Southern Association of Colleges and Schools Commission on Colleges
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ETHICAL OBLIGATIONS OF MEMBERS OF SACSCOC BOARD OF TRUSTEES

Policy Statement

Accreditation is based upon a peer review process that requires institutional representatives from all degree levels to review institutions and to make decisions about their accreditation status. In order to maintain the credibility of those decisions, not only must SACSCOC hold institutions accountable for integrity governing all aspects of their operations, but also must ensure that elected members of the SACSCOC Board of Trustees responsible for making accreditation decisions maintain the highest level of integrity in all matters dealing with the decision-making process of SACSCOC and in matters dealing with their own institutions. Integrity of the process mandates at least the following ethical obligations and understandings. For additional information regarding SACSCOC's philosophy of accreditation, see *The Principles of Accreditation.* A separate policy, *Ethical Obligations of Members of Evaluators*, describes the obligations and responsibilities of peer evaluators.

Obligations of Board Members and the role of SACSCOC Staff

The process for the determination of an institution's compliance with accreditation standards requires professional judgment of peers; in this context, professional judgment demands informed review, thoughtful analysis, and reasoned decision-making. The collective professional judgment of SACSCOC Board members determines the accreditation status of an institution. Trustees have an obligation to represent all decisions as those of SACSCOC and not those of particular individuals or groups. When making this collective decision, it is paramount that Board members provide for each other an environment that supports a candid exchange of ideas, an opportunity for all opinions to be considered, a respect for individual differences and honest dissent, and a commitment to hold in confidence all such exchanges.

SACSCOC staff members provide information and advice as appropriate when assisting Trustees in making decisions on the accreditation status of institutions. Particularly germane are historical information on similarly situated institutions, and procedural and substantive advice on how the policies and accreditation standards have been interpreted and could be applied to an institution's case, including possible action and follow up. Their role is an active one, providing advice that may include opinions on institutional patterns, institutional progress, and suggested action.

Although the staff member's role in the process does not supplant the peer review and decision-making process, evaluators and SACSCOC Board members should consider information and advice provided by staff to ensure strength and consistency in the process and to prevent decisions that could lead to effective

legal action on the part of an institution. Trustees should support an environment that allows staff to provide relevant and candid advice and to carry out their responsibilities to SACSCOC and to their assigned institutions, including responsibility for informing an institution of Board action and the rationale for such action.

Confidentiality

All members of the SACSCOC Board of Trustees must maintain complete confidentiality and conduct themselves with professional integrity in all accreditation activities and decisions. Confidentiality applies to all levels of the review process: review by the Committees on Compliance and Reports (C&R), the Executive Council, and the full Board of Trustees. Moreover, Trustees are expected to maintain confidentiality regarding input from the staff just as they do regarding all other discussions conducted in the decision-making process.

As examples, Board members may not disclose to any member of a Committee on Compliance and Reports, the Executive Council, the SACSCOC Board of Trustees, or to the public the following:

1. information about an institutional case scheduled for review, including the analysis of institutional materials; information gained from a meeting on the record; committee discussions before and during the meeting; and the resource material constituting the case (this includes any information regarding the review of a publicly traded, for-profit institution or an institution where its parent company is publicly traded)
2. information distributed as part of SACSCOC staff memos and oral comments by staff
3. the names of assigned readers of a case
4. information disclosed as part of a C & R Committee or Executive Council's working agenda
5. decisions of the Committees on Compliance and Reports or of the Executive Council
6. rationale for a decision of the Board pertaining to an institution
7. decisions of the Committees on Compliance and Reports or the Executive Council that affect publicly traded, for-profit institutions or institutions where their parent companies are publicly traded)

Without a commitment to confidentiality by all Trustees and in all aspects of the review process, they cannot freely execute their responsibility to conduct themselves with professional integrity in accreditation activities and decisions.

Security and Confidentiality of Institutional Materials

Board members shall maintain strict confidentiality of all institutional materials provided for review purposes. Members are prohibited from saving, copying, uploading, downloading, or distributing these materials through any electronic means that would make them accessible to unauthorized individuals outside the designated review process. Upon conclusion of the review, members must ensure proper disposal of the materials in accordance with established protocols. Board members may not retain institutional materials without explicit permission from the institution.

