



POLICY MANUAL

VOLUME I

Governance and Administration

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Governance and Administration

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Volume I Governance and Administration

1.0 Introduction

The information provided in this Volume I of the Davis & Elkins College Policy Manual outlines general administrative and governance information regarding Davis & Elkins College. Volume I has been developed so that general introductory information regarding the College, as well as its principal governance documents and committee structure, are available in one comprehensive document. The process for amending or introducing new College-wide policies is also provided in this volume. The policies of Davis & Elkins College are under continual evaluation and revision. The policies posted in the entire *Davis & Elkins College Policy Manual* merely represent the policies in effect at the time of publishment.

1.1 Davis & Elkins College Mission, Values, and Identity

1.1.1 The Davis & Elkins College Mission Statement

To prepare and inspire students for success and for thoughtful engagement in the world.

1.1.2 The Davis & Elkins College Vision Statement

In a nurturing environment, students are challenged to:

1. Communicate effectively;
2. Think critically, creatively, and independently;
3. Prepare to live lives of perspective and meaning; and,
4. Act responsibly as citizens of multiple communities.

1.1.3 The Davis & Elkins College Values Statement

We value the richness of place, the beauty of the natural world, and the importance of other countries, cultures, and regions. Davis & Elkins College challenges students to participate in a vibrant and diverse campus while cultivating the intellectual, creative, ethical, physical, and leadership skills the real world requires. As an affiliate of the Presbyterian Church (USA) and covenant partner with the Presbytery of West Virginia, the College affirms as special values: human dignity, social responsibility, participatory governance, and the unity of the intellectual, social, and spiritual dimensions of life.

1.1.4 The Davis & Elkins College Identity Statement

A private college of liberal arts and professional studies, Davis & Elkins values curiosity and thoughtfulness, while fostering social, emotional, spiritual, and physical well-being. Toward those ends, the College provides a friendly and supportive environment for curious, engaged, and freethinking students of diverse backgrounds. We emphasize “hands-on,” experiential learning through internships, practica, service projects, field research, travel and study abroad programs.

Some of our finest students arrive without direction only to find their path at Davis & Elkins College, thanks to the opportunities for intellectual growth that abound on our campus. These opportunities extend beyond the classroom. As one of the East's premier mountain colleges, Davis & Elkins College offers unparalleled access to winter sport centers and other forms of extracurricular recreation: camping, biking, canoeing, hiking, skiing, and snowboarding. Safe and supportive, stimulating and friendly, Davis & Elkins College encourages students to approach their adventure in education as a journey of self-discovery.

1.2 Davis & Elkins College History and General Information

1.2.1 *The History of Davis & Elkins College*

Davis & Elkins College is a private liberal arts institution affiliated with the Presbyterian Church U.S.A. and committed to excellence of education in liberal arts and sciences.

The College and the City of Elkins share a common heritage. Both were established through the influence and efforts of Henry G. Davis and Stephen B. Elkins, two United States Senators who were responsible for building the first railroad in the area. Davis, a Senator from 1871 to 1883, was the Democratic nominee for Vice President in 1904. Elkins, his son-in-law, was Secretary of War in the Cabinet of President Benjamin Harrison and was a Republican Senator from 1895 to 1911.

A few years after the railroad reached Elkins, the Senators donated land and money to establish a College and academy under the control of the Presbyterian Church. The first classes were held on September 21, 1904.

The original campus was located in South Elkins on a plot donated by Senator Elkins. Later, a gift of her home, Halliehurst, and a tract of land from Mrs. Elkins prompted the move of the College to the present location in 1926.

In the years since its founding, Davis & Elkins has steadily improved and expanded its physical plant. Currently, there are 22 major buildings on a 170-acre campus.

1.2.2 *Christian Commitment*

Davis and Elkins College celebrates its Christian commitment across campus and, because of our Presbyterian heritage, Davis & Elkins is committed to supporting students from all religious, spiritual and philosophical traditions. The Chaplaincy oversees a student-led weekly worship service and Bible Study, various religious holidays, and service learning projects. The Benfield-Vick endowed Chaplaincy is supported by First Presbyterian Church in Charleston, WV and named for their long-time pastors Dr. William A. Benfield and Dr. George Vick. Additionally, the Morrison-Novakovic Center of Faith and Public Policy explores the place of faith in public life, and service opportunities within the community.

1.2.3 *Accreditations and Affiliations*

Davis & Elkins College is accredited by the Higher Learning Commission of the North Central Association of Colleges and Schools. The Higher Learning Commission is located at 230 South LaSalle Street, Suite 7-500, Chicago, Illinois 60604-1413. The website is <https://www.hlcommission.org/>. The toll-free number is (800) 621-7440.

Accreditations and Affiliations Accreditation: A list of all agencies that accredit Davis & Elkins College and its specific programs is provided in the College Catalog, as well as on the College website at:

<https://www.dewv.edu/academics/academic-affairs-office/>

College Navigator: Consumer information regarding Davis & Elkins College is available on the College Navigator website at:

<https://nces.ed.gov/collegenavigator/?q=Davis+and+Elkins+College&s=all&id=237358>

1.2.4 Location

Davis & Elkins College is located in Elkins, West Virginia – a vibrant community of nearly 7,000. The setting is rural, the pace is relaxed, and the atmosphere is friendly.

Students and residents are served by a modern hospital, churches representing most of the major denominations, motels, restaurants, several small shopping centers, a cinema, and an active downtown business district. The local airport serves private commuters.

The College is located in the center of a rapidly developing outdoor recreation area, which offers numerous diversions for students during their leisure hours. The sprawling Monongahela National Forest lies just beyond the city limits and abounds with trails and clear mountain streams for hiking, hunting, and fishing. Students will find an abundance of scenic and historic sites within a 60-mile radius of the College campus. These include the National Radio Observatory at Greenbank, the Cass Scenic Railroad, Kumbrabow State Forest, Canaan Valley Resort State Park, Blackwater Falls State Park, Audra State Park, Snowshoe, Timberline and other ski resorts, and the quaint Swiss-German village of Helvetia which still observes many old world customs.

Each fall, Elkins is host to the Mountain State Forest Festival, a weeklong celebration that annually attracts thousands of visitors. The events include woodchopping and sawing contests, archery tournaments, a jousting contest, parades, a ball, and musical entertainment. One of the most colorful events is the coronation ceremony held at the College outdoor amphitheater.

Many of the metropolitan areas of the East, South, and Midwest are within a day's driving distance of the College. Pittsburgh, PA, is 150 miles to the north and Washington, D.C., is 200 miles to the east. U.S. 219, 250, and 33 and State Route 55 pass through the city. Flights are available at nearby Clarksburg, WV.

1.2.5 The Campus and Facilities

Views of the Appalachian Mountains and of Elkins grace the campus. Flowering shrubs and trees grow in profusion around the halls and along the walks and roads. Most of the buildings are clustered together on the front campus on a ridge overlooking the city. Farther back on the north section of the campus are Eshleman Science Center, Robbins Memorial Chapel, Myles Center for the Arts, and Hermanson Center. Additionally, there are numerous athletic facilities on campus prominent among which are: Charles Gates Memorial Tower, The McDonnell Center for Health, Physical Education and Athletics, the Allen Athletic Field complex featuring the Joni Smith Softball Field, the Nuttall Soccer/Lacrosse field, an outstanding cross-country course and the varsity baseball field. Located on the opposite side of campus are the Katherine S. Thomas Tennis

Center and the Memorial Gymnasium/Martin Fieldhouse housing the Seybolt Golf Academy. Most of the buildings are named for benefactors of the College.

Leisure-time activities are held in The Ice House, outdoor Augusta Dance Pavilion, Madden Student Center, and the Memorial Gymnasium, while Liberal Arts Hall, tCharles E. Albert Hall, Hermanson Center, and Eshleman Science Center are used primarily for classes.

The Myles Center for the Arts/Hermanson Center is comprised of key areas that provide teaching, recreational, gallery and performance spaces. Hermanson Center includes recreational facilities – Robbins-Madden Fitness Center and George A. Myles Pool – as well as offices for Senator Athletics and classrooms for the Sport Science program. Harper-McNeeley Auditorium is a 1,200-seat performance hall which serves the community and the region as the largest performance venue in the area. Home to The Darby Collection, The Stirrup Gallery is conveniently located a few steps from Harper-McNeeley. The Paull Gallery provides exhibit space for the visual arts, a complement to the College's visual arts classrooms on the ground level.

The **Davis & Elkins Historic District** was established in 1996 by the U. S. Department of the Interior. It includes the following four buildings:

Graceland Inn and Robert C. Byrd Center for Hospitality and Tourism, comprised of **Graceland** mansion and the former **Allen Hall**, opened in July 1996. Graceland is a stone mansion, which was completed in 1893 as the summer home of Senator Henry G. Davis. From 1940 to 1971 it was used for student housing. It has been completely restored and is now operated as a country inn with restaurant, which is open to the public. Graceland contains the Erickson Alumni Center and is a National Historic Landmark. Students majoring in the Hospitality & Tourism Management program have educational experiences in this beautiful example of the Victorian Queen Anne style.

Halliehurst, built in 1891 by Senator Stephen B. Elkins as a summer home, was donated to the college in the 1920s by Mrs. Hallie Davis Elkins, Senator Henry G. Davis' daughter. When the College first opened, Halliehurst was a female dormitory and has since been a center of social activity for both the College and the city of Elkins. Halliehurst was completely restored in the 1990s and is now a National Historic Landmark. The Office of the President, Office of Enrollment Management, Office of Institutional Advancement, including Alumni Relations and Church Relations, and the Office of Compliance and Ethics are located in this magnificent example of Victorian architecture.

The **Icehouse** is an historic cylindrical stone building which was built in the late 1800s by Senator Stephen B. Elkins as a place to store ice in the summer. It was refurbished in 1969.

The **Gatehouse** is perhaps the most familiar of all campus buildings because of its welcoming location at the main College entrance. Originally built in 1890, the Gatehouse, as the name indicates, served as the home for the original gatekeepers and caretakers of Halliehurst Estate. In 1991, it was renovated and was used as a guest house for the College for many years. The Office of Public Safety is located in the Gatehouse.

Descriptions of other campus facilities can be found at
<https://www.dewv.edu/academics/directory/> .

1.3 Bylaws of Davis & Elkins College

1.3.1 Bylaws of the Board of Trustees of Davis & Elkins College

ARTICLE I. NAME

1. **NAME.** The name of the corporation is the Board of Trustees of Davis & Elkins College. The principal office of the corporation is located in the City of Elkins, County of Randolph, State of West Virginia, and the post office address of the corporation is 100 Campus Drive, Elkins, West Virginia 26241.

ARTICLE II. PURPOSE

1. **PURPOSE.** The Board of Trustees (hereafter the “Board”) is constituted for the purpose of conducting and perpetuating a college under the name of Davis & Elkins College for the higher education of men and women in the various branches of the arts and sciences, under auspices distinctly Christian in faith and practice. All departments and divisions of the College shall be open alike to academically eligible students without regard to race, color, sex, religion, ancestry, national origin, age, sexual orientation, disability, veteran status, gender identification, or genetic information, and no denominational or sectarian test shall be imposed in the admission of students. It shall be the purpose of Davis & Elkins College to teach the higher branches of learning usually taught in colleges and to maintain a high moral and Christian standard.

ARTICLE III. TRUSTEES

1. **TRUSTEES.** The corporation shall be constituted by the Board of Davis & Elkins College now in office, or their successors chosen and elected as hereinafter provided.
2. **NUMBER.** The Board shall consist of not fewer than twelve (12) or more than forty-two (42) voting members. This total shall include not more than six (6) individuals serving as chair emeritus. If possible, a majority shall be members of the Presbyterian Church (USA). In addition to the above, the President of the College shall be an *ex-officio* member of the Board.
3. **METHOD OF SELECTION.** New and incumbent Trustees who are eligible for re-election shall be nominated by the Trustees and Honors Committee and elected at the Annual Meeting of the Board by a majority of the Trustees then in office.
4. **VACANCIES.** Vacancies on the Board shall be filled by the Board at any Annual, Regular, or Special Meeting of the Board.
5. **TERM.** The Board shall be divided into three (3) substantially equal classes so that approximately one-third of the terms will expire each year. Trustees shall be elected for a term not exceeding three (3) years. The term of office shall commence on the July first following the election of the trustee and shall end on June thirtieth three years hence. A Trustee who has served three complete consecutive terms may be eligible for nomination and re-election to the Board at the next Annual Meeting following completion of his or her third term. The term of any Trustee elected to fill the unexpired term of a Trustee vacating the position as above provided shall commence upon the Trustee being elected and shall continue in coincidence with the term of the vacated position.

6. **VACATION OF OFFICE.** A Trustee may resign from the Board at any time through written communication to the Chair of the Board or President of the College. Such resignation shall take effect at the time specified therein or within 30 calendar days of the date of receipt. Any Trustee who shall fail to attend or give satisfactory excuse for non-attendance upon two successive stated meetings of the Board shall thereby be deemed to have vacated the office of Trustee.
7. **REMOVAL.** Any Trustee may be removed from the Board by a two-thirds majority vote of the Trustees at any Annual, Regular or Special Meeting of the Board called expressly for that purpose. Any board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard by the Board.
8. **TRUSTEE RESPONSIBILITIES.** Persons elected to the Board shall accept the following primary responsibilities of Board membership:
 - a. To provide insight and guidance to the planning and future direction of the College;
 - b. To help determine and approve appropriate policies for effective governance and management;
 - c. To help assure financial stability through the approval of appropriate fiscal policies and controls;
 - d. To provide encouragement and support to the President, administration, faculty, staff, and students;
 - e. To provide and help obtain needed capital and operating funds. This responsibility includes making annual financial contributions to the College or participation in capital campaigns at a level appropriate to the Trustee's financial capacity, the identification and/or the cultivation, solicitation, and stewardship of donors, and the encouragement and support of the College's President and development staff; and,
 - f. To encourage the interest and involvement of potential supporters of the College.

ARTICLE IV. POWERS OF THE BOARD

1. **POWERS OF THE BOARD.** The Board shall be the exclusive and ultimate source of authority in all matters pertaining to the government and conduct of the College. It shall have all powers, rights, and privileges under existing law necessary for the support and maintenance of the institution, together with such other powers, rights, and privileges as are usually conferred upon similar bodies in the State, including the right to set the College's mission; grant degrees, distinctions, diplomas, and awards; to hold and acquire property; to accept donations on any terms it may deem proper; to sue or be sued in its corporate capacity; to sell, mortgage, or otherwise dispose of property acquired, as may seem for the best interest of the College; to charge and collect tuition and other fees; and to employ officers, faculty, and other necessary personnel; and authorize, upon the advice of the President, all contracts, the general incurring of debts, or any other form of

obligation that: (i) requires the Board to pay money, expend sums, or distribute assets, or otherwise is reflected as a liability or expense within the Board's financial books and records in excess of \$200,000 in any single fiscal year; or (ii) binds or purports to bind the Board for any period of time in excess of eighteen (18) months, whether consecutive or otherwise consistent with debt operating guidelines.

2. The Trustees may act through the President of the College and such officers, agents, or committees as it may elect or employ. These shall have such powers, functions, and duties as may be prescribed by the Board in Bylaws or by resolution. The Board shall have power to adopt bylaws for its government, and for the government of the College, which are not in conflict with the stated purposes of the corporation.

ARTICLE V. OFFICERS OF THE BOARD

1. **OFFICERS.** The officers of the Board shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. All officers of the Board shall be voting Board members and serve at the pleasure of the Board. The Board's Trustees and Honors Committee, shall recommend a slate of officers at a regular meeting prior to the Annual Meeting. Additional nominations may be made from the floor, with concurrence of the person being nominated. The officers elected shall take office on July 1 immediately following the Annual Meeting and serve for one year (or until their successors are elected and qualified). Vacancies may be filled at any regular meeting or at a special meeting called for that purpose. Any officer may be removed from such office by a two-thirds majority vote of the Trustees at any Regular or Special Meeting called expressly for that purpose.
2. **THE CHAIR OF THE BOARD** shall be a member of the Board. He or she shall preside at all meetings of the Board, shall be the Chair of the Executive Committee, and serve as an *ex officio* member of all other standing committees of the Board. He or she shall perform the usual duties of this office. He or she shall sign all deeds, conveyances, mortgages, and other legal papers.
3. **THE VICE CHAIR OF THE BOARD** shall be a member of the Board. He or she shall discharge the duties of the Chair of the Board whenever the latter is absent or unable to act. The Vice Chair shall have all other duties as may be assigned by the Board or Chair from time to time.
4. **THE SECRETARY OF THE BOARD** shall be a member of the Board. He or she shall perform the usual duties of this office, including the keeping of accurate minutes of the meetings of the Board and of the Executive Committee of the Board, the preserving of all documents committed to his or her care, the securing of such bonds of officers and employees as the Board may require, and the signing and affixing of the College seal to all legal papers. A Recording Secretary may be appointed to assist the Secretary in recording the minutes of the meetings.
5. **THE TREASURER OF THE BOARD** shall be a member of the Board. He or she shall be an unpaid officer who shall hold at all times the intangible securities of the Endowment Fund in joint custody with the custodian designated by the Business and Finance Committee of the Board for action in accordance with these Bylaws. At the end of the term or on resignation, he or she shall deliver to his or her successors all funds and properties in his or her charge.

ARTICLE VI. MEETINGS OF THE BOARD

1. **The Annual Meeting** of the Board shall be held at the College in the month of May unless otherwise ordered by the Board or the Executive Committee of the Board. The date and hour shall be designated in the call.
2. **Regular Meetings** of the Board shall be held at the College in the Fall Semester, and at one other point in the academic year. The date and hour shall be designated in the call.
3. **Special Meetings** of the Board may be called by the Chair of the Board, the President of the College, or at the request of any three members of the Board. The purpose for which the meeting is called shall be indicated in the call as well as the location.
4. **Notice of meetings** shall be sent by the Secretary, in writing or electronic transmission, to each member of the Board at least ten days prior to the date of the meeting. Such notice shall include the time and place of the meeting, as well as a proposed agenda and all available, pertinent material. Meetings may be held without regular notice if a majority of Trustees signs a statement waiving notice or if Trustees attend the meeting without objection to lack of notice. In the event a dispute concerning proper notice of a Special Meeting, a majority of Trustees may sign a written or electronic statement waiving the legally required notice without objecting to the lack of such notice.
5. **Quorum.** A majority of the voting members of the Board shall constitute a quorum for any meeting. Except as otherwise provided in these Bylaws or by law, the affirmative votes of a majority of the Trustees present at any meeting at which a quorum is achieved shall constitute an action of the Board.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by the Bylaws of the College, or by law.

6. **Expenses.** No member of the Board shall receive any salary, remuneration or expense reimbursement from the College.
7. **Fiscal Year.** The fiscal year of the corporation shall begin on July 1 and terminate on June 30 of the following year.
8. **Remote Participation.** When extraordinary circumstances require remote participation, members of the Board or members of any committee may participate in and hold a meeting of the Board or such committee by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting. Minutes must document the meeting.
9. **Attendance by Officers.** The Officers of the College shall attend, or excuse themselves from, meetings of the Board as directed by the Chair of the Board or the President of the College.
10. **Order of Business and Procedure.** The order of business for the stated meetings of the Board shall include the following: Pledge of Allegiance, prayer, roll call, minutes of previous sessions, reports of the officers of the College, reports of the Executive

Committee, reports of standing committees, reports of special committees, election of Trustees, election of officers of the Board, unfinished business, new business, appointment of permanent committees, and adjournment. The current edition of *Robert's Rules of Order* shall govern any procedure not covered in these Bylaws.

Subject to the requirements of State law, the Board may hold any Annual, Regular or Special Meeting, or any part thereof, in executive session with participation limited to voting Trustees. Other individuals may be invited to attend all or portion of an executive session as deemed necessary by the Chair of the Board.

11. **Board Action by unanimous written consent.** Any action required or permitted to be taken by the Board or by any committee may be taken without a meeting if all members of the Board consent in writing to such action. For the purposes of this clause only, "all members of the Board" shall not include a Trustee who has an actual or apparent conflict of interest pertaining the action as defined in the Board's Conflict of Interest Policy. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees.

ARTICLE VII. COMMITTEES OF THE BOARD

1. **The Committees of the Board** shall be appointed by the Chair of the Board at the Annual Meeting or as soon as practicable after, and they shall serve until the next Annual Meeting. There shall be an Executive Committee of the Board. In addition thereto, there shall be eight Standing Committees: (1) Trustees and Honors Committee; (2) Academic Affairs Committee; (3) Student Life Committee; (4) Institutional Advancement Committee; (5) Business and Finance Committee; (6) Enrollment Management Committee; (7) Religious Life Committee; (8) Audit Committee.

Unless otherwise provided for, three regularly-appointed Trustee committee members shall constitute a quorum for any meeting of a Board committee or sub-committee. Each committee and sub-committee shall submit a written or oral report of its work to the Board at each stated meeting. The Chair of the Board and the President of the College shall be *ex officio* members of all Board committees. Each committee shall have an officer of the College or administrative staff member designated by the President to assist with its work.

2. **The Executive Committee of the Board** shall be composed of the Chair, the Chair-elect (if any), the Vice Chair, the Secretary, the Treasurer, The President of the College, and the Chairpersons of the eight standing committees. The Executive Committee shall have authority to consider and to decide all questions affecting the interests of the College which may come before it between stated meetings of the Board. It shall transact such business as may be transmitted to it by the Board, including overseeing the work of standing committees of the Board, as well as annually reviewing the President of the College's performance and setting his or her compensation to be ratified by the Board. It shall serve as an Advisory Council to the President of the College on such matters as he or she may submit to it. The Executive Committee shall not exercise any powers which are inconsistent with the purpose of the Corporation or that have been expressly reserved by the Board, including the following: the appointment or removal of Trustees, the amendment of the Articles of Incorporation and the Bylaws, the selection or removal of

Board Officers and the College President, the changing of the College Mission statement, the incurrence of College indebtedness, the sale or disposition of real estate, the approval of the annual budget, or the conferral of degrees or awards. The Executive Committee will distribute to the Board the minutes of each committee meeting as soon as practicable after the meeting. In addition, the Executive Committee will present a formal report to the Board for ratification at the next Board meeting following distribution of committee meeting minutes all actions taken by the committee.

3. **The Trustees and Honors Committee** The Board shall have a permanent Committee on Trustees and Honors appointed annually by the Chair of the Board. Suggestions for membership on the Board shall be made to the Committee, which shall present to the Board the names of persons it approves for nomination. In addition, candidates for honorary degrees shall be brought to the Committee by the President of the College for consideration and possible recommendation to the Board. The Committee shall also ensure that Trustees have adequate orientation and ongoing education, establish and maintain standards of Board conduct and periodically assess the performance of the Board and its Trustees.
4. **The Academic Affairs Committee** shall be entrusted with assisting the Board in exercising the Board's responsibility for the College with regard to the educational quality of the College's academic programs. In cooperation with the President of the College, the Vice President for Academic Affairs, and College Faculty, the Committee shall recommend to the Board the academic principles and policies which shall guide the officers of the College and the faculty. The Board having established these principles and policies, it shall be the responsibility of this Committee to be informed of the manner in which the administration, faculty, and staff are conducting the College in conformance to these principles and policies. The Committee also regularly monitors: academic program learning goals and outcomes, as well as program quality, institutional and program accreditation and program review; and budgets for academic programs and services.
 - a. Nominations for the appointment of faculty to tenure shall be received from the President of the College for review and recommendation to the Board.
 - b. The Committee shall receive from the faculty nominations of candidates for degrees in course and shall make recommendations to the Board for the awarding of such degrees.
 - c. The Committee shall review and recommend to the Board for approval additions, deletions, and significant modifications to academic programs.
 - d. The Committee shall review and recommend to the Board for final approval revisions recommended by the Faculty to the *Faculty Handbook*.
5. **The Student Life Committee** shall be entrusted with assisting the Board in exercising the Board's responsibility for the College in regard to the program of student life. In cooperation with the President of the College and the Vice President for Student Affairs, the Committee shall recommend to the Board the principles and policies which shall guide the administration, the faculty, and the staff in the conduct of a program of student life. The Board having established these principles and policies, it shall be the

responsibility of the Committee to be informed of the manner in which the administration, faculty and staff are conducting the College in conformance to these principles and policies.

