# BOARD OF TRUSTEES HANDBOOK

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Message to Trustees from the Office of the Board of Trustees

The goal of the Office of the Board of Trustees is to provide you high level support and to assist the Board with carrying out its responsibility for the governance and oversight of the university. This trustee handbook, like the trustee website (http://trustees.gwu.edu), is a resource and guide where you can easily access information about the many facets of the university.

It is our hope that you find this handbook useful in carrying out your responsibilities as trustees of the George Washington University. If you have questions that cannot be answered in the handbook, please reach out to the Board Office for assistance. We are here to give you the best service possible. Below is the contact information for the Office of Board of Trustees staff.

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Mission Statement of the George Washington University

The George Washington University, an independent academic institution chartered by the Congress of the United States in 1821, dedicates itself to furthering human well-being. The University values a dynamic, student-focused community stimulated by cultural and intellectual diversity and built upon a foundation of integrity, creativity, and openness to the exploration of new ideas.

The George Washington University, centered in the national and international crossroads of Washington, D.C., commits itself to excellence in the creation, dissemination, and application of knowledge.

To promote the process of lifelong learning from both global and integrative perspectives, the University provides a stimulating intellectual environment for its diverse students and faculty. By fostering excellence in teaching, the University offers outstanding learning experiences for full-time and part-time students in undergraduate, graduate, and professional programs in Washington, D.C., the nation, and abroad. As a center for intellectual inquiry and research, the University emphasizes the linkage between basic and applied scholarship, insisting that the practical be grounded in knowledge and theory. The University acts as a catalyst for creativity in the arts, the sciences, and the professions by encouraging interaction among its students, faculty, staff, alumni, and the communities it serves.

The George Washington University draws upon the rich array of resources from the National Capital Area to enhance its educational endeavors. In return, the University, through its students, faculty, staff, and alumni, contributes talent and knowledge to improve the quality of life in metropolitan Washington, D.C.

History of the University

The George Washington University grew out of President George Washington’s desire to establish a national institution of higher learning. Washington believed the nation’s capital was the logical site for such an institution. He left a bequest toward that objective.

Founded by an Act of Congress

Washington died before his vision was carried out. The Rev. Luther Rice and three friends took up the effort; President James Monroe and 32 members of the U.S. Congress also became involved. On Feb. 9, 1821, Monroe signed the Act of Congress that created the Columbian College in the District of Columbia, a private, nonsectarian institution.
GW opened its doors in 1821 with three faculty members, one tutor and 30 students in a single building. At that time, Columbian College was located between 14th and 15th Streets, about a 30-minute walk from the Capitol. Its curriculum included English, Latin and Greek, as well as mathematics, chemistry, astronomy, reading, writing, navigation and political law. The first graduates received degrees in December 1824. Shortly after, Columbian College added a medical school and a law school.

A Great University in a Great City

The Civil War transformed Washington, D.C., into a growing urban center. During war, most students left to join the Confederacy, and the college’s buildings were used as a hospital and barracks. Walt Whitman was among the war volunteers on the campus.

In 1873, Columbian College changed its name to Columbian University and moved to a location at 15th and L Streets. It began offering doctoral degrees and admitted its first women. Columbian University became The George Washington University in 1904 under an agreement with the George Washington Memorial Association. In 1912, the University began the move to its present location in Foggy Bottom.

A Tradition of Innovation

The University was a center for theoretical physics in the 1930s. Nobel Prize cosmologist George Gamow produced critical work on the Big Bang Theory at GW. And one of the most important moments in the 20th century was revealed at a conference on the GW campus: On Jan. 26, 1939, Niels Bohr announced that Otto Hahn had successfully split the atom.

The University underwent a building boom in 1930s through the 1960s, adding Lisner Auditorium on 21st Street, a hospital near Washington Circle and numerous other structures. During this period, GW initiated a program of annual alumni gifts, creating an important source of revenue that continues to this day.

In 1991, GW opened a Northern Virginia campus, in Ashburn, devoted to graduate study and cutting-edge research. Five years later, the University purchased the Mount Vernon College for Women in the city’s Foxhall neighborhood. The coeducational Mount Vernon Campus is fully integrated into the GW community and complements the Foggy Bottom Campus.
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Board of Trustees Meeting Dates for 2017

Trustee Orientation: September 14 – 15, 2017, Thursday and Friday

October 19, 2017, Thursday, Committee Meetings (8:30 am to 4:30 pm)
October 20, 2017, Friday, Board of Trustees Meeting (8:00 am to 2:00 pm)

November 13, 2017, Monday, Inauguration of Dr. Thomas J. LeBlanc as the 17th President of GW

Board of Trustees Meeting Dates for 2018

February 8, 2018, Thursday, Committee Meetings (8:30 a.m. to 4:30 p.m.)
February 9, 2018, Friday, Board of Trustees Meeting (8:00 a.m. to 2:00 p.m.)

May 17, 2018, Thursday, Committee Meetings (8:30 a.m. to 4:30 p.m.)
May 18, 2018, Friday, Board of Trustees Meeting (8:00 a.m. to 2:00 p.m.)
(Commencement will be on Sunday, May 20, 2018)

*Board Retreat: June 28-July 1, 2018, Thursday evening to Sunday morning

Trustee Orientation: Session 1- October 17, 2018, Wednesday, (12:00 pm to 5:00 pm)

October 18, 2018, Thursday, Committee Meetings (8:30 a.m. to 4:30 p.m.)
October 19, 2018, Friday, Board of Trustees Meeting (8:00 a.m. to 2:00 p.m.)
COMMITTEE ON ACADEMIC AFFAIRS
Administrator Contact: Forrest Maltzman
Staff Contact: Lynsay Belshe
Madeleine Jacobs, Chair (2012)
Kyle Farmbry (2017)
Diana Henriques (2011)
Jim Humphreys (2013)
Stuart Kassan (2013)
Jay Katzen (2018)
Ann Walker Marchant (2018)
Sally Nuamah (2014)
Judy Rogers (2017)
Robert Tanenbaum (2014)

COMMITTEE ON FINANCE AND AUDIT
Administrator Contact: Lou Katz
Staff Contact: Dorinda Tucker
Ellen Zane, Chair (2011)
Scott Amey (2017)
Amr ElSawy (2017)
Michael Hoffman (2012)
David Karlgaard (2010)
Rick Knop (2010)
Peter Kovler (2010)
Steven Ross (2018)
Ave Tucker (2013)
George Wellde (2013)

COMMITTEE ON GOVERNANCE AND NOMINATIONS
Administrator Contacts: Beth Nolan/Aristide Collins
Staff Contacts: William Carnago, Jonathan Post and Abbey Richards
Grace Speights (2015), Chair
Gabby Baker (2017)
Roslyn Brock (2013)
Mark Chichester (2017)
Cynthia Steele Vance (2013)
Martha Wyrsch (2018)

STUDENT EXPERIENCE TASK FORCE
Administrator Contact: Forrest Maltzman
Staff Contact: Lynsay Belshe
Ave Tucker, Chair (2018)
Scott Amey (2018)
Gabby Baker (2018)
Diana Henriques (2018)
Ann Walker Marchant (2018)
Sally Nuamah (2018)
Cynthia Steele Vance (2013)

STUDENT EXPERIENCE TASK FORCE
Administrator Contact: Forrest Maltzman
Staff Contact: Lynsay Belshe
Ave Tucker, Chair (2018)
Scott Amey (2018)
Gabby Baker (2018)
Diana Henriques (2018)
Ann Walker Marchant (2018)
Sally Nuamah (2018)
Cynthia Steele Vance (2013)

VOLUNTEER ENGAGEMENT TASK FORCE
Administrator Contact: Matt Manfra
Staff Contact: Jonathan Post
Roslyn M. Brock, Chair (2018)
Jim Humphreys (2018)
Rick Knop (2018)
Peter Kovler (2018)
Judy Rogers (2018)
Steve Ross (2018)
Bob Tanenbaum (2018)

SUBCOMMITTEE ON AUDIT AND COMPLIANCE
Administrator Contact: Lou Katz
Staff Contact: Dorinda Tucker
Amr ElSawy, Chair
Mark Chichester
Kyle Farmbry
Madeleine Jacobs
David Karlgaard
George Wellde
Martha Wyrsch

STRATEGIC COMMITTEE ON MEDICINE AND CLINICAL PARTNERSHIPS
Administrator Contact: Jeff Akman
Staff Contact: Sara Melita
Ellen Zane, Chair (2012)
Michael Hoffman (2018)
Stuart Kassan (2012)
Jay Katzen (2015)
Grace Speights (2018)

(OFF-CYCLE COMMITTEES)

EXECUTIVE COMMITTEE
Administrator Contact: Aristide Collins
Staff Contacts: William Carnago and Jonathan Post
Nelson Carbonell, Jr., Chair (2002)
Ellen Zane, Vice Chair (2012)
Grace Speights, Secretary (2017)
Roslyn Brock (2014)
Amr ElSawy (2018)
Madeleine Jacobs (2013)
Ave Tucker (2017)
George Wellde (2015)
SUBCOMMITTEE ON ENDOWMENT AND INVESTMENTS

Administrator Contact: Lou Katz
Staff Contact: Dorinda Tucker
George Wellde, Chair (2010)
Scott Amey (2017)
Michael Hoffman (2017)
David Karlgaard (2015)
Steve Ross (2018)
Ave Tucker (2015)
The George Washington University
Executive Committee

Mission Statement

The Executive Committee is available to act on behalf of the Board of Trustees between meetings. The committee also serves as a resource for the Board chair and president and undertakes other tasks as needed and appropriate.

The committee facilitates the presidential and senior executive assessment and compensation processes and is responsible for establishing compensation policies and practices, as well as approving the compensation and employment arrangements of designated officials of the university, including the president. This includes:

- establishing, reviewing, and implementing compensation policies and practices including maintaining written guidelines with respect to senior executives of the university, including the president;
- regularly assessing presidential performance and working with the president to set the Board’s performance expectations for presidential performance; and
- carrying out the compensation review and approval process in compliance with applicable federal regulations.

Approved by the Executive Committee on September 9, 2013 and approved by the Board of Trustees on October 18, 2013.

Reviewed and approved with no revisions by the Executive Committee on October 6, 2016.
The George Washington University
Committee on Academic Affairs

Mission Statement

The Committee on Academic Affairs is responsible for oversight of the university’s academic mission and for fostering the academic excellence and integrity of the university.

This includes:

- maintaining clear standards of academic excellence;
- supporting and overseeing GW’s schools and institutes;
- establishing aggressive but realistic goals to further academic excellence, and measuring the progress toward those goals;
- focusing institutional resources toward achieving the objectives set out in the university’s strategic plan;
- reviewing the Dashboard Core Indicators;
- monitoring overall academic performance and reporting progress to the Board of Trustees;
- engaging in the budget process to assure academic excellence is a priority focus, including multi-year commitments as necessary;
- verifying that faculty evaluation, development, workload, and retirements are assessed on a regular basis;
- guiding the establishment of new academic programs and schools;
- ensuring enrollment strategies are consistent with the university’s goals of academic excellence and accessibility, as well as meeting its financial responsibilities; and
- collaborating with the provost to continually evaluate existing programs and schools to assess their efficacy and compliance with applicable external accreditation standards.

