Board of Trustees for

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1. The Manual and the Board

1.1. The **Board of Trustees for Fort Lewis College** (the "Board") is a body corporate and the governing authority for **Fort Lewis College** (the “College”), a state institution of higher education established by law.[1] The Board is charged with the general supervision of the College and the exclusive control and direction of all funds of and appropriations to the College, unless otherwise provided by law.[2]

2. Bylaws of the Board

2.1. Exercise of Powers. Official action of the Board may occur only at meetings duly called and held in accordance with the Colorado Open Meetings Law and these Bylaws at which a quorum is present. Matters properly coming before the Board at such meetings shall be determined by a majority of the voting members who are present at the meeting.

2.2. Contracts or Representations by Board Members. No Board member or group of Board members may make or enter into any contract on behalf of the Board or the College or otherwise make any binding agreement or representation on behalf of the Board or the College, except when specifically authorized by formal action of the Board.

2.3. Public Comment by Board Members. No individual Board members or group of Board members may speak or make public comments on behalf of the Board, unless specifically authorized to do so by formal action of a majority of the voting members of the Board. However, this shall not prevent Board members from making statements or observations in their individual capacities, so long as they clearly indicate that they are not speaking for the Board.

2.4. Duty of Board Members.

2.4.1. Each Board member owes a fiduciary duty to the Board and the College.

2.4.2. Board members shall maintain the confidentiality of any information discussed in an executive session of the Board.

2.4.3. Board members shall not disclose any privileged communications with the Board's attorneys related to consultations or advice on Board or College business. Only the Board, by affirmative action, may waive the attorney-client privilege.

2.4.4. Board members shall maintain the confidentiality under state or federal law of personally identifiable information regarding students and employees of the College.

2.5. Election of Board Officers, Vacancies.

2.5.1. The Board shall elect from its voting members a Chairperson, a Secretary, and a Treasurer. The offices of Secretary and of Treasurer may be held by the same person. The Board may also elect a Vice Chairperson from the voting members of the Board. The duties and responsibilities of the elected officers shall be as described in these Bylaws.

2.5.2. Officers shall be elected by the Board prior to January 1 each year at the last regularly scheduled meeting of the previous year. Such officers shall assume their offices on January 1 of the year following their election and serve for a period of one year from said date or until their successors are elected, whichever is later. The

Board executed by the Chairperson; make certifications on behalf of the Board and perform such other duties as are normally performed by the Secretary of a legally-organized corporate body and those which may be assigned by the Board. The Secretary shall also maintain an up-to-date record of all policy actions of the Board as amendments to this Manual and preserve all documents pertaining to said office.

2.6.4. Deputy Secretary. Any Deputy Secretary appointed by the Board shall assist the Secretary in the performance of the duties of that office and perform such other duties as may be assigned by the Secretary or the Board.

2.6.5. Treasurer. The Treasurer shall keep a true account of all monies received and paid out by that office; pay all warrants duly signed by the Chairperson; maintain and provide to Board members statements of the financial condition of the Board and the College; and prepare, compile, and provide such other financial documents as may be requested by the Board.

2.6.6. Deputy Treasurer. Any Deputy Treasurer appointed by the Board shall assist the Treasurer in the performance of the duties of that office and perform such other duties as may be assigned by the Treasurer or the Board.

2.7. Compensation of Officers. Officers who are not members of the Board may receive appropriate compensation and benefits as determined by the Board.

2.8. Salaries or Other Compensation of Board Members. No member of the Board, whether a voting or advisory member, shall receive any salary or other compensation for services rendered in connection with their office. A Board member, whether voting or advisory, may be reimbursed for actual expenses or approved per diem in lieu thereof incurred by reason of attendance at any meeting of the Board or a committee thereof, or in the performance of other official business of the Board.

