

STANDING RULES OF THE TRUSTEES OF TRINITY COLLEGE
REVISED AND RESTATED ON FEBRUARY 12, 2025

These Amended and Restated Standing Rules (“Standing Rules”) of The Trustees of Trinity College (the “College”) supplement and implement applicable provisions of the Connecticut Revised Nonstock Corporation Act, as amended from time to time, and of the Charter of the College. These Standing Rules amend and restate in their entirety the Standing Rules of the College adopted on October 14, 2022.

ARTICLE I
THE BOARD OF TRUSTEES

Section 1. Purpose and Powers of the Board of Trustees. As specified in the College’s Charter and as provided in the Connecticut Revised Nonstock Corporation Act, the Board of Trustees functions as the College’s sole fiduciary board exercising general legal authority to oversee, direct, and govern the College and, on behalf of the College, to do all things deemed necessary and expedient in such governance and oversight.

Section 2. Composition of the Board of Trustees. The Board of Trustees shall consist of the following categories of voting members: Charter Trustees, *Ex Officio* Trustees, and G. Keith Funston Trustees. The number of Charter Trustees shall be not fewer than twenty (20) nor more than thirty-six (36). *Ex Officio* Trustees and G. Keith Funston Trustees shall not be counted for purposes of the minimum and maximum number of Trustees prescribed by these Standing Rules. Charter Trustees, *Ex Officio* Trustees, and G. Keith Funston Trustees shall be counted in determining a quorum for meetings and votes of the Board of Trustees, and shall have full powers to vote as members of the Board of Trustees.

Section 3. Nomination and Election of Trustees; Qualifications.

- a. ***Trustee Elections.*** Unless authorized by the Governance Committee of the Board of Trustees (the “Governance Committee”), the Chair, the President, new Trustees (including *Ex Officio* Trustees other than the President), incumbent Trustees who are eligible for re-election, and Trustees Emeriti, if any, shall be elected at the annual meeting of the Board of Trustees. If a Trustee (other than an *Ex Officio* Trustee) is elected at any time other than the annual meeting of the Board of Trustees, then such Trustee’s initial term of service shall be for a period commencing upon election and ending at the next annual meeting; and such initial term of service shall not be taken into account for purposes of determining limitation on period of service under Section 4(a)(iii) of this Article.
- b. ***Notice Prior to Election.*** Except in the case of the filling of a vacancy in the office of President, only a person whose name is put in nomination by the Governance Committee shall be eligible for election to the Board of Trustees. Such person shall be elected to the Board of Trustees only upon approval by a majority of the voting Trustees then in office.
- c. ***Qualifications.*** Each voting Trustee shall be a natural person at least eighteen years of age, be committed to the advancement of the College and its goals, and be qualified to provide expertise and support to assist the College in attaining its goals. Each voting Trustee must demonstrate a strong and serious commitment to advancing the mission of the College; be qualified and willing to provide expertise and support to assist the College in attaining its goals; possess relevant experience and intellectual ability; and be of sound character and good judgment.

- d. ***How Elected.*** Elections of Trustees shall be by written ballot if requested by any voting Trustee.
- e. ***Independent Trustees.*** As specified in Article IV of these Standing Rules, only Trustees who are deemed to be “independent” shall be eligible for membership in certain committees of the Board of Trustees, as specified in Article IV of these Standing Rules. A Trustee shall be deemed “independent” unless:
 - i. The Trustee, or a relative of the Trustee (as that term is defined in the College’s applicable policy on trustee conflict of interest), is, or within the past three years has been: employed by the College, received compensation for services rendered to the College, served as an executive officer of the College, or enrolled as a student of the College;
 - ii. The Trustee receives or has received within the past three years, directly or indirectly, a consulting, advisory, or other compensation fee from the College, other than reimbursement related to service on the Board of Trustees, unless such fee was approved by the Audit Committee of the Board of Trustees prior to commencing the service; or
 - iii. Either the Board of Trustees or the Trustee determines that such Trustee has any other relationship that might interfere with or affect such Trustee’s ability to act in the best interests of the College with respect to a particular matter that has come, is before, or will likely come before a committee restricting membership to independent Trustees.

Section 4. Terms of Trustees.

- a. ***Charter Trustees.***
 - i. ***Election of Charter Trustees.*** The Board of Trustees may, by a majority of votes of the Trustees present at a meeting duly noticed at which a quorum is present, elect one or more Charter Trustees. Charter Trustees shall be counted in determining a quorum for meetings and votes of the Board of Trustees, and shall have full powers to vote as members of the Board of Trustees.
 - ii. ***Term.*** A Charter Trustee shall serve as Trustee for a four-year term and may be elected for a second term of four years. Following a one-year absence from the Board of Trustees, a former Charter Trustee shall become eligible to serve for not more than two additional complete consecutive four-year terms.
 - iii. ***Limitation on Period of Service.*** Except as provided in this Clause and Subsection (a) of this Section, no Charter Trustee shall serve for more than a total of sixteen years as a Trustee (not including an initial term of service as provided in Subsection 3(a) of this Section) unless, upon completing a fourth full four-year term of service, such Trustee is serving as an elected officer of the Board of Trustees, in which case the Trustee shall be entitled to complete the term of service as an elected officer and serve as a Charter Trustee during such period of additional service before such Trustee becomes ineligible to serve thereafter as either a Trustee or officer. Service as a G. Keith Funston Trustee or

as an *Ex Officio* Trustee shall not be considered for purposes of determining limitation on period of service as a Charter Trustee under this Clause.