Approved by the Committee on Academic Affairs on October 20, 2016 and the Board of Trustees on October 21, 2016.
The George Washington University
Committee on Finance and Audit

Mission Statement

The Committee on Finance and Audit is responsible for general oversight of the financial and business affairs of the university. This includes:

- reviewing and making recommendations to the Board regarding major financial and business matters, including the operating and capital budgets of the university;
- focusing institutional resources toward achieving the objectives set out in the university’s strategic plan;
- having the ultimate authority and responsibility to select, evaluate, and, where appropriate, replace the firm of Certified Public Accountants that performs the annual audit of the university;
- approving the independence and performance of the internal and external audit functions;
- setting the overall tone for the quality and integrity of financial reporting, a sound system of internal controls, and sound business practices and ethical conduct;
- considering possible conflicts of interest involving trustees;
- overseeing the university’s compliance with legal and regulatory requirements; and
- fostering free and open communication between and among the committee, internal and external auditors and compliance officers, and management of the university;
- providing oversight to the Endowments and Investments sub-committee.

The committee shall have a unified membership but shall operate with separate agendas for finance issues and audit issues. The committee should include financial experts and other members experienced in financial, business, and audit governance matters, to the extent possible.

The committee membership shall consist solely of trustees who shall be free from any relationship that, in the opinion of the Board or the committee, would or might interfere with the exercise of the trustee’s independent judgment as a member of the committee.

Approved by the Committee on Finance and Audit on October 16, 2014 and the George Washington University Board of Trustees on October 17, 2014.

The committee reviewed and approved the mission statement and made no changes on October 20, 2016.
The George Washington University
Committee on Governance and Nominations
Mission Statement

The Committee on Governance and Nominations is responsible for contributing to and furthering the Board’s ability to govern, not manage, the affairs of the university, through a process that recognizes the importance of transparent and direct communication with the university’s officers and administration.

In the area of governance, this includes:

- reviewing, and making recommendations on, matters of Board governance;
- reviewing the bylaws of the university periodically, and considering revisions as appropriate;
- establishing and reviewing procedures for trustee training, including educating trustees about the university and their responsibilities as trustees;
- assisting the Chair of the Board in developing trustee stewardship;
- evaluating trustee performance;
- evaluating Board effectiveness;
- making recommendations regarding the conduct of Board meetings;
- planning a succession process for presidential transition; and
- planning a succession process for the Board Chair and other Board officers.

In the area of nominations, this includes:

- reviewing and nominating trustee candidates for consideration by the Board, guided by the Criteria for Selection of Members of the Board of Trustees of the George Washington University;
- reviewing and nominating Board officers;
- making sure that the university has the minimum number of trustees required by the bylaws; and
- recommending candidates for university officer positions for consideration by the Board.
Criteria for Selection of Members of the Board of Trustees of the George Washington University

The Board of Trustees of the George Washington University seeks as trustees individuals of the highest integrity who demonstrate a strong commitment to devote their knowledge, time, and financial resources to the benefit of the university. In identifying and selecting persons to be nominated or renominated to the Board to serve as trustees, the Board’s Committee on Governance and Nominations will consider the following criteria:

- experience that will benefit the Board and the university;
- commitment to engage in significant financial support of the university and provide leadership in fundraising on behalf of the university;
- commitment to attend Board meetings and standing committee meetings, as well as to complete Board assignments between meetings;
- a strong record of interest or involvement in higher education or philanthropic activities;
- ability to contribute to Board diversity;
- a history of leadership and achievements that reflects high standards; and
- reputation in the community as a person of intelligence, integrity, skill, experience, and good judgment.

In addition, the committee will assess the impact of:

- any conflicts of interest (or potential conflicts of interest); and
- in connection with renominations, the nominee’s past effectiveness and participation as a member of the Board.

Approved by Committee on Governance and Nominations on October 16, 2014, and the Board of Trustees on October 17, 2014.

The committee reviewed and approved the mission statement with no changes at its meeting on October 20, 2016.
The George Washington University
Strategic Committee on Medicine and Clinical Partnerships
Mission Statement

The Strategic Committee on Medicine and Clinical Partnerships is responsible for guiding the university through the next phase of preparing its medical programs for success in an increasingly competitive environment. This includes:

- representing the Board in communications with the university's clinical partners;
- reviewing information about potential areas of institutional risk and compliance and advising the administration and Board on potential university responses;
- working with the clinical partners on issues of governance and alignment; and
- providing advice and guidance on strategic planning for the clinical partnerships.

It is also responsible for oversight of the School of Medicine and Health Sciences (SMHS), with a focus on education and research, sound budgeting, and progress on established goals and advocacy on strategic endeavors.

The committee will continue to work with other committees having specific oversight in other areas such as finance and development and alumni affairs on issues related to SMHS and clinical partnerships.

Approved by the Strategic Committee on Medicine and Clinical Partnerships on October 15, 2015 and approved by the Board of Trustees on October 16, 2015.

The committee reviewed and approved its mission statement, with no changes, on October 4, 2016.

The George Washington University
Subcommittee on Endowment and Investments
Mission Statement

The subcommittee on Endowment and Investments is a subcommittee under the Committee on Finance and Audit, responsible for oversight of the university’s endowment, with the goal of enhancing returns and purchasing power from investments while preserving resources for future generations. This includes:

- exercising authority over the investment policies and asset allocation of the university’s endowment; making recommendations to the Board with respect to spending policy, in conjunction with the Committee on Finance and Audit and the university’s outsourced investment manager; and
- convening on a regular basis with the university’s outsourced investment manager to review investment performance, asset allocation policies and strategies proposed by Investment Office staff.

Approved by the Subcommittee on Endowment and Investments on September 4, 2014, the Committee on Finance and Audit on October 16, 2014, and approved by the Board of Trustees on October 17, 2014.

The Subcommittee on Endowment and Investments reviewed and approved its mission statement with no changes on September 26, 2016 via teleconference.
Subcommittee on Audit and Compliance

Mission Statement (in process)
Student Experience Task Force

Mission Statement (in process)
Volunteer Engagement Task Force

Mission Statement (in process)
Responsibilities of the Board of Trustees

- Promote policies and procedures that safeguard and enhance the long-term welfare and mission of the university, including its people and physical and financial assets
- Select, support, and evaluate the president of the university
- Review and approve the operating and capital budget of the university using a process that reflects strategic and academic priorities
- Determine the major goals of the university and approve the policies and procedures for implementation of such goals
- Undertake such other responsibilities as law, governmental directives, custom, or necessity require
- Serve as a source of philanthropic funds for the university

Responsibilities of a Member of the Board of Trustees

- Commit to service on the Board as a high personal priority
  - Do:
    - Endeavor to attend all Board and committee meetings.
    - Inform the Board Office as soon as possible if you will be unable to attend a meeting.
    - Complete annual trustee self-assessment survey.
    - Participate in trustee orientation upon election or re-election to the Board.
  - Do not:
    - Miss more than four Board meetings in a two year period or your ability to continue to serve as a trustee will be jeopardized.
    - Serve on school advisory councils or boards or other university-based councils or boards while serving as a trustee.
- Apply experience and intelligence to issues presented to the Board and be available to the president, other trustees, and officers as a resource
  - Do:
    - Use wisdom gained through your professional and personal experience to help inform your discussions and decision making.
    - Make strategic connections for the president that may further the university’s goals and mission.
  - Do not:
    - Attempt to steer university or Board actions to your personal business or personal interests.
    - Act as an advocate for others before the administration or Board.
    - Get involved in day to day operations of the university.
• Make the university one of your most significant philanthropic priorities, providing annual and campaign (major/principal) and planned gifts to support the academic and capital initiatives
  o Do:
    ▪ Donate annually to the greatest extent possible for you.
    ▪ Make a leadership gift.
    ▪ Pledge your gift early each year and fulfill your commitment.
  o Do not: Require staff or Board leadership to track you down for an annual gift.

• Participate fully in the deliberations of the Board while recognizing that decisions reside with the Board as a whole and not with individual trustees
  o Do:
    ▪ Ask substantive questions that are relevant to issues before the Board and pertinent to discussion.
    ▪ Keep confidential information provided to you as a trustee confidential.
    ▪ Be respectful of agenda and time constraints.
    ▪ Make concerns and objections known during a deliberation process.
    ▪ Respect and support the Board’s decisions once made.
  o Do not:
    ▪ Divulge details regarding the deliberations of the Board or committees.
    ▪ Make statements undermining the Board’s decisions.

• Prepare for and attend Board meetings regularly and engage responsibly in committee and special assignments
  o Do:
    ▪ Be fully prepared for the Board and committee meetings.
    ▪ Listen carefully and participate thoughtfully.
  o Do not:
    ▪ Impede or delay meetings to review the materials that were distributed in advance.
    ▪ Accept special assignments without fully evaluating your time commitments.

• Keep informed about the university and the issues affecting higher education
  o Do:
    ▪ Read all Board and committee meeting materials.
    ▪ Ask the Board Office any questions you may have about university operations or the meeting materials.
    ▪ Read the trustee handbook (available at https://login.trustees.gwu.edu/pdf.cfm?id=1849).
  o Do not: Interrupt the regular functioning of the university by contacting staff outside the Board Office with personal requests

• Advance the goals and mission of the university as a whole, without regard to any relationships or affiliations with individuals or components
  o Do:
    ▪ Connect university leaders with potential donors, hires, and opportunities.
    ▪ Act in the best interest of the university as a whole and its future success.
- **Do not:** Advocate for special interests (a school, an employee, an applicant, or student).

- Assist in the recruitment of new trustees who will carry on the basic traditions of the university and maintain its academic excellence and distinction
  - **Do:**
    - Recommend trustee candidates.
    - Promote the university to friends and colleagues to engage them in volunteering their time and talent.
  - **Do not:** Suggest or promise to anyone that they will be elected as a trustee or as an advisory council member.

- Encourage qualified prospective undergraduate and graduate students to apply to the university.
  - **Do:**
    - Submit all personal recommendations for prospective students to the Board Office.
    - Expect that the Board Office will update you on the status of the prospective students’ admissions decision as appropriate.
    - Make clear to applicants and parents that you are not able to influence the admissions decision and that you are only offering your personal recommendation.
  - **Do not:**
    - Contact deans, admission offices, or others involved in admissions decisions to encourage them to consider or admit a student.
    - Challenge admissions decisions or ask that a decision be changed.

- Disclose promptly and fully any potential or actual conflicts of interest, and personally maintain exemplary ethical standards
  - **Do:**
    - Be familiar with Conflict of Interest Policy and reporting obligations including complete the report by the stated annual deadline and updating the Board Office when reportable activities change.
    - Report anything that might even have the potential to look to an outside party like a conflict of interest.
    - Contact the Board Office or General Counsel’s Office with any questions about your activities or reporting.
  - **Do not:** Ignore questions that seem unnecessary or unimportant to you.

- Maintain confidentiality of Board and committee deliberations and materials
  - **Do:**
    - Maintain appropriate security for all electronic copies of materials and contact the Board Office if you are unsure what the appropriate security is.
    - Shred paper copies of Board meeting materials or return them to Board Office Staff once finished with the documents.
    - Direct press inquiries to the vice president for external relations for assistance.
    - Recognize that the Board and committees receive information that is confidential to those entities and that information should not be shared outside:
      - the Board without the permission of the Board chair, or
Acceptance of Responsibilities as a member of the GW Board of Trustees

I understand, acknowledge, and accept the above list of trustee and Board responsibilities. I agree to fulfill these responsibilities to the best of my abilities as part of my service to the university.

Acknowledgement of Confidentiality Requirement

As a member of the Board of Trustees of the George Washington University, I agree to keep all information and deliberations of the committee and Board confidential both during and after my time as a trustee.

My signature below signifies acknowledgement and acceptance of the responsibilities of a member of the GW Board of Trustees and of its confidentiality requirements.

