

Duties and Ethics of Public Sector Board Members under Texas Law

General Authority and Duties

1. ***Duty of Loyalty*** - A Board member must be responsible and loyal to the interests of the institution he or she was appointed to help govern. A member does not represent any other constituency, person, or entity that conflicts with those interests.
2. ***Duty of Unity*** - No single member of the Board may speak for or otherwise bind the Board, unless authorized to do so by vote of a majority of the Board pursuant to an action taken in open or public session at a duly-constituted meeting of the Board.
3. ***Duties of the Chair*** - The Chair may speak for and represent the Board under a general grant of authority but may not take positions he or she knows to be contrary to Board policy.
4. ***Committee Authority*** - Board committees (e.g., academic, finance and audit, planning and construction, rules and regulations) represent the Board and act on its behalf in preparation for Board meetings. They have authority to report and recommend policy initiatives to the Board.

Texas Education Code, Chapter 51.

Conduct at Board Meetings

5. ***Right to Speak*** – A Board member has the right to state his or her views, opinions, positions, and recommendations but should do so professionally and respectfully in the procedural manner established or directed by the Chair, who shall allow and facilitate expression of dissenting or minority viewpoints.
6. ***Duty to Listen*** – A Board member should listen respectfully to the views, opinions, positions, and recommendations of others, even those with whom he or she disagrees.
7. ***Duty to Respect Board Decisions*** – A Board member should abide by and not subvert or otherwise derogate to outside parties lawfully-taken Board decisions. If, as a matter of principle, a Board member must articulate a minority opinion, he or she may do; however, such opinion should be announced to the Board through the Chair, who may call upon the dissenting Board member to articulate his or her opinion.
8. ***Duty of Confidentiality*** – A Board member may not report the Board's executive session discussions, deliberations, or statements of Board members (including his or hers) to any third party without the Board's permission.

Robert's Rules of Order (10th Edition).

Conflicts of Interest

9. ***Gifts and Bribes*** – A Board member may not accept or solicit any gift, favor or service that might reasonably tend to influence him or her in discharge of official duties or that he or she knows or should know is offered with the intent of influencing his or her official conduct. Nor should he or she knowingly solicit, accept or agree to accept any benefit for exercising or having exercised his or her official powers or duties in favor of another.
10. ***Business or Professional Activities*** – A Board member may not engage in employment or in business or professional activities that might reasonably require or induce him or her to disclose confidential information acquired by virtue of his or her official position.
11. ***Employment*** – A Board member may not accept employment or compensation that could reasonably be expected to impair his or her independence of judgment in the performance of his or her official duties.
12. ***Investments*** – A Board member may not make personal investments that could reasonably be expected to create a substantial conflict between his or her private interest and the Board's interest; nor, may he or she usurp an opportunity of the Board to profit or benefit from any other person or entity.

Texas Government Code, Chapter 572.051

Relationships with Chancellor, Staff and Presidents

13. ***Executive's Role*** – A Board member must respect the role of the system chancellor or university president as the institution's chief executive officer charged with carrying out policy set by the Board. While the chancellor or president should be responsive to inquiries and requests from members of the Board, he or she is not obligated to honor policy initiatives set by individual Board members, unless those initiatives have been authorized by the Board.
14. ***Staff and Presidents*** – Board members customarily should not deal directly with system or university staff, except through specific or general grant of authority from the chancellor or president and should expect those staffs to keep the chancellor or president informed of such conversations.
15. ***Local and Other Committees*** – Board members should timely inform the chancellor, the president, and the Chair of scheduled committee meetings and keep them informed of the proceedings of meetings they are unable to attend.
16. ***Supervision*** – The chancellor or president reports to the Chair day-to-day and to the Board. The relationship should be collegial and professional.