b. **Ex Officio Trustees.**

i. *The President.* The President of the College shall serve as an *Ex Officio* Trustee, shall be counted in determining a quorum for meetings and votes of the Board of Trustees, and shall have full powers to vote as a member of the Board of Trustees. The President shall serve as an *Ex Officio* Trustee for so long as the President occupies that office, and such term of service shall end when such Trustee is no longer President.

ii. *Other Ex Officio Trustees.* In its sole discretion, from time to time, the Governance Committee may nominate, and the Board of Trustees may elect as an *Ex Officio* Trustee, a candidate nominated by the duly recognized Trinity College association of the alumni in compliance with the association's by-laws. A Trustee duly nominated to serve *ex officio* on the Board of Trustees as representative of the Trinity College association of the alumni shall serve for the term set forth in that organization's by-laws, subject to the Governance Committee's approval and the Board of Trustees' approval of the appointment as provided in this Section of the Standing Rules.

a. c. **G. Keith Funston Trustees.** The Board of Trustees, upon approval by a majority of the voting Trustees then in office at a meeting duly noticed at which a quorum is present, may elect persons who have been awarded any degree at the College no more recently than at the public commencement day at the end of the previous academic year nor later than ten years after receipt of such degree to serve as a G. Keith Funston Trustee for a single four-year term. There shall be not more than two G. Keith Funston Trustees at any time. Any person so elected, after completion of the term of service, shall be otherwise eligible for election to the Board of Trustees as a Charter Trustee in accordance with the requirements for election thereto. The G. Keith Funston Trustees shall be counted in determining a quorum for meetings and votes of the Board of Trustees, and shall have full powers to vote as a member of the Board of Trustees.

d. **Trustees Emeriti.** The Board of Trustees, in the past, has bestowed the honorary designation "Emeritus Trustee" upon certain former members of the Board of Trustees. An Emeritus Trustee shall not be counted as a Trustee in determining a quorum for meetings and votes of the Board of Trustees; shall not be counted as a Trustee for purposes of the minimum and maximum number of Trustees prescribed by these Standing Rules; and shall have none of the traditional rights and privileges of a Trustee, including the right to vote as a member of the Board of Trustees. The existing Trustees Emeriti shall continue to enjoy that title, until the earlier of such person's death, resignation, or removal by the Board of Trustees. At the discretion of the Chair, existing Trustees Emeriti may be invited to attend selected events or meetings of the Board of Trustees, from time to time, but shall not be entitled to vote upon any matter or questions pending before the Board of Trustees. Trustees Emeriti shall not be entitled to attend closed meetings or executive sessions of the Board of Trustees unless invited to attend by the Chair of the Board of Trustees.

Section 5. Vacancies; Removal; Leaves of Absence.

- a. ***Removal for Cause.*** The Board of Trustees, by a majority of those present at a meeting duly noticed at which a quorum is present, may remove any Charter Trustee, the *Ex Officio* representative of the Trinity College association of the alumni, G. Keith Funston Trustee, or Trustee Emeritus or Emerita, for “Cause.” “Cause” shall mean that a Trustee (i) has been convicted of or pleaded guilty to a felony or any other crime involving dishonesty; (ii) has engaged in misconduct or other activity that, in the good faith judgment of the Board of Trustees, has or is likely to have a material adverse impact on the College (either economically or on its reputation), or (iii) has, unless on leave of absence as provided in Section 5(d) of this Article, been absent (without advance notice to and permission of the Chair of the Board of Trustees) for any four successive meetings of the Board of Trustees duly noticed. Notice of a special meeting to remove a Trustee shall include reference to the proposed removal.
- b. ***Resignation.*** Any Trustee may resign at any time by submitting a written notice to the Chair of the Board of Trustees. Such resignation shall take effect at the time specified therein or, if no such time is specified, at any time within thirty days of the date of receipt as shall be designated by the Chair of the Board of Trustees.
- c. ***Filling of Vacancies.*** The Board of Trustees, by a majority of those present at a meeting duly noticed at which a quorum is present, may elect, upon the death, resignation, removal, or other vacancy of the place of any Charter or G. Keith Funston Trustee, another to complete that Trustee’s term. The term of office of a Trustee elected to fill a vacancy shall commence immediately upon the close of the meeting at which that Trustee is elected and shall end on the last day of the unexpired term for which the vacancy occurred. Service as Trustee during the unexpired term of office of a former Trustee shall not be considered for the purpose of determining limitation on period of service as a Charter Trustee under Section 4(a)(iii) of this Article.
- d. ***Leaves of Absence.*** The Chair of the Board of Trustees, with the consent of the Governance Committee, and in consultation with the President of the College, may grant a leave of absence to a Trustee who seeks such a leave by submitting a written notification to the Chair of the Board of Trustees. Such leave of absence shall not exceed one (1) year in duration. A Trustee who is on a leave of absence shall not be deemed active and may not delegate any authority or assign responsibility to another Trustee. A Trustee who is on a leave of absence shall have no voting rights, privileges, duties, or responsibilities as a Trustee for the duration of the leave of absence. A leave of absence shall not operate to extend the term of a Trustee.

Section 6. Board of Trustees Policies. The Board of Trustees may at any time adopt, by majority vote of Trustees casting votes, policies governing the Board’s internal deliberations or processes. The Secretary of the Board of Trustees shall be responsible for compiling Board of Trustees policies and making them available to Trustees and other members of the College community, as appropriate, in electronic or another format. The Board of Trustees shall have the authority to amend, revise, rescind, or otherwise modify a Board of Trustees policy by majority vote of Trustees casting votes. Ordinarily, the Governance Committee shall review proposed Board of Trustees policies or proposed revisions to such policies before action is taken by the Board of Trustees. All Board of Trustees policies shall be consistent with these Standing Rules, the College’s Charter, and applicable provisions in Connecticut state law.