Trustee Signature ___________________________________________

Name____________________________________________

Date ___________________

Approved by the Board on June 22, 2017
Philanthropic Expectations and Responsibilities for
The George Washington University Board of Trustees

Our success depends on recruiting and engaging a special group of successful alumni, parents, and friends who embrace our vision and accept the responsibility and privilege to serve as philanthropic leaders and ambassadors. Trustees are expected to be zealous advocates of our mission and vision, and play an integral role in philanthropy.

It is essential that Trustees understand the following responsibilities, commit to them, and hold themselves and one another accountable.

LEADERSHIP
Make personal investments in university priorities and ask others to join you in this effort

Make an Annual Gift
Stretch annual commitment to demonstrate repeated leadership

Make a Campaign (Major/Principal) Gift
In addition to making an annual gift, make a multi-year, transformational investment in students, faculty, and/or building priorities over three to five years

Establish a Planned Gift
Consider making the university a philanthropic priority in your estate plan

Ask Others
In partnership with the Development and Alumni Relations professional staff, present as many proposals for specific philanthropic support as appropriate with potential partners

ADVOCACY
Make others aware of the advantages and opportunities associated with philanthropic investment in the university

Spread the Word
Illustrate examples of student, faculty, and programmatic needs that have benefited from philanthropic support

Introduce
Introduce and engage, campaign, (major/principal gift) prospects, persons of influence, and potential trustees

Lead by example
Share the story and example of your personal giving to the university with others

Build a Lifelong Worldwide Community
Host, sponsor, and attend GW cultivation and stewardship events
Media Protocol for Trustees

The George Washington University continues to attract positive visibility from local, national and global media for GW’s academic excellence, spirit of service, faculty research, student life, and other campus news. Given its proximity to the White House, the World Bank-IMF, government institutions, and other international organizations, the university community also is sought out for comment on events and activities affecting our high profile, news-making neighbors. We have in place a proactive and strategic media and messaging plan for many of our programs, activities, research, and faculty. For these reasons we have put the following protocol in place:

Should a reporter seek your comment or opinion on a matter of university policy, please direct the inquiry to GW’s office of External Relations. External Relations will work as a liaison between you and the reporter to ensure unified messaging for the university.

If a reporter is seeking your personal thoughts on a non-policy issue or general interest matter, it is up to you to determine whether you wish to participate. Please remember that everything you say should be considered “on the record.” The only aspect of this interaction you can truly control is what you say and how you say it.

When in doubt, contact university spokesperson Maralee Cseller at 202-994-7564, GW Vice President for External Relations Lorraine Voles at 202-994-8810, or Associate Vice President for Communications Sarah Baldassaro at 202-994-5152.
1. **What is the role of the Office of the Board of Trustees?**

   The Office of the Board of Trustees provides administrative support to the Board and trustees; creates agendas and records minutes for the Board and selected committees; keeps the historical records of the Board, including all Board resolutions; serves as the central repository for all committee and Board minutes; and arranges logistics and communications for Board meetings and related events.

2. **How can I get in contact with a fellow trustee or university official?**

   In the [Trustee Handbook](http://trustees.gwu.edu) and on the Board website, trustees will find the most up-to-date contact information for trustees and university administrators.

3. **Where can I park on the Foggy Bottom Campus?**
Visitor parking options available to trustees on the Foggy Bottom Campus:

- University Parking Garage (located under the SEH building)
  - Hours: 24/7
  - Entrance: North side of H Street, between 22nd and 23rd Streets

- Marvin Center
  - Hours: 7:00 am – Midnight
  - Entrance: North side of H Street, between 21st and 22nd Streets

- Elliott School
  - Hours: 7 am – 11:00 pm (Monday – Friday)
    Closed on holidays and weekends
  - Entrance: West side of 19th Street between E and F Streets

The validation stickers that trustees receive when attending Board meetings on-campus will be honored at any of these visitor parking locations.

4. **Is WiFi available when I am on campus and how do I access it?**

   Self-registration (grants network access for 72 hours)
   a. Access you device settings to connect to Wi-Fi
   b. Select GWconnect from your available SSID (network) list
   c. Open a web browser and you will be redirected to the GW connect Splash page automatically (if you are not, please navigate to my.gwu.edu to trigger the redirection)
   d. On the Splash Page, click the “click her to request or reset credentials” link in the sentence, “If you are a guest of the university…”
   e. Fill in the form and accept the GW wireless terms of use
   f. Click **Register** to submit
   g. You will receive an email with your username and password (if you have selected to have your credentials sent via SMS text, you will receive a text as well).
   h. Click **Login**
   i. **Enter** the username and password

5. **How many Board meetings must I attend each year?**

   Trustees are expected to attend four meetings a year, in October, February, and May, and the trustee retreat in June. At a minimum, trustees are required to attend, in person, no less than four (4) Board of Trustees meetings/retreats every two fiscal years in order to be eligible to continue membership on the Board.

6. **What events/activities should I attend during the year?**

   Trustees are invited to many university events and activities throughout the academic year. We understand that trustees cannot attend every event. We do encourage trustees to attend the dinners around Board meetings and Commencement activities. The invitations to university events and activities are also a good way to keep trustees in the loop about what is happening at the university.
7. **How should trustees respond to requests from the media?**

Trustees may be called upon by reporters for comments or opinions on university matters. Please direct any inquiry to GW’s Office of External Relations – Sarah Baldassaro at 202-994-5152 or sarahgb@gwu.edu. There is more detailed information on media protocol in the [Trustee Handbook](#).

8. **What is the purpose of the Trustee Self-Assessment Survey?**

Each year before the fall Board meeting, trustees are asked to complete a survey that evaluates Board performance against the following seven Board responsibility areas:

i. Engage in Strategic Planning  
ii. Ensure Effective Fiscal Management  
iii. Understand, Support, and Evaluate Relationship between the Board, the President, and Senior Management  
iv. Carefully Select and Orient New Board Members  
vi. Use Board Committees to Enhance Board Function  
ivii. Provides Financial Support with Contributions and Fundraising Efforts

Consultants from Baker Tilly, GW’s outsourced internal auditor, aggregate trustee responses. Each trustee’s responses remain anonymous, except to Baker Tilly, who will advise the GN Committee and university administrators of the names of trustees who have not yet completed the survey so that those trustees may be sent reminders. The GN Committee reviews the Baker Tilly report and generates an annual list of action items intended to address concerns raised by the survey responses and improve institutional governance. The Board aims for a 100% participation rate. Please contact the Board Office if you would like to review the most recent survey report.

9. **What are Participation and Engagement Summaries?**

Every fall, trustees will receive a report summarizing their participation and engagement for the last fiscal year. The chart reminds trustees of their (1) tenure on the Board and projected final term ending; (2) attendance at Board meetings; and (3) lifetime and cumulative giving history and philanthropic giving for the previous year. The Board Office compiles and distributes summaries annually by using its own records and information provided by Development and Alumni Relations.

10. **What is the process for recommending prospective students to GW?**

Trustees are encouraged to recommend prospective students to the Board Office, preferably by email. The Board Office will inform the admissions directors for undergraduate and graduates schools, and if necessary, the dean of the representative school. Please note that information or a “read” on special interest applicants cannot be provided to trustees. However, trustees will be informed if an application is incomplete (e.g., missing a required component like the applicant’s high school transcripts). Keep in mind that when an applicant is denied admission to the university or a particular program, it is for a good reason. The goal is to have prospective students succeed. It is not beneficial for the university or the student if the university admits an applicant who may not be sufficiently prepared for
GW or who does not meet GW’s overall requirements. If an applicant is denied, the prospective student is encouraged to attend a different university and reapply as a transfer applicant to GW.

11. How can the Office of the Board of Trustees assist you with current student matters?

There may be times when trustees will be asked by friends or acquaintances to assist in resolving student matters, including, among other subjects: course scheduling, housing assignment preferences, financial aid award packages, or student account payments. Student records (academic standing, course schedules, financial aid packages, account balances, etc.) are protected by the Family Educational Rights and Privacy Act (FERPA), and we may not be able to discuss details of a student’s situation with trustees. Trustees should direct their inquiries to the Board Office, which will look into the claim and connect the friend/acquaintance of the trustee with the appropriate campus contact.

12. What is the annual conflict of interest (COI) questionnaire?

The COI questionnaire is administered annually by GW’s Office of Compliance and Privacy in cooperation with the Board Office and the Office of the General Counsel (OGC). Trustee participation is mandatory. The questionnaire includes questions drawn from GW’s Trustee COI Policy and Internal Revenue Service Form 990 reporting requirements.

The COI questionnaire is designed to seek general information, but the IRS questions are substantially more detailed. Consequently, university administrators may need to conduct additional follow-up with some trustees to fully understand reported relationships. Disclosures and any conflict management plans are reviewed by the Committee on Finance and Audit. Potential conflicts of interest are considered annually by the chair of the Board in making committee assignments. The Office of Compliance and Privacy, OGC, and the Tax Department work together to analyze and assemble portions of the data for the annual IRS Form 990 filing. The IRS Form 990 is available for review by all trustees prior to its annual filing on May 15th.

13. What is the process for committee appointments and committee chair assignments?

The chair of the Board will consider requests from trustees, individual trustee expertise, and committee scheduling and composition in evaluating committee membership choices. There are seven operating committees (Executive, Academic Affairs, Development and Alumni Relations, Finance and Audit, Governance and Nominations, Investments, and Student Affairs) and five strategic committees (Diversity and Inclusion, GW/VA Campuses, Real Estate, Sustainability, and Clinical Partnerships). The chair of the Board may also consult with members of the Executive Committee and university leadership about appointments. Conflict of interest issues may preclude service on the Executive Committee, Committees on Finance and Audit, or the Committee on Investments. Trustees will be notified of their committee appointments for the new fiscal year on an annual basis in early July.

14. What role does the Board of Trustees play in granting faculty tenure

The Board of Trustees, through its Committee on Academic Affairs, is responsible for reviewing and approving recommendations from the Provost to grant tenure. Tenure
represents a considerable financial investment on the part of the university. Therefore, department chairs and deans, in collaboration with the provost, have developed a rigorous review process. Each internal candidate for tenure undergoes extensive review of his or her teaching ability, service, and quality of scholarship by senior members of the relevant department, and as part of that review process, the department obtains at least five external reviewers who evaluate the quality of each candidate’s scholarship. The department’s recommendation is then reviewed by a school-wide committee, and then by the dean and the provost. For appointment of senior faculty with tenure, candidates undergo an equally rigorous review. The majority of positions involving tenure are identified through a competitive national search process, but in some cases opportunity hires are made outside of the national search process based on extraordinary qualifications.

If you have questions about any of these items or other Board operations matters please contact William Carnago, director of Board Operations at carnago@gwu.edu or 202-994-8610.
Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That this Act may be cited as "The George Washington University Charter Restatement Act".

Sec. 2. The Act entitled "An Act to incorporate the Columbia College in the District of Columbia", approved February 9, 1821 (6 Stat. 255), is amended to read as follows:

"ESTABLISHMENT

"SECTION 1. There is established in the District of Columbia a university and a body corporate which shall be known as The George Washington University (hereinafter in this Act referred to as the 'University') and which shall have perpetual succession.

"PURPOSES

"Sec. 2. The purposes of the University are—

"(1) to educate individuals in liberal arts, languages, sciences, learned professions, and other courses and subjects of study,
"(2) to conduct scholarly research and publish the findings of such research,
"(3) to operate hospital and medical facilities, and
"(4) to engage in any activity incidental to the foregoing purposes.

Such purposes shall be accomplished without regard to the race, color, creed, sex, or national origin of any individual.

