



**SHERMAN COLLEGE**  
of CHIROPRACTIC

# **BOARD OF TRUSTEE HANDBOOK**

**Jon C. Schwartzbauer, D.C., President**  
Updated, October 2011



Jon C. Schwartzbauer, D.C.  
President

Dear Board Member:

Welcome to the Sherman College Board of Trustees.

Through your prestigious appointment by the Board of Trustees, you have been placed in the unique leadership role of influencing the future growth and development of Sherman College of Chiropractic. As a member of the Board of Trustees you will have the responsibility and opportunity to support and improve the education of hundreds of students each year. Your decisions as a Board member will provide the framework for broad policies that will govern the operation of Sherman College for years to come.

You bring to Sherman College your professional experience and wisdom which will be of exceptional value as you assess a wide range of factors impacting the College's mission, service, effectiveness and directions for the future.

This orientation handbook is designed to update your knowledge of Sherman College and the principles of effective trusteeship. *Best practices in higher education* for trustee leadership and responsibly have been incorporated in this manual. It is our hope that this information will provide a reference to help you assume your duties as a trustee.

Open communication between the Board and the President is essential to effective management of the College. I encourage you to contact me when you have questions about your role as a trustee. Congratulations on your appointment to the Board of Trustees and I look forward to working with you.

Sincerely,

A handwritten signature in black ink that reads "Jon Schwartzbauer D.C." with a period at the end.

Jon C. Schwartzbauer, D.C.  
President

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## **HISTORY OF SHERMAN COLLEGE**

In the mind of Thom Gelardi, the founder of Sherman College, the chiropractic profession had a need. Helping to meet that need became his dream. Gelardi, a doctor of chiropractic, sensed the necessity for an institution that, within an academically and intellectually stimulating environment, remained fully consistent with the goals and objectives of his profession. He envisioned a college where the natural health benefits of chiropractic could be explored, advanced, taught and then shared worldwide for the ultimate good of humanity.

In 1973, with the establishment of Sherman College of Straight Chiropractic, Dr. Gelardi's dream to fill chiropractic's need began to be realized.

A private, non-profit institution, Sherman College's goal is simple: to prepare its students, as fully qualified primary health care providers, to assume and discharge their chiropractic responsibilities both to their patients and to society.

To that end, Sherman College has assembled a distinguished faculty of highly qualified, highly skilled professionals. It includes respected doctors of chiropractic and basic scientists from throughout the United States and the world ... men and women whose dedication to the growth and development of chiropractic is unrivaled.

Sherman College offers the doctor of chiropractic program, which provides students a fresh perspective on life and natural good health. Consisting of basic and clinical science programs, it affords students not only an opportunity to learn and practice the necessary chiropractic skills and health care procedures but also the chance to broaden themselves personally to meet the challenges of the future.

The college is named in honor of the late Dr. Lyle W. Sherman, a pioneer in the development of modern chiropractic and one-time assistant director of the B.J. Palmer Chiropractic Research Clinic in Davenport, Iowa. Dr. Sherman's commitment to humanity and to advancing the art of chiropractic was frequently recognized by his peers. Among his many honors was selection as International Chiropractor of the Year in 1955. He served as chairman of Sherman College's Board of Trustees from 1973 until his death in 1977.

## **OUR PHILOSOPHY OF STRAIGHT CHIROPRACTIC** *(Bylaw Article II)*

Straight Chiropractic espouses the vitalistic philosophy of life and health, and is defined as the art, science and philosophy of locating, analyzing and correcting vertebral subluxation in accordance with that philosophy.

Straight Chiropractic is based on the premise that living things have an innate striving toward organization, and that vertebral subluxation is an abnormal, but most often correctable condition which interferes with the expression of that striving.

## **ACCREDITATION**

The doctor of chiropractic degree program of Sherman College of Chiropractic is accredited by the **Commission on Accreditation of the Council on Chiropractic Education**. The Council on Chiropractic Education (CCE) is the agency to which the college's compliance with the Standards for Chiropractic Degree Programs and Requirements for Institutional Status should be addressed. The CCE views teaching and learning to be the primary purpose of an institution and its programs of study. A significant requirement of the CCE is that Sherman College be recognized by the Southern Association of Colleges and Schools.

Sherman College of Chiropractic is also accredited by the **College Commission on Colleges of the Southern Association of Colleges and Schools (SACS)** to award the doctor of chiropractic degree. SACS is the agency to which the college's compliance with the Principles of Accreditation should be addressed. The Commission's mission is (1) the enhancement of educational quality throughout the region and (2) the improvement of the effectiveness of institutions by ensuring that they meet standards established by the higher education community that meet the needs of society and students.

Sherman College is listed as an institution of higher learning in the U. S. Directory of Higher Education. Sherman College is licensed by the South Carolina Commission on Higher Education. Licensure by South Carolina indicates only that minimum standards have been met. It is not equivalent to or synonymous with accreditation by the CCE or SACS, both recognized by the U. S. Department of Education.

## **NAME, SEAL AND OFFICES** *(Bylaw Article I)*

- A. Name. The name of this corporation is SHERMAN COLLEGE OF STRAIGHT CHIROPRACTIC, INC. The corporation and the college that it operates are sometimes referred to in these Bylaws as the "College."
- B. Seal. The seal of the corporation shall be circular in form and shall bear in its center the initials "SCSC" and on its outer edge the words and figures "Sherman College of Straight Chiropractic 1973." The Board of Trustees may change the form of the seal or the inscription thereon at their pleasure.
- C. Office(s). The principal office(s) of the corporation shall be in Spartanburg, South Carolina at such location(s) as the Board of Trustees may from time to time appoint or the purposes of the corporation may require.

