

Characteristics of Public System Boards in US Postsecondary Education

November 2022

This information about the characteristics of public system boards has been prepared for the California State University Board of Trustees as part of a review of board policies and procedures. Data for this analysis were collected from a survey of 25 system governing boards conducted for the CSU by the National Association of System Heads (NASH). It is meant to be a resource document for system boards, to provide context for their conversations about ways to improve their board work.

Table 1. State Systems Included in the Survey

State	University System
California	California State University System University of California System
Colorado	University of Colorado
Florida	University System of Florida
Georgia	University System of Georgia
Hawaii	University System of Hawaii
Idaho	Idaho State Board of Higher Education
Louisiana	University of Louisiana
Maine	University System of Maine
Maryland	University System of Maryland
Minnesota	Minnesota State Colleges and Universities
Mississippi	Mississippi Institutions of Higher Learning
Nebraska	Nebraska State College System University of Nebraska System
New York	State University of New York (SUNY)
North Carolina	University System of North Carolina
North Dakota	North Dakota University System
Pennsylvania	Pennsylvania State System of Higher Education
Tennessee	University of Tennessee
Texas	University of Houston University of Texas System University of North Texas Texas State University System
Washington	Washington State Univ. System
Wisconsin	University of Wisconsin System

Board size, composition, appointing authority/electoral base

These system governing boards range in size between 6 and 25 members, with an average of 12.

- **Public trustees**

Public trustees are those that have no pecuniary or other material interest in the institution, are the majority of members in all of the systems. All public trustees in these systems are voting members (see Table A1).

- Public trustees are appointed by the Governor and confirmed by the State Senate in 23 of the 25 system boards in this sample. Three systems have elected boards, two by statewide popular election, one by the state legislature.
- In 17 of the 25 systems public appointees are drawn from a statewide pool, suggesting that they are expected to serve statewide rather than regional or campus interests. Appointments for the other 8 systems are based on geography, typically by Congressional district.
- Public trustee terms range between four and twelve years, with an average of 6 years across the 25 systems in this sample. Governors use their own judgment as to whom to appoint to these positions.

Board independence from potential political pressure is a perennial issue in public higher education. In a handful of systems, the law or board by-laws outlines a process for the boards to use to suggest desirable attributes for future board appointments to the Governor. Governors are not obligated to follow those recommendations and there's no way of knowing their impact on trustee appointments. Governors can and sometimes will request trustees to vote a certain way on topics of particular interest to them. Trustees are in turn free to ignore those requests.

- **Designated Trustees**

Designated trustees are the next largest category of trustees, averaging 13% of members across all systems. Designated trustees are trustees appointed or elected from specific stakeholder groups. The appointment process is usually different than for public trustees; designated trustees are typically selected from lists prepared by the relevant constituent group, or in the case of many systems with student trustees, elected or appointed by student government. Some designated trustees have full voting authority within the board; therefore, they have the same fiduciary responsibilities of other board members. Other designated trustees do not have voting authority, thus play an advisory role.

- Designated trustees who are students. Of the 25 system boards, 11 have student trustees who may vote; 10 have student trustees who may not vote; 4 have no student trustees (see Table A2).
 - 14 of the boards with student trustees have 1 student trustee, 6 non-voting, 8 voting.

- 3 boards have two student trustees: two with 2 voting students, the other with only one of whom may vote.
 - 2 boards have 3 student trustees: one where the student votes, the other where the student does not. Each of these systems has three types of institutions within it (Vocational/Technical, Community College, Regional), and the student trustees are drawn from the different types of institutions. Student trustees typically serve for one- or two-year terms, though one system allows the student to remain for four years or until graduation.
 - An evaluation of board bylaws and codes of conduct offers little insight into expectations for student trustees, such as whether they are expected to represent students or are eligible to serve as chairs or vice chairs of board committees. There is one exception, from the policies of the University of California Board of Regents (which has one voting student regent appointed by the Board). The UC Regents bylaws state that to be eligible to serve as a trustee the student may not have served as an officer of a student government or other student advocacy organization, and that: “In their role as a Regent, the student Regent serves as a trustee on behalf of the people of the State of California. While the student Regent voices student perspectives to the Board, they do not solely represent students. The state Constitution provides that Regents shall be persons broadly reflective of the economic, cultural, and social diversity of the State.”¹
- Designated trustees who are faculty. Faculty trustees are fairly rare in postsecondary education, and voting faculty trustees are even more scarce (see Table A3). Of the 25 system boards, 18 have no faculty members who are trustees. Five have nonvoting faculty trustees. Only two systems including the CSU have voting slots for faculty trustees. Most systems have faculty advisors who sit with the board though they are not members of it, and several have faculty advisory committees. Faculty members also participate in board task forces or study groups which report to the board. The absence of faculty from voting membership in most governing boards reflects the strong tradition of shared governance in US higher education, where faculty have delegated authority over academic policy within the institution and cannot also be unbiased overseers of it. Separate and apart from their role in academic policy, faculty have a material and professional interest in the university, also potentially compromising their ability to make decisions on a balanced and impartial basis.
 - Designated trustees who are alumni. The CSU system is the only system with a statutorily designated slot for an alumni trustee (one, voting, 2-year term), although one other system has two voting alumni in ex-officio slots. Several of the systems commented that many members of their boards are alumni from the institutions, though not in positions specially designated for alumni trustees. In private nonprofit

¹ University of California Regents Policy 1202, Policy on Appointment of Student Regent. The policy is publicly available at: <https://regents.universityofcalifornia.edu/governance/policies/1202.html>

institutions, alumni trustees are much more prominent than in the public sector, as they are expected to help with fundraising.