"POWERS

"Sec. 3. In order to carry out the purposes of the University, the University may—

"(1) grant or confer academic and honorary degrees, diplomas, and certificates under the seal of the University,
"(2) establish any school, division, or department of learning to become a part of the University,
"(3) receive, invest, and administer any gift or endowment of money or real or personal property,
"(4) borrow money, with or without any security for repayment, at rates of interest determined by the board of trustees of the University without regard to the restrictions of any usury law, but may not plead any usury law as a defense in any action,
"(5) enter into any agreement with any institution of learning for the purpose of providing to students registered at such institution the educational facilities of the University and the facilities of any agency of the United States available to the University,
"(6) exercise all powers described in section 5 of the District of Columbia Nonprofit Corporation Act (D.C. Code, sec. 29–1005) on the date of the enactment of The George Washington University Charter Restatement Act and not inconsistent with the purposes of the University, and
"(7) exercise all powers necessary, incidental, or convenient to the conduct of the purposes, business, and affairs of the University.

"BOARD OF TRUSTEES

"Sec. 4. (a) The management, direction, and government of the University shall be vested in a board of trustees (hereinafter in this Act referred to as the 'board'). The bylaws of the University shall provide for the election, number, term of office, residency requirements, qualifications, manner of election, filling of vacancies, and removal of members of the board. The bylaws may provide that members of the board be elected to terms of office commencing on different dates. The bylaws shall provide for appointment of an executive committee and other committees composed of members of the board with any power and authority, including any power and authority of the board, provided for in the bylaws of the University.

"(b) No bylaw of the University which establishes qualifications for membership on the board may permit any individual (except the president of the University) to serve as a member of the board during the period in which the individual is serving as an officer, professor, lecturer, teacher, tutor, or employee of the University.

"AUTHORITY OF THE BOARD OF TRUSTEES

"Sec. 5. (a) The board shall be responsible for the exercise of all powers and the discharge of all duties of the University in a manner consistent with this Act, shall have
full authority over all personnel and activities of the University, and may appoint or elect any person to serve as an officer, professor, lecturer, teacher, tutor, agent, or employee of the University. Any person so appointed or elected may be removed by the board.

"(b) The board may, by a vote of two-thirds of the individuals then serving as members of the board, adopt, amend, or repeal any bylaw of the University for—

"(1) the conduct of the purposes, business, and affairs of the University, or

"(2) the regulation of the internal government of the University.

"(c) The board may, by a vote of two-thirds of the individuals then serving as members of the board, vote to merge the University with any other nonprofit organization."

Sec. 3. (a) The amendment made by section 2 constitutes a complete restatement of the charter of The George Washington University without disturbing the present and continuing corporate status of The George Washington University and supersedes all prior charter provisions of The George Washington University contained in the Act of February 9, 1821 (6 Stat. 255), and all amendments and supplements thereto.

(b) Each individual who is a member of the board of trustees of The George Washington University on the date of the enactment of this Act shall continue to serve as a member until the membership termination date applicable to such individual.

[Signatures]

APPROVED
Oct. 18, 1977

[Signature]
Summary of the Bylaws and Charter of
The George Washington University

Powers of the Board of Trustees  The Board possess the full power over all personnel and activities of the university. It is responsible for:

- exercising of all powers and the discharge of all duties of the university. It is responsible for the management, direction and government of the university;
- adopting and amending the Faculty Code by an affirmative vote of 2/3 of the individuals serving as members of the Board;
- adopting, amending, or repealing any bylaw of the university by an affirmative vote of 2/3 of the individuals serving as members of the Board.

Membership of the Board of Trustees  The Board shall consist of not less than 20 and not more than 43 trustees, to include:

- 3-5 Alumni Trustees
- 2 Recent Alumni Trustees
- 15-35 Charter Trustees
- The President, ex officio

Trustee Terms  Recent alumni trustees serve for one term of four years. Alumni and charter trustees also serve four year term, but may serve a maximum of three terms for a total of twelve years. This total may be extended if the trustee is serving as chair.

Trustee Eligibility  Persons shall be qualified to serve as trustees without regard to race, color, creed, sex, national origin, place of residence, or membership in any class or category protected by applicable law. With the exception of the president of the university, no person who is serving as an officer, faculty member, student, or employee of the university shall be eligible to serve as a trustee. Trustees who have attained the age of 75 on or before June 30th of the year of election are not eligible for election. Any trustee may be removed from office without cause by a vote of the majority of the individuals then serving as members of the Board.

Meetings  The Board shall hold an annual meeting in May of each year and three additional meetings throughout the year. Each trustee must attend at least four meetings/retreats during every two fiscal years. The Board periodically holds special meetings upon the call of the president, the chair of the Board of Trustees, the Executive Committee, or a written petition signed by at least 12 trustees.

A quorum of its membership must be present for the Board to take action. A quorum is one-third (1/3) of the members of the Board or ten Trustees, whichever is larger. The Board is able to take most actions if a majority of the trustees present vote in favor of the proposal.
Committees  The Board is required to have an Executive Committee and three standing committees: Academic Affairs, Finance and Audit, and Governance and Nominations. Other standing or special committees may be named by the chair. The chair and president are ex officio members of all standing and special committees.

Officers of the Board  The officers of the Board are:
- Chair of the Board – presides at Board meetings and Executive Committee meetings
- Vice Chair (or Chairs) – presides at Board meetings in the absence of the Chair
- Secretary – keeps the minutes of the Board and Executive Committee meetings; gives all required notices; is the custodian of records and the seal

The Board may elect other officers as it deems appropriate. Two or more offices may be held by the same person, except for the position of chair. The vice chair(s) and secretary are elected annually. The chair serves a three year term and may serve no more than two terms

Officers of the university  The officers of the university specified in the bylaws are:
- President – chief executive officer of the university
- Provost – chief academic officer of the university
- Treasurer – chief financial officer of the university

The Board may elect other officers as it deems appropriate. Two or more offices may be held by the same person, except for the position of president. The officers are elected at the annual Board meeting for a term of one year.

Indemnification  With certain limitations, the university shall indemnify trustees from claims or other penalties incurred as a result of being a trustee.

Conflicts of Interest  Trustees must annually report any conflict of interest or potential conflict of interest annually. Any trustee with such a conflict or possible conflict shall not vote or influence the Board regarding the conflicted issue.
BYLAWS

OF

THE GEORGE WASHINGTON UNIVERSITY

_____________________
Revised Bylaws - Adopted May 18, 1978

_____________________

Article VIII - Amended May 15, 1980
Article V - Amended January 15, 1981
Articles V and VI - Amended May 16, 1985
Articles IV - Amended January 15, 1987
Articles III - Amended May 16, 1987
Articles III - Amended October 17, 1991
Articles III - Amended January 16, 1992
Articles II - Amended October 15, 1992
Article V - Amended October 28, 1993
Article III - Amended February 10, 1994
Article IX - Amended February 9, 2001
Articles IV, V and IX - Amended May 18, 2001
Preamble, Articles III, IV, V, VI, VI, VII, VIII,
IX, X, and XI - Amended October 17, 2003
Articles III, V, and VI - Amended February 8, 2008
Articles III and VI - Amended May 16, 2008
Article III - Amended April 7, 2010
Articles III, IV, V, and X - Amended October 15, 2010
Articles III, IV, V, VI, and VII – Amended June 21, 2013
PREAMBLE

The George Washington University is an independent academic institution which received its original charter from the Congress of the United States in 1821 and an amended charter from Congress in 1977. The University dedicates itself to furthering human well-being. It values a dynamic, student-focused community stimulated by cultural and intellectual diversity and built upon a foundation of integrity, creativity, and openness to the exploration of new ideas.

ARTICLE I. NAME

The name of the corporation is The George Washington University, hereinafter referred to as the "University."

ARTICLE II. OFFICES

The University may have offices, either within or without the District of Columbia, as the Board of Trustees may determine or as the affairs of the University may require from time to time. However, the principal office of the University shall be located in the District of Columbia.

ARTICLE III. BOARD OF TRUSTEES

Section 1. General Powers of the Board of Trustees. The management, direction, and government of the University shall be vested in the Board of Trustees, hereinafter sometimes referred to as the "Board." Section 2. Number and Tenure of Trustees. The Board of Trustees shall consist of the following ex officio, Alumni and Charter Trustees:
a. The President of the University shall serve as a Trustee, *ex officio*, with the right to vote.

b. The Board shall have between five (5) and seven (7) Alumni Trustees who shall be elected by the Board. Three to five of these Alumni Trustees shall hold office for a term of four (4) years, and may not serve more than three (3) terms. The remaining two (2) Alumni Trustees shall be "recent graduates" who shall each serve for one (1) term of four (4) years. The Board, by resolution, shall establish a mechanism for the nomination of such persons.

c. The Board shall have not less than fifteen (15) nor more than thirty-five (35) Charter Trustees, as may be determined from time to time by the Board. Charter Trustees shall hold office for a term of four (4) years, and may not serve more than three (3) terms. Charter Trustees shall be elected by the Board by the vote of a majority of the Trustees present, to take office July 1, the beginning of the fiscal year. The initial terms of new Charter Trustees may be varied to maintain approximate equality in the number of Charter Trustees whose terms shall expire in successive years, but no reduction in the number of Charter Trustees shall shorten the term of any incumbent Trustee.

d. Trustees may be elected as either a Charter Trustee or an Alumni Trustee in any term, but, unless otherwise provided for in the Bylaws, no Trustee shall serve for longer than a total of twelve (12) years.

Section 3. **Eligibility of Trustees.**

a. Persons shall be qualified to serve as Trustees without regard to race, color, creed, sex, national origin, place of residence, or membership in any class or category protected by applicable law.
b. With the exception of the President of the University, no person who is serving as an officer, faculty member, student, or employee of the University shall be eligible to serve as a Trustee. Notwithstanding the above, the Board of Trustees, or an appropriate Committee thereof designated by the Chair, shall have discretion, on a case by case basis, to permit a Trustee to enroll as a student of the University, provided it determines that to be appropriate under the Board rules for conflicts of interest.

c. No person shall be eligible for election as a Trustee who shall have attained the age of seventy-five (75) years or who shall attain such age on or before June 30 of the year in which the election of Trustees is held. The term of any Trustee who shall attain the age of seventy-five (75) years during his or her term as a Trustee shall be concluded as of the following June 30, the end of the fiscal year. The term of any Trustee elected after January 1, 1992, who has served three (3) consecutive terms on the Board shall be terminated as of June 30, the end of the fiscal year of his or her term.

d. Each Trustee is required to attend, in person, no less than four (4) Board of Trustees meetings/retreats every two fiscal years in order to be eligible to continue membership on the Board. If circumstances arise that make it difficult for the Board to meet in person for any particular meeting, the Chair may determine that electronic attendance at that meeting shall count towards these requirements, but except in such circumstances, participation in a meeting other than by attending in person shall not constitute “attendance” for this section. The term of any Trustee who has not attended at least four (4) Board meetings/retreats during the current and preceding fiscal years shall be concluded as of June 30, the end of the fiscal year. The Committee on Governance and Nominations has the authority to waive these attendance requirements in light of exceptional circumstances.
Section 4. **Emeriti Trustees.** The Board of Trustees may elect Emeriti Trustees at the annual or any regular meeting of the Board. Any Trustee elected whose term of service has ended and who meets the additional distinguished criteria, as established by the Committee on Governance and Nominations from time to time, may be elected an Emeritus Trustee. Emeriti Trustees shall receive notice of, and be invited to attend, at the discretion of the Chair, all meetings of the Board. Emeriti Trustees may not vote, hold any office which is filled by election or appointment, be counted in determining the presence of quorum, or serve on any standing committee of the Board of Trustees. Emeriti Trustees may, however, serve on committees other than the Executive Committee and standing committees. Emeriti Trustees may serve as faculty members or employees of the University, as appropriate under the Board’s policies for conflicts of interest.

