

Table of Contents

Board of Trustees: Overview, Duties & Responsibilities

What is a nonprofit, tax-exempt organization?

What is the Board of Trustees?

What are the Board's fiduciary duties?

What are the Board's responsibilities?

What is the composition of the Scripps College Board of Trustees?

How often does the Board of Trustees meet?

Who is in charge of a meeting of the Board of Trustees?

Who attends meetings of the Board of Trustees?

How is the Board of Trustees staffed at the College?

What is shared governance?

Board of Trustees: Basic Terminology Defined

What is an agenda?

What are bylaws?

Board of Trustees (BOT): Overview, Duties & Responsibilities

What is a nonprofit, tax-exempt organization?

Scripps College (and all of the other institutions in the Consortium including TCC) is a nonprofit, tax-exempt organization recognized by the Internal Revenue Service as such under section 501(c)(3) of the Internal Revenue Code. A nonprofit of this sort (sometimes referred to as a 501(c)(3) public charity) is an organization that serves the public interest. Generally speaking, the purpose of this type of organization must be charitable, educational, scientific, religious, or literary. Nonprofits of this type may not participate in campaign activity for or against any political candidate, nor may a substantial part of its activities constitute lobbying. The organization must use its resources to further its educational purposes.

What are the Board's responsibilities?

As a general matter, the Board “bears an abiding responsibility to preserve and enhance a legacy of learning, scholarship, and free inquiry that is unique to the College. As fiduciaries accountable for the public trust that is placed in higher education, they must also exemplify the highest standards of integrity.” The Board assures that the College is well-managed by selecting a president that carries out the College’s mission. As mentioned above, the Board does not manage the institution’s day-to-day operations. That is the president’s overarching responsibility. Instead, the Board monitors and guides, making key decisions with respect to high-level policy, strategic direction and goals, and overall governance. What does this mean as a practical matter? What does the Board do? Typical responsibilities of any board, including the Scripps’ Board, include the following:

- x Setting and overseeing implementation of overarching strategic goals and initiatives, focusing on both short- and long-term growth opportunities and challenges;
- x Adopting and overseeing the implementation of major policies;
- x Identifying, evaluating, and overseeing the management of key strategic risks to the institution;
- x Selecting and appointing the president;
- x Reviewing the performance and setting the compensation of the president;
- x Approving the compensation of other members of the senior management team;
- x Providing strategic guidance to the president;
- x Providing financial stewardship and oversight, including approving annual budgets and major capital projects, overseeing the College’s financial investments, and considering the College’s future growth and short-, mid-, and long-term capital needs; and
- x Overseeing the College’s annual audit.

Trustees also have philanthropic responsibilities to the College, and are encouraged to give annually in support of the current operations of the College at a level which represents both a strong commitment to Scripps and which is commensurate with one’s financial capability. Trustees are also encouraged to contribute to capital fundraising efforts by making campaign gifts and asking others to do so as well.

What is the composition of the Scripps College Board of Trustees?

California law requires CA nonprofits to have directors (also known as trustees) and officers. Legally, a CA nonprofit corporation can operate with one director and two officers: a president or board chair, secretary, and treasurer or chief financial officer. Most nonprofit boards are much bigger, and Scripps College bylaws require a minimum of 26 and maximum of 36 regular trustee members, excluding all *ex officio* members. *Ex officio* members of a board are those whose membership results from holding another office. The Scripps College Board has three *ex officio* members: the President of the College; the President of the Alumnae Association; and the Chair of the Scripps Association of Families (SAF). These members have the same voting and other rights as other classes of trustees.)

The Board of Trustees for Scripps College is composed of three classes of trustees: Regular, two Alumnae Trustees, and two Recent Graduate Trustees. There is also a Recent Graduate Trustee-Elect, who is a non-voting member of the Board.

As of July 2018, the Scripps Board of Trustees has 7 men and 29 women, well above the national average of female trustees. The Board includes a diversity of ages; women and men who are able to commit the time and resources – financial expertise and sphere of influence – that will help the College maintain its level of excellence, achieve its strategic goals, and reach a position of greater influence as a leader of women’s education. The Scripps Board of Trustees currently contains members between the ages of 21 and 80, with the

In addition, th

Board of Trustees: Basic Terminology Defined

What is an agenda?

This question might seem silly and the answer obvious, but the importance of the agenda to a well-run full Board or committee meeting cannot be emphasized enough. The agenda, along with the minutes and meeting materials, is part of the formal record of the meeting. The agenda sets the framework for the meeting – its direction and focus. It establishes the topics that will be discussed; how much time will be devoted to each topic; who will lead the discussion on the topic; and, importantly, whether it is anticipated that action (a vote) will be taken on the item at the meeting. The agenda often has time for “executive session” when trustees meet without staff present. The agenda also indicates by use of the term “Reference” whether there are background materials that will inform the discussion of a particular item. If one thinks about the overarching purpose of a nonprofit board – to ensure that the organization is carrying out its mission – a robust agenda is critical to fulfilling this goal.

What are bylaws?

Bylaws are written rules that lay out how an organization such as Scripps College is governed and guided, and how the Board goes about its business. State law, so in this case California law, dictates to some extent what is included in bylaws. Bylaws typically address the following: the size of the Board; the classes of trustees; how trustees are elected; the terms of trustee service; the definition of officers and their respective duties; the committee structure; the responsibilities of standing committees; and the minimum number of

Board Committees: An Overview

What is the purpose of committees?

What is an ad hoc committee?

What distinguishes ad hoc committees from standing committees is that ad hoc committees are not permanent. Instead, ad hoc committees are established on a temporary basis to accomplish a particular task or make recommendations on a specific issue or set of issues. For example, in 2011, the Board set up the Ad Hoc Committee for Funding

How does the work of a committee get reported to the full Board?

Because the work of committees is so fundamental to the smooth, efficient, and informed operation of the Board (see committees and standing committees above), it is essential that the work of the standing committees be communicated in a transparent and robust manner to the full Board. At Scripps, the communication happens in a variety of ways with respect to all committees except the Executive Committee (more on that below). First, all trustees have access to the agenda and materials for the Buildings and Grounds, Educational Policy, Finance, Institutional Advancement, and Student Affairs committees regardless of whether they are officially a member of those committees. Second, with the exception of the Executive, Investment, Nominations and Governance, and Compensation Committees, all trustees are welcome to attend meetings of standing committees regardless of whether they are officially a member. Third, at each meeting of the full Board, committee chairs provide written and oral summaries highlighting key topics discussed at the last meeting of the committee. Fourth, when the committee is recommending significant board action, there will be time allotted on the full Board agenda for consideration and debate about that particular issue.

With respect to the Executive Committee – which has the power and authority of the full Board when the full Board is not in session – at every meeting of the full Board, the Board Chair reports on the prior meeting of the Executive Committee, including any actions or decisions made while the Board was not in session.