

## Exhibit C

### Statement of Governance and Trustee Responsibilities

Over the past three years, the Board of Trustees, particularly through the work of its Governance Committee, has considered how best to strengthen Board members' performance as stewards of the College. Having consulted knowledgeable advisers on best practices for non-profit organizations on governance and having considered governance policies of other colleges and universities, the Board concluded that it would be useful to develop a statement for Dartmouth on governance and trustee responsibilities. We intend the statement to inform prospective trustees of what is expected as a Board member, provide guidance concerning Trustee conduct, and serve as a basis for self-evaluation and evaluation of Trustees in the course of Board service. Accordingly, the Board adopts this Statement on Governance and Trustee Responsibilities.

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The Board of Trustees develops and advances Dartmouth's mission and goals. It ensures the institution is well managed, provides for adequate resources, and maintains good relations with all constituencies, on campus and across the globe. It appoints and evaluates the President, approves and monitors the implementation of institutional strategy and policies, provides accountability and preserves the autonomy of the institution.

The Board assures that the Board as a whole has the requisite skills and experience to steward the institution and ensures that each Trustee carries out his or her responsibilities as specified herein.

The Dartmouth Board of Trustees is a small, working board that makes substantial demands of its members. Each Trustee assigns a high priority to a stewardship role with a commitment to the strengths, traditions and values of the institution and pledges to fulfill the following responsibilities:

#### *Act as a responsible fiduciary*

- Act in the best overall interest of Dartmouth.
- Make service to Dartmouth a high personal priority: participate constructively and consistently in the work of the Board and its committees and working groups; accept and discharge leadership positions and other assignments; work on behalf of Dartmouth between Board meetings; and attend as many Dartmouth functions as feasible.
- Prepare for meetings by reading the agenda and supporting material and by keeping informed about Dartmouth and trends and issues in higher education.
- Participate in rational, informed deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in

- order to reach decisions on the merits that are in the best interests of the institution.
- Use your own judgment in voting versus following the lead of others.
  - Participate in self-evaluations and evaluations of Trustee performance.

*Advance the mission of Dartmouth*

- Represent Dartmouth positively in words and deeds, particularly and proactively to Dartmouth constituents.
- Serve Dartmouth as a whole, rather than the interests of any constituency.
- Help Dartmouth secure the financial, human and other resources necessary for the institution to achieve its mission.
- Contribute financially to the annual fund and to capital campaigns, within one's means, at a level that demonstrates Dartmouth is a high philanthropic interest.

*Uphold the integrity of the Board*

- Maintain strict confidentiality of Board and committee meetings and of all information proprietary to Dartmouth.
- Speak for the Board only when authorized to do so by the Board Chair or President.
- Refrain from directing the President or staff and from requesting special considerations or favors. The President reports to the Board as a whole, and the staff to the President.
- Avoid conflicts of interest or the appearance thereof, in accordance with the Board's Conflict of Interest Policy.
- Adhere to the highest standards of personal and professional behavior so as to reflect favorably on Dartmouth.

Adopted by the Board of Trustees, June 8, 2007