- Ex Officio trustees. The last, and smallest, category of trustees are ex-officio trustees, or individuals who have seats on the board by virtue of the office they hold. 11 of the 25 system boards have ex-officio trustees. Most of the ex-officio trustees are elected officials – four systems hold seats for the Governor (all voting), two others for the Superintendent of Public Instruction, and other office holders.

Board professional staff

All of the 25 system governing boards have full-time staff assigned to support the work of the Board. The staff are typically quite small, between 2 and 6 staff members, one professional and the remainder support. Of the systems with larger support teams, several of the support staff are part-time. The senior staff person often reports jointly to the Chancellor/President and the Board Chair, staff also often report to the General Counsel or to the Chancellor/Presidents' Chief of Staff. The board staff are additional to the other system office professionals assigned to work with the Board as well as with the System head: The General Counsel, the Board Secretary, the Board Treasurer, and the Chief Audit Officer. Those individuals assume board responsibilities as part of their other professional responsibilities, they do not work for the Board on a full-time basis.

Compensation of board members

No system permits public board members to be paid a salary for their work as board members, though all of the 25 system boards reimburse for travel and other expenses. Most systems prohibit trustees other than the system President and faculty trustee from receiving a salary from any institution within the system. Several systems also permit the student trustees to receive scholarships and to have paid jobs someplace within the system; not all systems reported that information so the exact proportion of systems who permit student employment is not known. A little over half of the public systems pay a daily per diem to trustees conducting board business.

Procedures for making committee assignments

In 21 of the 25 systems, the board chair makes all committee assignments, including designations of Vice Chair, committee chairs and vice chairs.

Committee jurisdictions

Only one of the 25 systems has no committees; the remainder have between 4 and 15 committees, mostly organized to mirror functional areas within the University: Academic Affairs, Budget or Fiscal Committee, Personnel, Audit, Grounds and Buildings or Capital Outlay, Outreach and Development. Most boards have a committee on board rules and organization. Several have committees on Diversity and Inclusion, some have committees on Student Success, Student Life, or Student Services separate

and apart from the committee on Academic Affairs. A few have committees on Economic Development and Tech transfer, institutions with medical centers often have committees on Hospitals. Four have committees on Intercollegiate Athletics. About half of the boards have an Executive Committee, comprised of the chairs of the standing committees, authorized to act on behalf of the board between meetings if needed. Several of the systems also report several board task forces or study committees on particular topics. One board has a 'Nomination committee,' which is used to identify desirable attributes for future board appointments. A handful of boards also maintain board strategic planning and evaluation committees specifically charged with setting goals for the board and for self-evaluation of board performance against those goals. That does not necessarily mean that boards without those committees aren't performing those functions, they just don't maintain a special board committee to do so.

Board and committee meeting frequency

Most boards meet between 6 and 12 times a year, typically 8 scheduled meetings with one retreat. Standing committees usually meet sequentially (16 systems), though they meet concurrently in the remainder. Several boards do not require all committees to meet at each board meeting.

System policies on trustee conflict of interest and disclosure

Systems were asked to provide copies of board policies on conflict of interest and disclosure for trustees. All of the systems surveyed maintain such policies, which by state law require all trustees to annually submit statements of financial interests to the State and to the Board Secretary. These are then publicly available. Almost all systems additionally maintain policies on conflict of interest and disclosure as part of their trustee codes of conduct. These policies go beyond disclosures of direct financial conflicts to more nuanced areas including personal and professional relationships that create a conflict or the potential appearance of conflict. They also may provide procedures for internal enforcement of those policies through self-disclosure and potential recusal from voting. A more complete analysis of these policies will be provided in a subsequent paper.

System policies on Presidential search and performance review

Systems that hire and conduct performance review of campus Presidents were asked to provide copies of their policies. Those topics will also be addressed more fully in a subsequent analysis.

About the Methodology: Data were collected from a survey of public systems conducted by the National Association of System Heads (NASH) on behalf of the CSU Board of Trustees. The NASH survey was distributed via email to the 44 systems in its membership, which includes both system governing and coordinating boards, in 31 states and the District of Columbia. Responses were received from 25 system governing boards and eight coordinating boards; data about the coordinating boards are excluded from this analysis. In several cases where the system office did not respond to the survey, or

where responses were incomplete, supplemental information was obtained from public web searches of relevant statutes, by-laws, and other pertinent information. Board by-laws and operating procedures were also reviewed for language about expected roles, policies on conflict of interest, and other such information.

