

THE COOPER UNION FOR THE ADVANCEMENT OF SCIENCE AND ART

CODE OF ETHICS AND CONDUCT FOR

*Members of the Board of Trustees*

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**I. PURPOSE**

Ethics and integrity are core to the institutional values of The Cooper Union for the Advancement of Science and Art (“Cooper Union” or “the University”), and as such, they are the responsibility of each member of the Cooper Union community. Therefore, each member of the Board of Trustees (each a “Trustee” and, collectively, the “Board”) is responsible for ethical conduct consistent with this Code of Ethics and Conduct (the “Code”) and with the University's bylaws. The Board of Trustees Code is a statement of our belief in each Trustee's fiduciary duty to act ethically, professionally, and in compliance with any applicable laws and regulations in all dealings within and involving the University.

The guidelines contained in this Code are designed to assist the Board, and each individual Trustee, in making the right choices when confronted with difficult situations. No policy can address every perceived situation. New questions may arise; new issues may be confronted. Any Trustee who has doubts about whether conduct complies with the spirit of this Code is urged to consult with the Chair of the Audit Committee or Chair of the Board. In such instances, this Code requires that Trustees not rely *solely* on their own judgment but instead discuss the matter in full, with the Chair of the Audit Committee, the Chair of the Board, or with the Board of Trustees in full to seek further guidance. Full and timely disclosure of the facts in such instances is essential.

**II. FIDUCIARY DUTIES**

In carrying out their responsibilities, Trustees are charged under New York State law with three duties—obedience, care, and loyalty.

1. Duty of Obedience. The duty of obedience charges the University's trustees with maintaining the University as a self-governing, non-sectarian educational institution. The duty of obedience requires the trustees to adhere to the University's mission statement and its governing documents in considering the issues upon which they are called to act. One of the most important roles of the trustees is to consider constantly how to continue to fulfill this stated mission.
2. Duty of Care. The duty of care requires the trustees to discharge their responsibilities in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions. It requires the trustees to act honestly and openly in pursuing the interests of the University. Furthermore, trustees are expected to act as ordinarily prudent persons would act in similar situations, to use sensible, considered judgment, and to arrive at informed decisions.

3. Duty of Loyalty. The duty of loyalty requires trustees to make decisions for the benefit of the University with undivided commitment to the University and without regard to personal interests. Trustees should not use their position or access to information about the University to further their own financial interests or to derive personal advantage. Transactions in which a trustee may have divided loyalties are carefully scrutinized. To this end, the Board has adopted a Conflict of Interest Policy. The duty of loyalty requires each trustee to be careful not to misuse confidential University information obtained in the trustee's official capacity and to refrain from dissemination of such information.

### **III. ACCOUNTABILITY AND RESPONSIBILITIES**

By virtue of their appointment, each Trustee has been placed in a position of trust with Cooper Union and the members of its community. As such, Trustees are expected to exercise responsibility to the University in their actions and their decisions not to act. Trustees are expected to fulfil their responsibilities as members of the Board in accordance with this Code and in the best interests of the University, including with regard to the following required comporment:

1. General Duties. Without limitation, each Trustee has a duty to the University to always act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the University. As set forth in New York Not-for-Profit Corporation Law (NPCL):
  - a. The Board of Trustees is responsible for setting goals, objectives, and policies for the University; understanding the affairs of the University and insuring that the purposes for which the University was established are carried out; safeguarding the finances of the University, overseeing the investment of its funds, ensuring its fiscal stability on a current and long-term basis, and assisting in raising funds for the University; taking action and deliberating on fundamental corporate changes to the University's organization; appointing responsible and qualified officers, including the president, and overseeing and reviewing the performance of the administration, which carries out the daily operations of the University.
  - b. Unless explicitly authorized by the Board, Trustees may not represent themselves as acting on behalf of the Board or the University or having the power to engage, negotiate or contract with third parties.
2. University Resources. University property and resources shall not be used for other than their intended purpose. The Board shall manage such property and resources prudently and not improperly convert any such property or resource to any Trustee, Related Party (as defined below) or other person's or organization's use. No Trustee or Related Party shall directly or indirectly offer University property, benefits or resources to another in order to obtain unfair advantage, not based on the merits of a transaction, or

otherwise offer those resources in a manner or under circumstances that would establish a violation of law or a conflict of interest.