Section 5. **Honorary Trustees.** The Board of Trustees may elect Honorary Trustees at the annual or any regular meeting of the Board. Eligibility for election as an Honorary Trustee is limited to persons with exceptional service to the University in capacities other than as Trustees. Honorary Trustees shall receive notice of, and be invited to attend all meetings of the Board. Honorary Trustees may not vote, hold any office which is filled by election or appointment, be counted in determining the presence of a quorum, or serve on any standing committee of the Board of Trustees. Honorary Trustees may, however, serve on committees other than the Executive Committee and standing committees.

Section 6. **Removal of Trustees.** Any Trustee may be removed from office without cause by a vote of a majority of the individuals then serving as members of the Board of Trustees.
Section 7. Trustee Elections and Vacancies on the Board. Prospective Trustees and Trustees eligible for reelection shall be nominated at one meeting and considered by the Board for election at a subsequent meeting. Should a Trustee leave the Board before the end of his or her term, that position may be filled for the unexpired term by the affirmative vote of a majority of the Trustees present at a regular or special meeting of the Board of Trustees.

Section 8. Meetings of the Board of Trustees.

a. The Board of Trustees shall hold an annual meeting in May of each year. In addition to the annual meeting, the Board of Trustees shall hold three regular meetings, provided that one of the regular meetings may be replaced by a Board retreat at the discretion of the Chair of the Board. The date of the annual meeting, any regular meeting, or any retreat of the Board shall be established and may be changed by the Board of Trustees or by the Executive Committee of the Board. The Chair of the Board shall have the discretion to permit participation at any meeting via teleconference, videoconference, or other means whereby all persons participating in the meeting can simultaneously communicate with each other.

b. Special meetings of the Board of Trustees shall be held upon the call of the President, the Chair, the Executive Committee, or an electronic or written petition signed by at least twelve (12) Trustees of the University. The call for a special meeting of the Board shall state the business to be brought before such meeting. The Chair shall have the discretion to permit participation at any special meeting via teleconference, video conference, or other means whereby all persons participating in the meeting can simultaneously communicate with each other.

Section 9. Notice of Meetings.
a. Notice of the annual and regular meetings of the Board of Trustees shall be sent electronically or by first-class mail to each Trustee's last known address a minimum of ten (10) days prior to such Board meeting by the Secretary or another officer of the University. A copy of the notice shall also be filed with the records of the Board.

b. Notice of special meetings of the Board of Trustees shall be sent electronically, or by first-class mail to each Trustee's last known address a minimum of five (5) business days prior to such Board meeting by the Secretary or another officer of the University, except as provided in Section 9c. The notice of a special meeting of the Board shall state the business to be brought before the meeting. A copy of the notice shall also be filed with the records of the Board. Without the unanimous consent of Trustees in attendance, no business other than that set forth in the notice may be brought before such meeting.

c. If, in the judgment of the Chair or the President, an extraordinary situation requires a shorter notice period, notice of a special meeting of the Board of Trustees may be provided via telephone, email, or other medium, a minimum of twenty-four (24) hours prior to the meeting. No actions requiring an affirmative vote of two-thirds (2/3) of the Board of Trustees or unrelated to the extraordinary situation may be brought before such meeting of the Board of Trustees.

Section 10. Quorum. One-third (1/3) of the members of the Board or ten Trustees, whichever is larger, shall constitute a quorum for any meeting of the Board of Trustees. In the event less than a quorum is present at any such meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 11. Manner of Acting. The affirmative vote of a majority of the Trustees present at a meeting of the Board at which a quorum is present shall be required for any action of the
Board of Trustees unless the vote of a greater number of Trustees is required by the University's Charter or by these Bylaws.

Section 12. Executive Session. The Chair of the Board or a majority of the Trustees present at a meeting of the Board of Trustees shall have the discretion to resolve the Board meeting into executive session.

Section 13. Procedure. Meetings of the Board of Trustees shall be conducted in accordance with the latest edition of Robert's Rules of Order where not inconsistent with these Bylaws. The Board of Trustees shall maintain minutes of its meetings.

ARTICLE IV. EXECUTIVE COMMITTEE

Section 1. Power of the Executive Committee. The Executive Committee, during the intervals between meetings of the Board of Trustees, shall, to the extent not otherwise specified by the Board, possess and exercise all of the powers and duties of the Board of Trustees, except the Committee shall have no power to elect or remove Trustees or the President, to amend these Bylaws or a Faculty Code, or to approve the merger of the University with any other corporation. In addition, the Committee shall have responsibility for establishing compensation policies and practices, as well as approving the compensation and employment arrangements of designated officials of the University, including the President.

Section 2. Membership. The Executive Committee shall consist of the Chair of the Board of Trustees, who shall serve as its chair, the Vice Chair(s) of the Board, the Secretary of the Board, and the chairs of each of the standing committees listed in Article V of the Bylaws. In addition, for all matters except executive compensation the President shall be a member of the Committee. The Committee shall have nine (9) members. Additional Trustees shall be appointed by the Chair to meet the membership requirement.
Section 3. **Meetings.** The Executive Committee shall meet upon the call of its chair, the President of the University, or three (3) of its members. The chair of the Executive Committee shall have the discretion to permit participation at any Committee meeting via teleconference, videoconference, or other means whereby all persons participating in the meeting can simultaneously communicate with each other. In addition, the chair may permit committee votes via email or other electronic medium.

Section 4. **Notice.** Notice of a meeting shall be provided to each member not less than five (5) days in advance, and sent in the manner set forth in Article III, Section 9a. above. The notice of an Executive Committee meeting shall state the business to be brought before the Committee. If, in the judgment of the Chair or the President, an extraordinary situation requires a shorter notice period, notice of a special meeting of the Executive Committee may be provided via telephone, email, or other medium, a minimum of 24 hours prior to the meeting.

Section 5. **Minutes, Quorum, and Rules.** The Executive Committee shall maintain records of its meetings and shall report on all of its actions and proceedings to the Board of Trustees at the next meeting thereof. A majority of the whole of the Executive Committee shall constitute a quorum thereof, and the vote of a majority of the members present at a meeting at which a quorum is present shall be required for any action of the Executive Committee. The Executive Committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

**ARTICLE V. STANDING COMMITTEES**

Section 1. **Designation.** The Board of Trustees shall have the following standing committees, which shall have a minimum of seven (7) members: the Committee on Academic
Affairs; the Committee on Finance and Audit; and the Committee on Governance and Nominations. The Chair of the Board of Trustees shall have authority to designate additional standing committees as he or she deems appropriate from time to time.

Section 2. Membership. The Chair of the Board shall determine the number of members of each committee and shall appoint the standing committees and their chairs. The Chair of the Board and the President of the University shall be members, ex officio, of each standing committee and shall be notified in advance of all meetings.

Section 3. Meetings. The chair of a standing committee shall have the discretion to permit participation at any committee meeting via teleconference, videoconference, or other means whereby all persons participating in the meeting can simultaneously communicate with each other. In addition, the chair may permit committee votes via email or other electronic medium.

Section 4. Notice. Notice of a meeting shall be provided to each member not less than five (5) days in advance, and sent in the manner set forth in Article III, Section 9a. above. The notice of an Executive Committee meeting shall state the business to be brought before the Committee. If, in the judgment of the Chair, the President, or a committee chair, an extraordinary situation requires a shorter notice period, notice of a special meeting of a standing committee meeting may be provided via telephone, email, or other medium, a minimum of 24 hours prior to the meeting.

Section 5. Minutes, Quorum, and Rules. Each standing committee shall maintain records of its meetings and shall report to the Board of Trustees or the Executive Committee as appropriate. A majority of the whole of each standing committee shall constitute a quorum, and the vote of a majority of the members present at a meeting at which a quorum
is present shall be required for any action of the committee. Each standing committee
created pursuant to this Article V or designated by the Chair of the Board of Trustees may
adopt rules for its own governance not inconsistent with these Bylaws or with mission
statements or other rules adopted by the Board of Trustees from time to time.

Section 6. Committee on Academic Affairs. The Committee on Academic Affairs
shall, in cooperation with the President, recommend the educational policies of the
University, shall make recommendations for the awarding of honorary degrees, and shall
have oversight responsibility for strategic academic planning, academic budgeting, academic
personnel policies and actions, academic program policies, and academic facilities.

Section 7. Committee on Finance and Audit. The Committee on Finance and Audit
shall have general oversight of the financial and business affairs of the University, and shall
review and make recommendations to the Board regarding major financial and business
matters, including the operating and capital budgets of the University. The Committee shall
have the ultimate authority and responsibility to select, evaluate, and where appropriate,
replace the firm of Certified Public Accountants that performs the annual audit of the
University. The Committee shall also be responsible for the consideration of matters
involving possible conflicts of interest involving Trustees.

Section 8. Committee on Governance and Nominations. The Committee on
Governance and Nominations shall review and recommend matters of Board governance,
and shall assist the Chair of the Board in familiarizing Trustees with the traditions and plans
of the University, with their fellow Trustees, and with Board responsibilities. It shall also
have responsibility for nominating persons qualified for election as officers of the Board and
Trustees of the University. Additionally, the Committee shall nominate officers of the University.

ARTICLE VI. OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers of the Board of Trustees. The officers of the Board of Trustees shall be a Chair of the Board, one or more Vice Chair(s) of the Board, and a Secretary of the Board. The Board of Trustees may elect such other officers as the Board deems appropriate with such authority and duties as may be prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person, except that the Chair of the Board and the President shall hold only that one office.

Section 2. Chair of the Board. The Chair of the Board shall be elected from among the Trustees of the University at the time the vote is taken and shall preside at the meetings of the Board of Trustees and the Executive Committee.

Section 3. Vice Chair(s) of the Board. One or more Vice Chair(s) of the Board shall be elected from among the Trustees of the University and one of them shall preside at the meetings of the Board of Trustees in the absence of the Chair.

Section 4. Secretary of the Board. The Secretary of the Board shall be elected from among the Trustees of the University and shall keep the minutes of the meetings of the Board of Trustees and of the Executive Committee, shall cause to be given all notices in accordance with these Bylaws, shall be custodian of the records and seal of the University, and cause the seal of the University to be affixed to all documents, the execution of which is authorized in accordance with the provisions of these Bylaws, and in general shall perform all duties as may be assigned by the President or by the Board of Trustees. A staff employee of the University may assist the Secretary of the Board in carrying out his or her duties and powers, and such employee shall
perform such duties and exercise such powers of the Secretary of the Board that may be
delegated from time to time by the Secretary of the Board or the Chair.

Section 5. **Delegation of Authority.** The officers of the Board may delegate the
authority granted to their offices, as appropriate.

Section 6. **Election and Term of Office.** The Vice Chair(s) and Secretary of the Board
shall be nominated at one meeting and considered by the Board for election at a subsequent
meeting. The Vice Chair(s) and Secretary of the Board shall each be elected for a term of one (1)
year or until his or her successor shall have been duly elected. The Chair shall be nominated at
one meeting and considered by the Board for election at a subsequent meeting. The Chair shall
be elected for a term of three (3) years or until his or her successor shall have been duly elected and
shall have qualified. The Chair shall serve no more than two (2) consecutive terms. Officers of the
Board shall serve at the pleasure of the Board. The term of an officer of the Board shall terminate
in the event he or she ceases to be eligible to serve as a Trustee under Article III, Section 3 of
these Bylaws. Notwithstanding anything contained in these Bylaws to the contrary, the term of a
Trustee elected as Chair shall be automatically extended, when necessary, to end concurrent with
the completion of his or her first term as Chair; if a Trustee is reelected to serve a second
consecutive term as Chair, his or her term as Trustee shall be automatically extended, when
necessary, to end concurrent with the completion of his or her second term as Chair.