Appendix

Table A1. Systems' Public Board Members

State	University System	#	Appointed/Elected	Term (Years)
California	California State Univ. System	16	Appointed Statewide Pool	8
	Univ. of California System	18	Appointed Statewide Pool	12
Colorado	Univ. of Colorado	9	Elected Geographic Pool	6
Florida	Univ. System of Florida	14	Appointed Statewide Pool	7
Georgia	Univ. System of Georgia	19	Appointed Geographic Pool	7
Hawaii	Univ. System of Hawaii	10	Appointed Geographic Pool	5
Idaho	Idaho State Board of Higher Ed.	7	Appointed Geographic Pool	5
Louisiana	Univ. of Louisiana	15	Appointed Geographic Pool	6
Maine	Univ. System of Maine	14	Appointed Statewide Pool	5
Maryland	Univ. System of Maryland	17	Appointed Statewide Pool	5
Minnesota	Minnesota State Colleges and Univ.	12	Appointed Geographic Pool	6
Mississippi	Mississippi Institutions of Higher Learning	12	Appointed Geographic Pool	9
Nebraska	Nebraska State College System	6	Appointed Statewide Pool	6
	Univ. of Nebraska System	8	Elected Geographic Pool	6
New York	State Univ. of New York (SUNY)	15	Appointed Statewide Pool	7
North Carolina	Univ. System of North Carolina	25	Elected by General Assembly	4
North Dakota	North Dakota Univ. System	7	Appointed	4
Pennsylvania	Pennsylvania State System of Higher Ed.	11	Appointed	4
Tennessee	Univ. of Tennessee	10	Appointed Statewide Pool	6
Texas	Univ. of Houston	9	Appointed Statewide Pool	6
	Univ. of Texas System	9	Appointed Statewide Pool	6
	Univ. of North Texas	9	Appointed Statewide Pool	5
	Texas State Univ. System	9	Appointed Statewide Pool	6
Washington	Washington State Univ. System	9	Appointed Statewide Pool	6
Wisconsin	Univ. of Wisconsin System	16	Appointed Statewide Pool	7

Table A2. Systems' Student Board Members

State	University System	#	Appointed/Elected	Voting Member	Term (Years)
California	California State Univ. System	2	Governor from list	Yes	2
	Univ. of California System	1	Board appoints	Yes	1
Hawaii	Univ. System of Hawaii	1	Governor from list	Yes	1
Louisiana	Univ. of Louisiana	1	Elected by students	Yes	1
Maine	Univ. System of Maine	1	Governor from list	Yes	1
Maryland	Univ. System of Maryland	2	Governor from list	1 Yes, 1 No	2
Minnesota	Minnesota State Colleges and Univ.	3	Governor from list	Yes	2
Nebraska	Nebraska State College System	3	Governor	No	1
	Univ. of Nebraska System	4	Elected by students	No	1
New York	State Univ. of New York (SUNY)	1	Elected	Yes	1
North Carolina	Univ. System of North Carolina	1	Elected by student governor	No	
North Dakota	North Dakota Univ. System	1	Governor	Yes	1
Pennsylvania	Pennsylvania State System of Higher Ed.	3	Board appoints	Yes	4/Until graduation
Tennessee	Univ. of Tennessee	1	Board appoints	No-Board, Yes-Committee	1
Texas	Univ. of Houston	1	Governor from list	No	1
	Univ. of Texas System	1	Governor	No	1
	Univ. of North Texas	1	Governor	No	1
	Texas State Univ. System	1	Governor	No	1
Washington	Washington State Univ. System	1	Governor	Yes	1
Wisconsin	Univ. of Wisconsin System	2	Governor	Yes	2

Note. 4 of the 25 systems have no student board members: University of Colorado system, University of Georgia System, Idaho Board of Higher Education, and Mississippi Institutions of Higher Learning

Table A3. Systems' Faculty Board Members

State	University System	#	Appointed	Vote	Term (Years)
California	California State Univ. System	1	Governor	Yes	2
	Univ. of California System	2	Senate officers	No	
Florida	Univ. System of Florida	1	Senate Chair	No	
New York	State Univ. of New York (SUNY)	2	Elected	No	2
North Dakota	North Dakota Univ. System	1	Elected	No	1
Pennsylvania	Pennsylvania State System of Higher Ed.	1	Elected	No	
Washington	Washington State Univ. System	1	Governor	Yes	3

Note. 18 of the 25 systems boards have no faculty members on the board of trustees: Colorado, Georgia, Hawaii, Houston, Idaho, Louisiana, Maine, Maryland, Minnesota State Colleges, Mississippi, Nebraska State System, University of Nebraska System, University of Tennessee System, University of Texas, University of North Texas, Texas State System, and the University of Wisconsin system.