

## 2.C - Core Component 2.C

---

The governing board of the institution is sufficiently autonomous to make decisions in the best interest of the institution and to assure its integrity.

1. The governing board's deliberations reflect priorities to preserve and enhance the institution.
2. The governing board reviews and considers the reasonable and relevant interests of the institution's internal and external constituencies during its decision-making deliberations.
3. The governing board preserves its independence from undue influence on the part of donors, elected officials, ownership interests or other external parties when such influence would not be in the best interest of the institution.
4. The governing board delegates day-to-day management of the institution to the administration and expects the faculty to oversee academic matters.

### Argument

---

*Note: Section 5.B. presents institutional governance in detail.*

[Article VIII, Section 5 of the Constitution of Michigan](#) in 1963 established the Board of Governors (BOG) as the controlling board of Wayne State University (WSU), charged with general supervision of the institution and the control and direction of all expenditures from the institution's funds; and with electing a president of the institution under its supervision.

The BOG serves autonomously and consists of [eight members](#), each of whom are elected by popular vote of the people of Michigan to an eight-year term. Each member swears an [Oath of Office](#) at the beginning of his or her term and signs a copy of the oath; copies are filed with the state and the institution's BOG Office. Vacancies that occur within the eight-year terms are filled through appointment by Michigan's governor. Each appointee holds office until completion of the term and a successor has been nominated and elected in statewide elections.

The BOG enacts [bylaws](#) and promulgates university policy at the highest level, through statutes codified as the [Wayne State University Code Annotated](#) (WSUCA).

- [BOG bylaws](#) document [meeting procedures](#), [officers](#), [committee structure and composition](#); and [miscellaneous](#) considerations, such as rules of procedure and conflict of interest.
- The WSUCA comprises all policies enacted by the BOG as statutes, including organization of the university, administration, students, academic administration, personnel, budget and finance, and the general business of the university. (See also Section 2.A.)

Substantive BOG deliberations reflect member mandates to protect and enhance the institution and its mission; and to consider the reasonable and relevant interests of the people of Michigan.

As presented in Section 5.B., established institutional processes ensure that BOG members are fully informed regarding issues that come before the board and its committees. Deliberations are documented in meeting minutes of standing committees and in BOG Official Proceedings. All official documents are archived from the year 1976-present, and are accessible to the public online ([bog.wayne.edu](http://bog.wayne.edu)).

BOG bylaws include a [Conflict of Interest \(COI\) Policy](#) to ensure member independence and to safeguard against undue influence. Each BOG member must sign an annual [Conflict of Interest Disclosure Form](#), and must promptly report and disclose any potential COI to the full BOG. Signed COI statements are maintained in the Office of the Secretary of the BOG.

Per BOG-enacted statutes:

- Administration of the university is [vested in the President](#), who supervises and manages day-to-day operations and business of the university. This is accomplished in the spirit of shared governance (addressed in Section 5.B.).
- The faculty, through the [Academic Senate](#), has authority and responsibility for formulation and review of educational policy affecting the university as a whole. University officers as designated by the President are directed to work with the Academic Senate to develop policies for recommendation to the President and the BOG, including policies affecting faculty rights and responsibilities, faculty welfare, and generally accepted principles of academic freedom and tenure. The scope of this authority and responsibility does not extend to matters subject to collective bargaining.

See Section 5.B. for additional information on governance.

## Sources

---

- BOG Bylaws - Revised 2007\_11\_28
- BOG Bylaws - Revised 2007\_11\_28 (page number 3)
- BOG Bylaws - Revised 2007\_11\_28 (page number 6)
- BOG Bylaws - Revised 2007\_11\_28 (page number 9)
- BOG Bylaws - Revised 2007\_11\_28 (page number 10)
- BOG Members - 2017
- BOG Oath of Office Form

- Conflict of Interest Disclosure Form - BOG - 2016
- Constitution of Michigan of 1963 - Excerpt
- Wayne State University Code Annotated - Summary of Statutes
- WSUCA Statute 1.10.01 - Board of Governors Bylaws
- WSUCA Statute 2.12.01 - Organization of the University
- WSUCA Statute 2.26.04 - Academic Senate