6. **The Business and Finance Committee** shall be entrusted with assisting the Board in exercising the Board's responsibilities for the business and financial affairs of the College, oversight of the College's investments and maintenance and expansion of the campus and the physical plant. The Committee shall be cognizant of the financial condition of the College at all times. In cooperation with the President of the College and the Vice President for Business and Administration, it shall recommend to the Board institutional financial policies and procedures that align with and support the College's mission and shall provide the necessary supervision to all aspects of responsibility as herein assigned.
 - a. The Committee shall receive from the President of the College a projected budget for the succeeding fiscal year no later than the Annual Meeting of the Committee.
 - b. There shall be an Investment Sub-Committee, which shall have oversight of the College's investments. The Business and Finance Committee shall receive regular reports as required from the Investment Sub-Committee and shall have oversight over the activities of the Sub-Committee.
 1. In order to promote maximizing returns on all funds and properties included in the endowment account of the College while observing acceptable levels of risk, the Investment Sub-Committee shall consist of at least five members comprised of, but not limited to, members of the Board of Trustees who have expertise or knowledge in the investment area (members of the Board shall constitute a majority of the Sub-Committee.) Members shall be recommended by the Chair of the Business and Finance Committee in consultation with the President of the College and Chair of the Board of Trustees, subject to approval by the Board of Trustees.
 2. Acting on behalf of the Business and Finance Committee, the Investment Sub-Committee shall have charge of all funds and properties included in the endowment account of the College. It shall have responsibility for engaging fund managers; investing funds; buying and selling securities, or delegating such buying and selling of securities to fund managers who will function in accordance with the Board's Investment Policy Statement, submitting quarterly reports to the Business and Finance Committee. It shall also have responsibility for buying, selling, and accepting gifts of real estate, except as such sales or purchases are limited by the Bylaws.
 3. The intangible securities of the endowment fund shall be held at all times in the joint custody of the Treasurer of the Board and a custodian selected by the Business and Finance Committee. The services of a custodian or other investment counsel are to act solely in an advisory capacity in matters relating to investments, and shall not assume management duties or responsibilities.
 - c. The Business and Finance Committee is responsible for the buildings and grounds of the College. There shall be a Property Sub-Committee which shall assist officers

of the administration in the projection and planning of all new facilities and renovations of existing facilities.

- d. In consultation with the President of the College and the Vice President for Business and Administration, the Business and Finance Committee shall recommend to the Board an adequate insurance program for the College.
 - e. The Committee shall keep accurate and detailed minutes in which it shall set forth all actions of the Committee including all changes made in the status of endowment funds, endowment property, or the real estate of the College.
 - f. Ordinarily when serious problems arise in any of the above matters in periods between stated Board meetings, with the exception of the final sale of College real estate assets, these may be assigned to the Executive Committee by the President of the College and the Chair of the Board for counsel and advice.
 - g. There shall be a Financial Oversight Sub-Committee, which shall exercise oversight of College's finances by reviewing monthly with the President and the Vice President for Business and Finance the year-to-date expenditures and compare them to the operating and capital budgets.
7. **The Institutional Advancement Committee** shall maximize fundraising for the College from all sources by being actively involved in raising funds for current operations and capital growth. The Committee shall be comprised of, but not limited to, members of the Board of Trustees (members of the Board shall constitute a majority of the Committee.) Non-Trustee members shall be recommended by the President of the College and Chair of the Board of Trustees, subject to approval by the Board. In cooperation with the President of the College and the Executive Vice President, the Committee shall recommend to the Board the policies and principles that will help secure necessary resources for the College.
8. **The Enrollment Management Committee** shall be entrusted with the Board's oversight of the College's responsibility to recruit new students in order to maintain the numbers and quality of the student body. In cooperation with the President of the College and the Chief Admission Officer, the Committee shall recommend to the Board the principles and policies which shall guide the Administration in the conduct of the Admission program.
9. **The Religious Life Committee** shall be entrusted with assisting the Board in exercising its responsibility for encouraging a vital religious life within the College community and maintaining a mutually beneficial relationship with the congregations and governing bodies of the Presbyterian Church (USA). It shall have the following responsibilities:
- a. Recommend policies and procedures related to campus religious life for Board review and approval.
 - b. Assist the Board in supporting the work of the College Chaplain and be apprised on a continuing basis of the chaplain's plans and programs.
 - c. Assist the Board in initiating plans and maintaining close and mutually supportive relationships with governing bodies of the Presbyterian Church (USA) and with particular congregations in West Virginia and the region served by the College.

10. **The Audit Committee** shall consist of five Trustees appointed on the basis of their familiarity with financial reporting and accounting practices and their understanding of key fiscal issues in higher education. No member of the Business and Finance Committee shall serve on the Audit Committee. The Audit Committee shall be entrusted with providing oversight of the institution's financial practices, internal controls for monitoring and ensuring good compliance with relevant legal and regulatory requirements, financial management, standards of conduct, and risk management activities. The Audit Committee shall select a certified public accountant to prepare an annual audit, approve any non-audit services to be performed by the external auditors, accept the auditor's report on behalf of the Board, ensure adherence to the College's conflict-of-interest policy, and report its findings to the Board, bringing recommendations as appropriate to the full Board for action. In addition, the Audit Committee shall obtain regular updates from the College Officers regarding significant changes in legal and higher education compliance issues and the College's responses to pending litigation.
11. **Special Committees to the Board** shall be appointed in a manner designated by the Board and for specific purposes as assigned. In the absence of instructions, the Chair of the Board shall make all appointments.
12. **Absence of a Committee quorum** In the absence of a majority of the members of a committee which shall be needed to constitute a quorum at a regularly called meeting of any of the Committees of the Board, its Chair or Acting Chair may add other Trustees to its membership for that meeting in order to constitute a quorum, provided at least one additional regular member of the Committee is present.

ARTICLE VIII. HONORARY MEMBERSHIP

1. A **Chair Emeritus** may be elected for continuous service by a two-thirds majority vote of the Board to provide continuity in the Board's deliberations and actions. Candidates for election shall have completed at least nine years of active service as a Trustee, three years as chair. This election may be held at the Annual Meeting prior to completion of his or her service as Chair, to be effective on July 1. In order to continue in this position, a chair emeritus shall attend at least one regularly scheduled meeting of the Board annually. He/she shall have voice and vote at meetings of the Board.
2. There shall be two categories of **Life Trustee**:
 - a. A Trustee who has served a minimum of three consecutive terms (nine years) as an active Trustee may be eligible for consideration as a permanent **Emeritus Life Trustee**, such election to be by a two-thirds majority vote of the Board, to provide advice and counsel that may prove helpful to the Board in carrying out its duties. This election may be held at any Board meeting after at least one year has elapsed following completion of his or her third term (nine years) as a regularly-elected Trustee. He/she shall have voice at meetings of the Board but shall not be entitled to vote.
 - b. A person who has not served as an active Trustee or as a Trustee for three consecutive terms (nine years), but who has benefitted the College with extraordinary generosity and/or high distinction, may be eligible for consideration as a permanent **Honorary Life Trustee**, such election to be by a two-thirds majority vote of the Board, to

provide advice and counsel that may prove helpful to the Board in carrying out its duties. This election may be held at any Board meeting. He/she shall have voice at meetings of the Board but shall not be entitled to vote.

ARTICLE IX. OFFICERS OF THE COLLEGE

1. **The President** shall be the chief executive officer with authority to act on behalf of the Board in the management and operation of the College. He or she shall be elected by the Board via the affirmative votes of a majority of the Trustees, with the contract approved by the Board, and shall hold office at its will. Discontinuance in the office may take place by order of the Board or by resignation. In the case of removal by order of the Board, a two-thirds majority vote of the Trustees then in office is required.

The President shall:

- a. Submit a full report to the Board at each stated meeting, and such special reports as may seem desirable.
- b. Provide information concerning the College whenever requested to do so by the Chair of any Committee of the Board.
- c. Appoint all officers of the College and determine their rates of compensation, with approval of the Board Chair.
- d. Be the official medium of communication between the officers and faculty of the College and the Board, and between the students of the College and the Board, and between the Board and the Synod of the Trinity.
- e. Fulfill all of the responsibilities and the functions which are assigned in these Bylaws.
- f. Be a member of the Faculty and an *ex-officio* member of the Board, with all the privileges of membership except in matters relating to him or her personally.
- g. Interpret and implement the policies of the College and of the Board.

In ordinary absences from the campus, the President shall continue to assume all responsibilities of the office. In the event of his or her inability to serve, the Chair of the Board of Trustees shall assume the duties of President, with all the authority of the President, until the Board shall elect an Acting President. The Board is authorized to select an Acting President pending the election of a successor.

2. **Other Officers** The President of the College shall, with the counsel of the Executive Committee of the Board, appoint one or more Deans/Vice Presidents/Officers of the College, to serve at the pleasure of the President.

ARTICLE X. INDEMNIFICATION OF TRUSTEES AND OFFICERS

1. The College shall indemnify any member of the Board or officer of the College, including the heirs, executors, administrators, or estate of any such person, who was, is, or may become a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he or she was, is or shall be serving as such member or officer. Such indemnification shall cover all expenses (including attorney's fees and disbursements, judgments, fines, taxes, including penalty taxes, and amounts paid in

settlement) actually and reasonably incurred by such person in connection with such action, suit, or proceeding. The College shall maintain at its expense a standard policy of Trustees and officer's liability insurance to protect such persons for whom the College has agreed to provide indemnification as herein above provided as against any expenses, judgments, fines, and settlement amounts.

ARTICLE XI. CONFLICT OF INTEREST

1. All members of the Board are expected to avoid conflicts of interest rising from their personal or professional affiliations in fulfilling their responsibility to the Davis & Elkins College Board of Trustees. Individuals shall not continue as a member of the Board or be considered for Board membership if there is an obvious conflict. If specific issues representing a potential conflict of interest arise during the service of a Board member, the member shall recuse him or herself from any vote that would represent a conflict of interest.
 - a. **Conflict of Interests** Members of the Board of Trustees stand in a fiduciary relationship to the College. Therefore, members must act in good faith, with due regard to the interests of the College and avoid any existing or potential financial or other interests which impair or might reasonably appear to impair a Trustee's independent, unbiased judgment in the discharge of the Trustee's fiduciary responsibilities to the College. The Board shall adopt a written Conflict of Interest Policy, which shall be reviewed annually and revised as necessary.
 - b. **Annual Disclosure** At each Annual Meeting, each Trustee is required to sign a disclosure statement about any financial conflict of interest with the College. The Audit Committee will review this statement annually.
 - c. **Voting** Each Trustee is required to disclose all pertinent conflicts before a Board or Committee vote. Apart from any appreciable legal requirement, the Board or Committee Chair as applicable will gauge whether a Trustee's conflict of interest is permissible and whether to require recusal of the Trustee with a conflicting interest or whether the Trustee may remain by non-participation in the discussion. The minutes of such meeting shall reflect the disclosure of any conflict of interest and the recusal of the interested Trustee.

ARTICLE XII. AMENDMENTS

1. The Bylaws may be changed or amended at any Annual or Regular meeting of the Board, or at a Special Meeting called for the purpose, by the vote of a majority of the Board, provided notice of the substance of the proposed amendment or restatement is sent to all Trustees at least 10 days before the meeting.

1.3.2 Bylaws and Constitution of Faculty Assembly

1.3.2.1.1 Faculty Assembly Constitution

FACULTY ASSEMBLY CONSTITUTION

ARTICLE I. THE NATURE OF THE CONSTITUTION

- 1.1 The Constitution of the Faculty Assembly is a statement of the responsibilities, rights, and authority of the College Faculty Assembly of Davis & Elkins College, confirmed by the Board of Trustees.
- 1.2 The Faculty Assembly, together with the administration, students, and the Board of Trustees, seeks to provide a quality liberal arts college, a Christian oriented, religiously diverse community, and a well-rounded program through which the individual student may mature in many areas of life.

ARTICLE II. RESPONSIBILITY/AUTHORITY OF THE FACULTY ASSEMBLY

The Faculty Assembly shall have responsibility and authority, subject only to the principles and policies of the Board of Trustees, in the following matters:

- 2.1 To select its own officers, committees, and representatives.
- 2.2 To recommend through the Vice President for Academic Affairs to the President students for a degree and candidates for honorary degrees.
- 2.3 To prepare the *Faculty Handbook*, subject to the final approval of the Board of Trustees.
- 2.4 To recommend to the Vice President for Academic Affairs and President, through the appropriate Faculty Assembly standing committee, the appointment, promotion, grant of tenure, appointment to emeritus status, and sabbaticals of absence of a faculty member.
- 2.5 To recommend to the Vice President for Academic Affairs and President policies and programs of faculty development, including sabbaticals, special leaves, and leaves of absence.
- 2.6 To recommend through the Vice President for Academic Affairs to the President policies of faculty compensation, fringe benefits, and general welfare.
- 2.7 To recommend to the Vice President for Academic Affairs and President and apply proper evaluation procedures and instruments, including student evaluations, in considering recommendations to be made concerning a faculty member.
- 2.8 To recommend to the Vice President for Academic Affairs and the President general academic policies of the College, policies as to curriculum, requirements for graduation, and long-range academic plans.
- 2.9 To conduct instruction, to recommend to the Vice President for Academic Affairs and President the curriculum, administer the curriculum, assess student learning, and monitor student attendance.
- 2.10 To recommend to the Vice President for Academic Affairs and President and maintain policies relating to the library and the academic use of computer services.
- 2.11 To consider and make recommendations concerning any other matter referred to it by the President, the Board of Trustees, or the Vice President for Academic Affairs.

ARTICLE III. ORGANIZATION

- 3.1 The Faculty Assembly shall consist of the President of the College, the Vice President for Academic Affairs, all full-time, regular faculty members who serve under the terms of the Davis and Elkins College *Faculty Handbook*.

- 3.2 All members of the Faculty Assembly shall be voting members. Full-time faculty who accept administrative assignments at the College shall retain voting privileges.
- 3.3 Regular and special meetings of the Assembly shall be held at such time and for such purposes as the Assembly shall determine.
- 3.4 The Assembly shall have such standing committees as may be provided by its Bylaws, and such special committees as it may from time to time determine.

ARTICLE IV. AMENDMENTS

- 4.1 Amendments to this Constitution shall be made by a vote of two thirds of votes cast by Faculty Assembly members present and by ratification of the Board of Trustees.
- 4.2 Proposed amendments shall be submitted in writing at a regular meeting of the Assembly and acted upon at the next regular meeting or a special meeting called for such purpose, provided that written notice has been given to the Assembly members seven days in advance of such special meeting. Such special meeting shall not be held when more than ten percent of the Assembly members, who are not on leave, are not in residence at the College.
- 4.3 Amendments approved by the Assembly shall be presented to the President of the College with a request to transmit them to the Board of Trustees for inclusion on the agenda of its next regular or special meeting.

ARTICLE V. RATIFICATION

- 5.1 This Constitution, including any amendments thereto, shall be in force after approval by the Board of Trustees.

Revised October 2006

1.3.2.1.2 Bylaws of the Faculty Assembly

ARTICLE I. OFFICERS

- 1.1 The Chair of the Faculty Assembly shall preside over the meetings of the Assembly; shall prepare the agenda in consultation with the Executive Committee, officers of the College, and the Secretary of the Assembly; and shall propose and oversee the Faculty Assembly budget. In the absence of the Chair, a Chair *Pro Tem* shall be appointed by the Chair. The Chair shall have the right to vote on all matters.
- 1.2 The Secretary shall keep the minutes of the Assembly meetings and actions; these minutes shall be permanently preserved in the offices of the President of the College and the Vice President for Academic Affairs and shall be available for inspection by any member of the College. The Secretary shall assist the Chair of the Assembly in preparing the agenda of the Assembly meetings.
- 1.3 The Treasurer of the Assembly shall collect and disburse funds of the Assembly as directed by the Assembly.
- 1.4 The Parliamentarian shall assist the Chair as appropriate in the conduct of Assembly meetings.

- 1.5 Officers shall be elected annually from the Assembly membership at the final meeting of the Spring semester and shall take office immediately. Voting for each elected position shall be by secret ballot.
- 1.6 The term of office shall ordinarily be from Spring election to Spring election.
- 1.7 In the event of a vacancy in the Chair of the Assembly, the Vice President for Academic Affairs shall appoint a member of the Assembly until the next regular meeting of the Assembly at which time the vacancy shall be filled by election for the remainder of the unexpired term of office. Vacancies in the remaining offices of the Assembly shall be filled by appointment by the Chair of the Assembly until the next regular meeting of the Assembly, at which time the vacancy shall be filled by election for the remainder of the term of the office.

ARTICLE II. MEETINGS

- 2.1 All members of the Assembly shall have the right and duty to participate.
- 2.2 Regular meetings ordinarily shall be held once a month throughout the academic year.
- 2.3 Special meetings may be held upon the call of the Chair, the Vice President for Academic Affairs, the President of the College, or on request of twenty members of the Assembly. Notice of such special meeting shall be given the membership of the Assembly at least forty-eight hours in advance of such meeting except in cases of emergency.
- 2.4 No meeting of the Assembly may be held when the College is not in regular academic session. Regular academic session includes the two weeks prior to the start of the Fall semester and the two weeks following the conclusion of Spring Semester.
- 2.5 A majority of the voting members of the Assembly shall constitute a quorum. For this purpose members of the Assembly on leave shall not be counted.
- 2.6 Any motion to revise policy introduced for the first time shall be referred for review and recommendation to the appropriate committee of the Assembly before final action can be taken by the Assembly, except when resolved, by two thirds of votes cast by members present, that action be taken immediately and without referral to a committee.
- 2.7 Matters referred to the Faculty Assembly by the Vice President for Academic Affairs, President, or Board of Trustees must be brought to motion and voted upon within a period of time prescribed by the referring party (not to be less than ninety (90) days during a regular academic session of the referral). A matter that is not returned within the time prescribed by the Vice President for Academic Affairs, President, or Board of Trustees and for which there is no communication from the Faculty Assembly may move forward without a recommendation.
- 2.8 *Robert's Rules of Order* shall be the rules governing procedure in Assembly meetings and those of its committees, except where contrary to the Bylaws.
- 2.9 From time to time the Chair may invite members of the administration or others to report or respond to the Faculty Assembly on issues of common interest or concern. Such attendance gives the guest the right to speak when recognized by the Chair.

ARTICLE III. COMMITTEES

- 3.1 The standing committees of the Assembly shall be Executive; Professional Affairs; Appointment, Promotion & Tenure; Curriculum; Admissions and Academic Standing; Faculty Development; and Assessment.
- 3.2 Except for the Appointment, Promotion & Tenure Committee, all Assembly memberships on committees shall be by appointment of the Executive Committee. Ordinarily each member of the Assembly shall serve on no more than one committee.
- 3.3 The President of the College and the Vice President for Academic Affairs shall be *ex-officio* members of all committees of the Assembly.
- 3.4 All Assembly committee members shall serve from initial appointment until the appointment of their successors.
- 3.5 All terms for members of standing committees shall be for three years, unless otherwise designated. Committee memberships shall be divided into three classes:
One class appointed for three years, one class appointed for two years, one class appointed for one year, so that one-third of each committee shall be appointed each year thereafter.
- 3.6 All appointments shall be made by the end of the Spring Semester to begin immediately.
- 3.7 Prior to the first Fall Faculty Assembly meeting each committee shall elect its Chair, to take office immediately, except as herein provided.
- 3.8 Vacancies shall be filled by appointment by the Executive Committee for the unexpired term of the position.
- 3.9 The Assembly may make provision for the recall of its members on committees.
- 3.10 Each committee shall determine the number and membership of its subcommittees.
- 3.11 A committee concerned with the formulation of policy shall submit its recommendations to the Assembly for discussion, modification, approval, or disapproval.
- 3.12 Each committee shall make a monthly report to the Assembly.
- 3.13 A copy of the minutes of each committee and subcommittee meeting shall be sent to the Chair of the Committee, the Chair of the Assembly, and the Vice President for Academic Affairs within one week after such committee or subcommittee meeting.
- 3.14 Committee Chairs shall have the right to vote on all matters.

ARTICLE IV. EXECUTIVE COMMITTEE

- 4.1 The Executive Committee shall consist of eleven (11) members of the Assembly: the Chair of Faculty Assembly, the chair (or designee) of each of the six standing committees, a designee from the Appointments, Promotion, and Tenure Committee (APT), and three (3) members elected by the Assembly. The three members elected by the Assembly shall serve on a 3-year rotation and shall not serve on another standing committee.
- 4.2 The Executive Committee shall function as a forum to generate, communicate, implement, and refer ideas relevant to the operation of the Faculty Assembly.
- 4.3 The Committee shall have the following responsibility and authority:
 - 4.3.1 To act on behalf of the Assembly outside of regular academic terms.

- 4.3.2 To advise and assist the administration in all matters which it may refer to the Committee for consideration.
- 4.3.3 To recommend through the Vice President for Academic Affairs to the President candidates for honorary degrees.
- 4.3.4 Through a subcommittee presided over by the Faculty Assembly Chair, to annually appoint members of the Faculty Assembly to standing committees as provided herein and to any other committees of the Assembly.
- 4.3.5 To nominate to the Assembly members of the Assembly for election as officers of the Assembly, as Assembly representatives on any search committee for President or Vice President for Academic Affairs, and as representatives to the committees of the Board of Trustees. To recommend faculty to serve on College-wide standing and *ad hoc* committees.
- 4.3.6 To sponsor cultural and social programs.
- 4.3.7 To act on all matters within the jurisdiction of the Assembly not specifically assigned to another committee. Any action taken by the Executive Committee between sessions requires a 2/3 vote of the Executive Committee and shall be reported to and affirmed (or rescinded) by the full Assembly at the next scheduled Faculty Assembly meeting
- 4.4 In the performance of its duties, the Executive Committee shall have broad discretion subject to the reserved powers of the Faculty Assembly and the principles and policies of the Board of Trustees of Davis & Elkins College.

ARTICLE V. PROFESSIONAL AFFAIRS COMMITTEE

- 5.1 The Professional Affairs Committee shall consist of seven members of the Faculty Assembly.
- 5.2 The Committee shall have the following responsibility and authority:
 - 5.2.1 To address matters involving professional standards and work conditions of faculty and make appropriate recommendations to the Faculty Assembly.
 - 5.2.2 To recommend policy changes in the *Faculty Handbook* to the Faculty Assembly.
 - 5.2.3 To recommend faculty evaluation procedures and instruments, including student evaluations, to the Faculty Assembly.
 - 5.2.4 To review and recommend to the Faculty Assembly policies of faculty compensation, including policies as to salary scales, fringe benefits, and general welfare.

ARTICLE VI. APPOINTMENT, PROMOTION AND TENURE COMMITTEE

- 6.1 The Appointments, Promotion and Tenure Committee shall consist of seven members of the Faculty Assembly with a rank of Associate Professor or higher and the Vice President for Academic Affairs, who shall serve as the Chair of the Committee with voting rights. The tenured members shall be selected to represent the academic departments of the College as widely as possible. A recording secretary will be elected from within the Committee membership each year. Election of members will be by secret ballot of the

faculty at the final Faculty Assembly meeting of each academic year with new members taking office immediately. In preparation of the election of the Appointments, Promotion, and Tenure Committee, the Executive Committee shall prepare a slate of candidates numbering one less than the number of Committee members to be elected. At least one other candidate shall be nominated from the floor of the Assembly at the meeting during which the election is held. At the time of the election the Executive Committee shall also present a list of those faculty members who are qualified and available for election to the Appointment, Promotion, and Tenure Committee.

- 6.2 The Committee shall have the following responsibility and authority: The Committee shall meet at the call of the Vice President for Academic Affairs for the purpose of evaluating and recommending through the Vice President for Academic Affairs to the President all faculty for appointment, promotion, and grant of tenure. The President will consult with the Committee prior to dismissing a full-time faculty member during his or her period of appointment.
- 6.3 Procedures:
 - 6.3.1 The Committee shall meet to review different categories of faculty at the appropriate times so as to ensure that faculty can be recommended or non-recommended in sufficient time for notification to comply with the guidelines established in the Bylaws of the Board of Trustees, in accordance with the *Faculty Handbook*.
 - 6.3.2 The Committee will preserve confidentiality in the conduct of its business as to ensure fairness to all parties. Decisions of the Committee will be recorded in the minutes and through the written recommendations to the President provided by the Vice President for Academic Affairs.
 - 6.3.3 The Committee will render its best judgment on each case based upon evidence available from a variety of College sources, to include information provided by the candidate. The Committee is free to conduct further investigation when necessary. The Committee will evaluate candidates based upon the criteria established above under the Bylaws of the Board of Trustees, in accordance with the *Faculty Handbook*.
 - 6.3.4 The Committee will review all candidates for full-time and part-time faculty for initial appointment.
 - 6.3.5 For promotion and tenure deliberations a simple majority will constitute a quorum.
 - 6.3.6 Should a member of the Appointments, Promotion, and Tenure Committee be under consideration, that individual will absent himself or herself and be without vote for that portion of the deliberations.

