

Roles & Responsibilities of Corporation Members

For more than two centuries, Brown University has benefited from the devotion, service, and contributions of thousands of its alumni and friends. A relatively small number of individuals drawn from this broad constituency assume the special responsibility of serving as fellows and trustees of the Corporation of Brown University. Their leadership is essential to the effective governance and continued vitality of the University. This statement broadly outlines the fiduciary duties, responsibilities and expectations of service on the Corporation.

The Corporation exercises extensive powers in the operation of the University. By custom and practice, however, many of these powers have been delegated to others. The functions that the Corporation in fact discharges are summarized as follows:

1. Oversee the University's faithful and consistent adherence to its mission and values.
2. Provide oversight to strategies and policy designed to preserve and enhance the University's financial strength, provide for its financial support, and maintain sound financial controls, enabling the University to pursue its mission at the highest levels of distinction.
3. Consent (or withhold consent) to those numerous matters requiring formal approval by the Corporation.
4. Review and act on major policies proposed by various constituencies of the University (including itself), and advise the administration and other segments of the University community.
5. From time to time select the president, and continuously provide a body to which the president is accountable.
6. Provide for its own succession by identifying new trustees and fellows who are wholly committed to the success of the University.

In discharging these functions and other duties, trustees and fellows serve as ultimate fiduciaries for Brown. In this critical oversight capacity, fellows and trustees are expected to:

1. Demonstrate a continuing dedication and commitment to the University and its mission, and collegially serve Brown University as a whole, rather than representing the interests of any particular constituency.
2. Prioritize Brown in their philanthropic activities, supporting Brown's fundraising efforts through their example of leadership.
3. Attend as many Corporation meetings as possible. If a high standard of attendance is not maintained over a two-year period and there are no extenuating circumstances, a member may be requested to resign. Members who anticipate being unable to attend meetings for a period of more than a year may request a leave of absence from the secretary of the Corporation.

4. Prepare for meetings by reviewing materials distributed in advance, respond to requests in a timely manner, and actively participate in the work of at least one committee of the Corporation.
5. Maintain the confidentiality of all sessions of the Corporation and Corporation meeting materials.
6. Recognize that the Corporation is a policy-making body. The responsibility for implementation of those policies lies with the University administration which is responsible for the management of the institution.
7. Participate in other Corporation functions and activities of the University, in order to become more knowledgeable about the life of the University and to represent the Corporation to the Brown community.
8. Represent Brown in a positive and accurate manner to alumni, potential applicants, donors, and the public at large and, when called upon, to corporations, foundations, governmental agencies and the media. Refer specific questions or inquiries to the administration, and refrain from speaking about confidential information.
9. Unless requested by the president or chancellor, not to become involved in addressing grievances, concerns or operational matters within the purview of the administration regarding the University that may be brought to their attention. Information relating to such matters should be referred to the chancellor or the president.
10. Comply with the Brown University Conflict of Interest and Commitment Policy and guidelines, the Policy for Institutional Conflicts of Interest in Research, and the Brown University Code of Conduct, and affirm compliance annually by completing an affirmation and conflict of interest and disclosure statement. Bring real or potential conflicts that emerge during the year to the attention of the president or chancellor.
11. Comply with the policy that fellows and trustees, and their spouses or partners, are prohibited from advocating for or writing letters of recommendation on behalf of applicants for admission to Brown, and similarly abide by Brown's policy against entering into gift conversations with families involved in the admission process.

Fellows and trustees are elected by the full Corporation for designated terms. Individual fellows and trustees are eligible for re-nomination, subject to term limits; although, except in unusual circumstances, a subsequent term shall not begin immediately upon expiration of an initial term.

Membership in the Corporation of Brown University offers to those who serve as fellows and trustees the rewards of pride in the continuing growth and development of the University, the stimulation of working with a body of individuals committed to the continuing success of a leading institution of higher education, and the satisfaction of knowing that they follow in a tradition of academic excellence and community service. By accepting this role and these responsibilities, the fellows and trustees of Brown University ensure that their work will produce an intellectual environment that will shape the careers and lives of future generations.