



MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES
Executive Action Summary

Audit Risk and Compliance-Attachment 1

Committee Name: Audit, Risk and Compliance

Date: May 17, 2026

Agenda Item: Revisions to the Board of Trustees Code of Ethics and Conduct

Information

Review

Action

Resolution:

BE IT RESOLVED that the Board of Trustees hereby approves revisions to the Board of Trustees Code of Ethics and Conduct, in Attachment A.

BE IT FURTHER RESOLVED that under the provisions of the revised policy, Trustees are required to sign the revised Code of Ethics and Conduct no later than May 24, 2026, at 5:00 p.m.

Recommendation:

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees revise the Board of Trustees Code of Ethics and Conduct.

Prior Action by BOT:

The Board of Trustees Code of Ethics and Conduct was originally approved on May 15, 2020.

Responsible Officers:

Stefan Fletcher, Secretary and Chief of Staff to the Board of Trustees

Summary:

Several updates to the Board of Trustees Code of Ethics and Conduct are proposed to strengthen the document. The changes are reflected in Attachment A.

These include revisions that:

- Incorporate elements of the governance commitments, approved by the board in December 2023.

- Align with provisions in BOT 103, *Board of Trustees – Conflict of Interest*, and BOT 403, *Indemnification*.
- Codify a requirement for each board member to sign the Code of Ethics and Conduct 1) annually by January 15 and 2) within seven calendar days of the Code being revised. Sanctions for not fulfilling this requirement are outlined.
- Require a super-majority of six trustees to modify or suspend the Code of Ethics and Conduct and outline related voting provisions therein.

Background Information:

As part of the board’s ongoing, continuous improvement efforts related to governance practices, the board is revising its Code of Ethics and Conduct for the first time in six years. The Code of Ethics and Conduct was originally approved in May 2020. The board initially adopted the code to “reaffirm and reinforce its commitment to a culture of compliance, ethics, and accountability” beyond its approval of a conflict of interest policy in 2006.

Source of Funds:

Not applicable.

Resource Impact:

Not applicable.

The Board of Trustees of Michigan State University is committed to governing the University in a manner that is ethical and consistent with the standards and expectations of the community, while exercising the authority granted in the Michigan Constitution and upholding the mission of the university.

As popularly-elected (or appointed) constitutional officers, the Board of Trustees embraces trustee standards of conduct no less principled or stringent than as applicable to Michigan public officials.

Accordingly, members of the Board of Trustees agree to uphold and hold each other accountable for the following standards:

Trustee Ethics and Conduct Standards

1. We will perform our responsibilities ethically, honestly, with integrity, and otherwise in compliance with university policies and applicable law, and Trustee fiduciary obligations.
2. We will dedicate the time and effort needed to responsibly and capably perform our duties as members of the governing body of the institution and thoroughly prepare for, regularly attend, and actively participate in Board meetings and assigned committee meetings.
3. We will avoid conflicts of interest and appearances of impropriety, and otherwise conduct ourselves in a manner that conforms with the Board of Trustees Conflict of Interest Policy.
- 4-3. Board of Trustees Conflict of Interest Policy. In our roles as trustees, we will not solicit or accept a gift or loan of money, goods, services, special benefits or anything of value ("gift") for ourselves or other persons or organizations, other than the university, of greater than de minimis value or in any amount if such gift tends to influence the manner in which we perform official Trustee duties (provided, however, that nothing in this policy shall be construed to prohibit Trustees from performing their professional duties as a trustee, other than fundraisers for other organizations, nor shall it restrict their ability to engage in political campaigning or the solicitation and acceptance of lawful campaign contributions when running for public office). Trustees may accept or use approved university resources and courtesies and the reimbursement of prior authorized expenses for official university business.
- 5-4. We will exercise responsible stewardship, uphold our fiduciary duties to the university and the state of Michigan, and ensure necessary and proper controls safeguarding public resources and the integrity of university business

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are in place and observed, with periodic auditing by the Office of Audit, Risk and Compliance, reporting directly to the Trustee Committee on Audit, Risk and Compliance.