ARTICLE VII. CURRICULUM COMMITTEE

- 7.1 The Curriculum Committee shall consist of seven members of the Assembly. When the Committee is considering a curricular proposal from a program with specialized accreditation, the Committee shall consult with the director of that program.
- 7.2 The Committee shall have the following responsibility and authority:
 - 7.2.1 To recommend to the Faculty Assembly academic policies and curriculum additions, deletions, and changes.

- 7.2.2 To provide leadership for general education curriculum.

ARTICLE VIII. ADMISSIONS AND ACADEMIC STANDING COMMITTEE

- 8.1 The Admissions and Academic Standing Committee shall consist of seven members of the Assembly.
- 8.2 The Committee shall have the following responsibility and authority:
 - 8.2.1 To recommend to the Assembly policies regarding admissions to the College.
 - 8.2.2 To recommend to the Faculty Assembly policies regarding Academic Standing.
 - 8.2.3 To review Academic Standing at the end of each semester
 - 8.2.4 To take actions on students below required minimum standards.
 - 8.2.5 To recommend to the Assembly policies on retention.
 - 8.2.6 To determine Life Experience Credit.

ARTICLE IX. ASSESSMENT COMMITTEE

- 9.1 The Assessment Committee shall consist of seven members of the Assembly.
- 9.2 The Committee shall have the following responsibility and authority:
 - 9.2.1 To recommend policies to the Faculty Assembly regarding the assessment of student academic achievement.
 - 9.2.2 To work with academic departments, divisions, the Office of Institutional Research, and the Vice President for Academic Affairs to ensure that appropriate assessment activities, feedback loops, and program changes are carried out on an ongoing basis.
 - 9.2.3 To assess the general education curriculum.
 - 9.2.4 To compile institutional reports as appropriate.

ARTICLE X. FACULTY DEVELOPMENT COMMITTEE

- 10.1 The Faculty Development Committee shall consist of seven members of the Assembly.
- 10.2 The Committee shall have the following responsibilities and authority:
 - 10.2.1 To foster faculty development in the areas of teaching and course development; research and scholarship; service to the College, the higher education community, and the community at large.
 - 10.2.2 To formally solicit input from the faculty regarding their needs and desires in the area of faculty development and to communicate these needs and desires to the Office of Academic Affairs.
- 10.3 To make recommendations to the Office of Academic Affairs regarding institutional policies on faculty development.
- 10.4 To consider and review—as appropriate—applications for College-provided faculty development funds and awards and, to make corresponding recommendations to the Office of Academic Affairs regarding the awarding of such funds and awards.

- 10.5 To advise and assist the Office of Academic Affairs in the planning and implementation of faculty development activities

ARTICLE XI. GRIEVANCE COMMITTEE

- 11.1 The Grievance Committee shall consist of five members of the Faculty Assembly, of whom at least three shall hold the rank of Assistant Professor or above.
- 11.2 The Committee shall be appointed by the Executive Committee on the written request of a faculty member to hear and determine a grievance.
- 11.3 The Committee shall establish procedures for the hearing of the case, consistent with the requirements of due process, including notice of charges, reasonable notice of prompt hearing, assistance of a representative designated by the party or supplied by the Committee, confrontation by witnesses and opportunity for cross-examination, and, if requested, a transcript of the hearing.
- 11.4 Within three business days of the close of a hearing, the Committee shall make its written recommendation to the appropriate authority, including a dissent if any.

ARTICLE XII. FACULTY ASSEMBLY REPRESENTATIVES TO BOARD OF TRUSTEE COMMITTEE MEETINGS

- 12.1 Faculty Assembly representatives to the Board of Trustees Committee Meetings shall be as follows:
- 12.1.1 Board of Trustees Academic Affairs Committee: three representatives from the Curriculum Committee.
- 12.1.2 Board of Trustees Business and Finance Committee: three representatives from the Professional Affairs Committee.
- 12.1.3 Board of Trustees College Advancement Committee: three representatives from the Executive Committee.
- 12.1.4 Board of Trustees Enrollment Management Committee: three representatives from the Admissions and Academic Standing Committee.
- 12.1.5 Board of Trustees Student Life Committee: three representatives from the Assessment Committee.
- 12.2 Board of Trustees Faculty Meetings, with the exception of executive sessions, are open and other faculty may attend the meetings.

ARTICLE XIII. AMENDMENTS

- 13.1 Amendments to this Constitution shall be made by a vote of two thirds of votes cast by Faculty Assembly members present.
- 13.2 Proposed amendments shall be submitted in writing at a regular meeting of the Assembly and acted upon at the next regular meeting or a special meeting called for such purpose, provided that written notice has been given to the members of the Assembly seven days in advance of such special meetings. Such a special meeting shall not be held when more than ten percent of the Assembly members, who are not on leave, are not in residence at the College.

ARTICLE IV. RATIFICATION

- 14.1 These Bylaws, including any amendments thereto, shall be in force after approval by the Board of Trustees.

1.3.3 Bylaws and Constitution of Student Assembly

1.3.3.1.1 Student Assembly Constitution

STUDENT ASSEMBLY CONSTITUTION

ARTICLE I: THE NATURE OF THE CONSTITUTION

- 1.1 The constitution of the Student Assembly is a statement of the responsibilities, rights, and authority of the Student Assembly of Davis & Elkins College, confirmed by the Board of Trustees.
- 1.2 The students of Davis & Elkins College, in order to provide a more responsible form of student government, to provide an opportunity for students to play an effective role in the operation and governance of the institution, to foster an environment of academic freedom and academic responsibility, as well as student freedom through responsibility, and to promote better communication among faculty, administration, and students, establish this Student Assembly.

ARTICLE II: RESPONSIBILITY AND AUTHORITY OF THE STUDENT ASSEMBLY

The Student Assembly will have the responsibility and authority, subject to the principles and policies of the Board of Trustees, in the following matters:

- 2.1 To select its own student chairpersons, committees, and representatives.
- 2.2 To apportion Student Assembly fees among campus organizations.
- 2.3 To establish policies for campus programs funded by College moneys and policies for social and recreational student activities, and to supervise the operations of all organizations.
- 2.4 To recommend to the administration policies and improvements for the physical management of the campus, subject to the approval of the administration.
- 2.5 To oversee the executive boards, that is part of the Student Assembly.
- 2.6 To have an advisory capacity in the negotiating and operations of all contracted services of the College that affect them. There shall be no less than two representatives of the student body appointed to such a purpose by either the members of the Student Assembly or the Vice President or Business and Administration for the College, as deemed fit by the members of the Student Assembly. Such contracts should include, but are not limited to bookstore services, house and grounds-keeping services, and foodservices.

ARTICLE III: ORGANIZATION

- 3.1 The Student Assembly will consist of representatives selected by students who pay a student association fee; the members of the Student Assembly Cabinet; and, without vote, the President of the College, the Director of Student Life, and the College Chaplain.
- 3.2 Regular and special meetings of the Student Assembly will be held at such a time and for such purposes as the Student Assembly will determine.

- 3.3 The Student Assembly will have such officers and standing committees as may be provided by its Bylaws, and such special committees as it may determine necessary.

ARTICLE IV: AMENDMENTS

- 4.1 Amendments to this Constitution will be made by a two-thirds vote of the quorum of the Student Assembly present at roll call and by ratification of the Executive Board.
- 4.2 Proposed amendments will be submitted in writing at a regular meeting of the Student Assembly and acted upon at the next regular scheduled meeting or a special meeting called for such purpose, provided that notice has been given to the Student Assembly members 48 hours in advance of such special meeting.
- 4.3 Amendments approved by the Student Assembly will be presented to the President of the College with a request to transmit them to the Board of Trustees for inclusion on the agenda of its next regular or special meeting.

ARTICLE V: RATIFICATION

- 5.1 Upon a two-thirds approval by a quorum of the Student Assembly present at roll call, this Constitution and Bylaws will be presented to the President of the College with a request to transmit it to the Board of Trustees for inclusion on the agenda of its next regular or special meeting.
- 5.2 This Constitution and Bylaws will be in force after approval of the Davis & Elkins College Board of Trustees, and will supersede the Constitution and Bylaws of the present Student Assembly.

Revised February 2013

1.3.3.1.2 Student Assembly Bylaws

STUDENT ASSEMBLY BYLAWS

ARTICLE I. NAME

Student Assembly of Davis & Elkins College (hereafter Student Assembly) –The responsibilities, rights, and authority of the Student Assembly of Davis & Elkins College are confirmed by the Board of Trustees of Davis & Elkins College.

ARTICLE II. PURPOSE

Student Assembly is constituted to provide a more responsible form of student government to provide an opportunity for students to play an effective role in the operation and governance of the institution to foster an environment of academic freedom and academic responsibility as well as student freedom through responsibility and to promote better communication among faculty, administration, and students.

ARTICLE III. AUTHORITY & RESPONSIBILITY

Student Assembly will have the responsibility and authority, subject to the Board of Trustees policies, to fulfill the following obligations:

- To select its own student leaders, committee, and representatives,
- To apportion Student fees among student organizations,
- To advise campus programs funded by College moneys for student social and recreational activities,
- To supervise the operations of all student organizations by overseeing organization executive boards that form Student Assembly,
- To recommend to College administration policies and improvements for the physical management of campus, and
- To advise the College administration in the negotiating and operations of all contracted services that directly impact students.

ARTICLE IV. RATIFICATION

Student Assembly Bylaws will be in force after approval of the Board of Trustees and will supersede any previous versions of Student Assembly Bylaws.

1. **AMENDMENTS** Any changes to Student Assembly Bylaws require a quorum approval. Proposed amendments must be submitted in writing to the Student Assembly Cabinet for consideration and will be voted upon at the next regular meeting. Upon approval, the proposed changes will be submitted to the President of the College for approval by the Board of Trustees.

ARTICLE V. MEMBERSHIP

The membership of Student Assembly will consist of the Student Assembly Cabinet (one President, one Vice President; one Secretary; and one Treasurer; and, up to two representatives from each recognized organization, along with other members; and without vote, the guiding voices of the Vice President for Student Affairs and the President of the College. The Vice President for Student Affairs serves as the adviser to Student Assembly.

1. **ORGANIZATIONS** In order to be formally recognized by Student Assembly, each organization must have a full executive board (one President, one Vice President; one Secretary; and one Treasurer) and must have a faculty or staff advisor. Organizations who do not meet this criterion may lose the right of membership in Student Assembly. Each organization may designate up to two representatives to be voting members of Student Assembly. The organization's representatives' terms extend for one academic year. The same student may represent an organization in consecutive years.
2. **MEMBERS AT LARGE** After attending three consecutive meetings, any student may request to become a voting member of Student Assembly. The interested student must state why they want to join and how they will contribute to Student Assembly. There are no term limits for members at large.
3. **VACANCIES** If any voting member misses three consecutive meetings, voting privileges are lost. If the member was representing an organization, the organization

may elect a new representative. Excused absences (representing the College, participating in approved field trips, illness, family emergencies, or other absences excused in advance by the Cabinet) will not count against a member.

4. **REMOVAL** Members of Student Assembly are expected to conduct themselves as leaders on campus. At the consensus of the Student Assembly Cabinet, with input from the Vice President of Student Affairs, voting members may be removed for conduct considered unbecoming of a student leader; this includes violating the Student Code of Conduct, engaging in crimes, or in unethical or malicious behavior.
5. **MEMBER RESPONSIBILITIES.**
 - a. To represent the needs and perspectives of the student body;
 - b. To speak openly about and help address issues that impact the students of the College;
 - c. To work collaboratively with other students and College personal to enhance the living and learning environment at the College.

ARTICLE VI. OFFICERS OF STUDENT ASSEMBLY

1. **CABINET** The Cabinet of Student Assembly shall be comprised of one President, one Vice President; one Secretary; and one Treasurer. In addition of the individual duties of the officers, the Cabinet is vested with the powers listed below.
 - a. Considers and acts upon urgent matters brought to Student Assembly between regular scheduled meetings.
 - b. Reviews and either affirms or rejects Treasurer and Budget Committee objections to proposed fund requests.
 - c. With consensus, removes members charged with behavior unbecoming of student leaders.
 - d. Acts as a liaison between Student Assembly and any other College organization or group (e.g. Faculty Assembly).
 - e. Guides the work of Student Assembly.
 - f. Serves as student representatives to the Board of Trustees
2. **THE PRESIDENT OF STUDENT ASSEMBLY** The President of Student Assembly will preside over and prepare the agenda for meetings; sever as a liaison between committees and College administration; consult regularly with Student Assembly Committee Chairs and Organization's Presidents; and serve as the Chair of the Student Assembly Cabinet. In addition, the Student Assembly President will:
 - a. Meet with the President of the College at least every two weeks;
 - b. Meet with the Vice President of Student Affairs every week;
 - c. Meet with the Board of Trustees at least once a semester;
 - d. Assume duties of a Student Assembly Cabinet member who is temporarily unable to perform their duties;
 - e. Chair the Student Assembly Policy Committee;
 - f. Serve on the Student Assembly Budget and the Alumni Relations Committee;
 - g. Appoint members to Student Assembly standing committees; and,

- h. Form ad hoc committees to more fully explore and meet the current and specific needs of the student body
- 3. **THE VICE PRESIDENT OF STUDENT ASSEMBLY** The Vice President will act for the President should the office become vacant or the President is temporarily unable to fulfill their duties. In addition, the Student Assembly Vice President will:
 - a. Chair the Grievance and Dining Committees;
 - b. Meet regularly with the Director of Dining Services to share students' perspectives of food services;
 - c. Meet with the Student Athletic Advisory to monitor student involvement at events
- 4. **THE SECRETARY OF STUDENT ASSEMBLY** The Secretary will keep minutes of Student Assembly meetings and actions. These minutes will be permanently preserved for Student Assembly as well as the office of Student Life and the President. In addition, the Student Assembly Secretary will:
 - a. Chair the Election Committee;
 - b. Take attendance at each Student Assembly meeting;
 - c. Provide a typed record of minutes within 24 hours after a Student Assembly meeting;
 - d. Seek approval of each meetings minutes at the next regularly scheduled meeting;
 - e. Provide notice of any meeting, regular or otherwise, at least 72 hours in advance;
 - f. Send notice of all Student Assembly events, due dates, elections, or special meetings to the Office of Communications & Marketing to provide campus wide notice.
- 5. **THE TREASURER OF STUDENT ASSEMBLY** The Treasurer will receive and disburse all Student Assembly funds, keep records thereof, and make regular reports to Student Assembly. Additionally, the Treasurer of Student Assembly will:
 - a. Ensure all check requests and disbursements are co-signed by the Vice President of Student Affairs;
 - b. Chair the Budget Committee;
 - c. Object to any unreasonable requests or poor utilization of funds; and,
 - d. Process all check and cash advancement with the appropriate documentation and necessary forms.
- 6. **ELECTION OF OFFICERS** Any student who has been a member of Student Assembly with a minimum GPA of 2.5 is eligible to run for office of Student Assembly. To be eligible, a student must have completed at least 30 credit hours and not be under any disciplinary or academic probations or investigations. The candidate must hold office as a student at Davis & Elkins College for the entire academic year for which they are elected. Presidential and Vice-Presidential candidates must also have served as a representative in Student Assembly for a minimum of two semesters. Potential candidates who meet the criteria must file a letter of intent accompanied by 100 student signatures to the Secretary of Student Assembly no later than January 31st. Elections will

be complete no later than the last Friday of March. Winners are determined by a simple majority with every student having one vote.

7. **REMOVAL FROM OFFICE** The Vice President for Student Affairs may remove any Student Assembly Cabinet member from office in the event of gross misconduct (e.g. embezzlement, sexual misconduct, other crimes, violent or dangerous behavior, and serious violations of the Student Code of Conduct). The Student Assembly may also remove members from Cabinet (an impeachment).

Impeachment proceedings may be activated if a member of the Cabinet is unable to carry out the duties and responsibilities of the office, engaging in behaviors may be considered unbecoming of a student leader, or failing to represent the student body. To initiate impeachment, a petition containing the signatures of two-thirds majority of Student Assembly voting members. With the assistance of the Vice President for Student Affairs, the President will preside over the impeachment meeting, unless that is the office in question in which case the Vice President will preside over the proceedings. No person under impeachment shall preside over the impeachment meeting.

ARTICLE VII. MEETINGS OF STUDENT ASSEMBLY

Student Assembly meetings will be held weekly at a time and location determined at the First Meeting. All meetings of Student Assembly are open to the student body except for Cabinet Meetings. No meeting of Student Assembly may be held when the College is not in regular academic session.

1. **The First Meeting** The first Student Assembly meeting of each academic year will be held within the first two weeks of the Fall semester and the primary content will be an orientation for new members and the upcoming academic year.
2. **Special Meetings** Special meetings may be called by the President so long as 72-hour notice is provided to Student Assembly members.
3. **Cabinet Meetings** Only the officers of Student Assembly may attend. Cabinet meetings may be called by the President of Student Assembly or the Vice President of Student Affairs to discuss urgent matters between regular meetings; remove a student from Student Assembly for misconduct; or to review the Treasurer's or Budget Committee's concerns regarding budget requests.
4. **Notice of Meetings** All regular meetings will be announced during the first meeting and do not require special additional notice unless there is a change in time or location. All other meetings or changes in time or location to regular meetings require that Student Assembly members receive notice 72 hours prior to the meeting. This notice shall include the meeting's purpose, date, time, and location.
5. **Quorum** A majority of the members of Student Assembly shall constitute a quorum for any meeting. An affirmative vote of a majority of Student Assembly shall constitute an action of Student Assembly.

6. **Budget Meeting** The Budget meetings of the Student Assembly shall occur in November to set the budget for the following Spring semester and in April to set the budget for the following Fall semester. All organizations must be represented at each budget meeting.
7. **Impeachment Meeting** Once a petition has been received by the President, or if the office in question is the President, the Vice President, the matter will be investigated by the Grievance Committee to determine the facts of the matter or if a course of action other than impeachment can fairly resolve the matter. If no other resolutions are feasible or by recommendation of the Grievance Committee, the Impeachment Meeting will be called with a minimum of 72-hour notice to the members and of Student Assembly. The officer who is the subject of the Impeachment Meeting, must step down from the position. The office will remain temporarily vacant until the matter has been resolved. The meeting will begin by the Grievance Committee presenting their findings and considerations to Student Assembly. Voting members must be allowed to question the subject of the impeachment and those calling for the impeachment with each side having the right to explain through a rebuttal. Upon conclusion of the Grievance Committee's report and the impeachment hearing, the presiding officer will call for a vote. A two-thirds majority (and not a simple quorum) is required for impeachment. The impeachment is subject to the Office of the College President or his or her designee.
8. **Attendance by Officers** Student Assembly Cabinet members are expected to attend all meetings. Should a Cabinet member miss more than three (3) meetings, the office will become vacant. Excused absences (representing the College, participating in approved field trips, illness, family emergencies, or other absences excused in advance by the Cabinet) will not count against an officer.
9. **Order of Business and Procedure** Student Assembly meetings will follow parliamentary procedure as defined by Robert's Rules of Order. The President will call the meeting to order, the Secretary will take attendance and present the previous meeting's minutes for approval, the Treasurer will provide a report, and each committee will share an update as appropriate.

ARTICLE VIII. COMMITTEES OF STUDENT ASSEMBLY

The Committees of Student Assembly shall provide a written or oral report of its work to Student Assembly of each meeting. The President of Student Assembly and the Vice President for Student Affairs shall be ex officio members of all Board committees. Unless otherwise provided, three members of a committee constitute a quorum for any committee or subcommittee meeting.

1. **The Policy Committee** The policy committee's primary function is to create, monitor, and implement policies and procedures as needed to ensure that Student Assembly is operated fairly and consistently in harmony with other governing bodies of the College. Should policies or procedures need modified, the policy committee will be tasked with drafting the needed policies and submitting Student Assembly for approval before implementing. The Policy Committee is chaired by the President of Student Assembly

and at a minimum is comprised of an elected member from Student Assembly and two members appointed by the Student Assembly President.

2. **The Grievance Committee** The Grievance Committee, chaired by the Vice President of Student Assembly will primarily oversee the impeachment of a Student Assembly Officer. Although, any student of the College can approach the Grievance Committee to seek redress on behalf of the student body because of an action of Student Assembly or to request that Student Assembly seek redress from another governing body of the College on behalf of students. The Grievance Committee will explore all avenues of compromise and solutions to the issue at hand before implementing any formal resolution. Any grievance committee activities may not conflict or interfere with existing College policies and procedures. In addition to the Vice President of Student Assembly, membership of the Grievance Committee is two elected members at large from Student Assembly and two members appointed by the Student Assembly President.
3. **The Budget Committee** Chaired by the Treasurer of Student Assembly, the Budget Committee has the responsibility and authority to establish and supervise guidelines for the use of Student Assembly funds; to continually audit the Student Assembly budget and allocations in past, current, and proposed spending; to recommend to Student Assembly via the Policy Committee appropriate policies and procedures for the disbursement of funds to organizations; and, to recommend to Student Assembly and changes regarding student fees. In addition to the Treasurer, the remaining members of Cabinet, and either the President or Treasurer from each recognized organization make up the membership of the Budget Committee.
4. **Election Committee** Working closely with the Vice President of Student Affairs, the Elections Committee is responsible for overseeing the election of Student Assembly officers and any other elections that occur within the scope of Student Assembly by setting campaign and election dates, supervising voting stations and campaign events, and, enforcing election and campaign rules. In addition to the Secretary of Student Assembly serving as the Chair, the President of Student Assembly, two Presidentially appointed members, and two at large members elected from Student Assembly will form the Election Committee.
5. **The Dining Committee** Chaired by the Vice President for Student Assembly, the Dining Committee exists to monitor student feedback regarding Dining Services and seek solutions or programming to maximize the dining hall services while meeting the students' needs while honoring the limitation of campus resources. In addition to the Vice President, this committee will have at least one member elected from Student Assembly and one member appointed by the President of Student Assembly.
6. **Campus Activities Committee** This Committee will work closely with Coordinator of Campus Activities in the Office of Student Life to plan and organize student activities that are engaging, fun, developmentally appropriate, desirable, or educational to the student body. At a minimum, membership shall be comprised of a representative from the three largest recognized clubs, two members appointed by the President of Student Assembly, and two members elected at large from Student Assembly. The Chair of the Committee will be elected by the committee.

7. **Academic Committee** The Academic Committee will serve as a liaison to faculty senate, monitor and communicate back about changes to Academic policies and programs, coordinate and express student concerns about Academic matters and policies, work with existing academic staff to express the needs and concerns of the students, and as appropriate suggest solutions and changes to better serve the academic needs of the students. At a minimum, the Academic Committee will be comprised of two members at large elected by Student Assembly and two members appointed by Student Assembly President. The Chair will be elected by the committee and is responsible for meeting with the Vice President for Academic Affairs and the President of Faculty Senate at least once a semester as needed.
8. **Alumni Relations Committee** The purpose of the Alumni Relations Committee is to foster relationships between alumni and current student leaders. The Alumni Relations committee will be comprised of the President of Student Assembly, two Presidentially appointed members, and two members at large elected from Student Assembly. The committee will select its own chair who will be responsible for meeting with the Alumni Coordinator twice a semester at a minimum.
9. **Ad hoc Committee** Other committees, not to be in action for more than an academic year, can be formed on an as needed basis with membership to be determined by the President of Student Assembly. Student Assembly can also form such short-term committees by vote. These committees may be formed to oversee a particular task or project, to resolve a specific issue, or to research a particular issue and/or make recommendations for Student Assembly action.

ARTICLE XI. CONFLICT OF INTEREST

To avoid possible bias or appearance of bias, Student Assembly Cabinet Members may not serve as an executive board member of any standing student organization. Additionally, the Vice President for Student Affairs may not serve as an advisor to any club or organization.

1.3.4 Bylaws and Constitution of Alumni Association

Article I - Name

The name of this organization shall be the Davis & Elkins College National Alumni Council (hereafter the “NAC”). The NAC shall be the governing body of the Davis & Elkins College graduates; College certificate holders; honorary degree recipients; and those who have attended the College for at least one (1) year but did not receive a degree and have passed the date of intended graduation (hereafter the “Alumni”).

