SWEET BRIAR COLLEGE BOARD MEMBER STATEMENT OF COMMITMENT AND RESPONSIBILITIES

For more than a century Sweet Briar College has benefited from the devoted service of many alumnae and friends. A few notably distinguished supporters have been asked to bear the special responsibility and honor of serving as members of the college’s Board of Directors.

There are many rewards for being a director at Sweet Briar College. The rewards come from being an important participant in efforts to enhance the college’s reputation and standing among exceptional liberal arts colleges, the intellectual stimulation that working in partnership with outstanding educators and scholars provides, and the appreciation that comes with the dedicated service to current and future generations of women leaders.

Responsibilities accompany these rewards. The performance of its Board of Directors significantly influences the ongoing vitality and strength of Sweet Briar College. Therefore, it is essential that all those invited to serve as Directors understand the responsibilities of the office and that all who agree to serve make a commitment to fulfilling those responsibilities.

This document sets out the commitments and responsibilities that each Director undertakes in agreeing to serve a three-year term:

- As a Board, the Directors serve as ultimate fiduciaries in the oversight of all of the College’s undertakings in accordance with the College’s charter, bylaws, mission statement, purpose and institutional plans. This responsibility attaches to every member of the Board individually and cannot be delegated to any committee or officer of the Board.

- The authority of the Board is collective. Individual Directors should present their own positions frankly and raise all concerns and issues during Board deliberations. Once a decision is arrived at, however, Directors should respect the collective decision of the Board and not make their personal positions known beyond the Board. Only the President of the College or the Chair of the Board of Directors is authorized to speak for the College or its Board.

- Directors must maintain the strict confidentiality of all information conveyed or learned in the Board’s general meetings, committee meetings, and in Executive Session regarding personnel matters or any other matter discussed.
Each Director must sign and agree to the terms of the College’s Conflict of Interest Policy. Each Director shall promptly notify the Chair of the Board, or the Finance Committee upon becoming aware that any information received in the course of a meeting may raise a conflict with a firm or business, other organization or stakeholder in which such Director or officer has a Significant Interest, and said Director may not disclose any such information to any associates or interested persons. Directors must understand that their comments and utterances carry great weight and, therefore, they must exercise discretion at all times.

Directors serve the College as a whole and do not represent any specific internal or external constituency. Therefore, a Director should not make judgments based on information given to him or her individually by individuals or groups who have a grievance or cause. Substantive information obtained by a Director from individuals or groups should be referred to the President of the College or the Chair of the Board.

Directors must avoid any situation that could cause even the appearance of a conflict of interest in accordance with the Board’s current policy.

Each Director personally and individually undertakes the following commitments and responsibilities:

- Directors are expected to consider Sweet Briar College as a personal philanthropic priority and to provide regular financial support according to their means.

- Directors should actively promote the College to alumnae, prospective students, donors, the media, business community, elected officials, foundations and the public at large.

- Directors are expected to attend all regularly scheduled board meetings, as well as the meetings of the committees to which he or she is assigned. Meetings may be held at the College, in another location, by teleconference, or by other electronic means. A Director unable to attend a scheduled in-person meeting may participate by teleconference or by other electronic means. Directors who are unable to attend any meeting are expected to account for their absence to the Chair of the Board, or to the Chair of the Committee upon which the Director is assigned.

- Directors should be actively engaged in the work of the Board, to be prepared for each meeting, to participate actively in deliberations, and to assist the
Administration of the College when requested.

- Directors should respect the distinction between management and governance. The board collectively should monitor the implementation of its policies but avoid involvement in their administration.
- Directors must refrain from asking the president or other members of the College community for special personal favors.
- Directors are responsible for assessing their own contributions as Directors annually. The Directors Committee has the responsibility of monitoring the performance, meeting attendance, personal philanthropy and other contributions of board members annually and for reviewing performance with those Directors who are eligible for re-nomination at the expiration of their terms.

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Director Name                  Date

February 2016