3. Attendance: Attendance is required at all Board meetings and committee meetings to which each Trustee has been assigned (collectively referred to as “meetings”). If attendance is impossible, the Trustee shall notify the chair in writing as much in advance as possible with the rationale for the forthcoming absence. Repeated or persistent absences that make it likely that a Trustee cannot meaningfully participate in the Board’s deliberations, decision-making, or oversight are grounds for dismissal from the Board. Notwithstanding the foregoing, in all instances, pursuant to the University’s bylaws, Section 1.12 (Resignation and Removal), the unexcused absence of a Trustee from three (3) successive regular meetings of the Board shall be deemed a sufficient cause, among others, for the removal of a Trustee by the Board. In addition, in the spirit of understanding what is required to fulfil the Mission Statement of the University, it is expected that Trustees will spend at least one additional day on campus each year in order to interact with various University constituencies.

4. Participation: The effectiveness of the Board is only as good as the participation of its members.

a. The effective Trustee will prepare for all meetings by:

- i. reading and reviewing all correspondence to the Board and responding when appropriate, provided materials are received within a reasonable timeframe in advance;
- ii. preparing for each meeting in advance of the full Board or committees thereof;
- iii. participating in each meeting of the full Board, standing subcommittee, or special project team by asking exploratory, probing, and considered questions, providing insight, opinions, and alternative viewpoints as and when appropriate;
- iv. applying individual talents to the Trustee’s guidance and oversight role; and
- v. proactively and immediately addressing miscommunication or conflict by approaching the Chair of the Board or working within the applicable committee when such scenarios may arise.

b. An essential ingredient of participation in a meeting is for the participants to benefit from a full discussion of the pros and cons of issues proposed. In fact, the absence of healthy debate in discussions may lead to faulty decisions. By advocating responsible debate, leaders create a climate where passive acceptance of issues will be challenged. Accordingly, Trustees are encouraged, without fear of reprisal, to offer alternative points of view to the prevailing sense of the meeting and the status quo. Honest dissent is welcomed in an environment of

mutual trust and respect that encourages an open and free exchange of ideas. There are several appropriate ways to register dissent, in strict confidence:

- i. in the meeting where the discussion is taking place (most appropriate);
- ii. with the Board chair;
- iii. with the trustee chair of the appropriate committee;
- iv. with the President or the Secretary of the University;
- v. with another Trustee.

To encourage a collegial board that has robust and productive debate, opinions and dissent should be registered in a professional, courteous, and respectful manner, with a focus on the issues, not on the person(s) raising them.

c. Trustees do not act individually. This means that, unless explicitly authorized by the board, an individual trustee may not speak on behalf of the Board of Trustees, nor should individual trustees pursue independent investigations into the University's affairs or operations. To govern effectively, a board must speak with one unified voice once the Board has made a decision informed by debate and discussion. An individual trustee's role is to advocate within the board, not outside of it. Public dissent by trustees can create a divide among trustees that ultimately undermines the Board's ability to operate effectively. While board members do not need to agree with a board decision, either before or after it is made, any individuals who may have dissented must abide by the principle that the decisions of the board are made as a collective body.