ARTICLE II

OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers of the Board of Trustees. The officers of the Board of Trustees shall be the Chair, three Vice Chairs, the Secretary, and the Treasurer. With the exception of the Secretary and the Treasurer, eligibility to serve as an officer of the Board of Trustees is limited to Charter Trustees. A Trustee serving or elected to serve as Chair or Vice Chair may continue to serve and complete his or her duly elected term as a Trustee, even if such Trustee ceases to serve as Chair or Vice Chair. Completion of an otherwise duly elected term as a Trustee shall not bar a Trustee from serving as Chair or Vice Chair.

Section 2. Chair.

- a. **Election.** The Board of Trustees, every three years, shall elect a Charter Trustee to serve as Chair, whose service, ordinarily, shall not exceed two consecutive terms, i.e., six (6) years. No Trustee shall be eligible for re-election as Chair after serving six consecutive years, except that, by vote of no less than two thirds of the Board of Trustees eligible to vote present at a meeting duly noticed at which a quorum is present, such service may be extended for no more than one additional term of two (2) years.
- b. **Duties.** The Chair shall preside at all meetings of the Board of Trustees and the Executive Committee and have the right to vote on all questions. The Chair shall serve as an *ex officio* member of all standing committees of the Board. The Chair shall have senior rank after the President at all academic ceremonies and occasions; shall serve as the adviser of the President in matters that concern the Trustees; and shall advise the other Trustees about internal matters that affect the College. The Chair and the President shall be the exclusive spokespersons for the Board of Trustees.

Section 3. Chair-Elect. The Board of Trustees may designate a Charter Trustee to serve as Chair-Elect in the year immediately preceding the anticipated retirement of the Chair. The Chair-Elect shall be nominated by the Governance Committee and elected at the annual meeting of the Board of Trustees by a majority of the voting Trustees then in office. The Chair-Elect shall neither assume nor supersede the title, duties, responsibilities, or privileges of the Chair, until such time as the Chair-Elect formally assumes the Chair, and the term of the outgoing Chair has expired. These Standing Rules do not require that the Chair-Elect be nominated to serve or serve as Chair if not elected to that office in accordance with this Article.

Section 4. Vice Chairs.

- a. **Election.** The Board of Trustees, every two years, at the discretion of the Chair, and with the consent of the Governance Committee and the President, shall elect three Charter Trustees to serve as Vice Chairs. No Trustee shall be eligible for re-election as Vice Chair after serving in that capacity for six consecutive years, except that, by vote of no less than two thirds of the Board of Trustees eligible to vote present at a meeting duly noticed at which a quorum is present, such service may be extended for no more than one additional two-year term. The Board of Trustees shall arrange the elections of Chairs and Vice Chairs, to the extent practicable, to avoid the terms of all such officers terminating simultaneously.
- b. **Duties.**
 - i. Each Vice Chair shall serve as the coordinator of one of the three affiliated groups of Open Standing Committees of the Board of Trustees established

pursuant to Section 1(a)(ii) of Article IV of these Standing Rules, provided, however, that no Vice Chair shall serve as coordinator of more than one group.

- ii. In the event of the absence or disability of the Chair, a Vice Chair appointed by the Chair, or, absent such appointment by the Chair, a Vice Chair appointed by the Board of Trustees shall perform the duties and exercise the powers of the Chair.

Section 5. Secretary.

- a. ***The Secretary of the Board of Trustees.*** The Secretary of the Board of Trustees shall be appointed by resolution of the Board of Trustees with the approval before the appointment is made by the Chair of the Board of Trustees and the President. The Secretary of the Board of Trustees may serve simultaneously as an officer or employee of the College. The Secretary shall report to the President and serve at the pleasure of the Chair and the President.
- b. ***Duties.*** The Secretary shall keep the minutes of the meetings of the Board of Trustees, give notice of all such meetings as required by the Charter and these Standing Rules, have custody of the seal of the College, and discharge all other such duties usually devolving upon such officer.

Section 6. Treasurer.

- a. ***The Treasurer of the Board of Trustees.*** The Treasurer of the Board of Trustees shall be appointed by resolution of the Board of Trustees with the approval before the appointment is made by the Chair of the Board of Trustees and the President. The Treasurer may serve simultaneously as an officer or employee of the College. The Treasurer shall report to the President and serve at the pleasure of the Chair and the President.
- b. ***Duties.*** The Treasurer shall have charge of the capital funds of the College, except where otherwise provided. The Treasurer shall be bonded by a corporate surety in such amount as the Board of Trustees may from time to time direct. The Treasurer shall make an annual report to the Board of Trustees of the condition of the funds of the College. The Treasurer shall also discharge all other duties usually devolving upon such officer.

ARTICLE III MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular Meetings. The Board of Trustees shall hold at least three regular meetings each year at such times and dates as the Board of Trustees on the recommendation of the President shall designate. One regular meeting each year shall be designated by the Board of Trustees as the annual meeting at which the Board of Trustees ordinarily shall elect Trustees and Officers and conduct such other business deemed important to maintain the proper and regular order of business of the Board of Trustees. The Chair of the Board of Trustees, or, in the absence of the Chair, such other officer of the Board as the Chair or President shall specify, shall preside at meetings of the Board of Trustees.

Section 2. Notice.