~~6-5.~~ We shall not divulge to an unauthorized person, confidential information acquired in the course of trustee service in advance of the time prescribed for its authorized release to the public. We will (a) maintain and respect the confidentiality of university records and ~~information, both written and verbal communications, including, but not limited to,~~ personnel information and student records; ~~will (b)~~ not disclose nonpublic information, including, ~~but not limited to,~~ financial information and privileged attorney/client communications ~~and financial information,~~ without proper authorization; and ~~will (c)~~ not misuse or exploit for personal benefit any records or information to which we obtain special access as a result of our position.

~~7-6.~~ We will uphold our role as the supervisory and policymaking body of the institution; properly elect, support, and evaluate the president; and avoid involvement in administrative matters not subject to the direct authority of the Board as a whole. No individual Trustee has the authority to direct administrators, faculty, or staff regarding the performance of their duties to the university or to otherwise act on behalf of the Board or university.

~~8-7.~~ In our Board deliberations, wWe will support open communication, transparency, and the free expression of ideas and will not condone any form of deceit, incivility, intimidation, silencing, or retaliation.

~~9-8.~~ We will communicate through the president, secretary of the Board of Trustees, or other administrator designated by the president when conducting official university business, as contemplated by the Bylaws of the Board of Trustees; unless exigent circumstances dictate, as determined by the president or Board Chairperson, we will conduct Board business as possible in Board or Committee meeting settings.

~~10-9.~~ We will not represent our personal opinions as that of the university. We will support the chairperson of the Board of Trustees and their designee as the source of official communications and statements to the university community and the media on behalf of the Board — we will act ethically and not provide inaccurate, misleading, or false information concerning the university.

~~11-10.~~ We will think independently, uphold the university's reputation, and make informed decisions based on what is in the best interests of the ~~institution~~ university and the advancement of higher education ~~yet; when the Board speaks through majority action, we will not undermine and will~~ support the majority decision of the Board and work cooperatively with fellow Board

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members and the administration to advance Board decisions and the goals of the institution, University,

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11. After Board action, we will act consistent with our fiduciary duties, including the duty of loyalty - we will embrace the principle of loyal opposition and raise issues of concerns in appropriate settings, in advance of Board action, and protective of the integrity of the Board's deliberations and processes.

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12. We will commit ourselves to the principles of federal and state law guaranteeing equal opportunity and nondiscrimination; support an environment that respects the rights and opinions of all people; and ensure complaints of discrimination, harassment, and retaliation are properly investigated and addressed in accordance with university policy and applicable law.

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13. We understand and agree that all Trustees are bound by and subject to the terms of this Code by virtue of service on the Board and the duly approved passage of this Code as a self-governing document.

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14. We understand and agree that a Trustee may be subject to sanctions, up to and including referral to the appropriate entities for removal, if that Trustee fails to adhere to this Code of Ethics and Conduct in connection with their service as a Trustee.

15. As a statement of acknowledgment and agreement to be bound by the terms of this Code of Ethics & Conduct (the "Statement of Acknowledgment"), each Trustee must sign and present such Statement of Acknowledgement unaltered and unedited to the Secretary of the Board of Trustees on or before January 15 of each year. If a Trustee refuses and/or fails to timely present such signed Statement of Acknowledgment, they are subject to immediate sanctions as set forth below. Upon the Board adopting an amendment to the Code of Ethics & Conduct, all currently serving members of the Board of Trustees must sign and present a Statement of Acknowledgement to the Secretary of the Board of Trustees, unaltered and unedited, no later than 5:00 p.m. on the seventh calendar day after such adoption.

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Sanctions for Failure to Comply with Statement of Acknowledgment Provision

In the event that any Trustee fails to comply with the Statement of Acknowledgment requirement, that Trustee shall immediately be subject to the following sanctions for the time in which that trustee is out of compliance:

1. Public Censure

The Board shall issue a formal, public statement of disapproval detailing the Trustee's non-compliance and violation of this Code of Ethics & Conduct.