Conflict of Interest

SACSCOC policies provide appropriate safeguards against conflict of interest in arriving at accrediting decisions. Board members are expected to remove themselves from discussion and abstain from voting on institutional cases where a conflict of interest, or the appearance of a conflict of interest, exists. As examples, a Trustee would have a conflict of interest if he or she

1. is employed by the institution;
2. is employed within a state where the parent campus of the institution is located;
3. has been a consultant at the institution within the last ten years;
4. has been an appointee of the institution within the last ten years (e.g., board member);
5. has been an employee of the institution;
6. has been a candidate for employment at the institution within the last ten years;
7. is a graduate of the institution;
8. has a close personal or familial relationship with persons at the institution or a strong bias regarding the institution;
9. has served as a member of an on-site evaluation committee or an off-site review and developed the report used for action on the institution's accreditation;
10. is a stockholder or board member of a publicly traded for-profit institution; or
11. has any other relationship that could serve as an impediment to rendering an impartial, objective, professional judgment regarding the accreditation of an institution.

Board of Trustee members who are employed by an institution under consideration shall ***absent*** themselves from the room during the discussion and voting on their own institution during the meetings of the Committees on Compliance and Reports and the Executive Council.

If a Trustee recuses him or herself from a case reviewed by the Committees on Compliance and Reports or by the Executive Council, then recusal for the same case should take place during the vote by the full Board. Conversely, if a Board member does not recuse him or herself during the review of a case, then the Board member may not recuse him or herself at the time of vote by the full Board. Conflicts of interest should be claimed at the earliest point of institutional review. For each meeting of the Board of Trustees and its Committees on Compliance and Reports, Board members will identify cases where they have a conflict of interest, the appearance of a conflict of interest, or no conflict of interest and certify such electronically.

Conflict of Interest and Undue Influence. A Board member is expected to recuse him or herself from decisions pertaining to an institution when someone attempts to influence the Trustee regarding that institution's impending case. Examples of undue influence might include:

1. A Board member who is contacted by representatives of an institution regarding the institution's impending case or asking another Board member or individual to intervene and influence the Board member;
2. A Trustee serving on the board of an institution appearing for a meeting on the record and discussing the case with a sitting Board member who will take action on the institution;
3. A supervisor attempting to influence a Board member reporting to the supervisor regarding a case assigned for review to the Trustee; and
4. A SACSCOC Board member seeking information from another regarding an impending recommendation on a case.
5. It is the responsibility of the Board member to report to the SACSCOC President any attempt to influence SACSCOC's decision regarding an impending case.

Obligations Regarding Publicly Traded Institutions

Institutions accredited by SACSCOC may be publicly traded corporations or may be owned by publicly traded corporations. The actions that SACSCOC may take concerning these institutions may affect the stock price of these corporations. This fact necessarily imposes certain obligations on SACSCOC Board Members. A copy of this policy will be provided to all SACSCOC Board Members and Officers upon their appointment, or service.

Definitions

Publicly Traded Institution. A Publicly Traded Institution is a corporation that is or that owns an educational institution which is a member of or candidate for accreditation by SACSCOC, the stock of which is traded on any public stock exchange.

Immediate Family. An individual's immediate family includes spouse, children, and parents.

Direct or Beneficial Ownership. Direct or beneficial ownership includes ownership in one's name individually, through a closely held corporation or family partnership, by an individual retirement account or similar retirement vehicle, or by a trust. An individual is not considered a direct or beneficial owner of stock if that individual owns mutual funds that may own stock in a publicly traded institution. An individual is not considered a direct or beneficial owner of stock if that individual's employer holds stock of a publicly traded institution in its endowment.

Persons Subject to this Policy. Persons subject to this policy are SACSCOC Board Members, Officers, Employees, Volunteers, and their Attorneys.

Obligations

Obligations concerning publicly traded institutions, the stock of which is owned by individuals. No person who is subject to this policy may take any action or serve in any capacity concerning a publicly traded institution, the stock of which the individual or the individual's immediate family owns directly or beneficially.

Obligations concerning publicly traded institutions subject to action by SACSCOC. No person who is subject to this policy may disclose to any person who is not subject to this policy any information concerning any action or proposed action by SACSCOC concerning a publicly traded institution except through a means that makes the disclosure available to the general public at the same time; provided however, that SACSCOC may disclose such action or proposed action to representatives of the publicly traded institution in advance of the public disclosure.

Obligations of SACSCOC staff. SACSCOC staff shall make available to persons subject to this policy at least annually a list of all publicly traded institutions.

Integrity and the Board Member's Institution

SACSCOC expects a Board member to hold his or her own institution accountable for the highest level of integrity in all dealings with its constituencies, including SACSCOC. Lack of commitment to integrity at a Trustee's own institution potentially compromises the credibility of the peer review process.

Participation Responsibilities of the SACSCOC Board of Trustees

Trustees are responsible for determining policy, reviewing, and taking final action on the accreditation of institutions, reviewing fees schedules and the dues formula, and reviewing proposed changes to the Commission's standards for accreditation. (See *Standing Rules: SACSCOC Board of Trustees, Executive Council, and College Delegate Assembly* for a complete list of duties.)

