regarding any matter in which he or she has a Conflict of Interest. For purposes of this Code of Conduct, a "Conflict of Interest" means an actual or potential conflict between the personal interests of a Trustee and the interests of the University, or the reasonable appearance of such a conflict. (BTM,2008,06-23,008,\_\_\_)

Before Board or committee action on a matter involving a Conflict of Interest of a Trustee who is in attendance at the meeting, the Trustee shall disclose all facts material to the Conflict of Interest, and such disclosure shall be reflected in the minutes of the meeting. A Trustee who has a Conflict of Interest shall not participate in or be permitted to hear the Board's or the committee's discussion of the matter, except to disclose material facts and to respond to questions. A Trustee who has a Conflict of Interest with respect to a matter that will be voted on at a Board or committee meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The Trustee may not vote on the matter and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. The Trustee's ineligibility to vote shall be reflected in the minutes of the meeting. If a Trustee plans not to attend a meeting at which he or she has reason to believe that the Board or the committee will act on a matter in which he or she has a Conflict of Interest, the Trustee shall disclose to the Chair of the Board or the Chair of the committee all facts material to the Conflict of Interest. The Chair of

the Board or the Chair of the committee shall report the disclosure at the meeting, and the disclosure shall be reflected in the minutes of the meeting. A Trustee shall not attempt to exert his or her personal influence with respect to any matter in which he or she has a Conflict of Interest, either at a meeting of the Board or a committee, or otherwise. (BTM,2008,06-23,008,\_\_\_)

### **3 Complaint Procedure and Board Authority**

Complaints of violations of this Code of Conduct may be filed with the General Counsel of the Board of Trustees. The General Counsel of the Board of Trustees shall review the complaint, and if the General Counsel finds that there is some basis for further review, the General Counsel shall then forward the complaint to the members of the Board of Trustees and to the appropriate appointing authority (i.e., the Governor, the Mayor, the University Student Senate, or the University Faculty Senate). The Board of Trustees shall have the authority to make such investigation of the complaint as it deems necessary. (BTM,2008,06-23,008,\_\_\_)

The Board of Trustees shall have the authority to take one or both of the following actions by a majority vote (BTM,1989,02-27,005,\_A):

- a) Declare its disapproval of a Board of Trustees member's action as being in violation of the Code of Conduct,
- b) Recommend further action by the appropriate appointing authority.