

**Policy Revision Approval Date: March 6, 2015****Policy Revision Effective Date: April 1, 2015****Procedure Approval Date: February 25, 2015****Procedure Effective Date: April 1, 2015****POLICY STATEMENT**

The Capella University Board of Directors exercise institutional governance responsibilities directed toward ensuring that the university meets the regulatory and constituent expectations of an institution of higher education. The board is focused on representing the interests of the public and of learners. Board members are selected to provide expertise, experience, and perspective focused on the institution's educational mission and the public interest the university serves. Capella University board membership will include both learner and faculty representation.

The Capella University Board of Directors appoints the university president and grants the university president the authority to lead the university, implement board-approved university policies, and oversee the operation of the university.

**RATIONALE**

This policy provides an overview of the university's governance structure, including the commitment to learner and faculty representation in Capella University board academic strategic planning and decision making.

**DEFINITIONS**

None

**PROCEDURES**

- I. Capella University Board Member Expectations
  - A. Directors are expected to prepare for and attend board meetings and meetings of committees on which they serve, to ask questions, engage in discussion, and spend the time needed to properly discharge their responsibilities.
  - B. Each member of the board shall at all times exhibit high standards of integrity and ethical behavior. Each director shall adhere to the applicable university policies concerning integrity and ethical behavior to which the university's management and employees are subject, including the Capella University Code of Business Conduct.
  - C. Capella University values diversity, inclusion, and academic freedom in its operations. Each member of the board shall exemplify the principles identified in the Capella University Diversity Position Statement.

## II. Capella University Board Selection

- A. The Capella University Board of Directors recommends to the university shareholder nominees for election. Nominees for all directorships are identified by the Governance Committee and nominated by the board for election.
- B. In order to be considered a public member of the board, a director must not be affiliated with the university as a learner, faculty member, or employee. In order for an alumnus of the university to be deemed a public member, the time between graduation and board membership must be at least 36 months. In order for a former employee or faculty member of the university to be deemed a public member, the time between employment and board membership must be at least 36 months.
- C. The board will typically be composed of nine members: five public directors, two internal members, a learner representative, and a faculty representative.
- D. At no time may more than three directorships be simultaneously occupied by the Capella University Alumni Association.
- E. Director Terms
  1. Public directors will be elected for three-year terms. No public director may serve the university as a director for more than nine consecutive years.
  2. The faculty representative will be elected for a two-year term. A faculty representative may not serve more than one full term.
  3. The learner representative will be elected for a two-year term. A learner representative may not serve more than one full term.

## III. Capella University Board Meetings

- A. The Capella University Board of Directors holds quarterly meetings to execute its responsibilities.
- B. The university president will establish the agenda for each board meeting.
- C. Special meetings may also be held as necessary.

## IV. Board Committees

- A. The Capella University Board of Directors is composed of four committees.
  1. Academic Affairs Committee meetings are held in conjunction with regular scheduled board meetings.
  2. Learner Affairs Committee meetings are held in conjunction with regular scheduled board meetings.
  3. Governance Committee meetings are held on an as-needed basis.
  4. Executive Committee meetings are held on an as-needed basis.
- B. Board Committee Agendas

The university president or the president's designee, in consultation with the applicable committee chair, will develop the committees' agendas for each meeting.

## **POLICY OWNERS**

Academic Owner: President

Operations Owner: President

**RELATED DOCUMENTS**

None

**REVISION HISTORY**

Original Policy Approval Date: July 27, 2002

Revision Dates: 6-12-05; 1-1-06

Administrative edits as result of ongoing review: 2-12-10; 4-17-12

Formerly university policy 01.20 Academic Organization and University Governance