Article II - Purpose

The purpose of the NAC is to:

- develop an active program of alumni support for the mission of the Davis & Elkins College (hereafter the “College”) as established by the College President and Board of Trustees (hereafter the “Trustees”);

- increase and promote awareness among alumni about the activities and accomplishments of the College;
- assist the College in strengthening its academic, cultural, administrative, spiritual, moral and financial well-being;
- foster fellowship among alumni by providing opportunities for alumni gatherings, service and communication; and,
- host the annual Alumni meeting on campus, normally held in the fall during Homecoming weekend.

Article III - Membership

The membership of the NAC shall consist of a minimum of twenty-one (21) and maximum thirty-three (33) elected voting alumni members.

- Each NAC member shall have one vote on all issues brought before the membership for a vote.
- No persons shall be elected to the NAC if they are an employee of the College.
- The College's Chief Development Officer and Alumni Relations Representative shall be ex officio non-voting members.

Article IV– Duties of Members

Each member of the NAC shall take a personal oath and pledge to; “uphold the Constitution and Bylaws (hereafter ‘Bylaws’) of the NAC and support the decisions of the NAC.” Further, all NAC members should, to the best of their ability:

- attend and participate in the semi-annual meetings;
- support the work of the NAC and actively participate in at least one standing committee;
- stay informed about the mission, programs and services offered by the College;
- share their knowledge and enthusiasm about the College with fellow alumni, friends, and others whom they encounter;
- support the College financially; and
- encourage others to support the College through gifts of time, talent and financial resources.

Article V – Duties of Officers

The NAC shall be governed by the following officers: President, Vice President, Secretary, Parliamentarian, Financial Officer, and Membership Officer.

Section 1. President

The President shall: chair all Alumni, NAC; and Executive Committee meetings; represent the Alumni at College functions as appropriate and may designate another NAC member to serve in his or her place if the President's participation is desired but the President is unavailable; appoint chairpersons and members of all standing committees in consultation with the Executive Committee; coordinate activities of the annual Bylaws review in the Executive Committee and report results to the Trustees annually, on or before May 31st; and create ad hoc committees as deemed necessary.

Section 2. Vice President

The Vice President shall: perform the duties of the President in the event of absence or disability of the President; report the activities of the Executive Committee at the NAC meetings; and coordinate activities of the annual strategic plan review in the Executive Committee.

Section 3. Secretary

The Secretary shall: within thirty (30) days after all NAC and Executive Committee meetings, distribute a draft of minutes and any approved minutes to the College Development Office and to each NAC member; maintain a record of member attendance at NAC meetings; within thirty (30) days after the fall meeting, issue a report to all members of their cumulative attendance record and after consulting with the Executive Committee, provide written notice to members who have vacated their membership, as described herein.

Section 4. Parliamentarian

The Parliamentarian shall: be responsible for seeing that Robert's Rules of Order and Bylaws are followed during meetings of the NAC and Executive Committee; and administer the oath to all new members at the fall meeting.

Section 5. Financial Officer

The Financial Officer shall: be responsible for all financial matters of the NAC including reviewing all funds related to NAC action and submit a written or oral report of its work at each NAC meeting.

Section 6. Membership Officer

The Membership Officer shall: be responsible for maintaining records of NAC current and pending membership vacancies; reviewing, updating and submitting candidate membership qualification standards to the Executive Committee for approval; identifying Alumni members as candidates for NAC membership, vetting those seeking membership, informing the Executive Committee of qualified candidates and submitting those candidates to NAC members for vote; conducting the orientation program for new NAC members; and coordinating activities resulting in the recommendation of officers to the Executive Committee for approval and submitting a list of approved officer candidates to the NAC members for vote.

Article VI – NAC Committees

There shall be an Executive Committee and three (3) Standing Committees: Alumni Development Committee; Regional Alumni Events Committee; and Student and Young Alumni Committee. Each member of the NAC shall receive an appointment to at least one committee. The standing committees shall be composed of a Chair and a minimum of three (3) other members. Standing Committee Chairs shall submit a written or oral report of its work at each NAC meeting. All Committees shall develop a protocol for its activities to present to the Executive Committee for approval. The NAC President shall be an ex officio member of all standing committees. NAC Officers shall not be Committee Chairs and other NAC members shall not be Chair of more than one Committee. Alumni can participate on any standing committee and shall not serve as chair. The Executive Committee shall typically meet monthly by electronic or telephone means, unless during the months of the spring and fall NAC meetings, at which time they shall typically meet at the College, one day prior to the scheduled NAC meeting. All other Committees shall meet by electronic or telephone means, as reasonable and required, as directed by the Committee Chair, but shall typically meet at all spring and fall NAC meetings. An Exit Report shall be provided to the Executive Committee upon resignation of the Chair of a Standing Committee.

Section 1. Executive Committee

Voting members of the Executive Committee shall be the President who will serve as Chair, Vice President, Secretary, Parliamentarian, Financial Officer, Membership Officer and the Chairs of all Standing Committees. The College's Chief Development Officer and the coordinator of alumni relations shall be ex officio non-voting members. This committee is empowered to: transact business for the NAC during intervals between its scheduled meetings; approve all written committee protocol; review the Secretary's NAC meeting attendance report to confirm the vacation of members; review Bylaws annually; and develop and review a strategic plan annually. All actions taken by this committee are subject to review by the NAC at its next meeting.

Section 2. Alumni Development Committee

Creating opportunities to increase participation in, and value of, any current College fundraising activities, including bequests and grants, by co-working with the NAC, Alumni and the College Development Office.

Section 3. Regional Alumni Events Committee

Fostering participation and growth of regional alumni chapters and events.

Section 4. Student and Young Alumni Committee

Facilitating the successful transition from student to post-College life including areas of student career mentoring, internship and placement; alumni connectivity; and philanthropy.

Article VII – NAC Nominations and Elections

Section 1. Term Limits

- All NAC members shall be elected for a three (3) year term. The term shall commence July 1st following the conclusion of the spring meeting where they were elected and shall end June 30th after the spring meeting three (3) years hence.
- NAC members who were elected and served three (3) complete consecutive terms may be eligible for re-election anytime following a one (1) year period in which they are not an active member.

Section 2. Re-election of Members

- After the fall meeting, NAC members whose terms are expiring and are eligible to serve another term, will respond, within thirty (30) days, in writing to the Membership Officer's written inquiry, whether he or she desires to serve another term. Lack of written response shall be considered as the member declining the additional term.
- Membership vacancies will be filled from a prospective candidate pool. The Membership Officer will so advise the Executive Committee and will solicit new member prospects.

Section 3. New Members

- The Membership Officer shall continuously solicit prospective candidates' names from multiple sources including but not limited to the: current NAC membership, College, and Alumni, and shall maintain a continuous prospect list. Among other factors, selection consideration should be given to diversity of time period attending College, gender, ethnicity and geography.
- B. Prior to the spring meeting, of the year in which openings occur on the NAC, the Membership Officer shall provide the names of the prospects to the College Development Office for any additional contact information required, College matriculation details, donor history, and any circumstances which may disqualify them from membership.
- C. Prior to the spring meeting, the Membership Officer shall send qualified candidates an invitation for NAC membership consideration, along with a brief application and request for their resume. To be considered further, they are requested to return all materials within thirty (30) days.
- D. If an invitee does not provide their information within thirty (30) days after the request, their name shall be removed for membership consideration in that year and their failure to respond fully is noted on the prospect list, but their name can remain on the list for possible contact when another term vacancy exists.
- E. The Membership Officer shall identify and provide a summary of candidates to the Executive Committee. In consultation with the Executive Committee, the Membership

Officer shall prepare a listing of prospective candidates to present to the NAC for consideration in preparation for the full NAC membership vote during the spring NAC meeting.

Section 4. Officers

The NAC shall, at its spring meeting in alternate years, elect from its qualified members, the following officers: President; Vice President; Secretary; Parliamentarian; Financial Officer and Membership Officer. The officers shall be elected for two-year terms and will take office July 1st following the conclusion of the spring meeting where they are elected.

Commencing with the fall NAC meeting preceding scheduled officer elections, the Membership Officer shall solicit members of the NAC for nominations for each officer position.

- Any NAC member can either nominate another qualified member or themselves, if a qualified member, for any officer position. The Membership Officer shall contact the nominees to determine their interest in running for that position. If the nominee agrees, their name shall be provided to the Executive Committee. Whether the nominee agrees or not, the Membership Officer shall inform the member making the nomination of the nominee's decision.
- If within sixty (60) days after the fall NAC meeting, nominations for officers have not been submitted to the Membership Officer, (s)he shall inform the Executive Committee and the Executive Committee shall make those nominations.
- The Membership Officer shall contact the Executive Committee's nominee(s) to determine their interest in running for that position.
- This process shall continue until there is at least one nominee for each officer position; NAC members cannot be elected to more than one (1) officer position.
- At that spring NAC meeting, the Membership Officer shall present approved officer nominations to the NAC members for vote.

Section 5. Member Vacancies

- A member may resign from the NAC at any time through written communication to the NAC President or Vice President.
- Any member who shall fail to attend two consecutive meetings, without giving satisfactory explanation prior to the scheduled meeting to the President or Vice President, so noted in the minutes, shall thereby be deemed to have vacated membership in the NAC.
- Any member who shall fail to attend four consecutive meetings, for any cause, so noted in the minutes, shall thereby be deemed to have vacated membership in the NAC.

- In the event of a vacancy in the Presidency, the Vice President shall succeed to the Presidency for the balance of the term and will appoint one of the remaining officers to serve in the dual capacity of his/her elected office and Vice President. In the event of a vacancy in any other office, the President will appoint one of the officers to serve a dual role for the balance of the term.
- Any other member mid-term vacancy can be filled as a new term during normal elections by NAC members at the spring meeting or by majority vote of the Executive Committee if extraordinary circumstances prevail. Notice of the vacancy and of the election of a successor member shall be given to all NAC members in the ordinary course.

Article VIII – NAC Meetings

Section 1. Semi-annual Meetings

Ordinarily occurring in the fall and spring and are open to all Alumni.

Section 2. Special Meetings

May be called by the President or by a majority vote of the NAC. The purpose for which the meeting is called shall be indicated in the call as well as the location. Special meetings may be conducted through a telephone conference or fundamentally equivalent communications devices, provided all persons participating in the meeting can hear each other.

Section 3. Quorum

The President or Vice President, one other Executive Committee Officer and ten (10) members of the NAC shall constitute a quorum.

Section 4. Notice

Notice of NAC meetings shall be sent by the Secretary or College Alumni Relations Office, in writing or by electronic transmission, to each member of the NAC at least thirty (30) days prior to the date of the meeting.

1.0 Article IX – NAC Procedures

Section 1. Fiscal Year

The fiscal year of this NAC shall end with the fiscal year of the College, June 30.

Section 2. Amendment

Proposed changes to this Constitution and Bylaws (hereafter “Bylaws”) shall be made by the Executive Committee and/or by written petition of ten (10) voting members of the NAC to the

Parliamentarian. The Executive Committee shall review all changes and if approved by the committee, shall submit such proposals to the NAC for vote. Notice of proposed Bylaw changes shall be transmitted to the members of the NAC either with the notice of the NAC meeting. The NAC members shall have a minimum of fifteen (15) calendar days to review the proposed changes. The NAC, by two thirds (2/3) vote of a quorum during a NAC meeting, shall act upon the proposals. The Secretary shall record the results in the meeting minutes. Changes to the NAC Bylaws shall be transmitted to the Trustees forthwith for final approval.

Section 3. Adoption of Constitution and Bylaws

With the adoption of amended Bylaws, all previous Bylaws of this NAC are superseded. Any changes in membership qualifications from adopting amended Bylaws will not affect the membership privileges of current members in good standing, until their current term expires. If amended changes in Bylaws result in any member not having an opportunity to serve another term, solely due to consecutive term limit changes, then the affected members will be eligible for one additional term, as set forth herein, before taking the required one year off.

Section 4. Permanence

Bylaws are permanent until amended. Changes can only be implemented by formal written amendment in accordance with Bylaws.

Section 5. Robert's Rules of Order

Shall be followed as governance of the NAC meetings.

1.4 Davis & Elkins College Board of Trustees Policies and Operational Procedures

The policies set forth below define the general operational policies and operational procedures of the Davis & Elkins College Board of Trustees. From time to time the Board may alter, amend, supplement or repeal these policies and operational procedures by a majority vote of the Trustees at any regular or special meeting of the Board, duly convened, after notice to the Trustees for that purpose; or by unanimous written consent of all Trustees without a meeting.

1.4.1 Statement of Board of Trustee Responsibilities

The Board of Trustees holds the fiduciary responsibility and, as the governing body of Davis & Elkins College, is responsible for preserving the trust that it holds on behalf of the state of West Virginia and its constituencies. It assumes responsibility to develop the mission of the College and ensure that the College has the resources needed to fulfill the mission. In this role, the Board of Trustees has the responsibility to approve and adopt the general policies governing Davis & Elkins College and to provide broad oversight for the financial management, academic programs and services, and general welfare of the students, faculty, and staff of the College.

The Board has delegated the day-to-day management and operations of the College to the President and, through the President, to appropriate officers of the College. These officers are held accountable by the Trustees for developing sound policies and procedures and for implementing them in an effective, efficient, legal, and ethical manner. In addition, the Board expects the faculty of the College to oversee academic matters.

Consistent with powers outlined in Article IV of the Bylaws of the Board of Trustees of Davis & Elkins College, the major responsibilities of the Davis & Elkins College Board of Trustees are:

1. To develop the mission of the College consistent with its core values and beliefs;
2. To be ultimately accountable for the academic quality, fiscal and academic integrity, academic planning, assets, and financial health of the College;
3. To make decisions in the best interest of the College, assure its integrity and not be unduly influenced by donors, elected officials, or other external parties when such influence would not be in the best interest of the institution;
4. To participate in the evaluation of the College's progress in achieving its mission and ensuring that the College's academic programs, student support services, and enrollment profile are consistent with its stated mission;
5. To preserve and protect the College's assets for posterity and engage in fundraising and philanthropy on its behalf;
6. To be responsible for helping to determine, as well as approve, the appropriate policies for effective governance and management of the College, including but not limited to the institution's financial and academic policies and practices and to ensure that they are current and properly implemented;
7. To select, determine the compensation for, and evaluate the President of the College;
8. To provide encouragement and support to the President, administration, faculty, staff, and students;
9. To provide insight and guidance to the planning and future direction of the College by charging the President with the task of leading a strategic planning process, participating in institutional planning, approving the College's strategic plan, and regularly reviewing its progress;
10. To regularly evaluate the Board's performance and policies and orient new Trustees to the College's mission, organization, and academic environment to assure that all members understand their role in the governance structure;
11. To approve, upon the advice of the President, the naming of College facilities, spaces, memorials and endowments;
12. To consider and approve the annual budget annually, including the annual charges for tuition, fees, room, and meals. In approving the annual budget, the Board shall make certain that the College's budgeting priorities align with and support the College's mission;
13. To formulate plans and implement programs to ensure that the College's financial resources are adequate to provide a sound educational program, including ensuring the performance of an annual external audit by a certified public accountant;

14. To establish the priorities and goals for the fund-raising program of the College and the provision of leadership in the accomplishment of these priorities and goals;
15. To authorize the creation or discontinuation of academic programs, majors, minors, and degrees;
16. To approve, upon the recommendation of the President, the establishment of insurance, retirement, and other programs for the benefit of staff and faculty;
17. To ensure the care and preservation of property belonging to the College and the formulation of plans and the implementation of programs to ensure that its physical resources adequately support the College's Mission and the scope of its programs and services;
18. To approve the purchase and sale of real estate;
19. To approve, upon the advice of the President, all contracts, the general incurring of debts, or any other form of obligation that: (i) requires the Board to pay money, expend sums, or distribute assets, or otherwise is reflected as a liability or expense within the Board's financial books and records in excess of \$200,000 in any single fiscal year; or (ii) binds or purports to bind the Board for any period of time in excess of eighteen (18) months, whether consecutive or otherwise in accordance with Debt Operating Guidelines (Subsection 1.4.4).
20. To select and employ consultants and advisors to the Board of Trustees, including but not limited to the appointment of an independent financial auditor;
21. To approve the amendments to the Bylaws of the Board of Trustees;
22. To approve and authorize all earned and honorary degrees upon the recommendations of the College Faculty;
23. To consider and approve the President's recommendations regarding the conferral of tenure to eligible members of the College Faculty. Final approval or disapproval of all faculty applications for tenure is reserved solely to the Board of Trustees;
24. To approve College officer compensation packages; and
25. To perform each and every other function required to be performed by the Board of Trustees by the regulatory and accrediting bodies with jurisdiction over the College.

Note: This listing is not meant to be exhaustive. As noted above, the Board of Trustees may exercise all such powers and do all such lawful acts as permitted by statute, or the Bylaws of the Board of Trustees of Davis & Elkins College.

Certification

Each Trustee shall annually sign an Agreement to Serve on the Davis & Elkins College Board of Trustees (see Appendix 1), which affirms that the Trustee agrees to abide by the Board's Trustee Responsibilities.

1.4.2 Budget Approval

The Board of Trustees annually approves the College's operating and capital budgets in conformance with the following requirements:

1. Proposed operating and capital budgets for each fiscal year, including increases in student charges for tuition, fees, room, and meals, are summarized by the President or a designee annually and presented to the Business and Finance Committee, which in turn will make recommendations to the full Board of Trustees. In reviewing the operating and capital budgets, both the Business and Finance Committee and Board of Trustees will ensure that the budgeting priorities are aligned with and support the College's mission;
2. The President or a designee annually reports to the Business and Finance Committee the College's expenditures by functional category during the past fiscal year and compares them to the original budget; and,
3. At the close of each fiscal year, the President will report to the Business and Finance Committee any College accounts that retain a negative balance more than thirty (30) days after the close of the fiscal year.

1.4.3 Conflict of Interests

The purpose of this Conflict of Interest Policy is to ensure that the College Trustees fulfill their fiduciary duty to the College by giving first priority to the interests of the College; and, where an actual or potential conflict of interest arises, to disclose this conflict.

Definitions

Conflict of Interest: A conflict of interest, as referred to herein, shall include, but shall not be limited to, any transaction by or with the College in which (1) a Trustee has an existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of that Trustee's responsibilities to the College; or (2) such Trustee is aware that a family member, friend or associate, or any organization in which such Trustee (or member of the Trustee's family) is an officer, director, employee, member, partner, Trustee, or controlling stockholder, has such existing or potential financial or other interests.

In addition to the above, a Conflict of Interest shall include any actions or situations that might result in or create the appearance of: (1) according unwarranted preferential treatment to any family member, friend, outside individual or organization; (2) losing independence or impartiality; or (3) adversely affecting the College's reputation or public confidence in its integrity.

Family Member: A spouse, parent, sibling, child, stepchild, grandparent, grandchild, the respective spouses of the foregoing, and any other person residing within a Trustee's household.

Policy

In acting with due regard to the interests of Davis & Elkins College, it is the policy of the Davis & Elkins College Board of Trustees for its members to avoid participating in decision-making processes involving an actual or potential Conflict of Interest. Moreover, Trustees shall not vote on any issue involving a Conflict of Interest and may participate in the discussion on such matters only at the request of other members of the Board. Trustees with circumstances that may create an actual or apparent Conflict of Interest are obligated to disclose the potential conflict to the Board or members of a Standing Committee with Board-delegated powers considering the proposed transaction or arrangement.

In addition to the above, as a general principle, Davis & Elkins College Trustees shall avoid any actions or situations that might result in or create the appearance of according unwarranted preferential treatment to any outside individual or organization, losing independence or impartiality, or adversely affecting the College's reputation or public confidence in its integrity. For example, Trustees should not encourage or accept gifts, favors, loans or gratuities, for themselves or family members, from any individual or entity that to the Trustee's knowledge has, or seeks to have, a business relationship with the College.

Davis & Elkins College Trustees also have an obligation to act in the best interests of the College. Thus, if a Trustee becomes aware of a business, investment, or other potentially valuable opportunity that rightfully belongs to the College, and not to the Trustee individually or another entity with which the Trustee is affiliated, the Trustee is obligated to bring the opportunity to the attention of the Board. Moreover, Trustees may not use confidential information acquired as a result of service to the College for any purpose unrelated to College business, or provide such information to any third party, without the consent of the Board. Wrongful use of College information includes, but is not limited to, use or disclosure of information to engage, invest or otherwise participate in any business, project, venture, or transaction other than through the College.

Disclosure Procedures:

1. A Trustee shall disclose to the Board any existing or potential conflict of interest and other material information that the Trustee or Trustee's family member, friend or associate may have regarding the transaction at the earliest practicable time.
2. A Trustee who may have an existing or possible conflict of interest may speak on the issue; however, the Trustee shall then leave the room, withdraw from discussions of, and abstain from voting on such matters under consideration by the Board of Trustees or its committees until such time as the possible conflict of interest issue is no longer being actively considered. The Board shall approve the transaction or arrangement only upon a finding, by a majority vote of the disinterested Trustees, that the transaction is in the College's best interest, is for the College's benefit, and is fair and reasonable to the College.
3. The minutes of such meeting shall reflect the disclosure of any conflict of interest and the recusal of the interested Trustee. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to resolve the question in that Trustee's absence by a majority vote.
4. If the Board has reasonable cause to believe that a Trustee has failed to disclose an actual or possible conflict of interest, it will inform the Trustee of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose. If, after hearing the response and making further investigation as may be warranted in the circumstances, the Board determines that the Trustee has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate action.

Annual Statement

The Trustees, at the Annual Meeting, shall review the Conflict of Interest Policy to ensure their continued awareness of and compliance with the Policy. At that time, each Trustee will then be asked to complete a Conflict of Interest Disclosure Form (see Appendix 2) and certify that he or she has received a copy of the Policy and agrees to comply with its provisions. The completed

form shall be submitted to the Secretary of the Board of Trustees and reviewed annually by the Audit Committee. In addition to the above, all new Trustees will be advised of the Board's Conflict of Interest Policy upon assuming the duties of his or her position on the Board by the Trustees and Honors Committee.

1.4.4 Debt

This Debt Policy Statement provides the framework by which decisions will be made regarding the use of debt to finance capital projects at Davis & Elkins College. It is expected that this policy will be reviewed and/or modified periodically as appropriate.

Debt Operating Guidelines

The Davis & Elkins College Board of Trustees has established a policy of not incurring any internal or external long-term debt. To obligate the College to any new internal or external long-term debt the following will apply:

- Prior to consideration of any long-term internal or external debt, including borrowing from the College endowment (i.e. longer than one year other than by lease), the President of the College, Chief Financial Officer and College Auditor will study the need for such debt, determine the financial ramifications, both long- and short-term, and make a complete report to the College's Board of Trustees for consideration.
- No internal or external long-term debt may be undertaken except by affirmative vote of 75% of all eligible voting members of the Board of Trustees.
- This 75% affirmative requirement may not be altered or overridden except by an affirmative vote of 75% of the eligible voting members of the Board of Trustees.

1.4.5 Delegation of Authority

In order to promote the efficient and timely management of Davis & Elkins College, the Board of Trustees delegates authority to manage the day-to-day operations of the College to the President of Davis & Elkins College. Included in this delegation is the duty to exercise such authority responsibly and prudently and to be held accountable to the Board for all decisions. Any powers delegated by the Board of Trustees to the President may be rescinded by action of the Board.

1. **Authority Retained by the Board of Trustees:** The Trustees of Davis & Elkins College retain certain, specific authority to themselves. These reserved powers and authorities are set forth in Article IV of the Bylaws of the Board of Trustees of Davis & Elkins College.
2. **General Delegation of Authority to the President:** The Board of Trustees delegates the day-to-day operations of the College to the President with the expectation that the Board is to be informed of trends, issues, activities, concerns, proposed changes in programs and services, and changes in institutional policies and procedures. Those specific powers delegated to the President are set forth in Article IX of the Bylaws of the Board of Trustees of Davis & Elkins College. The President has the right to sub-delegate any conferred powers and authority to other College officers and staff.

3. **Shared Governance:** In order to promote shared participation in responsible and wise decision-making and to ensure channels of communication, the Board of Trustees provides for elected campus organizations, the structures of which include the Faculty Assembly and Student Assembly. Other governance structures may be determined by the appropriate campus constituencies they represent and are subject to the approval of the President. Upon the President's approval, such consistencies shall develop constitutions and bylaws for their own duly established government organizations. The constitutions and bylaws of all shared governance constituencies, including any amendments thereto, shall be reviewed and approved by the Board of Trustees.

1.4.6 External Auditor Selection and Review

The Board of Trustees appoints an external auditor to perform an annual audit of the College's financial statements. Once appointed, the Audit Committee is charged with meeting with the independent auditor to examine the financial statement of the College, to review and understand the results of the audit and to discuss the management letter.

