

System-wide Policy: BT0002 - Code of Ethics for Trustees	
Version: 4	Effective Date: 06/24/2022

BOARD OF TRUSTEES CODE OF ETHICS FOR TRUSTEES

PURPOSE

The Board of Trustees is committed to governing the University in a manner that will foster the public's trust and confidence in the University and its mission of education, discovery, and outreach. The Trustees support the University's [Be One UT](#) values and behaviors, including:

- *Leading by example;*
- *Setting high standards; and*
- *Fostering integrity through openness, honesty, accountability, and stewardship.*

The Board has adopted this Code of Ethics¹ for Trustees in furtherance of promoting the University's reputation for excellence and integrity.

APPLICABILITY

This policy shall apply to all members of the Board of Trustees.

CODE OF ETHICS

Best Interests of the University. Consistent with the fiduciary obligations required by law, the University's Bylaws, and the expectations set forth in the Statement of Governance and Trustee Commitment (Board Policy BT0001), each Trustee shall act in good faith, with due care, and in the best interests of the University, as a whole.

Integrity. Trustees shall (i) act with honesty, fairness, and transparency, (ii) be accountable for exercising independent decision-making, and (iii) promote ethical behavior by all members of the University community.

Personal Benefit or Gain. Trustees shall not use the authority, title, prestige, or other attribute of the office for personal benefit or gain for themselves or for any relative.

¹ *Tennessee Code Annotated § 49-9-210 requires the Board to establish and adopt a code of ethics that applies to and governs the conduct of all appointed members of the Board.*

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Conflicts of Interest. Trustees shall abide by the Conflict of Interest Policy for Trustees, as may be amended from time to time.

Gifts, Gratuities, and Favors. Trustees shall not encourage or accept, directly or indirectly, on behalf of himself/herself or any member of the Trustee’s household, any gift, gratuity, service, favor, or other consideration of any kind from any person or entity: (i) that has, or is seeking to obtain, contractual or other business relationships with the University, or (ii) where it could reasonably be inferred that such gift would influence a Trustee’s judgment in the impartial performance of the duties of the office. Notwithstanding the foregoing, Trustees may accept awards, resolutions, incidental tokens of appreciation, informational materials, refreshments and other items of a similar nature commonly given to Trustees in connection with their service or as donors to the University.

Favored Treatment. Trustees shall not seek to obtain any special consideration, treatment, or favor for any person beyond that which is generally available. This includes, but is not limited to, efforts to influence administrative decisions with respect to an individual’s admission, employment, discipline, and other similar matters. Trustees may provide routine letters of recommendation, except as otherwise may be prohibited by law or Board policy.

Corporate Opportunity. Trustees owe a duty to the University to advance its legitimate interests when the opportunity to do so arises. Trustees are prohibited from: (i) taking for themselves opportunities that become known through their service as a Board member; (ii) using University resources or their position for personal or professional gain; and (iii) competing or helping another individual or entity compete with the University. However, if the Board determines that the University will not pursue a particular opportunity, the Trustee may then do so.

Protection and Proper Use of University Assets. Trustees are responsible for protecting the University’s assets and ensuring their efficient use in support of the University’s mission. A Trustee’s use of University assets shall be in support of and in connection with the legitimate interests of the University or may otherwise be permitted for members of the general public.

Compliance with Governance Documents and Law. Trustees are expected to become familiar with and comply with the University’s Bylaws, Committee Charters, and Board policies. In addition, Trustees are responsible for promoting and upholding laws, rules, regulations and other legal requirements applicable to the University.

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Confidential Information. Trustees are responsible for protecting confidential and/or privileged information, including written and verbal communications. Trustees may not use any confidential or privileged information acquired as a result of service to the University for any purpose unrelated to the University.

COMPLIANCE

Reporting of Violations. Anyone who believes that he or she has information indicating that a Trustee has violated the provisions of this Code of Ethics and Conflict of Interest Policy shall make disclosure of such facts and circumstances to the Chair of the Board and the Secretary and Special Counsel to the Board. If the alleged violation involves the Chair, the disclosure shall be made to the Chair of the Audit and Compliance Committee and the Secretary and Special Counsel to the Board.

Review of Allegations. The Chair of the Board or, if applicable, the Chair of the Audit and Compliance Committee shall review the alleged violation with the Secretary and Special Counsel to determine whether any such allegation warrants consideration of any censure or other action, including removal from the Board.

Hearing. An appointed Trustee accused of a material violation of the Code of Ethics shall be afforded a due process contested case hearing in accordance with the Tennessee Uniform Administrative Procedures Act, Tennessee Code Annotated, Title 4, Chapter 5.

Removal. If a contested case hearing results in a finding that an appointed Trustee materially violated the Code of Ethics, the Board may remove the Trustee from the Board by a two-thirds ($2/3$) vote of the Board. Upon removal, the position shall be considered vacant, and the vacancy shall be filled as provided by law.

RELATED POLICIES

Board Policy (BT0001) – Statement of Governance and Trustee Commitment
Board Policy (BT0003) – Conflict of Interest Policy for Trustees