- a. ***How Effected.*** Notice of the time and place of a regular meeting of the Board of Trustees, together with a proposed agenda and all available pertinent material, shall be delivered to each Trustee, by regular mail, electronic communication, or otherwise, not less than forty-eight hours before a regular meeting. Electronic communication means any process of communication not directly involving the physical transfer of paper that is suitable for retention, retrieval, and reproduction of information by the recipient.
- b. ***Notice Requirements.***
 - i. Notice must be delivered to each voting Trustee in person, by mail or other methods of physical delivery at such Trustee's usual residence or business address, by electronic communication (as that term is defined in this Article) , or to such other address or electronic address as the Trustee may have designated for that purpose.
 - ii. The notice must state the date, time, and place of the meeting and the general purpose of the meeting. If the meeting is to consider specific matters as provided for in these Standing Rules, the notice must provide a brief description of those matters.
- c. ***Alternatives to Notice.*** Meetings may be held without regular notice if each Trustee entitled to vote at the meeting signs a statement waiving notice or attends the meeting without objection to lack of notice. In the event of a dispute concerning proper notice of a special meeting, a majority of board members may sign a written or electronic statement waiving the legally required notice without objecting to the lack of such notice. Unless otherwise prohibited by law, any notice to the Board of Trustees may be delivered by electronic transmission.

Section 3. Special Meetings. A special meeting may be held at the call of the Chair or the President. The Chair, President, or Secretary shall cause to be delivered to each Trustee who is entitled to vote, by regular mail, electronic communication, or otherwise, notice of such special meeting at least 48 hours in advance of the special meeting. Notice of a special meeting need not include a description of the purpose or purposes for which the meeting is called, except that the adoption, amendment, or repeal of any provision in these Standing Rules may not be voted upon at a special meeting unless the written notice of the special meeting provides a description of such proposed adoption, amendment, or repeal.

Section 4. Quorum. A simple majority of Trustees eligible to vote at a regular or special meeting duly noticed shall constitute a quorum for the transaction of business at such meeting.

Section 5. Action by Unanimous Consent In Lieu of Meeting. Except when prohibited by the Charter of the College, any action required to be taken by the Board of Trustees or by any committee thereof may be taken with the unanimous consent of all members of the Board of Trustees or such committee, as the case may be. An action by unanimous consent requires that the action be described in a written document or an electronic transmission that sets forth the action so taken and is signed in writing or approved by electronic transmission by every member of the Board of Trustees who is entitled to cast a vote or every member of the committee who is entitled to cast a vote, as the case may be. Substantiation of unanimous consent shall be filed with the minutes of the proceedings of the Board of Trustees or the committee. A Trustee's consent may be withdrawn by a revocation signed by the Trustee and delivered to the Secretary prior to the delivery to the Secretary of unrevoked written consents signed by all Trustees whose consent is required to effectuate the action by unanimous consent as provided in this Section.

Section 6. Meetings by Virtual or Electronic Means. The members of the Board of Trustees or any committee thereof may participate in a regular or special meeting of the Board of Trustees or such committee by, or conduct the meeting through the use of, any means of virtual attendance or electronic communication by which all Trustees or all committee members participating may simultaneously hear each other during the meetings. A Trustee or other committee member participating in a meeting by this means is deemed present in person at such meeting.

Section 7. Action at a Meeting. A majority vote of those voting members present at any meeting at which a quorum is achieved shall constitute an action of the Board of Trustees unless, under the Charter of the College, any provision in these Standing Rules, or Connecticut law or regulation, something other than a majority vote is required to effectuate the action.

Section 8. Proxy Voting Prohibited. Voting by proxy is not permitted at any regular meeting, special meeting, or committee meeting of the Board of Trustees.

ARTICLE IV COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Committees Generally.

- a. ***Categorization of Committees.*** There shall be three categories of committees of the Board of Trustees, which shall be collectively referred to in these Standing Rules as the “committees” or the “standing committees” of the Board of Trustees:
 - i. ***Fixed Standing Committees.*** These committees shall be responsible for oversight of the central governance functions of the College and the Board of Trustees. Fixed Standing Committees shall consist solely of members who are Trustees.
 - ii. ***Open Standing Committees.*** These committees shall be responsible for oversight over the academic and administrative operations of the College. Open Standing Committees may include among their members individuals who are not Trustees.
 - iii. ***Special and Ad Hoc Committees.*** These committees may be established by the Board of Trustees for limited periods of time and for special purposes to address matters that do not come within the charters of standing committees.
- b. ***Committee Charters.*** Each committee shall have a charter describing its composition, purpose, and primary responsibilities. The charter shall be approved by the Board of Trustees, on the recommendation of the Governance Committee. Each committee shall operate in accordance with its charter and shall be responsible for reviewing its charter annually and, if appropriate, recommending revisions to its charter to the Governance Committee and Board of Trustees. In the case of any conflict between the terms of a committee charter and these Standing Rules, the terms of these Standing Rules shall control.
- c. ***Membership of Committees.***
 - i. ***Appointment of Committee Members.*** To further the effective discharge of the Board of Trustees’ responsibilities, the chair of the Governance Committee, with the concurrence of the Chair of the Board of Trustees and following consultation with the President of the College, shall, in advance of the annual meeting of the

Board of Trustees each year (and at such other time or times as the Chair of the Board of Trustees shall determine), assign members to, and shall appoint the chairs or co-chairs of, committees. All such assignments and appointments shall be presented for ratification and confirmation by the Board of Trustees at the next annual meeting or such other time as the Board of Trustees shall determine. Committee assignments shall consider the talents and interests of each Trustee or other nominee, and shall seek to achieve balance in numbers and diversity of membership. Clause (c) of this Section shall not apply to the appointment of the membership and the chairs of the Executive and Planning Committee and the Human Resources Committee, which are designated as set forth in Section 2(a)(i) and Section 2(d)(i), respectively, of this Article of these Standing Rules.