Auditor Selection:

The Audit Committee shall select a certified public accountant to prepare an annual audit, and approve any non-audit services to be performed by the external auditors, accept the auditor's report on behalf of the Board, and report its findings to the Board, bringing recommendations as appropriate to the full Board for action.

When a new auditing firm is to be appointed, the Audit Committee, in consultation with the Vice President for Business and Administration, approves the processes to be used for selection of an external auditor. These processes include the determination of the number of audit firms to be contacted, the method of requesting and evaluating requests for proposals, and the timeframe to complete the process. Bids are reviewed with the Audit Committee, which then decides which firm will be appointed.

Auditor Evaluation: The Audit Committee will review the performance of the independent auditor and report its findings to the Board on an annual basis. In evaluating the auditor's performance, the Audit Committee considers the following factors:

1. The qualifications of the auditor;
2. The quality of the audit; and,
3. The cost and value of the audit.

1.4.7 Financial Investment Authority and Guidelines

Purpose and Scope

The Endowment Fund represents an important pool of financial resources needed for Davis & Elkins College to achieve and sustain the highest levels of academic excellence in accordance with the *Davis & Elkins College Mission Statement*. The Davis & Elkins College Board of Trustees is responsible, as a fiduciary, to manage the Endowment Fund. The Endowment is a permanent fund with long-term investment objectives and strategies. This Investment Policy Statement provides guidelines for the management of the Endowment Fund by the Board of Trustees for the benefit

of the College. It is expected that this policy will be reviewed and/or modified periodically as appropriate.

Roles and Responsibilities

Sound endowment management policy suggests a clear separation between certain functions such as Asset Allocation decisions and the establishment of endowment Spending Policy. Therefore, the Board of Trustees has established a subcommittee of the Business and Finance Committee called the Investment Committee, which has specific responsibilities for the management of the Endowment Fund as follows:

- Develop and maintain the Investment Policy Statement;
- Establish sound and consistent investment guidelines;
- Set overall Asset Allocation levels related to equity, fixed income, and other investment categories;
- Select qualified outside investment manager(s);
- Monitor and evaluate the investment performance and risk of the Endowment;
- Report to the Business and Finance Committee of the Board of Trustees on a regular basis; and,
- Maintain minutes of Investment Committee meetings.

Investment Committee Membership

The Investment Committee shall consist of five members and shall be comprised of, but not limited to, a minimum of three members of the Board of Trustees' Business and Finance Committee who have expertise or knowledge in the investment area (members of the Board shall constitute a majority of the Committee.) Members shall be recommended by the Chair of the Business and Finance Committee in consultation with the President of the College, the Chair of the Board of Trustees and subject to approval by the Board of Trustees. All Committee members will be reviewed by the Chairmen of the Board and the Chair of the Business and Financial Committee on an annual basis.

The Investment Committee will be chaired by a Trustee of Davis & Elkins College who is also a member of the Business and Finance Committee. The Chair will be selected by the Chair of the Board of Trustees upon the advice of the Chair of the Business and Finance Committee.

Investment Philosophy and Primary Objective

Historical performance results and future expectations suggest that common stocks will provide higher total investment returns than fixed-income securities over a long-term investment horizon. The Investment Committee's primary objective is to protect and grow the real purchasing power of the Endowment through prudent investment policies. The primary purpose of the equity segment of the Endowment is to provide long-term total returns in excess of the rate of inflation and fees. The primary purposes of the fixed-income segment of the Endowment are liquidity, stability of market value, and satisfactory levels of income return recognizing the degree of risks involved.

The portfolio performance is to be measured against the total return over the investment cycle compared against nationally recognized benchmarks for equities such as Standard and Poor (S&P 500) and for fixed income investments such as Barclays Capital Fixed Income Indices.

Further, there is an expectation that over a market cycle, the total return would be equal to or exceed the sum of inflation, plus fees, plus the College draws under the spending policy and 50 basis points. Return thus calculated would be compared to the total of all dividends/interest received or accrued, plus/minus the sum of all capital gains/losses realized/unrealized and other income, but not to include new gifts added to the Endowment during the period.

Spending Policy

The Spending Policy of the Endowment as determined by the Business and Finance Committee provides for spending not more than 5% of the three-year moving average market value of the Endowment (using quarterly market values, and adjusting for external contributions), as of March 31 of the current fiscal year before the next fiscal year begins on July 1. Expenses associated with managing the Endowment are paid directly from the Endowment fund, and are not included in the Spending Policy.

Once current borrowings from the endowment have been repaid, or at such other time as the Business and Finance Committee may decide, it is recommended that the Spending Policy be reviewed and/or adjusted. Under this approach, the College may at times spend not only some or all of the current income yield of its investments, but also a prudent portion of the capital appreciation.

The purpose of this approach (sometimes referred to as a “banded inflation” strategy) is to protect the College against volatility in the amount of financial support it receives from the Endowment and assist in maintaining intergenerational equity Persistence of conditions that require the use of the mandatory 3% increase should trigger a review of the spending policy by the Business and Finance Committee.

Asset Allocation

To meet its objectives, the Investment Committee has adopted the following asset allocation ranges:

- Equity securities of all types should range from 60% to 75% of the market value of the Endowment Fund;
- Fixed-income securities should correspondingly range from 25% to 40% of the market value of the Endowment Fund;
- Other alternative investment classes may be considered, but should not exceed in the aggregate a maximum exposure of 10% of the Endowment Fund’s total assets at market value. Any specific type or category of alternative investments should be limited to 5% of the Endowment’s assets at market value. Because of the risks inherent in alternative investments and the constraints associated with the current size of the Endowment, the use of alternative investment classes is not recommended at this time;
- The remainder of the portfolio not invested in equities, fixed income, or alternative investments shall be considered cash reserves;
- Short-term spending needs should not influence asset allocation decisions.

Liquidity

Given the current financial realities of the College, the Endowment Fund should maintain adequate liquidity to assist with the College's working capital needs, keeping in mind that providing such liquidity might reduce long-term investment performance and, therefore, should be minimized. During December-January and July 15- September 15, the estimated liquidity required for each time period shall be advised by the Chief Financial Officer 30 days in advance of each period. It is understood that any draw under this facility will be returned to the portfolio.

Investment Guidelines and Definitions

1. No individual equity security shall have a market value in excess of 5% of the total market value of the equity segment of the Endowment Fund.
2. No economic sector of the S&P 500 Index shall exceed 25% of the market value of the equity segment of the Endowment Fund.
3. The Investment Committee shall monitor the Endowment Fund on a continuing basis and meet with the investment manager(s) at least semi-annually to review in detail the composition of the portfolio(s), investment strategies being employed and the financial risks involved. Investment performance should be provided to the Investment Committee on a monthly basis.

1.4.8 Form 990 Filing

The Davis & Elkins College Board of Trustees recognizes that as part of its governance role its members must annually review the College's Internal Revenue Service Form 990 prior to filing with the IRS. Accordingly, the Board of Trustees will conduct a review of the Form 990 prior to its filing on an annual basis with the IRS pursuant to the following procedures:

1. The Vice President for Business and Administration is responsible for the timely preparation of the Form 990;
2. Once completed, the Vice President for Business and Administration will deliver the Form 990 to the Board of Trustees' Financial Oversight Subcommittee and Audit Committees sufficiently in advance of the filing deadline to enable a detailed and conscientious review by the Committee members. All questions, concerns, etc. of the Financial Oversight Subcommittee and Audit Committee members will be addressed by the Vice President for Business and Administration and incorporated into the Form 990 as appropriate;
3. After all of the input from the Board of Trustees has been appropriately addressed, the Vice President for Business and Administration will file the final Form 990 as required.

1.4.9 Formulation of Board of Trustees Policies

The purpose of this policy is to define policies of the Board of Trustees, distinguish them from other College policies, and describes the process through which Board of Trustee policies are developed and adopted.

Board of Trustee Policies: Board of Trustee policies generally concern the purpose and governance of the College and are set forth in Volume I, Section 1.4 of the *Davis & Elkins College Policy Manual*.

Members of the Board of Trustees or its standing committees propose Board of Trustee policies by preparing statements that succinctly identify the matter being addressed. The Board member or standing committee making the submission indicates whether it is for discussion or action. With the exception of emergency matters, the proposal must be delivered to the Trustees 10 days prior to the scheduled meeting of the Board. If it is past the required 10 days, then it will not be considered until the next scheduled meeting. By majority approval of Board members present at a duly called meeting, the Board may also consider and act upon a proposed policy submitted by a Trustee at the meeting. Board policies are specifically identified as such when adopted by the Board.

College Policies: While the Board of Trustees is ultimately responsible for the control and function of the College, the President is empowered with the authority to manage the day-to-day operations of Davis & Elkins College. The President manages the College, in part, through his or her oversight of the creation and implementation of College policies that are needed to administer the institution and its various department and divisions in accordance with state and federal legislation, reasonable administrative practice, and Board policy. Such policies are approved pursuant to the Revisions to the *Davis & Elkins College Policy Manual* Policy. While the Board delegates the day-to-day operation of the College to the President, it is expected that the President (or a designee) will inform the Board of substantive changes in College policies. Moreover, when unusual circumstances suggest the advisability of Board approval of other College policies, changes to such policies also shall be submitted to the Board for action. College policies that have been reviewed and acted upon by the Board are noted in Board minutes.

Conflicts with Board Policies: If other College policies conflict with Board policy, Board policy takes precedence.

1.4.10 Honorary Degrees

Davis & Elkins College may confer honorary degrees upon individuals who have made meritorious contributions to society or to Davis & Elkins College in fields related to the College's mission statement and creed. Honorary degrees may not be conferred on currently serving faculty, staff, officers, or current members of the Board of Trustees. The power to confer honorary degrees rests with Board of Trustees and may be exercised at their initiative or at the initiative of the Trustees and Honors Committee or the College President, subject to the full Board's approval.

Because of their importance, honorary degrees will be conferred only at College-wide convocations or ceremonies. They will not ordinarily be awarded in absentia, except in extraordinary circumstances—the principal exception being those conferred posthumously.

1.4.11 Officer Compensation

Davis & Elkins College recognizes the important role that compensation plays in attracting, motivating, and retaining its officers. Therefore, the College has established a policy of review of the College's officers compensation packages to ensure that they are appropriate in the marketplace and do not violate the "intermediate sanctions" provisions contained in [Internal Revenue Service Code § 4958](#).

Such review occurs pursuant to the following procedures:

1. The President of the College is responsible for setting the compensation for newly hired or promoted officers, as well as recommending changes in compensation for such employees;
2. The Chair and the Chair of the Financial Oversight Committee are responsible for reviewing and approving the compensation for all officers of the College in a manner that is designed to comply with the regulations governing the Internal Revenue Service's intermediate sanctions provisions (Treas. Reg. 53.4958 et al.) and the requirements for meeting the rebuttable presumption as set forth in Treas. Reg. 53.4958-6. Specifically, the Board Chair and Chair of the Financial Oversight Committee:
 - a. Annually review thoroughly the compensation of the College's current officers with the President of the College; and
 - b. Assess and approve the reasonableness of the officers' compensation packages.
3. The Board Chair and Treasurer, as well as any third parties providing professional advice to them, must be independent and have no conflicts of interest as to the compensation being reviewed, the executive officers whose compensation is being reviewed, or any products or services (such as insurance arrangements or financial counseling) being considered. An assessment of independence must consider non-economic factors, such as close personal relationships.
4. In order to satisfy the IRS's rebuttable presumption, compensation must be reasonable, i.e., an amount that would ordinarily be paid for similar positions by similarly situated organizations under like circumstances. Executive compensation arrangements must, therefore, fall within the bounds of market practice for positions at comparable colleges and universities. In reviewing and approving compensation packages, the Executive Committee will rely upon comparable compensation data for executive officers from peer institutions. The sources for this data normally will include [The Chronicle of Higher Education](#), [NACUBO](#), etc. and will be provided to the Board Chair and Chair of the Financial Oversight Committee by appropriate College administrators or outside consultants.
5. All final actions by the Board Chair and the Chair of the Financial Oversight Committee regarding the College's executive officers' compensation will be recorded via timely and accurately minutes. Compensation deliberations and materials related to such deliberations are confidential.

1.4.12 Presidential Selection and Evaluation

As the governing body of Davis & Elkins College, the Board of Trustees selects, and approves the compensation for and annually evaluates the President of the College.

Presidential Appointment: In accordance with Article IX of the Davis & Elkins College Bylaws, President of the College shall be elected by the Board via the affirmative votes of a majority of the Trustees, with compensation ratified by the Board, and shall hold office at its will.

Presidential Compensation: The Chair of the Board of Trustees and Chair of the Chair of the Financial Oversight Committee are responsible for reviewing and approving the compensation of the President in a manner that is designed to comply with the regulations governing the Internal Revenue Service's intermediate sanctions provisions (Treas. Reg. 53.4958 et al.) and the requirements for meeting the rebuttable presumption as set forth in Treas. Reg. 53.4958-6.

Presidential Evaluation: The Executive Committee of the Board of Trustees annually reviews the performance of the President. At the completion of the annual review, the Board Chair summarizes the results of the committee's evaluation via a written report; copies of which are subsequently provided to the full Board and the President. Thereafter, the Board Chair will meet with the President to discuss the results of the review and performance goals for the upcoming year.

1.4.13 Review and Evaluation of Board Effectiveness

Under the leadership of the Trustees and Honors Committee, the Board will regularly self-evaluate its performance. Criteria for evaluating the Board's effectiveness shall include, but not be limited to the following:

1. Progress toward accomplishing Board-approved goals;
2. Support of the President, officers, faculty, staff, and students;
3. Significant funds contributed and raised;
4. Effective oversight of financial and physical resources;
5. Effective oversight of academic resources and the quality of the College's academic programs;
6. Assurance of successful implementation of the strategic plan;
7. Promotion of the well-being of faculty, students, staff, and alumni;
8. Visible participation in campus events and active and engagement with the College's major constituencies;
9. Awareness of institutional issues and challenges confronting higher education; and,
10. Efficiency and productivity of the Board and its standing committees.

1.4.14 Review and Evaluation of Individual Trustee Effectiveness

The performance of individual Trustees will be evaluated formally at least every three years near the conclusion of a Trustees' term. Approximately six months before the end of a "class" of Trustees' term, the Trustees and Honors Committee will inquire whether the Trustees desires to be considered for re-election to another three-year term. All those who wish to be considered for re-election will be required to submit to the Trustees and Honors Committee a confidential self-evaluation on a form provided by the Committee. The Trustees and Honors Committee will assess each Trustee's performance based on the self-evaluation and other factors."

1.5 Davis & Elkins College Organizational Structure

1.5.1 Davis & Elkins College Administrative Units

The purpose of this policy is to define the administrative organization of the institution; to delineate the lines of responsibility and authority; and to set forth the primary responsibilities of the major administrative offices of the College.

The governing body is the Board of Trustees, which is responsible for the management of the affairs of the institution. The powers and duties of the Board are set forth in the Bylaws of the Board of Trustees of Davis & Elkins College.

The President of the College is the Chief Executive Officer of the College. The President has the responsibility for the operation of the College in accordance with the purposes and policies as determined by the Board of Trustees. Much of the President's responsibility is exercised through the delegation of authority to the Cabinet member responsible for the major administrative units of the College.

The administrative organization and lines of responsibility and authority are set forth in the organization chart set forth beginning in Subsection 1.5.2.1. The major administrative units at Davis & Elkins College are:

- Academic Affairs
- Business and Administration
- Student Affairs
- Institutional Advancement
- Enrollment Management
- Athletic Department
- Physical Plant

The following are the primary responsibilities of the College's major administrative units:

1.5.1.1 Academic Affairs

Academic Affairs supports the mission of Davis & Elkins College by providing leadership in the planning, development, and implementation of the College's academic programs, policies, processes, and services.

Academic Support functions in matters relating to things other than faculty and curriculum, administers the support to programs of each of the College's academic divisions; supervises the activities of Career Services and Student Employment, Myles Center for the Arts, The Naylor Learning Center, Registrar's Office, Institutional Research Office, TRiO Programs, and Booth Library.

1.5.1.2 Business and Administration

Business and Administration supports the mission of Davis & Elkins College by providing leadership and vision in administering the business and financial operations of the College. Business and Administration administers all assigned programs and activities in accordance with established policies and prescribed practices and supervises all functions of the College's Business Office [Human Resources, Accounts Receivable, Accounts Payable, and Accounting Services], Housekeeping, Information Services, Augusta Heritage Center, the Physical Plant, the Office of Public Safety, the Stirrup Gallery, and the Graceland Inn and Robert C. Byrd Conference Center.

1.5.1.3 Student Affairs

Student Affairs supports the mission of Davis & Elkins College by providing leadership and vision in administering a comprehensive range of programs and services related to student campus programming and planning; assists in creating a campus culture that promotes the academic

achievement and personal development of students; assists with crisis response and institutional initiatives; advocates on behalf of students; and fosters collaborative relationships among students, faculty, and staff.

The Division of Student Affairs consists of the following units: Campus Housing; Student Health/Counseling; Student Assembly (Student Government); International Student Support; Student Activities & Madden Student Center/The Icehouse; Greek Life; Clubs & Organizations; Campus Activities Board (Student Programming Board); Leadership & Service Learning; Assessment & Development, Recreational Sports/Activities; Dining Services, and the Radio Station.

1.5.1.4 Institutional Advancement

The Institutional Advancement Office administers the College's institutional advancement program in accordance with established policies and prescribed practices. The Office achieves fundraising goals; achieves alumni engagement goals; cultivates a constituency which provides financial support for the College through annual gifts, major gifts, capital gifts, and planned or estate gifts; procures grant funding, and conducts all facets of the College's institutional advancement program.

The Office of Alumni Support and Engagement works with the Davis & Elkins College National Alumni Council, the governing body of the Davis & Elkins College alumni, which includes graduates, College certificate holders; honorary degree recipients; and those who have attended the College for at least one (1) year, but did not receive a degree and have passed the date of intended graduation, with the purpose of developing activities and projects in support of the College mission.

The Office of Church Relations strengthens relationships with individuals, churches, synods, and presbyteries of the Presbyterian Church (USA) to encourage support of the College Mission.

1.5.1.5 Enrollment Management

Enrollment Management includes the offices of Admission, Financial Aid and Retention. Communications and Marketing supports all areas and aspects of the College with special emphasis on branding for external audiences.

The Office of Admission conducts the College's admission program in accordance with established policies and prescribed practice. The office is responsible for developing and implementing the marketing and recruiting strategies that are used to attract students to the College; identifying and maintaining effective relationships with all major feeder high schools and community colleges; producing admissions publications, videos, and other promotional material used in the student recruitment program; conducting a campus visit program that encourages students to attend the College; and conducting the admissions program within approved budget allocations. The Office of Admission maintains close coordination with the Office of Financial Aid to ensure the most effective use of available student financial aid funds.

Communications and Marketing provides for the development, design and production of materials and resources necessary to establish and expand the brand of the College. The Office of Communications and Marketing has responsibility for the oversight of all media relations,

marketing, branding, and community relations strategies and initiatives designed to advance the reputation of the College.

1.5.1.6 Athletics Department

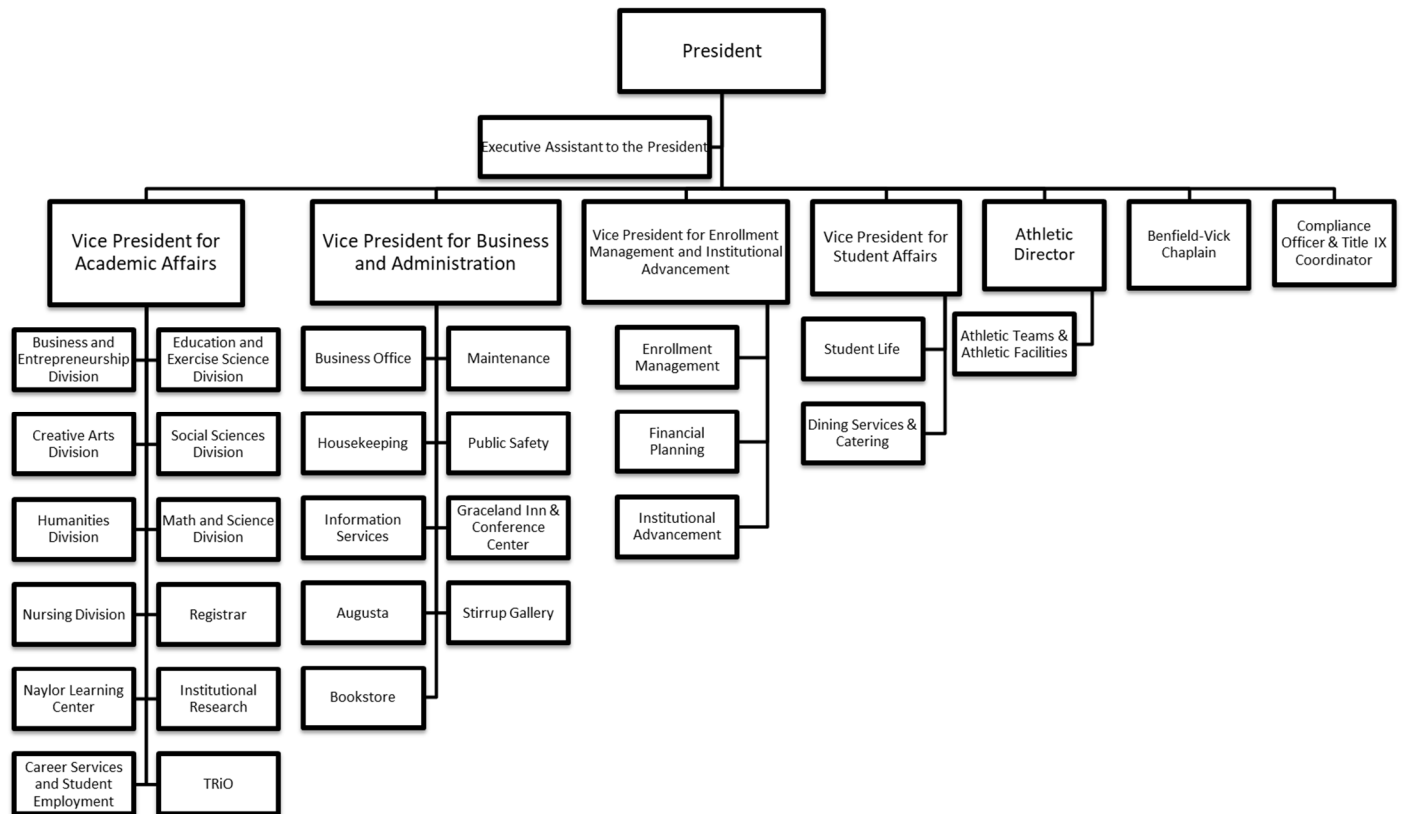
Davis & Elkins College Athletics, under the leadership of the Director of Athletics, administers the College's athletics program and is committed to developing excellence in student-athletes, coaches, and staff through education, engagement, character, and competition.