When accepting an appointment to the SACSCOC Board of Trustees, board members agree to the following responsibilities:

1. ***Meeting Attendance***. All Trustees are either elected to serve on the Executive Council or are assigned to one of the Committees on Compliance and Reports. In accord with such service, Board members are required to attend the following meetings:
    - Orientation session for new Trustees held in April;
    - Meetings of the SACSCOC Board of Trustees held during the Summer Meeting in June (includes meetings of the Executive Council, Committees on Compliance and Reports, and the full Board);
    - Meetings of the SACSCOC Board of Trustees held during the SACSCOC Annual Meeting in December (includes meetings of the Executive Council, Committees on Compliance and Reports, and the full Board);
    - College Delegate Assembly Business Session held during the SACSCOC Annual Meeting in December; and
    - Spring meeting of the Executive Council, for those elected to that body.

2. ***Board Member Assignments***. As a member of one of the Committees on Compliance and Reports (C & R), a Board member is assigned responsibility for the evaluation of a variety of institutional reports and the formulation of recommendations regarding the accreditation status of those institutions. Trustees assigned to serve on a C & R Committee are responsible for attendance at meetings, adherence to the meeting schedule, completion of reading assignments, and professional conduct in executing the work of SACSCOC.

    As an elected member of the Executive Council, a Trustee serves on the executive body of SACSCOC with responsibility for interpreting policies and procedures; supervising, reviewing and acting on the reports of ad hoc and standing committees; approving SACSCOC's budget; overseeing and evaluating the work of the SACSCOC President; and initiating new programs, projects, and policy proposals. Executive Council members are responsible for attendance at meetings and for professional conduct in executing the work of SACSCOC.

3. ***Communications***. Trustees serve as liaisons between the membership and SACSCOC staff members. They may be asked to speak at state meetings, attend institutional events such as inaugurations, correspond with member institutions within the state, and assist the SACSCOC office in disseminating information.

4. ***Visiting Committee Service***. Trustees are expected to have had experience in serving as members of review committees or, absent such experience, are expected to serve as members or official observers on review committees during the first year of service on the Board.

Failure of a Board of Trustees Member to Meet Obligations

Ethical and participatory obligations of a Trustee are of such importance to the credibility and effectiveness of the work of SACSCOC that failure to fulfill such obligations will result in a resignation request or removal from service. Examples of circumstances that would generate either action are as follows:

1. Failure of a Trustee to attend two consecutive executive sessions of the Board or of the standing committee on which that member serves without prior notification to the SACSCOC President;

2. Failure of a Trustee to execute responsibilities associated with service on the Committees on Compliance and Reports;
3. Failure of a Trustee to execute responsibilities associated with service on the Executive Council;
4. Evidence that a Trustee failed to uphold ethical obligations outlined in this statement;
5. Action by the SACSCOC Board of Trustees citing the Trustee's institution for non-compliance with Section 1 (Integrity) of the Principles of Accreditation; and
6. Action by the SACSCOC Board of Trustees placing the Trustee's institution on a public sanction or taking adverse action against the institution.

Process for the Review of a member of the Board of Trustees

If a Trustee fails to meet the ethical and participatory obligations outlined above or if the Trustee's institution has been placed on a sanction or cited for integrity issues, the Board member will be expected to render his or her resignation to the Chair of the SACSCOC Board of Trustees within 30 days of the findings of SACSCOC. If the Trustee fails to do so, the Chair will request the Trustee to submit a written statement explaining the circumstances that precipitated the failure to meet Board member obligations and responsibilities, and will arrange for the Trustee to meet with the Executive Council. The Executive Council will review the case at its next meeting and will render a final decision regarding the status of the Trustee's service.

If a Board member is in any way involved in litigation with SACSCOC, the Trustee will not be allowed to participate in the work of SACSCOC until litigation is concluded, including all appeals.

Procedures

Meetings of the SACSCOC Board of Trustees

1. Members of the SACSCOC Board of Trustees and special readers will inform SACSCOC staff of any conflict of interest before engaging in a review of institutional materials. Board members and special readers will identify cases where they have a conflict of interest or the appearance of a conflict of interest. In addition, they will affirm that they have no conflict of interest with the other institutional cases being reviewed by a handwritten signature.
2. During meetings of Committees on Compliance and Reports, committee members having a conflict of interest with the institution being considered will recuse themselves from any discussion or recommendation and excuse themselves from the meeting room during the time the institution is being reviewed.
3. Members of the Executive Council will disclose any conflict of interest and recuse themselves from any discussion or recommendation regarding the institution(s) with which they have a conflict. Recusals will be noted before any vote and entered into the minutes.
4. Members of the SACSCOC Board of Trustees will recuse themselves from any discussion or action on institutions with which they have a conflict of interest. Recusals will be noted before any vote and entered into the minutes.

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