- ii. *Eligibility for Membership of Committees.* Trustees are eligible for membership on all committees, unless otherwise proscribed in these Standing Rules. Membership requirements and qualifications established for committees shall be consistent with these Standing Rules. Only a Trustee may serve as chair or co-chair of a committee. Non-Trustee members of a committee shall serve on the committee for a four-year term and may be elected for a second term of four years. Non-Trustee members shall be counted in determining a quorum for meetings, but, unless the charter of a committee specifies otherwise, shall not be entitled to vote on matters before the committee. Trustees shall at all times constitute no less than two-thirds of the membership of a committee. Any member of a committee who previously served on the Board of Trustees shall be counted as a Trustee for the purposes of satisfying this ratio.
- iii. *Vacancies on a Committee.* Should a vacancy occur in the membership of any committee due to the death, resignation, or removal of any member, then the Governance Committee, by duly approved resolution and with the concurrence of the Chair of the Board of Trustees, shall be empowered to fill the vacancy by appointing an otherwise qualified Trustee or (in the case of a committee member who is not a Trustee) individual to serve as a duly appointed member until the next annual meeting of the Board of Trustees.
- iv. *Minutes of Committee Meetings.* All committees shall keep written minutes of their meetings. The chair or co-chairs shall be responsible for providing a copy of the minutes to the Secretary of the Board of Trustees within a reasonable period of time following each meeting but, in any event, no later than the next meeting of such committee.
- v. *Quorum.* Unless otherwise provided in these Standing Rules or in a Board of Trustees' policy duly approved by the Board of Trustees, a majority of the voting members of a committee shall constitute a quorum for the transaction of business.
- vi. *Limitation on Jurisdiction.* No committee shall have the authority to fill vacancies on the Board of Trustees or adopt, amend, or repeal the Charter, these Standing Rules, or the duly approved policies of the Board of Trustees.
- vii. *Creation, Modification, or Abolition of Committees.* The Board of Trustees may, from time to time, as deemed necessary or desirable, create, modify, or abolish committees.

- d. ***Designated Members of Committees.*** The Chair of the Board of Trustees shall be a voting member of all committees and subcommittees. The President of the College shall be a voting member of all committees and subcommittees, with the exception that the President shall not be a member of, and shall not vote on any matter before, the Audit and Risk Committee, the Human Resources Committee, or any subcommittee of either of those committees. With respect to the Audit and Risk Committee, the Human Resources Committee, and each subcommittee of either of those committees, the President shall be invited to participate in the work of each of these committees and subcommittees, as may be appropriate, except on a matter that relates to the President's performance, compensation, or terms and conditions of employment, and except for any other matter upon which the President is determined to have a conflict of interest as determined in accordance with the provisions in Section 2 of Article VI of these Standing Rules. Notwithstanding the foregoing, the President shall be entitled to participate in the discussion by the Human Resources Committee of the President's annual self-assessment and proposed goals for the coming year.
- e. ***Attendance at Committee Meetings.***
 - i. ***Fixed Standing Committee Meetings.*** Except as provided in Clause (iii) of this Subsection, only the members of a Fixed Standing Committee shall be entitled to attend meetings of such committee.
 - ii. ***Other Committee Meetings.*** Except when a meeting is conducted in executive session, any Trustee may attend a meeting of an Open Standing, Special, or *Ad Hoc* Committee.
 - iii. ***Attendance by Invitation of the Chair.*** The chair or co-chair of a committee may invite an individual who is not a member of the committee to attend a meeting (including, when deemed appropriate by the chair or co-chair, a meeting or portion of a meeting conducted in executive session) and to participate in the deliberations of such committee. Only members of a committee or subcommittee who are eligible to vote may vote on matters that are before the committee or subcommittee.
- f. ***Notice of Committee Meetings.*** Committee meetings shall be noticed as provided in Section 2(b) of Article III of these Standing Rules, except that the provision of notice shall be the responsibility of the committee chair or co-chair, the Secretary of the Board of Trustees, or the designee of such individual. The Secretary of the Board should be notified of all scheduled committee meetings. All the procedural provisions specified in Sections 2(b) (notice requirements), 2(c) (alternatives to notice), 4 (quorum), 5 (action by unanimous written consent in lieu of meeting), 6 (meetings by virtual or electronic means), 7 (action by majority vote), and 8 (prohibition on proxy voting) of Article III of these Standing Rules shall apply to meetings of committees.
- g. ***Committee Meetings.*** Committee meetings shall be conducted in such place or manner as shall be indicated in the notice required under Subsection (f) of this Section. Other committee meetings may also be scheduled for such times and at such places as the chair of the committee shall determine.
- h. ***Action at a Meeting of a Committee.*** A vote of the majority of eligible voting members presents at any meeting of a committee at which a quorum is achieved shall constitute an

action of the committee unless, under the Charter of the College, any provision in these Standing Rules, or Connecticut law or regulation, something other than a majority vote is required to effectuate the action.