Section 7. **Vacancies.** A vacancy occurring in any office of the Board of Trustees
may be filled by the Board for the unexpired portion of the term of the office so vacated.

**ARTICLE VII. OFFICERS OF THE UNIVERSITY**

Section 1. **Officers of the University.** The officers of the University shall be a
President, a Provost, and a Treasurer. The Board of Trustees may elect such other officers of
the University as it deems appropriate with such authority and duties as may be prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person, except that the President shall hold only that one office.

Section 2. President. The President shall be the chief executive officer of the University and shall supervise and control all academic activities and all business and other affairs of the University, subject to the policies and oversight of the Board of Trustees. The President shall be elected by the Board of Trustees. The President shall be a member of all faculties of the schools. In general, the President shall perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 3. Provost. The Provost shall be the chief academic officer of the University and shall report directly to the President of the University. The Provost shall serve as the President’s principal liaison with the deans and faculty on academic matters. The Provost shall be a member of all faculties of the schools. In general, the Provost shall perform all duties incident to the Office of the Provost and such other duties as may be assigned by the President or by the Board of Trustees.

Section 4. Treasurer. The Treasurer shall be the chief financial officer of the University and shall report directly to the President of the University. The Treasurer shall manage the administration of all University financial activities and resources, subject to the policies and oversight of the President and the Board of Trustees. The Treasurer shall deposit all funds of the University in financial institutions selected by, or at the direction of, the Board of Trustees. In general, the Treasurer shall perform all duties incident to the Office of the Treasurer and such other duties as may be assigned by the President or by the Board of Trustees.
Section 5. **Signature Authority.** The President, Treasurer, or such other person or persons as may be authorized by the Board of Trustees may execute contracts and other instruments as required to conduct the University’s business operations. The President, Provost, or such other person or persons as may be authorized by the Board of Trustees may execute contracts, faculty appointment letters, and other instruments related to the management of the University’s academic programs. The President or Treasurer, or such other person or persons as may be authorized by the Board of Trustees, may execute on behalf of the University receipts of any type of gift.

Section 6. **Delegation of Authority.** The officers of the University may delegate the authority granted to their offices, as appropriate.

Section 7. **Election and Term of Office.** The officers of the University shall be elected by the Board for a term of one (1) year or until their successors shall have been duly elected.

Section 8. **Vacancies.** A vacancy occurring in any office of the University may be filled by the Board for the unexpired portion of the term of the office so vacated.

**ARTICLE VIII. INDEMNIFICATION**

Section 1. **Coverage of Trustees and Officers.** Each Trustee and officer of the University shall be indemnified and held harmless by the University from any and all financial liabilities, charges, fines, and penalties imposed or assessed upon him or her in any action, suit or proceeding, in which he or she is made a party by reason of being, or having been, a Trustee or officer of the University acting within the scope of his or her duties if such person (i) shall be determined to have acted in good faith and in a manner he or she reasonably believed to be in the best interests of the University, and (ii) shall not be determined to have acted with gross negligence or willful misconduct in the performance of such duties. Such indemnity shall
include payment of all reasonable expenses and legal counsel fees incurred in connection with any such action, suit, or proceeding.

Section 2. **Conditions for Settlement of Claims.** Such indemnity shall extend to amounts paid in settlement (including reasonable expenses and counsel fees incurred in connection therewith) of any threatened or actual proceeding, if (i) the settlement is in the best interests of the University, (ii) the Trustee or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the University, and (iii) the Trustee or officer is not determined to have acted with gross negligence or willful misconduct.

Section 3. **Procedures.**

a. A majority of the members of the Board of Trustees who are not involved with any such action, suit, or proceeding or threatened proceeding shall determine (i) all issues of good faith, (ii) whether or not a person was acting in the best interests of the University, (iii) whether a person was grossly negligent or guilty of willful misconduct, and (iv) in the case of settlement, whether the settlement is in the best interests of the University.

b. If all members of the Board of Trustees shall be named or be otherwise personally involved in the action, suit, or proceeding or threatened proceeding or shall have otherwise recused themselves, the Board may appoint independent counsel to make findings and advise the Board on these issues, in which event counsel's findings shall be conclusive.

c. Any final judgment entered by a court in any action, suit, or proceeding referred to in this Article VIII, Section 1 above shall be determinative with respect to issues of good faith, gross negligence, and willful misconduct to the extent there are specific findings in that regard, notwithstanding the powers given the Trustees or independent counsel in this Article VIII, Sections 3a. and 3b. above.
Section 4. **Other Employees.** Every reference in this Article VIII to a Trustee or officer shall include every former Trustee or former officer of the University and every person who may have served at its request as a trustee, director, or officer of another corporation or organization affiliated with the University. For purposes of this Article VIII, the Board of Trustees shall determine on an ad hoc basis who is to be included as an "officer" of the University and may also choose to indemnify any other employee of the University if it finds such indemnification to be just.

Section 5. **Payment and/or Advancement of Expenses.** The Committee on Governance and Nominations may authorize the payment and/or advancement of costs or expenses for which a Trustee or officer may be entitled to indemnification as described in Sections 1 and 2 of this Article VIII, provided, however, that each Trustee or officer on whose behalf any such payment or advancement is made shall be responsible to reimburse the University for any such payment or advancement if it is later determined that he or she does not qualify for such indemnification.

Section 6. **Rights of Trustee or Officer.** The indemnification provided by this Article VIII shall not be exclusive of any other rights to which a Trustee or officer may be entitled.

Section 7. **Liability Insurance.** The University may furnish liability insurance for Trustees or officers from time to time, and the indemnification provided above shall be operative only to the extent that any such insurance does not provide protection to the Trustees and officers.
ARTICLE IX. CONFLICTS OF INTEREST

The Board of Trustees shall adopt a Policy Statement Concerning Conflicts of Interest for Trustees which shall require that any duality of interest, conflict of interest, or possible conflict of interest on the part of any Trustee be disclosed to the other Trustees of the University and made a matter of record through an annual procedure and also when the subject matter of any such interest becomes a matter of the Board's consideration. Such Policy shall also provide that any Trustee having such a duality of interest, conflict of interest, or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and such Trustee shall not be included in determining a quorum for the meeting. The minutes of any meeting of the Board of Trustees or Committee of the Board at which there is a matter involving a conflict of interest or potential conflict of interest with respect to a Trustee shall reflect the disclosure by such Trustee, his or her abstention from voting, and the presence or absence of a quorum without including such Trustee. Any such Trustee may, nevertheless, briefly state his or her position on the matter and may answer pertinent questions of other Trustees. Each new Trustee shall be advised of this Article IX and shall be provided a copy of the Policy Statement Concerning Possible Conflicts of Interest for Trustees upon entering the duties of office.

ARTICLE X. FACULTY CODE

The Board of Trustees shall have authority to adopt and amend a Faculty Code by an affirmative vote of two-thirds (2/3) of the individuals then serving as members of the Board of Trustees. The Board shall exercise this authority only after the Board is satisfied that there has been a process of considered consultation with the Faculty, including the Faculty Senate, and the President and Provost.
ARTICLE XI. MISCELLANEOUS

Section 1. Books and Records. The University shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees. All books and records of the University may be inspected by any Trustee or his or her agent or attorney for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the University shall begin on the first day of July, and end on the last day of June in each year.

Section 3. Seal. The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the University and "1821 Deus Nobis Fiducia."

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Bylaws of the University, a waiver thereof in writing signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

Section 5. Consent. In lieu of action to be taken at any meeting of the Board, any action requiring a simple majority that could have properly been taken at any such meeting may be taken by a written consent executed by all members of the Board. Such consent and approval must be provided in writing, via email, or by other means of written communication and shall be the equivalent of Board action for all purposes.

Section 6. Conflicting Provisions. In the event of any conflict between these Bylaws and any other policy or rule adopted by the University (including the Faculty Code), these Bylaws shall govern.
ARTICLE XII. PROHIBITIONS AGAINST SHARING IN UNIVERSITY EARNINGS AND/OR ASSETS

No Trustee, officer, or employee of or member of a committee or person connected with the University, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the University, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the University in effecting any of its purposes as shall be fixed by the Board of Trustees, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the University. All Trustees shall comply with the requirements of the Policy Statement Concerning Possible Conflicts of Interest for Trustees adopted by the Board, as it may be amended from time to time. All Trustees, officers, employees, committee members, or persons connected with the University shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the University, whether voluntary or involuntary, the assets of the University, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over to, and only to, one or more organizations having exclusively charitable, religious, scientific, or educational purposes, as described in Section 501(c) (3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

ARTICLE XIII. AMENDMENTS TO BYLAWS

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the individuals then serving as members of the Board of Trustees. Any proposed amendment to the Bylaws shall be filed with the Secretary in writing at the annual meeting or a regular meeting of the Board. Action upon any such proposed amendment shall be considered by the Board at a subsequent
meeting. The Secretary shall enclose a copy of such proposed amendment for each Trustee with the notice of the meeting at which said proposed amendment is to be voted upon by the Board.
THE GEORGE WASHINGTON UNIVERSITY
STATEMENT OF ETHICAL PRINCIPLES

The George Washington University dedicates itself to furthering human well-being. To do this, the University must maintain the confidence of the local, national, and worldwide communities. For the University to maintain this confidence, trustees, senior officials, faculty, principal investigators, staff, student employees, and others acting on behalf of the University should strive to maintain the highest level of ethics in all of their actions on behalf of the University, and must comply with University policies as well as external laws and regulations. This Statement of Ethical Principles sets forth standards of ethical conduct to which all persons acting on the University’s behalf should aspire. The Statement should be used as a general guide in making ethical decisions in all situations, especially those where the “right” answer is not always clear.

These standards are intended to provide a summary of ethical principles of conduct and to encourage each of us to maintain heightened awareness of their existence. These Principles are also stated, clarified and implemented in several separate policies and procedures of the University. Violations of University policies will be subject to disciplinary action as provided in those policies. Please see www.policy.gwu.edu for the latest full listing of University policies.

Integrity and Respect

The University community is diverse -- in race, background, age, religion, and in many other ways. The personal actions of each community member establish and maintain the culture of tolerance and respect for which we strive. The University is committed to free inquiry, free expression, and the vigorous discussion and debate on which the advancement of its educational mission depends. At the same time, trustees, senior officials, faculty, principal investigators, staff, student employees, and others acting on behalf of the University should respect the rights and dignity of others regardless of their differences, and must conscientiously comply with nondiscrimination policies adopted by the University.

Responsibility and Accountability

University trustees, senior officials, faculty, principal investigators, staff, student employees, and others acting on behalf of the University should assume and exercise responsibility appropriate to their positions and roles. We are accountable to each other, to the University, and to ourselves for our actions and our decisions not to act. When roles or responsibilities are unclear, we should take it upon ourselves to obtain clarity. We should exercise sound professional judgment in the performance of our responsibilities, to the best of our ability.

Conflicts of Interest and Commitment

All trustees, senior officials, faculty, principal investigators, staff, student employees, and others acting on behalf of the University hold positions of trust, and should conduct their activities accordingly. Activities that impair or appear to impair the ability to perform our duties or affect independence and objectivity of judgment in the
discharge of our responsibilities to the University should be avoided. We should demonstrate sensitivity in identifying potential conflicts of interest, whether of a financial, personal, or professional nature. Conflicts of interest must be disclosed, reviewed, and appropriately managed or eliminated in accordance with the reporting and other provisions of applicable University policies.