1.5.1.7 Physical Plant

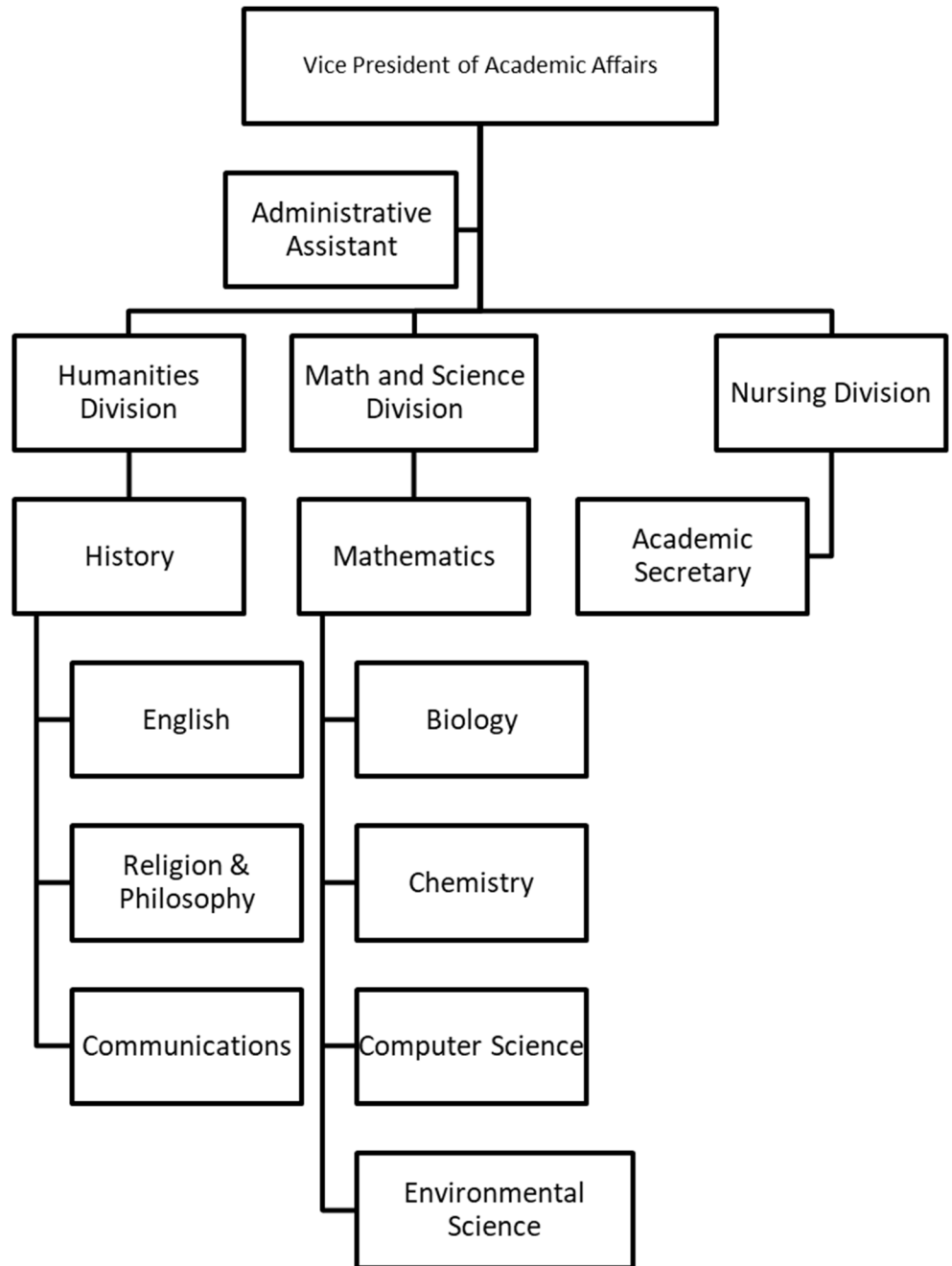
The Physical Plant, under the leadership of the Director of the Physical Plant, administers the College's maintenance and physical plant programs and is responsible for the maintenance of campus buildings, facilities and grounds.