Section 2. Fixed Standing Committees. There shall be four Fixed Standing Committees that exercise principal oversight over the core governance functions of the College and of the Board of Trustees, each with its own committee chair or co-chairs: (i) the Executive and Planning Committee, (ii) the Audit and Risk Committee, (iii) the Governance Committee, and (iv) the Human Resources Committee. Each Fixed Standing Committee shall have authority over any matter over which it has jurisdiction under its charter or that is referred to it or reassigned to it by another committee, the Chair of the Board of Trustees, or the Board of Trustees. Each Fixed Standing Committees shall be comprised solely of Trustees.

a. ***Executive and Planning Committee.***

- i. ***Membership of the Committee.*** The members of the Executive and Planning Committee shall be the chairs of all Fixed Standing Committees; the Chair of the Board of Trustees, who shall serve as chair of the Committee; the Chair-Elect of the Board of the Trustees if the Board has elected a Chair-Elect; the Vice Chairs of the Board of Trustees; the President of the College; and any additional Trustee or Trustees nominated by the Chair of the Board of Trustees and ratified by the Board of Trustees.
- ii. ***Meetings of the Committee.*** The Executive and Planning Committee shall meet as needed at the call of the chair of the committee.
- iii. ***Committee's Authority to Act for the Board of Trustees between Meetings.*** The Executive and Planning Committee is empowered to act in the place of the Board of Trustees when the Board of Trustees is not meeting in accordance with applicable law; but shall defer any business that should be properly brought to the Board of Trustees until the next scheduled meeting unless circumstances warrant immediate action.
- iv. ***Other Duties of the Committee.*** The Executive and Planning Committee shall oversee the College's strategic planning, which should include a multi-year strategic plan that sets forth clear institutional goals, processes for implementation and mechanisms for measurement, and monitoring and adjusting outcomes as appropriate. The Executive and Planning Committee shall review the College's strategic plan and make recommendations to the Board of Trustees for approval or modification thereof. The Executive and Planning Committee shall seek to achieve proper alignment between approved capital projects and approved fundraising priorities through coordination with the Committee on Institutional Advancement and the Committee on Information Services and Facilities. The Executive and Planning Committee shall review and address complaints of conflicts of interest involving a Trustee, pursuant to the provisions of the Trinity College Conflict of Interest Policy.

- b. ***Audit and Risk Committee.*** The Audit and Risk Committee shall oversee the College's financial reporting and related internal and operational controls, risk management, independent and internal auditors, ethics, and compliance. All members of the Audit and Risk Committee shall be independent Trustees as that term is defined in Section 3(e) of Article I of these Standing Rules.

- c. ***Governance Committee.*** The Governance Committee shall monitor the policies and operations of the Board of Trustees and its committees, oversee the process for appointment, renewal, and removal of Trustees, conduct periodic reviews of the Board of Trustees' operations, policies, and governance documents, and make appropriate recommendations to improve the effectiveness of the Board of Trustees.
- d. ***Human Resources Committee.***
 - i. ***Membership of the Committee.*** The members of the Human Resources Committee shall be the Chair of the Board of Trustees (or the person delegated by the Chair of the Board of Trustees to serve instead), who shall serve as the chair of the Committee; the Vice Chairs of the Board of Trustees; and, at the discretion of the Chair of the Board of Trustees, additional Charter Trustees. All members of the Human Resources Committee shall be independent Trustees as that term is defined in Section 3(e) of Article I of these Standing Rules.
 - ii. The Human Resources Committee shall perform two general categories of duties:
 - A. **Oversight of Human Resources Policies and Programs.** The Human Resources Committee shall review and make recommendations to the Board of Trustees and the President of the College on policies and programs relating to compensation, benefits and retirement programs, and other human resources functions and associated programs customarily managed by institutions of higher education for the benefit of their faculty and staff.
 - B. **Matters Relating to Executive Compensation and Performance.** The Human Resources Committee shall have oversight of all College policies and issues relating to the compensation, performance, and evaluation of College executive-level officers or administrators, including the President and other officers and administrators at the College who are *per se* or otherwise deemed "disqualified persons" under Internal Revenue Service guidelines governing the reasonableness of compensation for such persons. The College may engage such compensation specialists as it deems advisable to assure that the compensation and benefits paid are appropriate in relation to those paid by comparable institutions of higher learning for similar services.

Section 3. Open Standing Committees.

- a. ***Organization of Open Standing Committees.***
 - i. There shall be nine Open Standing Committees organized into three affiliated committee groups, as follows:
 - A. **Faculty and Students Affiliated Group:** The Committee on Academic and Faculty Affairs, the Committee on Enrollment, and the Committee on Student Life;

- B. Philanthropy and External Affairs Affiliated Group: The Committee on Institutional Advancement, the Committee on Marketing and Communications, and the Committee on Diversity, Equity, and Inclusion; and
 - C. Financial and Facilities Affiliated Group: The Committee on Finance, the Committee on Information Services and Facilities, and the Committee on Investment.
- ii. *Organization and Operation of Open Standing Committees*. The work of each affiliated group of Open Standing Committees shall be coordinated and scheduled by one of the three Vice Chairs of the Board of Trustees. The Vice Chair of the Board of Trustees who coordinates an affiliated group of Open Standing Committees shall be a member of each Open Standing Committee in that group.
 - iii. *Coordinated Meetings of Open Standing Committees*. The Vice Chair of the Board of Trustees responsible for coordinating the work of an affiliated group of Open Standing Committees, in coordination with the chairs of the individual committees within that group, shall schedule and notice meetings of those committees as a group, consistent with section 1(f) of this Article IV. Ordinarily, such meetings shall be held during regularly scheduled meetings of the Board of Trustees and conducted, in whole or in part, as joint meetings of the Board of Trustees and the Open Standing Committees in the affiliated group.
- b. ***Faculty and Students Affiliated Group.***
- i. *Committee on Academic and Faculty Affairs*. The Committee on Academic and Faculty Affairs shall have principal responsibility for coordination among the Board of Trustees, the administration of the College, and the faculty of the College on matters relating to the College's educational programs and policies in areas such as long-range educational and curricular development, faculty affairs, instruction, research, and continuing education. The Secretary of the Faculty of the College shall serve as a non-Trustee member of the Committee, such appointment subject to the Board of Trustees' annual approval.
 - ii. *Committee on Enrollment*. The Committee on Enrollment shall be responsible for overseeing an enrollment management strategy that is informed by the College's mission and administered based, although not exclusively, on selectivity objectives, retention statistics, financial considerations, including financial aid, enrollment targets, and other approved enrollment criteria.
 - iii. *Committee on Student Life*. The Committee on Student Life shall oversee the programs and policies that support all aspects of the student experience, including the residential experience, extracurricular and social activities, and the overall health, safety, and well-being of students.
- c. ***Philanthropy and External Affairs Affiliated Group.***
- i. *Committee on Institutional Advancement*. The Committee on Institutional Advancement shall oversee institutional advancement philosophy and policies,