**Harassment and Abuse of Power**

The University supports an environment in which harassment of others is not tolerated. Trustees, senior officials, faculty, principal investigators, staff, student employees, and others acting on behalf of the University may not use positions of authority to violate or to influence others to violate laws, regulations or University policies.

**Stewardship**

As stewards of University resources, all trustees, senior officials, faculty, principal investigators, staff, student employees, and others acting on behalf of the University have a responsibility to ensure that all University resources are used prudently, ethically, and for their designated purposes. We have a responsibility to contributors to the University, including federal, state, and local governments, to treat University property with care, and to expend funds prudently. We should avoid waste and improper use, and should not use tangible or intangible University assets, funds, property, or facilities for our personal benefit or for the benefit of a non-University organization without proper approval. Our acts should reflect the recognition of a special obligation to use University property responsibly and consistent with the tax-exempt status conferred on the University in light of its educational, research, and service missions. It is imperative that those with access to confidential, proprietary, or private information not make unauthorized disclosures or use of this information.

**Reporting**

All trustees, senior officials, faculty, principal investigators, staff, student employees, and others acting on behalf of the University are expected to report violations of laws, regulations or University policies to appropriate University officials, e.g., the employee's dean, department chair or other supervisor, senior University administrator, University Compliance & Privacy Office, or Office of General Counsel. Confidentiality of individuals reporting violations of these standards will be maintained to the extent possible.
A Policy Statement Concerning Possible Conflict of Interest for Trustees

This policy is intended to ensure that Trustees’ decisions made on behalf of the University are not improperly influenced by a Trustee’s personal, familial, business or other interests. This policy addresses not only actual conflicts of interest, but also the potential or perceived appearance of such conflicts. Of course, the University is aware that most members of the Board of Trustees will be involved in the affairs of other institutions and organizations, and welcomes the energy and engagement of our Trustees that such commitments represent. In many instances, a potential conflict will be deemed inconsequential, but it is critical that the Board be made aware in advance of situations that involve personal, familial or business relationships that could be of concern to the University. Thus, the Board requires that each Trustee annually: (1) review the University’s Policy Statement Concerning Possible Conflict of Interest for Trustees; (2) complete the Trustee Disclosure Form; and (3) acknowledge by the Trustee’s signature that he or she is acting in accordance with the letter and spirit of the policy.

A member of the Board has an obligation to disclose any existing or potential personal, familial, or business relationships that reasonably could give rise to a potential conflict, or the appearance of a conflict. Where the relationship involves a transaction or arrangement with the University, the matter shall be reviewed and acted on by the Committee on Finance & Audit or by the full Board before the University enters into the relationship. The Committee or full Board shall not approve the relationship unless it determines at a minimum that the value of any economic benefit to be provided by the University in the transaction is not more than the value of the consideration (including the performance of services) to be received by the University, in other words that the transaction is at fair market value. The Committee or Board may also consider and impose other relevant standards and conditions as appropriate in each situation. If the matter is considered by the Committee on Finance & Audit, the Committee shall report its action thereon at the next meeting of the full Board.

In cases where the relationship involves a proposed transaction or arrangement with the University, but does not involve material amounts, the Committee or the Board may establish rules to permit the relationship to proceed without prior approval in each instance. Such relationship must subsequently be reported to the Committee or the Board.

Any Board member with an existing or potential conflict of interest shall not use his or her influence to affect the decision of the Board or Committee, nor vote on the matter giving rise to the conflict or potential conflict, nor shall he or she be present during the consideration of and voting on such matter in any Board or Committee meeting, unless requested to answer certain questions regarding the proposed transaction. The Board member shall not be counted in determining the presence of
Conflict of Interest
Policy Statement (continued)

a quorum for purposes of Board or Committee action with respect to any matter in which such member has a personal interest. The minutes of the meeting shall reflect the quorum count and the recusal from consideration of any voting on the matter.

Upon election and not less than annually thereafter, each member of the Board of Trustees shall complete the then-current Trustee Disclosure Form and forward it to the Chairman of the Board or designee. Trustees shall also make prompt disclosures between completion of annual forms whenever they become aware of any potential personal, familial, or business relationships that reasonably could give rise to a potential conflict, or the appearance of a conflict. Furthermore, Trustees shall also make such disclosures at any time up to five years after their service as a Trustee ends if they become aware of any potential personal, familial, or business relationships that would have required disclosure if they were still an active Trustee.

The Trustee Disclosure Form and Instructions are hereby made part of this Policy. Completed disclosure forms are subject to review by the Board's Committee on Finance & Audit and by senior officials, legal counsel and auditors appointed to advise the University, the Committee or the Board. Such disclosure forms shall also be available for inspection by any Board member. A Trustee may request that he or she be informed about inspections of his or her disclosure form, including the name of the person inspecting it and the date of the inspection.

The University's Compliance and Privacy Office or an independent auditor retained by the Board shall audit the University's compliance with these procedures annually, and shall advise the Finance & Audit Committee of its findings.

The Chairman of the Board or the Chairman of the Committee on Finance & Audit may extend the application of this Policy to designated officers and employees of the University or volunteers serving the University.

This policy and the related instructions and form may be amended in minor respects by the University administration from time to time, for example to conform to correct titles of University officers and committees, and otherwise all material proposed amendments shall be subject to consideration by and recommendation of the Committee on Finance & Audit and approval of the full Board.

Adopted by the Board of Trustees March 15, 1990
Amended by the Board of Trustees October 27, 1995
Amended by the Board of Trustees June 24, 2006
Conflict of Interest Definitions

**Business Relationship** means a relationship, directly or indirectly (through employment, Ownership Interest or a Leadership Position), between you and a Trustee or you and a GW Key Employee. It involves transacting business, directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transactions involving transfers of cash or property, if such relationships, contracts, transactions or transfers are valued in excess of $10,000 in the aggregate. Business Relationship does not include arrangements entered into during the ordinary course of business on the same terms as are generally offered to the public; relationships between an attorney and client, a medical professional (including psychologist) and patient, or a priest/clergy and penitent/communicant; or charitable contributions to tax-exempt Organizations.

**Debarred or Suspended** means exclusion from federal government contracting and subcontracting for a specified period of time. Individuals or Organizations may be Debarred or Suspended for a failure to perform in accordance with the terms of a contract, inadequate performance, or criminal, fraudulent, or seriously improper conduct. Suspension is used on an interim basis pending Debarment proceedings.

**Grant or other Financial Assistance** means awards, prizes, contributions, non-cash assistance, program related investments, cash allocations, stipends, scholarships, financial aid, fellowships, research grants, and similar payments and distributions made by the university. It does not include salaries or other compensation to university employees or payments to independent contractors if the primary purpose is to serve the direct and immediate needs of the university (such as legal, accounting, or fundraising services).

**GW Key Employee** means a university employee holding any of the following positions (including on an interim basis):

- President;
- Executive Vice President and Treasurer;
- Provost and Executive Vice President for Academic Affairs;
- Senior Vice President and General Counsel;
- Vice President for Health Affairs;
- Vice President for Research;
- Vice President for Development and Alumni Relations;
- Chief Investment Officer;
- Chief Information Officer;
- Dean, School of Medicine and Health Sciences;
- Dean, Law School; and
- Dean, Columbian College of Arts and Sciences

**Leadership Position** includes, but is not limited to, serving as officer, director, trustee, partner or member of an Organization. Such service is not limited to business Organizations or to remunerated activities, and may include service for non-profit and civic Organizations, or on a volunteer basis.
**Member of Your Family** means only a spouse, domestic partner, parents, grandparents and - whether natural or adopted - brothers and sisters (whether whole or half blood), children, grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren and great-grandchildren.

**Organization** includes, but is not limited to, a for-profit corporation, a non-profit corporation, a partnership, a limited liability company, a trust, or a government entity.

**Ownership Interest** means an ownership stake in a corporation, profits or capital interest in a partnership or limited liability company, membership interest in a non-profit Organization, or beneficial interest in a trust as may be measured by stock ownership (either voting power or value). Ownership Interest includes indirect ownership, such as ownership in an Organization that has ownership in the Organization in question.

**To Your Knowledge** means to your actual knowledge or knowledge that you should reasonably be expected to have based on information that has been provided to you or is in your possession.

**Transaction** means a business activity including but not limited to, contracts of sale, lease, license, insurance, and performance of services, whether initiated during the university’s current tax year or ongoing from a prior year. Transaction also includes new or ongoing joint ventures, in which both the ownership interest of the university in the joint venture and the ownership interest of the other transacting person in the joint venture each exceed 10%.

**Trustee** means a person serving on the Board of Trustees of the George Washington University.
Why am I required to complete the Questionnaire?

The Board of Trustees Policy Statement Concerning Possible Conflict of Interest for Trustees ("Conflict of Interest Policy") requires trustees to report annually certain interests and activities that could affect or appear to affect their independent, unbiased judgment when making decisions on behalf of the university. The Annual Trustee Conflict of Interest Questionnaire ("Questionnaire") facilitates compliance with the Conflict of Interest Policy. The Questionnaire also requires the acknowledgment included in the Conflict of Interest Policy that you are acting in accordance with the letter and spirit of the policy, as well as the certifications included in the Debarment and Suspension Policy. Finally, the Questionnaire seeks information that is used by the university to complete the IRS Form 990.

What is a Conflict of Interest?

A conflict of interest may arise when a trustee's decisions on behalf of the university are, or appear to be, influenced by the trustee's personal, familial, business, or other interests.

When should I disclose activities that may pose an actual or apparent conflict of interest?

You should complete the Questionnaire annually. In addition, please report promptly any new information that may pose an actual or apparent conflict of interest to Vice President and Secretary of the University Aristide Collins (202-994-6500 or aristide@gwu.edu) or Senior Vice President and General Counsel Beth Nolan (202-994-6503 or bnolan@gwu.edu).

Who will review the information I disclose?

The information disclosed on the Questionnaire will be reviewed by the Compliance and Privacy Office and the Office of General Counsel, and will be reported to the Committee on Finance and Audit of the Board of Trustees, as needed. The information may also be shared with other university officials as appropriate. Additionally, some information may be provided to government entities, as part of the university’s reporting or disclosure requirements, including the IRS on the Form 990. If the Compliance and Privacy Office or the Office of General Counsel have questions about your responses, they will contact you directly.

What interests and activities should I disclose?

Generally, we are seeking information about any significant interests or activities that affect or appear to affect your independent, unbiased judgment when making decisions on behalf of the university. The specific questions reflect reporting obligations under the Conflict of Interest Policy, the Debarment and Suspension Policy, and IRS Form 990. If you are unsure whether to disclose particular interests or activities, please consult with Vice President and Secretary of the University
Aristide Collins (202-994-6500 or aristide@gwu.edu) or Senior Vice President and General Counsel Beth Nolan (202-994-6503 or bnolan@gwu.edu) for guidance.

**Why are some terms in the Questionnaire bolded?**

The bolded words are defined terms. Please refer to the Definitions for guidance on the meaning of these terms.

**Why does the “percentage of ownership interest” vary among questions?**

The questions seek specific information required by IRS Form 990; the ownership percentages in the questions vary based on the information required by the IRS.

**Why do I need to consider my family’s aggregate ownership interest and not just my own in some of the questions?**

The questions seek specific information required by IRS Form 990. Some IRS questions require responses based on a trustee’s sole ownership interest, while others require consideration of a trustee’s family’s aggregate ownership interests.