5. Confidentiality: In the pursuit of the aforementioned responsibilities, Members of the Board of Trustees are expected to exercise responsibility to the University in both their actions and their decisions not to act. For the avoidance of doubt, Trustees are expected to refrain from discussing any Board business with anyone outside of the Board without the express consent of the Chair of the Board.

a. Deliberations of the Board are highly confidential. In the normal course of fulfilling their responsibilities, Trustees will be exposed to highly sensitive and confidential information as members of the Board. This information may be in written or oral form and may come from the Chair of the Board (or other Trustees), the President, or other members of the University administration and community. Disclosure of such information to any person, including University staff and external parties, for any reason, including in the course of soliciting expertise and advice, without the express consent of the Chair of the Board is a violation of the trust placed in the Trustees.

b. The University encourages Trustees to interact freely and engage in active dialogue with all the constituencies of the University, including the President,

administration, faculty, staff and students; nonetheless, Trustees are expected to refrain from discussing sensitive policy issues, any pending Board business or other confidential information with anyone outside of the Board, without the express consent of the Chair of the Board.

c. In the course of his or her duties, a Trustee may come into possession of information of which the University may be unaware and which may materially affect some aspect of the University's operation or activities. As a fiduciary, it behooves each trustee to evaluate such information carefully and to bring it to the attention of the president, the chair of the board, the chair of the appropriate committee or the University's legal counsel.

d. Trustees are prohibited from speaking with members of the press, on or off the record, about University-related matters. All press inquiries should be directed to the President's Office.

6. Professionalism. Each individual member is expected to conduct the business of the University in accordance with this Code and generally acceptable standards of professionalism in order to best serve the interests of the University.

7. Philanthropy and Fundraising. Trustees are expected to play an active role in the development activities of the University, assisting the Development Office by:

a. making the Cooper Union one of their primary philanthropic priorities, including gifts to Annual Fund, capital campaigns, and special events and projects;

b. identifying possible donors, personally soliciting donors (usually with an officer of the University), and/or personally arranging a meeting with a prospective donor for an officer of the University where the Trustee may or may not be in attendance.

8. Litigation. Every Trustee has a duty to reasonably cooperate with the officers of the University in the initiation and defense of actual or contemplated litigation affecting the interests of the University and in the conduct of any investigation of a violation of this policy.

#### **IV. ADHERENCE TO THE LAW AND TO UNIVERSITY POLICIES**

Trustees must abide by all applicable laws and by the University's policies, including but not limited to:

1. Conflict of Interest Policy
2. University Information Policy
3. Whistleblower Policy

The Code and related University policies impose requirements that are often more exacting than those mandated by law, reflecting the University's goal of conducting itself with the highest level of integrity.

#### **IV. ENFORCEMENT**

1. Responsibility. The willingness of each Trustee to raise ethical and legal concerns is essential. Ultimately, the responsibility for ethical behavior rests with each Trustee in the exercise of his or her independent judgment. Any Trustee who has a concern about his or her own activity or that of another Trustee has a responsibility to inform the Chair of the Audit Committee or the Chair of the Board. Trustees who have a question regarding the interpretation of legal requirements should contact the Chair of the Audit Committee or the Chair of the Board.

2. Enforcement. Violations of this Code shall constitute cause for removal from the Board in accordance with Section 1.12 (Resignation and Removal) of the University's bylaws.

#### **V. AMENDMENTS**

This Code is voluntarily adopted by the Board of Trustees and may be amended by the Board of Trustees at any time, with or without notice, and without the provision of consideration to any party.

**Approved by the Board of Trustees on \_\_\_\_\_**

*As Amended on: N/A*

**APPENDIX A**

**ACKNOWLEDGEMENT AND  
DISCLOSURE STATEMENT**

Please indicate that you have received, read and will abide by this Code of Ethics and Conduct, and that you will cooperate with the University in implementing this statement of policy, by completing and dating this Acknowledgement and the accompanying Disclosure Statement. These documents are to be returned promptly by Trustees to the Secretary.

1. Have you read and do you understand the Code of Ethics and Conduct of The Cooper Union (the "Code"), which is the University's statement of policy concerning Board of Trustee compliance with law and policy concerning conflicts of interest set forth in this Code?

YES \_\_\_\_\_ NO \_\_\_\_\_

2. Will you abide by the Code?

YES \_\_\_\_\_ NO \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Please print your name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date