1.5.2 Davis & Elkins College Organizational Charts

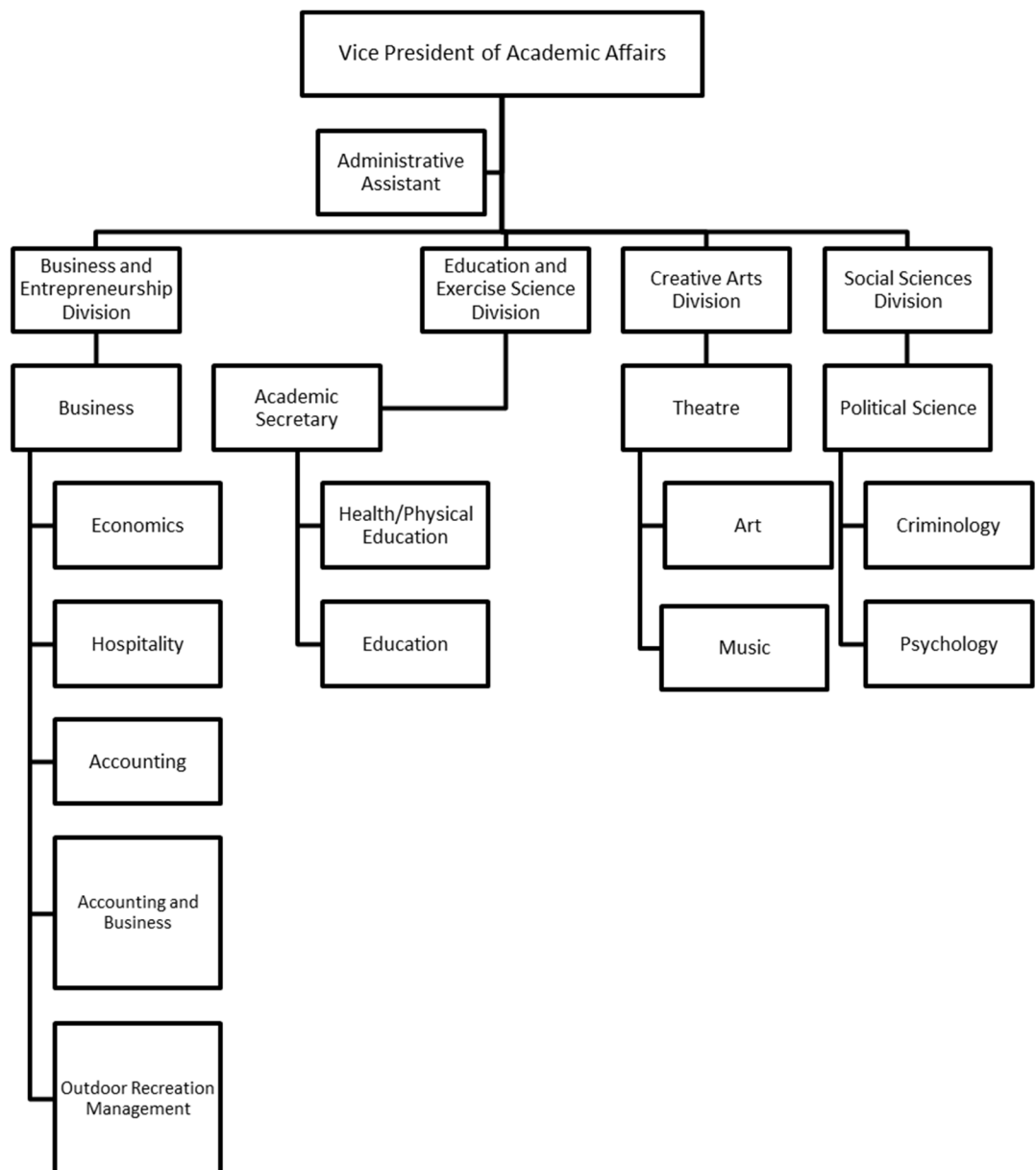
1.5.2.1 Cabinet



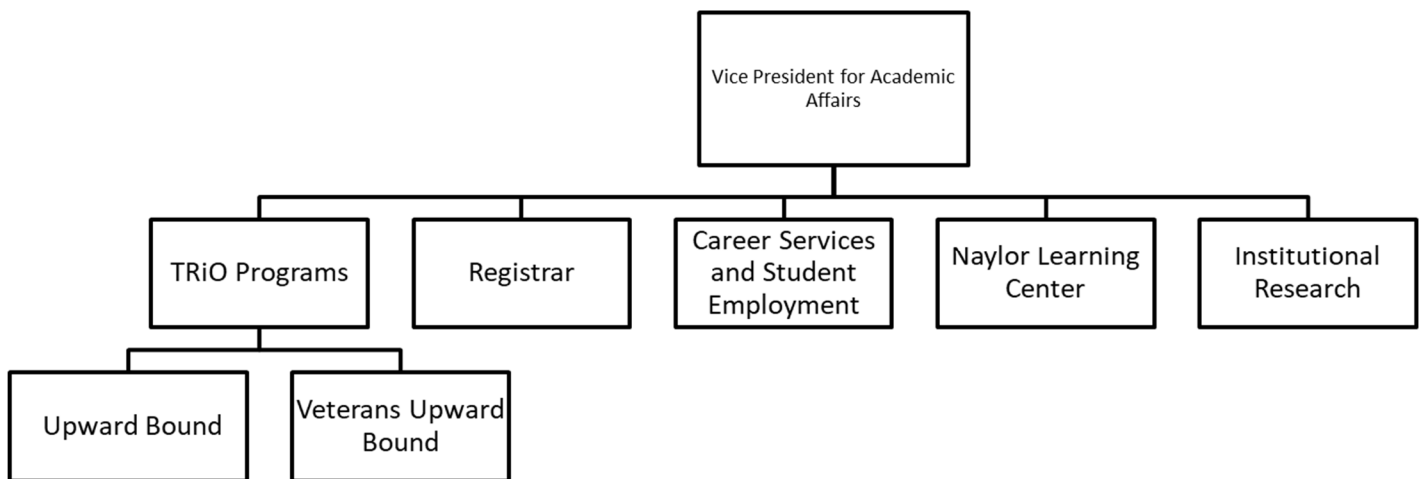
1.5.2.2 Academic Affairs and Support



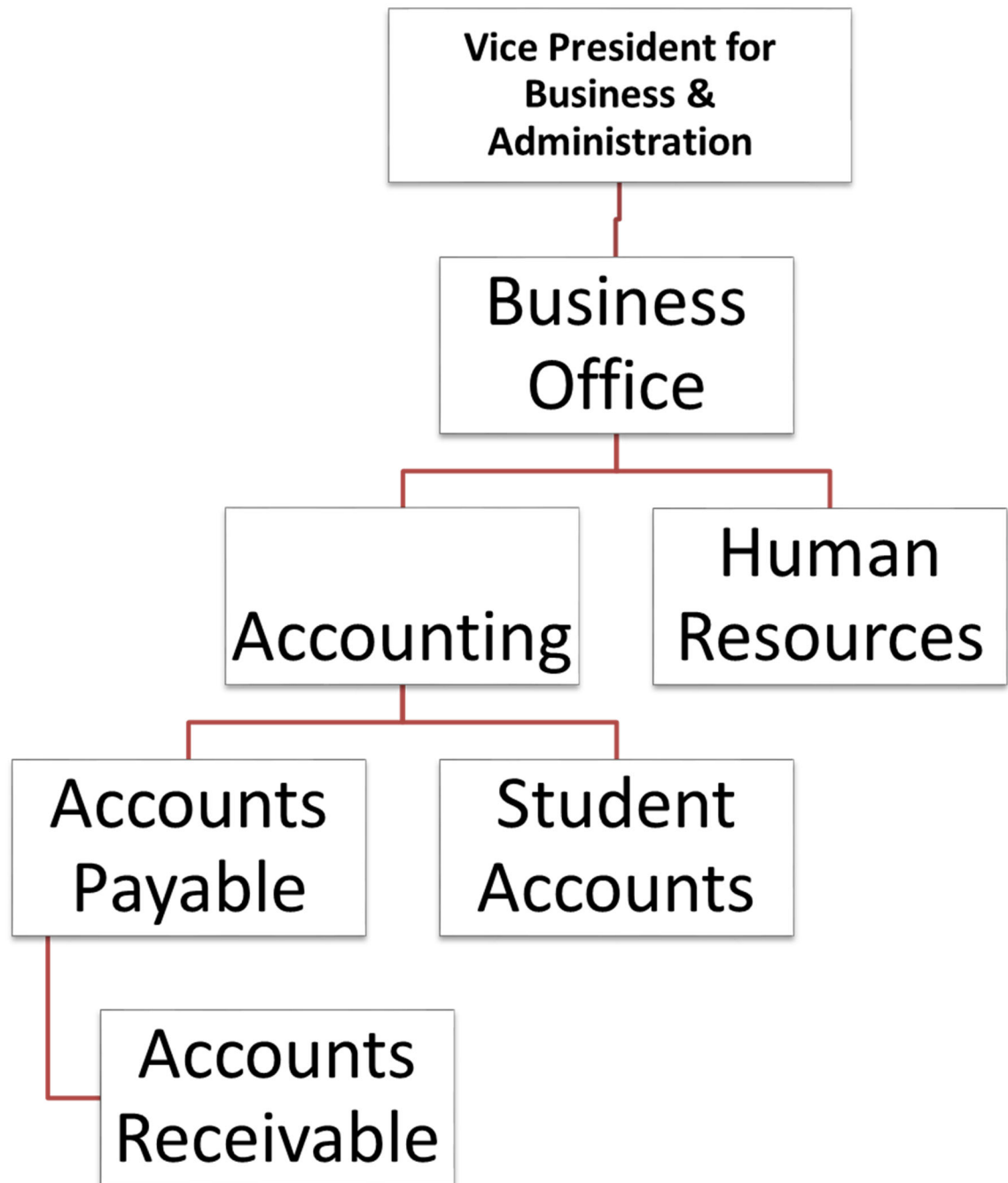
Academic Affairs and Support Continued

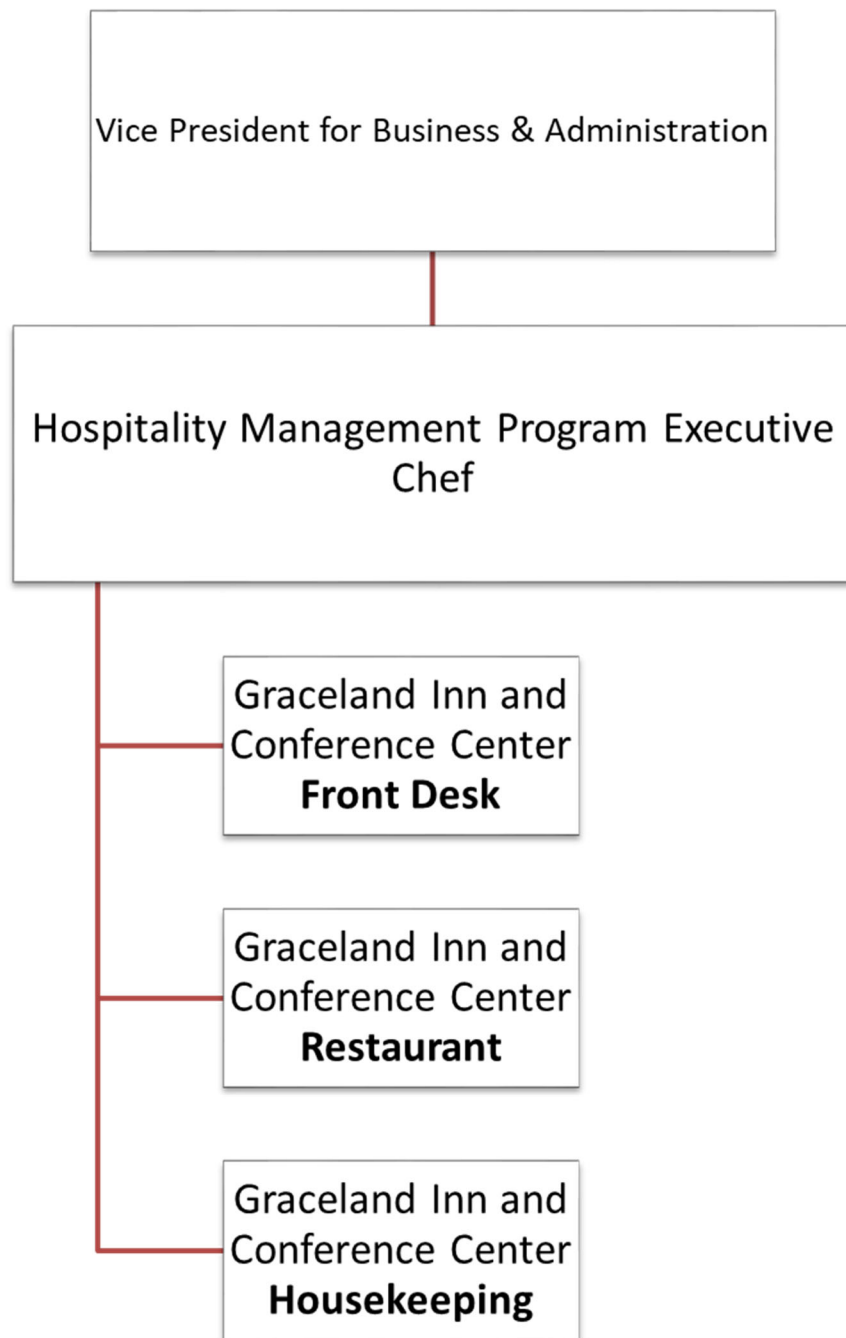


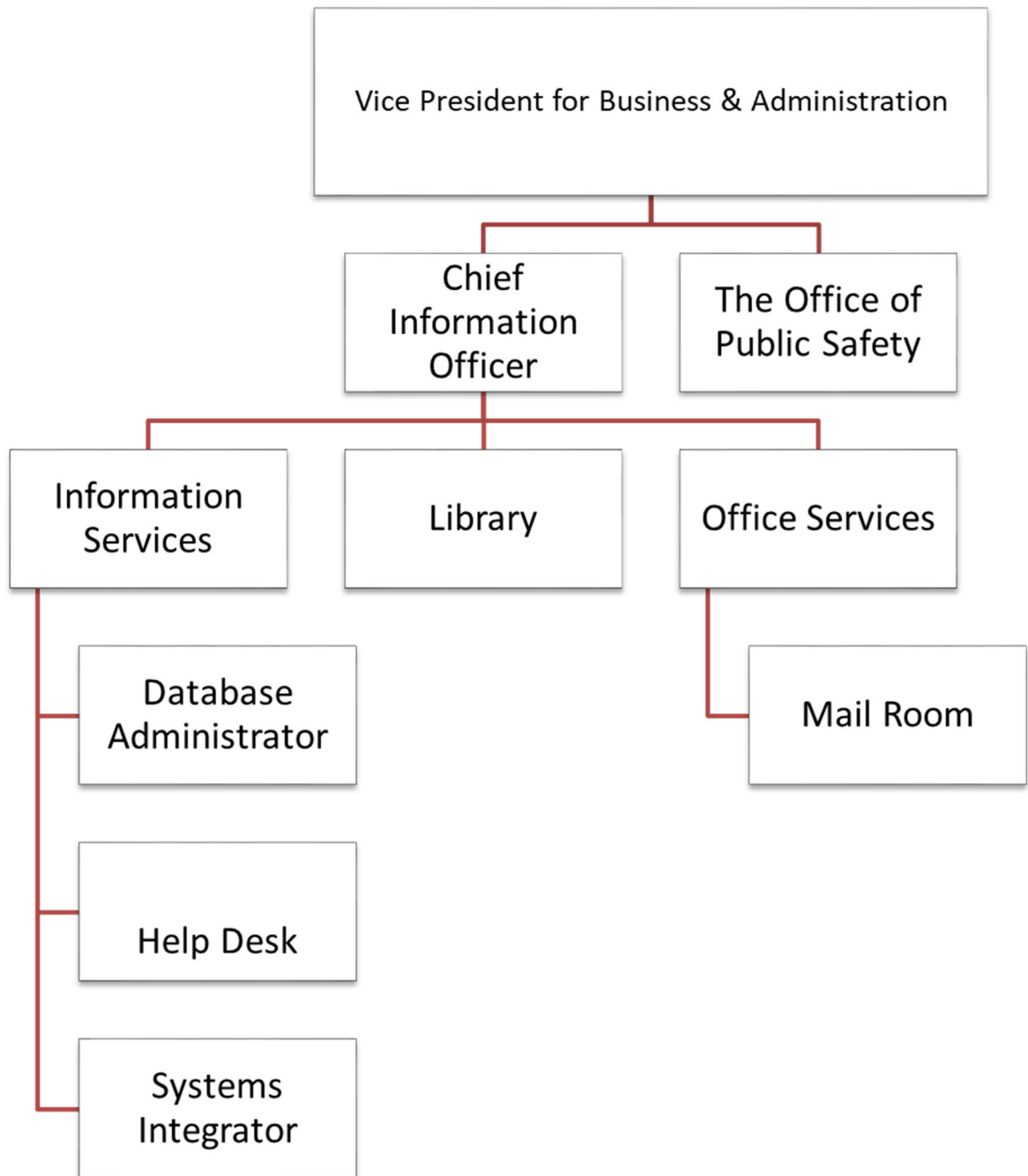
Academic Affairs and Support Continued



1.5.2.3 Business and Administration

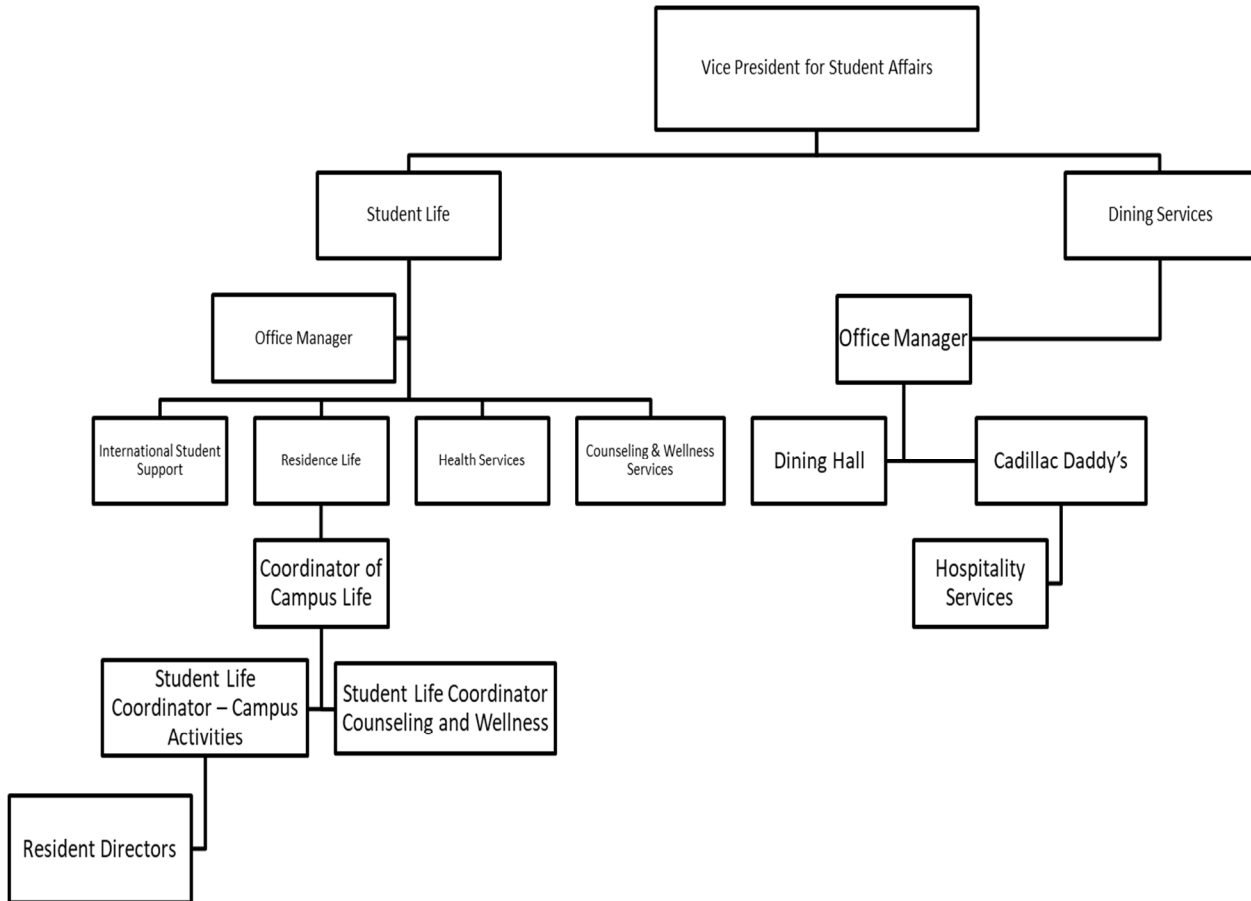




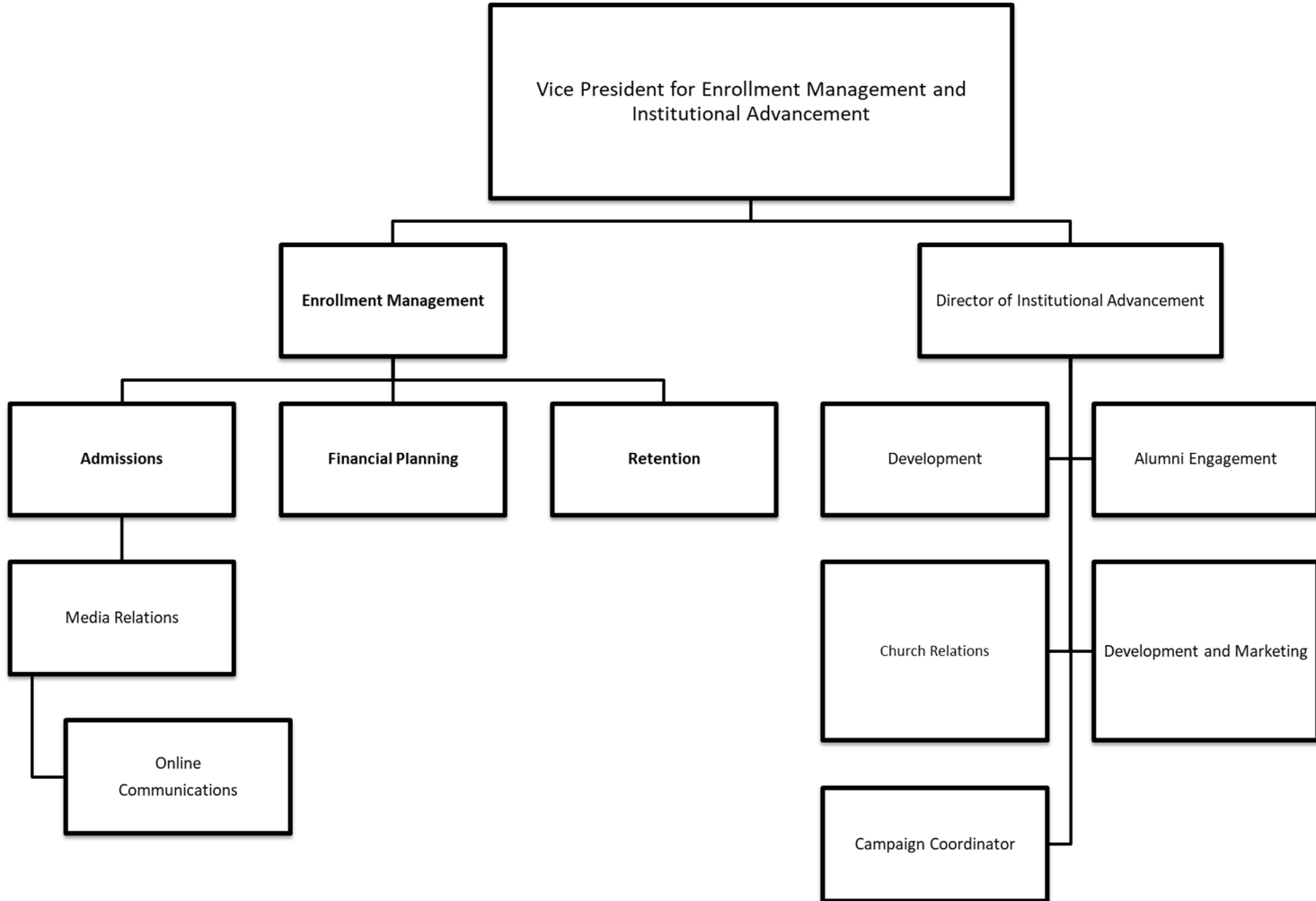




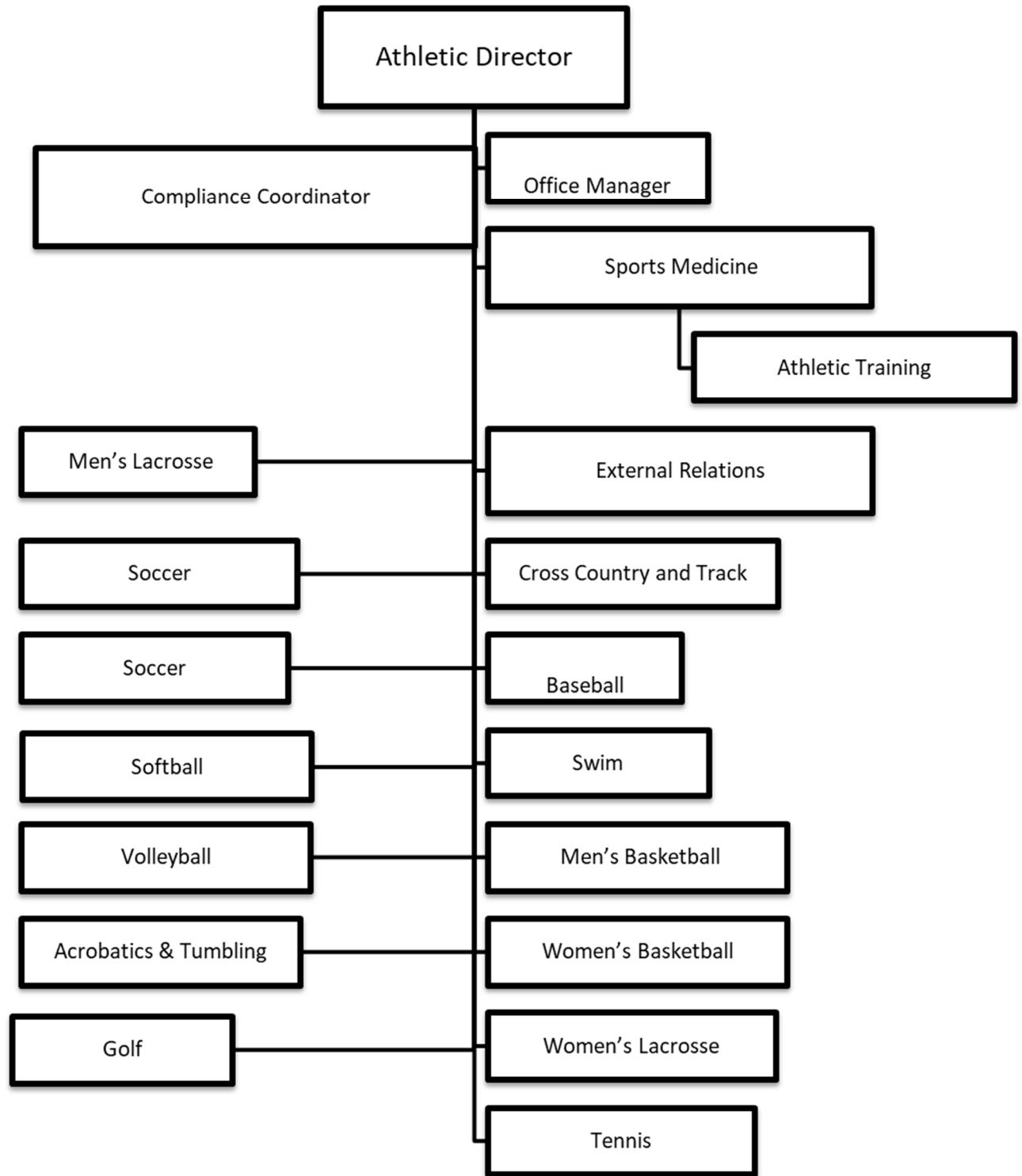
1.5.2.4 Student Affairs



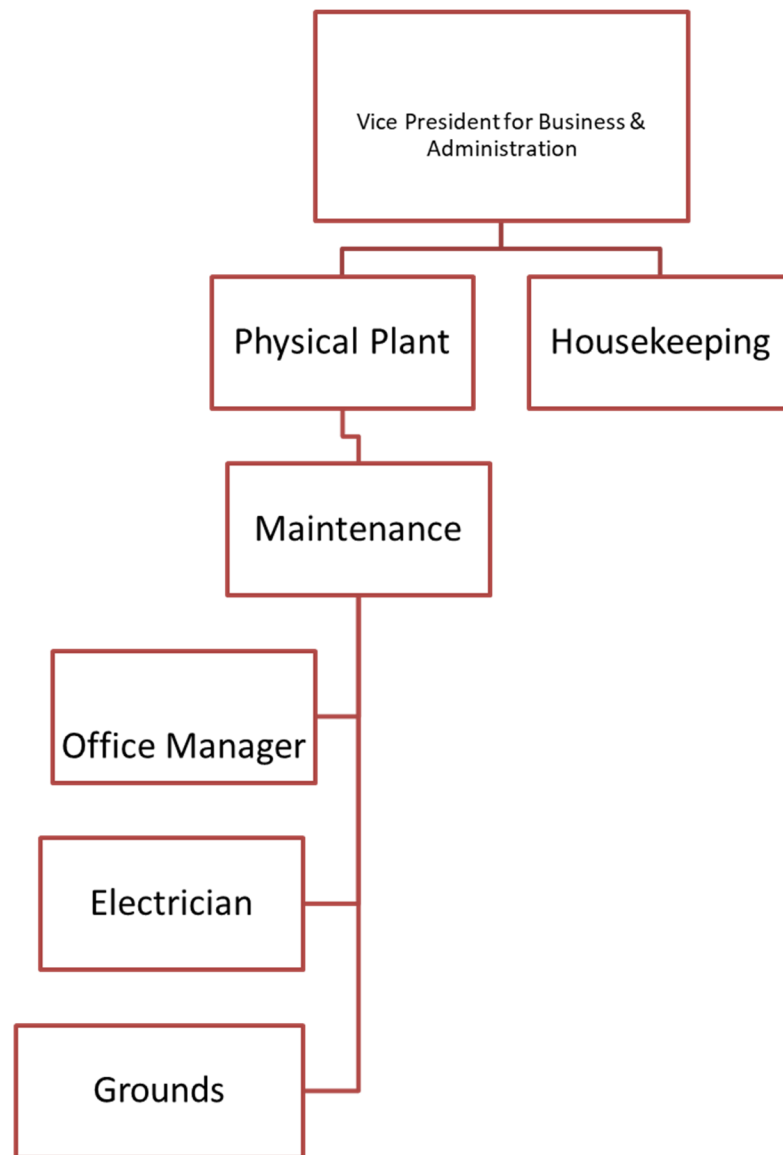
1.5.2.5 Enrollment Management & Institutional Advancement



1.5.2.6 Athletics



1.5.2.7 Physical Plant



1.6 Governance Structure of Davis & Elkins College

This section delineates and clarifies the various roles that members of the College community have in the governance of Davis & Elkins College.

1.6.1 Board of Trustees

The Board of Trustees of Davis & Elkins College is the exclusive and ultimate source of authority in all matters pertaining to the governance and conduct of the College. It has all powers, rights, and privileges under existing law necessary for the support and maintenance of the institution, together with such other powers, rights, and privileges as are usually conferred upon similar bodies in the state of West Virginia. Moreover, the Board has those broad powers and responsibilities set forth in the Bylaws of the Board of Trustees of Davis & Elkins College and the Statement of Board of Trustee Responsibilities.

While the Board is ultimately accountable for the academic quality, fiscal and academic integrity, strategic planning, assets, and financial health of the College, it entrusts the day-to-day administration of the College to the President of the College.

1.6.2 President

The President is the Chief Executive Officer of the College with authority to act on behalf of the Davis & Elkins College Board of Trustees in the management and operation of the College. The President is elected by the Board of Trustees, with compensation ratified by the Board, and holds office at its will. Discontinuance in the office may take place by order of the Board or by resignation.

1.6.2.1 President Emeritus

The President Emeritus works closely with the College President and Institutional Advancement staff on external relations.

1.6.3 Cabinet Officers

The College's Cabinet officers are the chief administrators of their respective College units. Both collectively and individually, these Cabinet officers report directly to the President and work collaboratively with College constituents in ways that enable them to provide direction for the institution and to establish and implement the College's strategic plan and institutional policies. They also serve on the College standing committees (see Section 1.7) and ad hoc committees and perform all such other duties as assigned by the President.

1.6.3.1 Vice President for Academic Affairs

The Vice President for Academic Affairs (VPAA) is the chief academic officer and reports directly to the President. The VPAA provides leadership and vision to academic affairs and is responsible for administering, supervising, leading and evaluating the programs and personnel within this division of the College. The VPAA also collaborates with others from across the campus and the local community to strengthen the academic programs and support services so as to "prepare and inspire students for success and for thoughtful engagement in the world."

Duties:

- Provides strong academic, budgetary and strategic planning leadership;
- Promotes faculty excellence in teaching, research and service;
- Serves as the primary point of contact between academic affairs and other divisions of the College;
- Explores and implements innovative approaches to enhance the educational experience of students, including partnerships across campus and within the professional and local communities;
- Manages the academic strategic fiscal planning and budgeting priorities for the College;
- Serves as a Deputy Title IX Coordinator;
- Identifies new sources of revenue to support existing programs;
- Ensures academic programs and plans are aligned with the institutional mission in consultation with college stakeholders;
- Supervises, leads and evaluates members of the faculty and academic support services;
- Participates in the review, development and establishment of general College policies and procedures with the President and other Cabinet members; and
- Performs other duties as assigned.

1.6.3.2 Vice President for Student Affairs

The Vice President for Student Affairs reports to the President and is responsible for providing leadership and vision in administering a comprehensive range of programs and services related to campus programming and planning; assists in creating a campus culture that promotes the academic achievement and personal development of students; assists with crisis response and institutional initiatives; advocates on behalf of students; and fosters collaborative relationships among students, faculty, and staff. In addition the Vice President for Student Affairs supervises the following areas: Campus Housing; Student Health Services; Counseling and Wellness; Student Assembly (Student Government); International Student Support; Student Activities; Madden Student Center; The Icehouse; Greek Life; Clubs and Organizations; Campus Activities Board (student programming board); Student Conduct; Leadership and Service Learning; Student Grievance Officer; Recreational Sports/Activities; Dining Services; and Radio Station.

Duties:

- Provides leadership and supervision for the planning, organizing, and coordinating of the student affairs units while achieving institutional goals and objectives;
- Monitors and evaluates programmatic and operational effectiveness, and effects changes required for improvement;
- Develops, implements, and coordinates campus and community based programs that meet the varying needs of a diverse student population on a rural 24-hour residential campus;
- Promotes a welcoming and accessible vibrant campus culture. Works directly with students and student groups to provide support, advocacy, and resources;

- Oversees recruitment, training, supervision, professional development, and evaluation of division staff;
- Maintains a visible profile both on campus and with external constituencies and engages with the faculty, student, alumni, and staff communities;
- Maintains current knowledge of trends in higher education and student affairs ;
- Oversees development and submission of internal and external reports, assessment and evaluation of programs, and initiates improvements. Ensures that the operations of the units fulfill the academic mission of the College;
- Develops and manages the Student Affairs resources, budgets, and student fees;
- Serves as a Deputy Title IX Coordinator;
- Assists with campus-wide crisis/emergency response and provides support to students and families in emergency situations;
- Acts as the President’s liaison to Student Assembly (student government) and acts for the President, as appropriate, in the day-to-day management of operations and communications with Student Assembly (student government);
- Participates in the review, development and establishment of general College policies and procedures with the President and other Cabinet members; and
- Performs other duties as assigned.

1.6.3.3 Vice President for Business and Administration

The Vice President for Business and Administration reports to the President and is responsible for managing the business and financial operations of the College, as well as supervising all functions of the College’s Business Office (Human Resources, Accounts Receivable, Accounts Payable, and Accounting Services), Office of Information Services, Physical Plant, Housekeeping, Office of Public Safety, Augusta Heritage Center, Graceland Inn & Robert C. Byrd Conference Center, and The Stirrup Gallery.

Duties:

- Serves as the College’s Chief Financial Officer;
- Assures integrity in all business and financial operations of the College;
- Participates in the review, development and establishment of general College policies and procedures with the President and other Cabinet members;
- Serves as the point of contact with financial institutions and investment managers for administration of the College’s financial assets;
- Acts as the primary liaison with independent auditors and oversees completion of assigned tasks to prepare for on-campus fieldwork, as well as coordinates completion of final audit report delivery to the Board of Trustees;
- Assists the President in establishing student fee structures;

- Assists in preparing the College's annual operating and capital budgets by presentation to and approval of the Board of Trustees;
- Recommends, develops, and implements financial procedures to ensure fiscal accountability across campus, including but not limited to budget compliance;
- Attends meetings of and presents reports to the Board of Trustees, at the direction of the President;
- Prepares internal and external financial statements and budget reports that fairly reflect the overall operations of the College and the performance of individual units and departments;
- Reviews, maintains, and consults with the President all contracts with external parties;
- Monitors, projects, and reports cash position to the President on a regular basis;
- Maintains current knowledge of all relevant financial and tax related rules and regulations in order to ensure the College's compliance with operation and reporting requirements;
- Oversees proper recording of all financial activity of the College in its general ledger system in compliance with financial and federal auditing and reporting requirements;
- Performs audits or assigns staff to audit programs/operations to ensure proper procedures and controls are in place and consistently practiced; and
- Performs other duties as assigned.

1.6.3.4 Vice President for Enrollment Management and Institutional Advancement

The Vice President for Enrollment Management and Institutional Advancement provides leadership in the areas of enrollment management and institutional advancement, which encompass but are not limited to: admissions, alumni relations, branding, church relations, communications, community relations, development, financial planning, grants, marketing, media relations, and retention.

Duties:

- Designs, establishes and maintains an organizational structure and staffing to effectively accomplish established goals and objectives;
- Oversees recruitment, training, supervision and evaluation of staff;
- Establishes and implements a strategic, comprehensive enrollment plan and its various related components including, admission, retention and student financial planning;
- Supervises work of Financial Aid Office to establish fiscally sound awarding policies and to ensure compliance with federal and state financial aid guidelines;
- Works collaboratively to establish articulation agreements with relevant community colleges and explores alternative academic offerings and delivery methods;
- Manages communications and marketing staff and ensures accurate and quality materials in communications including publications, web presence, public relations, social media, and e-communication;

- Supervises the creation and updating of marketing materials for the entire campus with special focus on that of Admission;
- Provides guidance with Senior Director of Institutional Advancement for development programs including, special emphasis campaigns, major gifts, annual giving, planned giving, church relations, and grants;
- Works with the Director of Development (operations) to develop a comprehensive annual giving plan that includes direct mail appeals, electronic solicitations, and individualized solicitations for annual gifts;
- Coordinates society giving program with Senior Director of Institutional Advancement for mid-range, major and transformational gifts;
- Works with the Director of Development (operations) to ensure the timely recording and acknowledgment of gifts, effective stewardship of donors at all levels, and accurate reporting of gifts;
- Provides support for alumni relations in creating an environment of alumni engagement and support including, reunions, volunteer service, and financial support;
- Serves as resource to the National Alumni Council to develop goals and objectives consistent with the mission and strategic plan of the College;
- Establishes and implements short and long-range organizational goals, objectives, strategic plans, policies and operating procedures;
- Monitors and evaluates programmatic and operational effectiveness, and implements changes required for improvement;
- Manages annual budgets for offices included in said areas;
- Participates in the review, development and establishment of general College policies and procedures with the President and other Cabinet members; and
- Performs other duties as assigned.

1.6.4 Davis & Elkins College Faculty

In matters pertaining to the faculty and the academic matters of the institution, Davis & Elkins College operates under a structure of “shared governance.” In this regard, the Board of Trustees recognizes that the faculty, as defined in the *Faculty Handbook*, has the right and responsibility for the recommendation of general policies on academic matters, including student admission and graduation standards, requirements for degrees, and the establishment or modification of any academic department or program. The faculty also has the right and responsibility for the recommendation of general policies concerning faculty matters such as the curriculum, faculty qualifications, faculty duties and promotion, and the *Faculty Handbook*. The Board of Trustees recognizes the Faculty Assembly as the sole body that represents the faculty in the exercise of these responsibilities. Faculty Assembly meetings, led by Faculty Assembly Executive Committee, are the normal venue for faculty decision-making in these areas of faculty responsibility. Standing committees of the faculty, reporting to the Faculty Assembly, are utilized to expedite faculty governance. See the Faculty Assembly Constitution and Bylaws for additional information.

Notwithstanding the rights and responsibilities referenced above, it is expressly recognized that the Board of Trustees retains final decision-making authority in all matters affecting the governance of Davis & Elkins College. All actions and legislation of the Faculty Assembly are therefore considered as recommendations to the Board of Trustees and the President. While recommendations and legislation from the Faculty Assembly are advisory in nature and not binding upon the Board of Trustees, in appreciation of the principles of shared governance and in the interest of the general well-being of the College, the Board and President will weigh heavily the Faculty Assembly's recommendations. Moreover, the faculty and administration shall work meaningfully and sincerely with each other in addressing these matters of institutional importance. In those instances when the President or Board of Trustees does not accept a Faculty Assembly recommendation, the President will meet with the Faculty Assembly to discuss the Board's decision and rationale not to accept the recommendation.

1.6.5 Davis & Elkins College Staff

The primary role of staff at Davis & Elkins College is to support the faculty and the administration in fulfilling the College's mission. The staff conducts the day-to-day affairs of the College under the direction of senior administrators. Staff share in the governance and policy direction of the College by their membership on committees and participation in division/department staff meetings.

1.6.6 Davis & Elkins College Students

Through Student Assembly, the students of Davis & Elkins College are able to articulate student perspectives regarding issues and policies of importance to the student body.

Davis & Elkins College Student Assembly is the representative body of the student body and is responsible for selecting students to serve on shared governance groups. Its composition and responsibilities are outlined in its Constitution and Bylaws. Student Assembly reports its advisory recommendations to the Vice President for Student Affairs.

1.6.7 Davis & Elkins College Alumni

The Davis & Elkins College Alumni Association, which represents the alumni of the College, is devoted to the perpetuation of Davis & Elkins College through programs that offer opportunities for alumni to maintain strong bonds with their alma mater and with each other. Members work with the College's Director of Alumni Engagement and Support to develop, foster, and implement activities that are in the best interests of the College and its alumni. The Alumni Association's composition and responsibilities are outlined in its Constitution and Bylaws. In addition, selected alumni have the opportunity to participate in the College's tenure procedures by answering an Alumni Questionnaire if one of their former instructors has filed a tenure application.

1.7 Davis & Elkins College Standing Committees

1.7.1 College-wide Standing Committees

The standing committees of Davis & Elkins College play important roles in the governance of the College. These committees may be composed of faculty, staff, students, and Cabinet members.

The members are elected by appropriate bodies or are appointed by the President or the appropriate Cabinet member to advise the administration in the development of institutional policy, procedure, and practice. A listing and description of the College's current standing committees with the membership of each is set forth below.

Meetings and Minutes: Committee members may participate in any meeting through the use of conference telephones, videos, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Minutes of the meetings of the College's standing committees are filed in the President's Office.

Standing Committee Review Process: The Cabinet reviews the College's standing committees on a three-year cycle. As part of the review process, the team offers recommendations to the President regarding the purpose and goals of the committee, evaluates current membership, summarizes the accomplishments of the committee, and offers suggestions regarding future goals of the committee.

1.7.1.1 Cabinet

Purpose: The purpose of the Cabinet is to advise the President on matters of institutional policy, practice and strategic direction and serve as a collective leadership body for deciding important matters of Davis & Elkins College policy and for formulating management recommendations to the Board of Trustees. The members of the Cabinet, both collectively and individually, work collaboratively with Davis & Elkins College constituents in ways that enable the team to provide direction for the institution and to establish institutional policy. More specifically, the Cabinet shares information across the College's administrative and academic divisions and departments that enable each member to perform their own leadership tasks as effectively as possible; acts as a conduit of information from the leadership to various administrative and academic offices; develops and implements College-wide initiatives and strategies; ensures centrality of the College's strategic and academic goals; and advises the President on other matters as appropriate. The Cabinet also serves as a vehicle to promote close cooperation among the administrators who report to the President, thus maintaining good communication within all facets of the College community.

Membership: President, Vice President for Academic Affairs, Vice President for Business and Administration, Vice President for Enrollment Management and Institutional Advancement, Vice President for Student Affairs

1.7.1.2 Behavioral Assessment Team (CARE Team)

Purpose: Under the auspices of the Office of Student Life and the leadership of the Vice President for Student Affairs, the Behavioral Assessment Team will meet at least bi-monthly to review and evaluate the behavior of all students of concern. Specific procedures for dealing with a student of concern may differ depending upon the level of threat posed by the student. These procedures are set out in the Procedures for Responding to a Student of Concern section of the Davis & Elkins College Student of Concern Policy located in [Volume VI](#) of the *Davis & Elkins College Policy Manual*.

Membership: Director of Counseling and Wellness, Title IX Coordinator, Director of the Naylor Learning Center, others at the discretion of the Vice President for Student Affairs

1.7.1.3 Compliance and Ethics Committee

Purpose: The Compliance and Ethics Committee will form compliance reports and updates from all areas across campus and suggest recommendations about compliance needs and actions to the Compliance Officer. Through the Compliance and Ethics Committee, the Compliance Officer helps to prioritize compliance training programs, resources, and other issues that may need addressed by the director of an area, the Cabinet, or the Board of Trustees.