**What will occur if an actual or apparent conflict of interest is identified?**

The Office of General Counsel and the Office of Compliance and Privacy will work with you to evaluate the situation and, as appropriate, will propose a plan to manage the conflict.

**Whom can I contact for more information about conflict of interest rules or for help completing the Questionnaire?**

Please contact Vice President and Secretary of the University Aristide Collins (202-994-6500 or aristide@gwu.edu) for guidance regarding the completion of the Questionnaire and general reporting obligations. You should also feel free to contact Senior Vice President and General Counsel Beth Nolan (202-994-6503 or bnolan@gwu.edu).
Trustee Protection from Costs of Legal Claims

Article VIII of the Bylaws of the George Washington University authorizes the university to furnish liability insurance for its trustees. Accordingly, GW maintains several types of insurance that protect the university and trustees from various forms of liability risk.

I. Trustees & Officers (T&O) Liability Insurance

GW maintains Trustees & Officers (T&O) Liability Insurance, which covers the trustees and officers for claims by parties who allege they have suffered financial loss as a result of wrongful acts on the part of trustees and officers. This coverage has limits of $25 million per claim and in the annual aggregate.

T&O Liability Insurance covers a variety of claims against trustees, officers, and employees, as well as the university itself. Examples of potential allegations that may trigger coverage are claims related to: employment practices; discrimination or harassment claims by students; bondholders; and antitrust.

This coverage is provided by Illinois National (AIG) Insurance Company and these claims are generally subject to a $600,000 per claim retention.

II. Punitive Damages Coverage (D&O)

The university maintains insurance coverage for punitive damages. The D&O Punitive Damage Wrap is written by AIG Bermuda and carries limits of $25 million per claim and in the annual aggregate, which is part of the T&O policy limit mentioned above.

III. Additional Coverage for Trustees and Senior Officers

The university maintains an additional layer of coverage for trustees and officers with limits of $15 million per claim and in the annual aggregate with ACE insurance company. Where the loss is covered by the first $25 million in the T&O liability limits, this policy applies as excess. Where a loss is not covered by the first $25 million in T&O Liability limits, this policy applies on a primary basis. This policy covers solely non-indemnified loss, and the retention is $0. A non-indemnified loss is one for which GW is not allowed to indemnify trustees, officers, and directors for due to legal or bylaw constraints, or when GW wrongly refuses to indemnify them.

IV. Other Coverages

The university maintains several other types of insurance relevant to trustees, as well as the university as a whole. There are various layers of commercial general liability covering personal injury and some torts, as well as professional malpractice coverage, and coverage pertaining to the operation of automobiles, the Employee Retirement Income Security Act (ERISA), and several other risks.

If you have any questions about the university’s protections for trustees, please contact Senior Vice President and General Counsel Beth Nolan at bnolan@gwu.edu, or 202-994-3434.

Last Updated September 24, 2015
DEBARMENT AND SUSPENSION POLICY

Policy Statement

The Board policy for trustees, officers, and management employees is that any suspension, debarment, or charge of criminal activity shall be reported, in writing, to the President.

Reason for Policy/Purpose

As a nonprofit institution serving the public good, the university and its constituencies have the right to expect that trustees, officers and management employees who have been suspended, debarred or charged with criminal activity will not be allowed to administer federal funds on behalf of the university.

Who Needs to Know This Policy

Faculty and staff

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Policy/Procedures

Each member of the Board of Trustees, officer and management employee of The George Washington University shall certify that he or she:

1. Is not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;

2. Has not within a three-year period preceding this certification been convicted of or had a civil judgment rendered against him or her for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state, or local) transaction, contract, or subcontract under a public transaction; for violation of federal or state antitrust statutes; or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements or receiving stolen property;

3. Is not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state, or local) with commission of any of the offenses enumerated in paragraph (2) above; and

4. Has not within a three-year period preceding this certification had one or more public transactions (federal, state, or local) terminated for cause or default.

Website Addresses for This Policy

GW University Policies

Contacts

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<tr>
<th>Subject</th>
<th>Contact</th>
<th>Email</th>
<th>Phone</th>
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<tbody>
<tr>
<td>Questions Privacy</td>
<td>Compliance &amp; Office</td>
<td><a href="mailto:comply@gwu.edu">comply@gwu.edu</a></td>
<td>(202) 994-3386</td>
</tr>
</tbody>
</table>

Definitions

Suspension: A disqualification from government contracting and subcontracting for a temporary period of time because a company or individual is suspected of engaging in criminal, fraudulent, or seriously improper conduct. Suspension is to be used on an interim basis pending debarment proceedings.
Debarment

In general, an exclusion from government contracting and subcontracting for a reasonable, specified period of time because an individual or vendor failed to perform or their performance was inadequate.

Related Information

The U.S. General Services Administration (GSA), Excluded Parties Listing System

Who Approved This Policy

Board of Trustees

History/Revision Dates

Origination Date: March 15, 1990
Last Amended Date: May 22, 2008
Next Review Date: July 31, 2014
University Strategic Plan
The GW Board of Trustees unanimously approved a new strategic plan for the university at its May 2013 meeting, capping an 18-month planning and development process that involved members of every sector of the GW community. The plan provides a framework for transformational progress over the next decade.

Vision 2021: A Strategic Plan for the Third Century of the George Washington University can be located via the Provost’s website.

URL: http://provost.gwu.edu/strategic-plan

Athletics Strategic Plan
The Department of Athletics and Recreation operates under a five-year strategic plan that resulted from a planning process in 2011.

URL: http://www.gwsports.com/about-ath/StrategicPlan.html

Faculty Code
The Board of Trustees approves the faculty code, which applies to all university faculty in all colleges, schools, and departments.

# FREQUENTLY USED ACRONYMS

Note: For a more comprehensive list of acronyms and GW jargon, please visit [http://www.gwu.edu/gw-jargon](http://www.gwu.edu/gw-jargon)

<table>
<thead>
<tr>
<th>Acronym</th>
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<tr>
<td>ADA</td>
<td>Americans with Disabilities Act</td>
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<tr>
<td>ADEA</td>
<td>Age Discrimination in Employment Act</td>
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<tr>
<td>AGB</td>
<td>Association of Governing Boards</td>
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<tr>
<td>ANC</td>
<td>Advisory Neighborhood Commission</td>
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<tr>
<td>BT</td>
<td>Baker Tilly (GW’s internal audit function) – formerly Beers and Cutler</td>
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<tr>
<td>BOT</td>
<td>Board of Trustees</td>
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<tr>
<td>BSC</td>
<td>BioStatistics Center</td>
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<tr>
<td>CADE</td>
<td>Center for Alcohol and Other Drug Education</td>
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<td>CCAS</td>
<td>Columbian College of Arts and Sciences</td>
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<td>CIO</td>
<td>Chief Information Officer</td>
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<tr>
<td>CIO</td>
<td>Chief Investment Officer</td>
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<td>CPS</td>
<td>College of Professional Studies</td>
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<td>DCHRA</td>
<td>District of Columbia Human Rights Act</td>
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<tr>
<td>DCOHR</td>
<td>District of Columbia Office of Human Rights</td>
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<tr>
<td>DOS</td>
<td>Dean of Students (sometimes Vice Provost and Dean of Students)</td>
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<td>DSS</td>
<td>Office of Disability Support Services</td>
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<td>EEOC</td>
<td>Equal Employment Opportunity Commission</td>
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<td>EMERG</td>
<td>GW’s Emergency Medical Response Group</td>
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<td>EROC</td>
<td>Executive Research Oversight Committee (Federal Government)</td>
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<tr>
<td>ESIA</td>
<td>Elliott School of International Affairs</td>
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<tr>
<td>EVPAA</td>
<td>Provost and Executive Vice President for Academic Affairs</td>
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<td>EVP&amp;T</td>
<td>Executive Vice President and Treasurer</td>
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<tr>
<td>Abbreviation</td>
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<tr>
<td>FERPA</td>
<td>Family Educational Rights and Privacy Act</td>
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<td>FMLA</td>
<td>Family and Medical Leave Act</td>
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<tr>
<td>GCAS</td>
<td>Grants and Contracts Accounting Services</td>
</tr>
<tr>
<td>GSPM</td>
<td>Graduate School of Political Management</td>
</tr>
<tr>
<td>GSEHD</td>
<td>Graduate School of Education and Human Development</td>
</tr>
<tr>
<td>GWID</td>
<td>Identification number assigned randomly and used by faculty, staff and students instead of Social Security number</td>
</tr>
<tr>
<td>GWIT</td>
<td>GW Division of Information Technology</td>
</tr>
<tr>
<td>GWORLD</td>
<td>Campus ID card (and debit card for on-campus and some off campus purchasing)</td>
</tr>
<tr>
<td>GWPD</td>
<td>GW Police Department (formerly University Police Department or UPD)</td>
</tr>
<tr>
<td>GWSB</td>
<td>George Washington University’s School of Business</td>
</tr>
<tr>
<td>GWSPH</td>
<td>George Washington University Milken Institute School of Public Health</td>
</tr>
<tr>
<td>UHR</td>
<td>University Human Resources</td>
</tr>
<tr>
<td>HRCTT</td>
<td>Health Research, Compliance, Technology Transfer</td>
</tr>
<tr>
<td>IRB</td>
<td>Institutional Review Board</td>
</tr>
<tr>
<td>IRP</td>
<td>Office of Institutional Research and Planning</td>
</tr>
<tr>
<td>ISO</td>
<td>International Services Office</td>
</tr>
<tr>
<td>LCME</td>
<td>Liaison Committee on Medical Education (Accreditation Body)</td>
</tr>
<tr>
<td>LHWC</td>
<td>Lerner Health and Wellness Center (sometimes know as Hell Well)</td>
</tr>
<tr>
<td>MVC</td>
<td>Mount Vernon Campus</td>
</tr>
<tr>
<td>MFA</td>
<td>Medical Faculty Associates</td>
</tr>
<tr>
<td>NACUA</td>
<td>National Association of College and University Attorneys</td>
</tr>
<tr>
<td>NACUBO</td>
<td>National Association of College and University Business Officers</td>
</tr>
<tr>
<td>OGC</td>
<td>Office of the General Counsel (sometimes Office of the Senior Vice President and General Counsel or SVPGC)</td>
</tr>
<tr>
<td>OVPR</td>
<td>Office of the Vice President for Research</td>
</tr>
<tr>
<td>Abbreviation</td>
<td>Description</td>
</tr>
<tr>
<td>--------------</td>
<td>-------------</td>
</tr>
<tr>
<td>PSC</td>
<td>Policy Steering Committee</td>
</tr>
<tr>
<td>PsyD</td>
<td>Department of Professional Psychology</td>
</tr>
<tr>
<td>SAC</td>
<td>Student Activities Center</td>
</tr>
<tr>
<td>SASS</td>
<td>Student and Academic Support Services</td>
</tr>
<tr>
<td>SEAS</td>
<td>School of Engineering and Applied Science</td>
</tr>
<tr>
<td>SMHS</td>
<td>School of Medicine and Health Sciences</td>
</tr>
<tr>
<td>SMPA</td>
<td>School of Media and Public Affairs</td>
</tr>
<tr>
<td>SON</td>
<td>School of Nursing</td>
</tr>
<tr>
<td>UCC</td>
<td>University Counseling Center</td>
</tr>
<tr>
<td>VSTC</td>
<td>Virginia Science and Technology Campus</td>
</tr>
<tr>
<td>WRGW</td>
<td>Call letters for the Student Radio Station (internet only)</td>
</tr>
</tbody>
</table>