and assist and advise the Board of Trustees and the College administration generally in matters of philanthropy and alumni relations.

- ii. *Committee on Diversity, Equity, and Inclusion.* The Committee on Diversity, Equity, and Inclusion shall support, advance, and monitor the College's progress towards its goal of fostering an equitable and inclusive community for students, faculty, staff, alumni, and the Board of Trustees.
 - iii. *Committee on Marketing and Communications.* The Committee on Marketing and Communications shall provide guidance on the internal and external branding and marketing of the College and shall seek to advance the College's mission through the effective use of marketing strategies and communications in promoting the College's people and programs, building the College's visibility and reputation, and deepening the College's engagement with diverse internal and external audiences.
- d. *Financial and Facilities Affiliated Group.*
- i. *Committee on Finance.* The Committee on Finance shall have financial oversight over the College's capital and operating budgets and the establishment and ongoing monitoring of a long-range financial plan for the College.
 - ii. *Committee on Investment.* The Committee on Investment shall supervise the investing of endowment and other funds of the College. The Committee on Investment shall be comprised of Trustees and other individuals. Non-Trustee members of the Committee on Investment shall serve for a four-year term, and for no more than two such complete terms consecutively.
 - iii. *Committee on Information Services and Facilities.* The Committee on Information Services and Facilities shall oversee the planning and design of all physical facilities and grounds along with the information technology strategy and needs of the College.

Section 4. Special or *Ad Hoc* Committees. The Board of Trustees from time to time may establish and appoint the members of special or *ad hoc* committees for limited periods of time and for special purposes. Such committees shall have narrowly defined charters and shall meet only as necessary, as determined by the members of the committee. Non-Trustees may be appointed to serve on such committees and, at the discretion of the Chair of the Board of Trustees, shall be eligible to attend relevant Board of Trustees meetings (including, when deemed appropriate by the Chair of the Board of Trustees, a meeting or portion of a meeting conducted in executive session) and to speak on related matters before the Board of Trustees. Ordinarily the Board of Trustees shall not establish a special or *ad hoc* committee to examine any matter that is already entrusted by charter to an existing standing committee.

ARTICLE V OFFICERS OF THE COLLEGE

Section 1. The President.

- a. *Terms of Employment.* The President shall hold office upon such terms as the Board of Trustees shall determine.

- b. ***Functions and Duties of the President:*** As the chief executive officer of the College, the President is its educational and administrative head. The President shall be responsible to the Board of Trustees for the conduct, coordination, and quality of the College's programs and for its future development. The President shall have the authority to perform all acts that are necessary to make effective the policies and actions of the Board of Trustees unless a resolution of the Trustees specifically grants such authority to another person or entity. As a liaison between the Trustees and the faculty, the President shall inform each of the views and concerns of the other relating to the programs and administration of the College. The President shall be a member of the faculty of the College and may at the President's discretion call a special meeting of the faculty.
- c. ***Communication With and Support of the President.*** The Board of Trustees recognizes the President as the College's chief executive officer. The Board of Trustees delegates to the President the day-to-day management of the College and holds the President accountable for the College's performance, progress, and well-being. In partnership with the President, the Board of Trustees concerns itself with policy management of paramount importance to the College and strives to keep attention to operational matters to a minimum except those necessary to fulfill the Board of Trustees' fiduciary duties. The President reports to the Board of Trustees as a whole and not to individual Trustees. It is an important responsibility of the Board of Trustees to develop a comfortable, supportive working relationship with the President and to communicate constructively and helpfully with the President.
- d. ***Removal of the President.*** The President may be removed only after consultation with representatives of the faculty and by the affirmative vote of Trustees present at a regular or special meeting equal to at least two-thirds of the number of voting Trustees then in office. Notice of such proposed action must be included in the notice of the meeting.

Section 2. The College's Principal Academic Officer. The College's Principal Academic Officer shall be appointed by the President with the approval before the appointment is made by the Board of Trustees. The Principal Academic Officer shall be the academic officer normally responsible for the conduct, coordination, and quality of the College's academic and student programs and for their future development. In the performance of these duties the Principal Academic Officer shall consult with representatives of the faculty. The Principal Academic Officer shall hold the academic rank of professor, shall be a member of every Faculty of the College, and may call a meeting of any Faculty. The Principal Academic Officer shall also perform such other duties as are assigned from time to time by the President or the Board of Trustees.