Membership: Compliance Officer, Director of Human Resources, Title IX Coordinator, ADA/Section 504 Coordinator, NCAA Compliance Officer, Director of Financial Aid, Registrar, Director of Public Safety, Director of Counseling and Wellness, Director of International Student Services, Director of Accounting (or designee), Director of Physical Plant, Chief Information Officer

1.7.1.4 Emergency Response Team

Purpose: The Emergency Response Team evaluates information from various sources during the progress of an emergency event and advises the President on appropriate actions requiring decisions. The responsibilities of the Emergency Response Team include reviewing the various policies and procedures pertaining to the safety and security of students on the campus; conducting periodic emergency related drills and training; and reviewing the College's Emergency Response and Safety Plan to determine if it complies with best practices and applicable laws and making necessary recommendations when appropriate.

Membership: President, the Director of Public Safety; Vice President for Academic Affairs, Vice President for Student Affairs, Vice President for Enrollment Management and Institutional Advancement, Director of Human Resources, director of area affected, Director of Counseling; Director of Physical Plant, Chief Information Officer

1.7.1.5 Enterprise Risk Management Committee

Purpose: The purpose of the Enterprise Risk Management Committee is to recommend campus-wide methodologies for identifying, prioritizing and managing risks across the entire College. In this role, the ERM Committee routinely collaborates with representatives of the College community, including other standing committees, to identify, assess, prioritize and respond to risks, as well as to ensure that approved strategies are implemented effectively. It also reviews and makes recommendations to the Cabinet on priority risks and risk mitigation programs, including the recommendation of policies and procedures to help ensure that the institution responds to risks as intended. In addition, the ERM Committee makes recommendations to the Cabinet for appropriate changes to enhance and improve the ERM program, and report on any concerns on an ongoing basis. Finally, the Committee educates the College community on the benefits of managing risk and the opportunities that risk presents and oversees appropriate training

programs. Annually, the Committee issues a report to the Audit Committee of the Board of Trustees on the status and key initiatives of the Davis & Elkins College ERM program.

Membership: President or his or her designee, the Vice President for Business and Administration, Director of Human Resources, Director of Public Safety, Vice President for Student Affairs, Coordinator Institutional Research, Chief Information Officer, and Compliance Officer

1.7.1.5.1 Safety Task Force Subcommittee

Purpose: The Safety Task Force is a subcommittee of the Enterprise Risk Management Committee. Safety Task Force members meet in an effort to increase the ongoing safety and security of the College for its students, faculty, staff and visitors. In addition, it works as a vehicle for the free discussion of health and safety problems, preventative measures, and possible solutions for the College community. Lastly, the task force helps reduce the risk of workplace and campus injuries and illnesses in an effort to provide a workplace and campus that is safe for all members of the campus community. In fulfilling these responsibilities, the subcommittee reports to the Enterprise Risk Management Committee on safety and security issues and develops and recommends safety and security policies and programs responsive to best practices and regulatory requirements.

Membership: Director of Physical Plant, Director of Public Safety, Assistant Director of Public Safety, Chief Information Officer, Director of Human Resources, Vice President for Student Affairs, Athletic Director, NCAA Compliance Officer, Athletic Trainer, Professor from the Chemistry Department, International Student Admissions Counselor, and Supervisor of Housekeepers, Compliance Officer

1.7.1.6 Institutional Review Board

Purpose: As mandated by both federal law and national policies, Davis & Elkins College maintains an Institutional Review Board (IRB) for reviewing research proposed to be conducted by members of the College or involving members of the College as research subject. The primary purpose of this review board is to protect the rights of human subjects. The responsibilities of the IRB include reviewing research proposals and/or classroom research studies involving human subjects and to mandate revision (as needed); maintaining and disseminating guidelines for staff, faculty, and students who wish to conduct research with human subjects; reviewing all proposed research studies involving human subjects to ensure compliance with appropriate statutes and standards of care; monitoring proposed studies to ensure compliance with the principles of ethical research; and monitoring ongoing studies to ensure compliance with established policies, procedures, and applicable statutes.

Membership: Three faculty members, a student, the Director of Institutional Research, the Vice President for Academic Affairs, a community member who is not employed at the College or a student at the College. Appointments to the IRB committee and a chair will be named by the President in consultation with the Vice President for Academic Affairs. A principal investigator may, at his or her own discretion or at the IRB's request, attend the meeting during which his or her proposal(s) is considered. The chair of the IRB shall provide written notification of the Review Board's actions. In addition, the IRB, at its discretion, may invite other individuals with

competence beyond, or in addition to, that available on the board. Invited participants have no voting rights.

1.7.1.7 Athletic Council

Purpose: The Davis & Elkins College Athletic Council will provide guidance to the Athletic Department. While not a regulatory body, the council will work collaboratively with campus departments to review Athletic Department operations and interactions with each department. The council will provide recommendations for improvement, policy for regulation, and will ensure the athletic department is providing a positive student-athlete experience educationally and athletically.

Membership: President (or designee), Vice President for Enrollment Management and Institutional Advancement, Vice President for Student Affairs, Vice President for Academic Affairs, Athletic Director, Assistant Athletic Directors, Senior Woman Administrator, Faculty Athletic Representative, Student-Athlete Advisory Committee President, Student Assembly President, Director of Public Safety (or designee), Director of the Physical Plant, General Manager of Dining Services (or designee), Senior Director of Institutional Advancement, Director of Alumni Engagement, Coordinator of Parent Relations

Appointed/Elected Positions (2) SAAC Representatives - (1) male and (1) female; (3) Faculty members; (2) Staff members; (2), Student-Athlete alumni - (1) male & (1) female; (2) Head Coaches - (1) men's coach and (1) women's coach; (3) Non-Student-Athletes

1.7.1.8 Student-Athlete Advisory Committee

Purpose: The purpose of the Student-Athlete Advisory Committee is to serve as a liaison between student-athletes and the Director of Athletics. The responsibilities of the Student-Athlete Advisory Committee include providing a forum for the student-athletes to voice their concerns and ideas to the Athletic Administration, and for the student-athletes to respond to those issues; serving as advocates for the welfare of fellow student-athletes, as a team, or as individuals; and enhancing public relations for the student-athletes.

Membership: Assistant AD for NCAA Compliance (Adviser), Faculty Athletic Representative, student-athlete representatives from each of the College's sponsored intercollegiate sport teams. Each member, who must be listed as an active member on his or her respective team roster and be in good standing, must apply for membership and be approved by the standing elected board consisting of a President, Vice President, Secretary and Treasurer. Each member must serve on a sub-committee within SAAC: Community Engagement, Health & Wellness, Life Skills, Fundraising or Special Events. Each team must have representation from a minimum of two members but there is no limit to the maximum number of members from one team. In the event that there are more than two members representing a team, the elected board will assign voting privileges to no more than two people per team. Cross Country and Track & Field hold three (3) membership positions between the two sports per gender.

1.7.1.9 Student Code of Conduct Hearing Panel

Purpose: The Student Code of Conduct Hearing Panel is comprised of members of the campus community who are trained to adjudicate Student Code of Conduct violations that are not resolved informally or administratively. When a formal resolution hearing is necessary, members from the panel will be charged with conducting a prompt, thorough, and unbiased hearing to determine, based on a preponderance of the evidence, whether or not a respondent has violated the Student Code of Conduct.

Membership: Staff and faculty representatives as appointed annually by the Director of Public Safety

1.7.2 Faculty Assembly Standing Committees

The Faculty Assembly Bylaws describes the duties and composition of each standing committee of the Faculty Assembly. The current standing committees of Faculty Assembly include:

- Executive Committee
- Professional Affairs Committee
- Appointments, Promotion, and Tenure Committee
- Curriculum Committee
- Admissions and Academic Standing Committee
- Assessment Committee
- Grievance Committee

1.7.3 Student Assembly Standing Committees

The Bylaws of Student Assembly provides for the appointment of standing committees as necessary. The current standing committees of the Student Assembly include:

- Executive Board
- Campus Activities Board
- Student Arbitration Committee
- Budget Committee
- Residence Life Committee

1.8 Revisions to the Davis & Elkins College Policy Manual

Davis & Elkins College policies document the principles to be followed in various aspects of college life and are published in the respective volumes of the *Davis & Elkins College Policy Manual*. Policies become operational upon formal approval by the Board of Trustees or the President as applicable.

1.8.1 Definitions

Policy: A policy is a prudent governing principle derived from the mission and goals of the College which is adopted and approved by the President of the College or the Board of Trustees. This definition encompasses only College-wide policies, which are distinguished from operating procedures, as well as department, division or unit specific policies. Only those policies approved in accord with this policy will have the force of College policy. In the event of a conflict between a College-wide policy and a department, division or unit policy, the College-wide policy will supersede the department, division or unit policy. College-wide policies include the following:

Faculty Policy: Faculty Policies are those policies that affect basic academic personnel matters - principally faculty status, rights and responsibilities, rank, retention, evaluation, and faculty development - as published in the [Faculty Handbook](#) (Volume IV).

Administrative Policy: Administrative Policies are non-academic policies governing the operations of the College as published in Volumes I, [II](#), [III](#), and [VII](#) of the *Davis & Elkins College Policy Manual*.

Educational Policy: Educational Policies are policies that directly affect the educational process and the academic programs of the College as published in [Volume V](#) of the *Davis & Elkins College Policy Manual* and the College Catalog.

Student Non-Academic Policy: Student Non-Academic Policies are non-academic policies concerning the terms or conditions affecting student life as published in Volumes [II](#) and [VI](#) of the *Davis & Elkins College Policy Manual*.

Procedures: Procedures are statements that provide for orderly implementation of established policies through specific, prescribed actions and are more detailed than a policy statement.

1.8.2 Volume Custodians and Review Cycles

Each of the policies reprinted in the volumes of the *Davis & Elkins College Policy Manual* are reviewed on a regular, cyclical basis under the leadership of the respective volume custodians. The review cycles vary depending on the volume, but three years is the maximum amount of time between reviews. (See chart below for the mandatory review cycle for each volume.) Depending on requested changes by applicable internal governing bodies, accreditation agencies, or as required by changes to governmental policy or legislation, review periods may be shortened.

The President and select administrators serve as custodians of the volumes of the *Davis & Elkins College Policy Manual* and review policies in accordance to the following cycle:

Volume	Custodians	Mandatory Review Cycle
Volume I	President	3 Years
Volume II	Compliance Officer	3 Years
Volume III	Vice President for Business and Administration	3 Years
Volume IV	Vice President for Academic Affairs	3 Years

Volume V	Vice President for Academic Affairs	2 Years
Volume VI	Vice President for Student Affairs	1 Years
Volume VII	Vice President for Business and Administration	3 Years

1.8.3 Policy Development and Approval Process

1. **Development and Approval of Faculty Policies:** The introduction of new or proposed changes to the [Faculty Handbook](#) may be initiated by the Faculty or a committee of the Faculty Assembly, the Vice President for Academic Affairs, the President, and/or the Board of Trustees or a committee thereof. All requests to amend or revise the [Faculty Handbook](#) are reviewed and approved pursuant to the Revision and Approval Policy set forth in the [Faculty Handbook](#).
2. **Development and Approval of Academic Policies:** The introduction of new or proposed changes to Academic Policies may be initiated by a faculty member, the Curriculum Committee or other applicable standing committee of the Faculty Assembly, the Vice President for Academic Affairs, the President, or the Board of Trustees or a standing committee thereof.

Pursuant to the College's shared governance practices, the faculty, subject to the powers vested in the Board of Trustees of Davis & Elkins College, has the responsibility for recommending proposed additions, deletions and modifications to College Academic Policies. The Curriculum Committee is responsible for initially reviewing and coordinating proposed additions, deletions and modifications to such policies on behalf of the faculty. In this role, the Curriculum Committee will either process the proposal itself or appoint an ad hoc drafting committee to refine the proposal. The Curriculum Committee then bring such proposals to the attention of Faculty Assembly.

In recognizing the need for timely decision-making, proposed additions, deletions and modifications to College Academic Policy submitted to the Curriculum Committee by the Vice President for Academic Affairs, President, or Board of Trustees or a committee thereof ("referring party") shall be processed within a reasonable period of time prescribed by the referring party. In all cases, the referring party will provide the Curriculum Committee and faculty a minimum of ninety (90) academic days to consider and process the referred matter unless emergency circumstances otherwise exist that require the introduction of an Interim Policy (see Interim Policies below). If the Curriculum Committee and faculty are not able to consider and process the referred matter in the prescribed period of time, the Chair of the Curriculum Committee may petition the referring party for an extension of time. A matter that is not returned within the time prescribed and for which there is no communication may move forward without a recommendation from the Committee or Faculty Assembly.

When revisions involve simple editing for clarity, the Curriculum Committee will incorporate these revisions in the policy and notify Faculty Assembly.

For substantive additions, deletions and modifications, the Executive Committee of Faculty Assembly will refer the revised texts approved by the Faculty Assembly to the Vice President for Academic Affairs and President for their review and approval. The policy will then be forwarded to the Academic Affairs Committee of the Board of Trustees and then to the full Board for approval. No statement will be approved unless it is considered to be consistent with the policies and Bylaws of the Board of Trustees. The proposed revised text shall have no status, not even a promissory one, until final action by the Board of Trustees has been taken.

In engaging in the procedural process outlined above and in appreciation of the principles of shared governance and in the interest of the general well-being of the College, the President and Board of Trustees will weigh heavily faculty recommendations pertaining to College Academic Policies. The faculty, administration, and Board shall work meaningfully and sincerely with each other in addressing these matters of institutional importance. In those rare instances when the President or Board does not accept a faculty recommendation, the President will meet with the faculty to discuss the decision and rationale not to accept the recommendation of the faculty. It is desirable that the faculty should, following such communication, have the opportunity for further consideration and further transmittal of its views to the President or Board.

Note: Changes to or adoption of a new curriculum or academic program must follow the approval procedures set forth in [Volume V](#) of the *Davis & Elkins College Policy Manual*.

3. **Development and Approval of Administrative and Student Non-Academic and Athletic Policies:** Proposals to develop new policies or changes to existing Administrative and Student Assembly, a College or Faculty Assembly standing committee, a team or task force, College organization, the President, or the Board of Trustees (or a committee thereof). Such proposals shall be submitted to the appropriate Cabinet member, who will present the matter at the next meeting of the Cabinet. If the Cabinets agree the policy should be developed, the matter will be assigned to an appropriate standing committee, task force, or Cabinet member with oversight responsibilities for the area impacted by the policy for further development.

Once the appropriate standing committee, task force, or Cabinet member (or designee) has developed the policy, it will be submitted at the next meeting of the Cabinet. The Cabinet will then either recommend the policy to the President for adoption, refer the policy to an appropriate standing committee for further development, or recommend to the President that the policy not be adopted.

Administrative and Student Non-Academic policies become operational upon the approval of the President. Where required in the Bylaws of the College or otherwise determined either by established College or Board policy, legitimate past practice or decision of the President, the policy will be forwarded to the Board of Trustees for approval. No statement will be approved unless it is considered to be consistent with the policies and Bylaws of the Board of Trustees.

4. **Development and Approval of Department, Division or Unit Policies:** A department, division or unit of the College may develop additional policies that pertain only to the affairs of the concerned department, division or unit. Such policies do not substitute for College policies. No department, division, or unit specific policies may be in conflict with established

College Policy. The area supervisor will communicate such policies to the appropriate administrative leader, who will in turn report the policy to the Cabinet.

5. **Development and Approval of Interim Policies:** With the exception of Academic and Faculty Policies, the College expressly reserves the right to alter or change any policy or procedure on an interim basis without prior notice where circumstances warrant (i.e., legal, regulatory or accreditation matters). When this occurs, the President shall inform the Board of Trustees immediately of the establishment of any interim policy where required in the Bylaws of the Board of Trustees or otherwise determined either by established College or Board Policy, legitimate past practice, or the decision of the President. In cases involving Faculty and Academic Policy, the President will consult the Chair of Faculty Assembly before implementing an interim Faculty or Academic policy.

1.8.4 Posting of Approved Policies

Once a new College policy is approved and signed by the President or Board of Trustees as applicable in accordance with this policy, the President's designee will ensure that the statement is posted to the appropriate location in the *Davis & Elkins College Policy Manual*.

1.8.5 Maintenance of the Davis & Elkins College Policy Manual

The President's designee shall be responsible for keeping the master copy of the *Davis & Elkins College Policy Manual*. Versions of policies from the *Davis & Elkins College Policy Manual* may be included in handbooks and other College, department, division or unit publications or websites, but must include a disclaimer that the official *Davis & Elkins College Policy Manual* should be consulted for the latest version of the policy. If there is a discrepancy between a version of a policy published in such publications and the *Davis & Elkins College Policy Manual* version, the version in the *Davis & Elkins College Policy Manual* will be considered the official version.

1.8.6 Related Procedures and Guidelines

Policies may be supplemented by procedures or guidelines that describe policy implementation practices, subject to the approval of the President or an authorized designee. These supplemental procedures may be referenced in, and/or linked from, the relevant policy, as appropriate.

1.8.7 Reservation of Rights

Nothing in this policy limits or circumscribes in any way the power and authority of the Board of Trustees or the President to issue, amend, or revoke College policies or department, division or unit policies at any time.

Only those College policies that are approved by the Board or a duly authorized committee of the Board, as authorized by the Bylaws of the Davis & Elkins College Board of Trustees, can be applicable to the Board and/or its Trustees.

Appendix 1: Agreement to Serve on the Davis & Elkins College Board of Trustees

As a member of the Board of Trustees, my first commitment is to hold the College in trust for the people of West Virginia. That includes fulfilling my fiduciary responsibilities and doing my best to ensure that the College meets its mission and thrives in perpetuity. I will endeavor to ensure that its future is well planned and that the plans are effectively executed in support of its mission.

I shall be aware of and fulfill my responsibilities as a Trustee in support of the constitution of the state and nation, the policies and regulations of the College's accreditation agencies, and all other laws, policies and regulations pertaining to programs offered by the College and the established policies of the Board of Trustees.

It is my obligation to participate in policy level decision-making in concert with my fellow members of the Board of Trustees. I shall bring a well-informed, thoughtful and inquiring mind to the Board and will express my view in professional and courteous ways. My only authority as a Trustee is to participate in collaborative policy making. I have no personal authority over any aspect of College operations.

I will work to support and encourage the President and Executive Administration of the College in every possible way. I will advise the administration, through the Board, of my concerns and aspirations for the College and will participate in the evaluation of the President and review the effectiveness of the programs he/she administers and the institution as a whole.

Consistent with the responsibilities outlined in Article III of the Bylaws of the Board of Trustees of Davis & Elkins College, I shall:

1. Provide insight and guidance to the planning and future direction of the College;
2. Help determine and approve appropriate policies for effective governance and management;
3. Help ensure financial stability through the approval of appropriate fiscal policies and controls;
4. Provide encouragement and support to the President, administration, faculty, staff, and students;
5. Provide and help obtain needed capital and operating funds; and
6. Encourage the interest and involvement of potential supporters of the College.

Additional Trustee Responsibilities:

In addition to fulfilling these primary responsibilities, I pledge to fulfill the following additional responsibilities:

1. To serve Davis & Elkins College as a whole;
2. To represent Davis & Elkins College positively in words and deeds and to seek opportunities to inform the public about the institution;
3. To avoid conflicts of interest or the appearance thereof, in accordance with the Board's Conflict of Interest Policy and to subordinate one's personal interests to the interests of the whole Board and the College and conform always to the highest ethical standards;
4. To ensure good institutional management by monitoring progress on the achievement of institutional goals, objectives, priorities, and student learning outcomes;

5. To guard the fiscal integrity of Davis & Elkins College and make certain that it has the necessary funds to fulfill its mission and achieve its goals;
6. To make service to Davis & Elkins College a high personal priority by participating constructively and consistently in the work of the Board and its standing and ad hoc committees, by accepting and discharging leadership positions and other assignments, by working on behalf of the College between Board meetings, and by providing experience and special expertise as abilities and time permit;
7. To prepare for Board meetings by reading the agenda and supporting material and devoting sufficient time, thought and study to proposed actions and recommendations of the President or the standing committees of the Board;
8. To attend, either in person or by other electronic means, a minimum of two of the three regular Board meetings each year and actively participate in meetings of standing committees to which Trustees have been appointed, either in person or other electronic means;
9. To regularly evaluate the President's performance;
10. To remain informed about institutional issues and the challenges confronting institutions of higher education;
11. To participate in rational, informed deliberations by considering reliable information, thinking critically, asking good questions, and respecting diverse points of view in order to reach decisions on the merits that are in the best interests of the institution as a whole;
12. To use my own judgment in voting versus following the lead or influence of others;
13. To participate actively in the alumni and development programs of Davis & Elkins College and to engage in campus events, as time permits;
14. To maintain strict confidentiality of Board and committee meetings and of all information proprietary to Davis & Elkins College;
15. To speak for the Board only when authorized to do so by the Board Chair or the President and to recognize that the President is the primary spokesperson for the College and the Chair is the primary spokesperson for the Board;
16. To refrain from directing the President, officers, or staff and from requesting special considerations or favors from the President, officers, or staff. The President reports to the Board, as a whole, and the officers and staff report to the President. A Trustee, therefore, should deal with College personnel only through the President unless such contact is for the purposes of general inquiry, discharging one's responsibilities as a committee member, or as otherwise authorized and directed by the Board;
17. To participate in self-evaluations and assessments of Trustee and Board performance;
18. To be knowledgeable of and fulfill my responsibilities as a Trustee in support of Davis & Elkins College Bylaws, the College's Amended Articles of Incorporation, and Board of Trustees' policies and to be continually aware of the mission of Davis & Elkins College; and
19. To be aware of and fulfill my responsibilities as a Trustee in support of the constitution of the Nation and the state of West Virginia, the policies, standards and requirements of the College's

accreditation agencies, and all other laws, policies and regulations pertaining to programs offered by the College.

My Term Begins _____

My Term Expires _____

Signed,

Member of the Board of Trustees

Chair of the Board of Trustees

Appendix 2: Conflict of Interest Disclosure Statement

BOARD OF TRUSTEES

CONFLICT OF INTEREST DISCLOSURE STATEMENT

1. Are you aware of any relationships between Davis & Elkins College and yourself or a member of your immediate family, close friend or business associate that may represent a conflict of interest as defined by the letter or spirit of the Davis & Elkins College Board of Trustees Conflict of Interest Policy?

_____ No _____ Yes

If yes, please list such relationships and the actual or potential financial benefits as best you can estimate them.

2. Are you, a member of your immediate family, a close friend, or one of your business associates an officer, director, or owner of any firm, corporation, or other business that has made payments to, or was paid by, Davis & Elkins College for property or services.

_____ No _____ Yes

If yes, please describe the nature of the interest in such entity and its transactions with Davis & Elkins College.

3. Did you, a member of your immediate family, a close friend or a business associate receive during the past 12 months any gifts or loans from any source from any individual or entity that to your knowledge has, or seeks to have, a business relationship with Davis & Elkins College?

_____ No _____ Yes

If yes, please list such loans or gifts, their source and their approximate value.

4. Do either you, a member of your immediate family, a close friend, a business associate or an entity in which you or the family member, friend or associate is an officer, director, employee, member, partner, Trustee, or controlling stockholder propose to have a business or financial relationship with Davis & Elkins College over the next fiscal year?

_____ No _____ Yes

If yes, for each such relationship, please provide the following information:

- a. The name of the person involved:

- b. The name of the entity:

- c. The entity's proposed business or financial relationship to the College (e.g., supplier of goods or services):

- d. The proposed dollar value of this relationship (e.g., the proposed cost to the College of the goods or services):

- e. The date this relationship is anticipated to be established:

- f. The nature of your, the family member, friend or associate's interest in the entity (e.g., employment, board seat, ownership interest), and the approximate monetary value, if any, of that interest.

5. Please describe any other transactions, actions or situations, not included above, you believe appropriate to disclose in keeping with the spirit and intent of the Davis & Elkins College Board of Trustees Conflict of Interest Policy.

6. Over the past year, have you accepted or agreed to serve as a member of a governing board for another college or university?

_____ No _____ Yes

I CERTIFY that I have read and understand the Davis & Elkins College Board of Trustees Conflict of Interest Policy and that the foregoing information is true and complete to the best of my knowledge. Moreover, I certify that I am in compliance with the Conflict of Interest Policy. I agree that if there is a material change in any statement or information provided above, I will immediately notify the Secretary of the Board of Trustees and complete an amended disclosure form. I further agree that I will refrain from participating in the College's consideration of any proposed business or financial relationship in which I or a member of my immediate family, friend or business associate may be interested, except to respond to questions or to provide further information.

Name (Printed/Typed)

Signature

Date: _____