2.8.1. Reimbursement of Expenses. All expenses incurred by members of the Board that are reasonable, necessary, and directly related to the individual's duties as a Board member (e.g., travel, attendance at official functions, miscellaneous expenses) will be reimbursed to the extent permitted by state law and Board policy. All such reimbursements included for these purposes set forth below are governed by the b 10 (nt) 10 (d di)6 (r)17 (p(t)2 (s)4 ((l)6d di)6 (r)17(

2.8.1.2.

2.9.5. Adjournment. Any regular or special meeting may be adjourned, and its business continued to an appointed date, time and place by a vote of the

outside the State Treasurer, including, but not limited to: developing sound and consistent investment policy guidelines and “prudent investor” standards, communicating clearly the major duties and responsibilities of those accountable for achieving investment results; monitoring and evaluating results to assure that the guidelines are being adhered to and the objectives are being met; making investment recommendations and approving actions to be sent forward to the full Board of Trustees for approval and action by the Vice President for Finance and Administration or designee, and undertaking such work and studies as may be necessary to keep the Board of Trustees adequately informed as to the status of the investment of assets. (Added 2/10/27)

2.11.2. Special Committees.

2.11.4.3. Meetings of Board committees may be called at the discretion of the Chairperson of the Board or the respective chairs of such committees. Notices of such meetings shall

3. Code of Ethics and Conflicts of Interest

3.2.4. Disclosure of Conflicts of Interest.

3.2.4.1. By August 31st of each year, the following individuals shall file a disclosure statement with the Secretary of the Board indicating all their Affiliations that reasonably could give rise to an actual or apparent conflict of interest:

3.2.4.1.1. Board members;

3.2.4.1.2. Board Designated Officers;
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3.2.4.1.3. College Officers and Contracting Personnel; and

3.2.4.1.4. Such other Administrative Staff and Teaching Faculty as the Secretary and/or the College President shall designate who, because of their respective duties and responsibilities, should provide a continuing and/or annual disclosure of such outside relationships and/or business Affiliations to the Boes anbusactcs w 0.77 0 Tdr

procedures set forth in § 24-18-110, C.R.S., for making prior

4. Delegation of Board Authority

4.1. The Board

4.1.18. Approval of any and all personnel policies of the College including, without limitation, handbooks and policies within handbooks, equal opportunity and affirmative action policies, salary administration plans, and promotion and tenure policies.

4.2. Except as otherwise provided herein and subject to such reviews and approvals as may be required by state statutes and the College's fiscal rules, the College President is authorized to approve and execute all contracts, agreements, grants, warrants, and other binding legal instruments presented in the name of the Board for the state of Colorado, which are either:

4.2.1. Expressly approved by resolution of the Board; or

4.2.2. Usual, necessary, and appropriate to the normal operation of the College and within the budgeted expenditures as approved of the Board.

The College President may, in writing, authorize other administrators to negotiate and execute instruments, so long as such authorization is limited to instruments, which are usual, necessary and appropriate to the normal operations of the College and within the budgeted expenditures for the College.

4.3. The Board designates the College President as the "appointing authority" for the classified staff of the College. The President may further delegate this authority in writing to the Vice President for Finance and Administration.

4.4. The following powers and duties of the Board are delegated to the College President:

4.4.1. To approve and execute leases of real property for a period of one year or less, and to approve and execute leases for a period of more than one year for the Old Fort property. On an annual basis, the President or delegee will provide the Board with a summary of all leases of the Old Fort property for a period of more than one year. (Amended 4/13/18)

4.4.2. To approve and execute agreements requiring the expenditure of less than $10,000 to resolve lawsuits, grievances, or other civil claims against the Board, the College, or their agents and employees.

4.4.3. To employ, renew or non-renew, discipline, accept the resignation of or terminate all College personnel including the College vice presidents.

4.4.4. To grant or deny applications and recommendations for tenure and/or promotions.

4.4.5. To approve transitional retirement applications and to enter into transitional retirement agreements with eligible employees.