2. Removal of Privileges

The immediate suspension of the following non-essential privileges (the "Non-Essential Privileges") shall take effect (at the time of the missed deadline) automatically:

A. Athletic & Event Access:

- Immediate revocation of complimentary tickets to all home and away athletic events, including all suite access privileges.
- Immediate suspension of all travel privileges, accommodations, and credentials for pre-season, in-season and post-season tournaments (including, but not limited to, bowl games and NCAA tournament travel).
- Immediate suspension from attending, in a trustee's representative capacity, any Michigan State University, and or College level sponsored events, programs, or ceremonies that do not involve formal Board action or the presence of a Board quorum. This restriction specifically encompasses ceremonial, social, or celebratory activities, including but not limited to, honorary degree ceremonies, faculty award dinners, student organization galas, and university-affiliated holiday or social gatherings and the like.
- Immediate prohibition from accessing university-managed hospitality areas, including the MSUFCU Club or any other VIP lounges, during any university events.

B. University Representation:

- Immediate prohibition from representing the Board or the University at functions that do not involve formal Board action or business, including, but not limited to, donor galas, alumni "Green and White" events, student organization celebrations, and community outreach initiatives and the like.
- Immediate removal from all official speaking programs, commencement platforms, and groundbreaking ceremonies.

C. Travel & Expense Reimbursement:

Strict restriction of travel expense reimbursements to only those expenses absolutely necessary to attend in-person official, voting Board meetings or work sessions.

Immediate suspension of all discretionary travel budgets, including funding for professional development, seminars, or non-essential conferences.

3. Leadership Positions

The non-compliant Trustee shall be removed immediately from any Board or committee leadership positions (e.g., Chair or Vice-Chair roles) and all external liaison assignments.

All imposed sanctions shall remain in effect continuously until the non-compliant Trustee executes the unaltered and unedited document. Once the document is submitted, the automatic sanctions and protective measures will lift upon the Secretary of the Board certifying compliance with the Statement of Acknowledgement requirement.

Reporting and Enforcement

Concerns Except for violations of the Statement of Acknowledgment requirement which procedure is addressed above, concerns regarding potential violations of this Code of Ethics and Conduct or unethical behavior by any member of our community, including members of the Board of Trustees, should be reported to the Office of Audit, Risk and Compliance, without fear of retribution. Concerns also can be submitted reported anonymously to the Misconduct Hotline.

Purported Reports of potential violations of this Code of Ethics and Conduct will be appropriately investigated reviewed by a panel established by the Office of Audit, Risk and Compliance and a. If the panel concludes that the report warrants further investigation, the panel shall refer the report to the Office of Audit, Risk and Compliance for appropriate investigation as it so determines. The Office of Audit, Risk and Compliance will be provided provide its investigative report to the Trustee Committee on Audit, Risk and Compliance, including recommendations for corrective action or sanctions with regard to any confirmed violations. Recommended corrective actions Recommendations following a finding of a violations may range from censure and the removal of Non-Essential Privileges to referral to the governor or legislature for review and consideration pursuant to MCL 168.293.

Members of the Board of Trustees have a duty to cooperate and provide information during an investigation of potential violations of this Code of Ethics and Conduct. This duty to cooperate and provide information includes, but is not limited to, participating in any interview with investigators, turning over or providing access to phones or devices, and producing records. Further, because an investigation into potential violations of this Code of Ethics and Conduct constitutes an internal university proceeding, BOT 403, Indemnification, is inapplicable and, therefore, a

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member of the Board of Trustees is not entitled to university indemnification privileges or representation for the investigation paid for by the university. A failure to cooperate or provide information may itself result in immediate corrective action or sanctions.

False reports of violations of this Code of Ethics and Conduct should not be made for the purpose of discrediting or otherwise harming the reputation of an individual, and, if confirmed, are violations of this Code.

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Amendments and Modifications to the Code of Ethics & Conduct

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The rules, provisions, procedures, and sanctions contained within this Code of Ethics & Conduct are foundational to the governance of the University and cannot be altered, amended, suspended, or repealed except by a Super-Majority Vote of six (6) Trustees. In the event that an amendment to this Code of Ethics & Conduct is proposed that directly impacts an ongoing compliance investigation involving a specific Trustee or is the basis (in part of whole) of a sanction, corrective action, or protective measure in place against a seated Trustee, that allegedly offending or sanctioned Trustee is deemed to have a conflict of interest in the vote for the amendment of the Code and shall be explicitly recused and excluded from voting on the amendment. In such instances, six (6) affirmative votes from the remaining, non-offending seated Trustees are still strictly required to pass any modification.

Adopted: 05/15/2020

Revised: 5/17/2026