Section 3. The College's Principal Financial Officer. The College's Principal Financial Officer shall be appointed by the President with the approval before the appointment is made by the Board of Trustees. The Principal Financial Officer shall, except as otherwise specifically provided in these Standing Rules, have general supervision of and responsibility for the finances, property, and business of the College, and shall serve as the principal advisor to the President and Board of Directors on the business and financial activities of the College. The Principal Financial Officer shall also perform such other duties as are assigned from time to time by the President or the Board of Trustees.

Section 4. The College's Principal Student Success Officer. The College's Principal Student Success Officer shall be appointed by the President after notice to and consultation with the Chair of the Board of Trustees. The Principal Student Success Officer shall be responsible for providing strategic vision, leadership, and direction for student affairs programs at the College, including admission and enrollment, student life, student discipline, access and disability issues, protection against discrimination, student

health services, intercollegiate and club athletics, advising, counseling, residential life, and related programs.

Section 5. *The College's Principal Advancement Officer.* The College's Principal Advancement Officer shall be appointed by the President after notice to and consultation with the Chair of the Board of Trustees. The Principal Advancement Officer shall be responsible for planning and executing fundraising initiatives in support of the College's goals and mission. Among the Principal Advancement Officer's specific responsibilities are the following: the conduct and management of fundraising activities; the management and strengthening of donor relations and donor stewardship; data management and reporting; collaboration and communication with other College departments that assist in development activities; and compliance with standards and regulations, relating to ethical fundraising policies, procedures, and practices.

Section 6. *The College's Principal Legal Officer.* The College's Principal Legal Officer shall be appointed by the President after notice to and consultation with the Chair of the Board of Trustees. The Principal Legal Officer supervises and manages the provision of all legal services to the College to ensure maximum protection of its legal rights and to ensure that its operations comport with applicable legal requirements. The Principal Legal Officer provides support to the Board of Trustees, senior College administrators, and other members of senior management on a comprehensive range of legal and associated issues involved in carrying out the College's mission and programs.

Section 7. *Other Officers.* The President may appoint such other officers of the College as the President may determine appropriate. Prior to making the appointment of any officer under this paragraph, the President shall notify the Chair of the Board of Trustees and discuss the prospective appointment with the Chair.

ARTICLE VI AMENDMENTS TO THE STANDING RULES; TRUSTEE CONFLICTS OF INTERESTS AND RECUSAL

Section 1. *Amendments to the Standing Rules.* These Standing Rules may be amended at any meeting of the Board of Trustees at which a quorum is achieved by an affirmative vote of two-thirds of the whole number of Trustees. Any notice of a meeting of the Board of Trustees at which these Standing Rules are proposed to be altered, amended, added to, or repealed shall include notice of such proposed action.

Section 2. *Trustee Conflicts of Interest and Recusal.*

- a. ***Applicable Definitions.*** As used in this section of this Article of these Standing Rules, the following terms shall have the meanings specified:
 - i. The term "Trustee" includes:
 - A. any Trustee serving on the Board of Trustees, and
 - B. any other person serving as a member of a standing committee, a special or *ad hoc* committee of the Board of Trustees, or a subcommittee of the Board of Trustees, whether as a voting member or non-voting member;

- ii. The term “meeting” refers in context to either a meeting of the Board of Trustees or a meeting of one of the Board of Trustees’ committees, special or *ad hoc* committees, or subcommittees;
- iii. The term “interested Trustee” refers to any Trustee who either (A) self-reports the existence of a potential conflict of interest to the Board of Trustees or (B) is the subject of another Trustee’s report to the Board of Trustees of the possible existence of a potential conflict of interest; and
- iv. The term “Chair” refers in context to:
 - A. the Chair of the Board of Trustees with respect to any potential conflict of interest arising at or before a regular or special meeting of the Board of Trustees, or;
 - B. the chair of a standing committee, a special or *ad hoc* committee, or a subcommittee of the Board of Trustees with respect to any potential conflict of interest arising at or before a meeting of such committee or subcommittee.

If a committee or subcommittee has co-chairs or more than one chair, then the Chair of the Board of Trustees shall determine which one shall act as Chair for purposes of this section of this Article of these Standing Rules.

- b. ***Conflict of Interest.*** For the purpose of determining eligibility to be present or to participate in any meeting as to which the provisions in the Trustees of Trinity College Conflict of Interest Policy Statement do not apply, a potential conflict of interest occurs when a Trustee’s personal financial or professional interests or other personal considerations may directly or indirectly affect, or have the appearance of affecting, such Trustee’s professional judgment in exercising responsibilities as a Trustee at such meeting.
- c. ***Reporting a Conflict of Interest.*** If any Trustee becomes aware that such Trustee or any other Trustee is an interested Trustee who has or may have a potential conflict of interest with respect to any matter discussed or to be discussed at a meeting, the interested Trustee shall refrain from any discussion of the matter while other members of the Board of Trustees or committee discuss whether the potential conflict of interest warrants the recusal and non-participation of the interested Trustee; provided, however, that the interested Trustee shall not be prevented from briefly stating a position on the matter, nor from answering pertinent questions of other Trustees.
- d. ***Adjudicating a Conflict of Interest; Recusal.*** When the existence of a potential conflict of interest is raised before or during a meeting, the Chair shall decide whether the interested Trustee shall be required to leave the meeting during discussion of the matter, in which case the interested Trustee shall also be prohibited from voting on the matter and shall not be deemed present during the discussion of the matter for quorum purposes.
- e. ***Minutes of Action.*** The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting if one is ordered, and the existence of a quorum notwithstanding the non-participation of the interested Trustee.