## **COLLEGE MISSION** *(Bylaw Article II)*

### **Mission Statement**

Sherman College will be the leader in bringing straight chiropractic to the world. Our mission is based upon the college's philosophy and core values, and encompasses:

**Education:**

We shall educate, graduate, and support competent, compassionate, ethical and successful doctors of chiropractic who excel as primary health care providers centered on vertebral subluxation.

**Research:**

We shall support and produce research and scholarly activities that contribute to the body of knowledge on chiropractic education, clinical knowledge, health care and the theoretical constructs of vertebral subluxation.

**Service:**

We shall serve humanity by providing the highest quality in chiropractic care, public education, professional partnerships and community initiatives.

**CORE VALUES** (*Bylaw Article II*)

1. We realize that our greatest assets are people and our mission. Without either of these, we have no reason for being and no means to put our ideal into action.
2. We honor and respect the innate intelligence of the body.
3. We hold that a vertebral subluxation free life is a better life.
4. We have a regard for the inseparable and synergistic nature of the philosophy, science and art of chiropractic.
5. We value a science of community, tradition and shared commitment to our ideals.
6. We recognize the inherent dignity of all people and offer them our best services regardless of race, religion or ability to pay.
7. We value perseverance and are committed to helping others who share in our mission, in reaching their chiropractic goals.

**INSTITUTIONAL GOALS AND OBJECTIVES** (*Bylaw Article II*)

- A. To develop and maintain a first professional degree program and the physical plant, faculty, staff and administration capable of fulfilling the mission of the institution.
- B. To prepare students to qualify for licensure in various jurisdictions.
- C. To teach the philosophy, science and art of chiropractic by:
  1. Establishing the philosophy of chiropractic as the foundation for all considerations, policies and decisions.
  2. Educating all students in the relationship of chiropractic philosophy to the practice of chiropractic.
  3. Teaching and further developing the science and art of locating and correcting vertebral subluxations.
  4. Pursuing scientific research concerning the characteristics, analysis and correction of vertebral subluxations, and the characteristics and improvement of chiropractic education.
  5. Teaching chiropractic technique as a highly skilled, specific art and to develop in students the dexterity necessary to practice that art.

6. Offering a diversified education in the basic sciences in order to provide students with a basis for understanding the science of chiropractic and its relationship to human physiology and health.
7. Developing in all students the necessary training, knowledge, skill and sense of responsibility to prepare them to serve humanity in the capacity of primary health care providers specializing in the area of vertebral subluxation.
8. Emphasizing the importance of communications as a tool by which to inform individual patients and communities of the significance of vertebral subluxations, and of the separate and unique objectives of chiropractic practice.
9. Instilling in students a sense of dedication and responsibility to a high ethical standard of practice toward patients, colleagues and the community.
10. Teaching practice management and office procedures applicable to the development of a successful practice.
11. Offering orientation courses for the spouses of students and for prospective students.
12. Offering continuing education, review and graduate level courses for field practitioners.
13. Developing for state, national and international chiropractic leadership, graduates who are fully versed in the philosophy, science and art of their profession.
14. Making available to the profession extension faculty for state, national and international conventions and seminars.
15. Accepting and fulfilling all the responsibilities of serving the student, the profession and the public through the philosophy, science and art of chiropractic.
16. Contributing to the city of Spartanburg and the state of South Carolina by presenting cultural and educational programs through faculty and student involvement in community affairs.

## **EXPECTED EDUCATIONAL RESULTS**

Upon completing the requirements for the doctor of chiropractic degree at Sherman College of Chiropractic, the student will be expected to:

1. Integrate the philosophical principles of chiropractic into the care of patients,
2. Demonstrate an understanding of human physiology, health assessment, maintenance and promotion, and their relationship to the science of chiropractic,
3. Integrate the knowledge acquired in the didactic program that is pertinent to the safe and effective practice of chiropractic into practical application in the care of patients,
4. Communicate the objectives of chiropractic care in both written and verbal form,
5. Perform those functions necessary to operate a successful chiropractic practice,
6. Demonstrate an inculcation of ethical values and recognition of his/her responsibility to serve the patient as a primary health care provider,
7. Locate, analyze and correct vertebral subluxations effectively and safely including the following:
  - a) Elicit and record the appropriate information for a patient's case history,
  - b) Conduct an appropriate physical and spinal examination,
  - c) Conduct an appropriate x-ray examination and interpret the findings,

- d) Integrate case history data, physical and spinal exam findings, and specialized diagnostic studies into a diagnosis and develop a plan of care for each patient which includes consultation with, co-management with, and/or referral to other health care providers when indicated,
- e) Perform spinal adjustive procedures,
- f) Identify emergency or life-threatening situations and apply the appropriate care or procedures,
- g) Create and maintain confidential patient records that are accurate, legible and complete.

## **BOARD OF TRUSTEES** *(Bylaw Article III)*

The founding corporation of the institution is SHERMAN COLLEGE OF STRAIGHT CHIROPRACTIC, INC. The corporation shall not have members on the College Board of Trustees. The Board of Trustees shall nominate and vote into office the Board of Trustees as required by the Bylaws. The Chair may appoint a Nomination Committee to recommend persons to be presented to the Board of Trustees at any regular or special meeting called for that purpose. Nominations for election to the Board may also be offered from the floor. Trustees may not serve in any administrative or teaching position at the College, except for occasional service without compensation. Further, no Trustee may serve as a Board member or on the administrative staff of any other program or institution accredited by the Council on Chiropractic Education. Additional rights, privileges and qualifications of the Trustees, and the number of members of the Board of Trustees, shall be determined according to the Bylaws.

1. Election of Trustees. Each Trustee shall serve for a term of up to four (4) years, with the following exception: during the initial years of implementation of four (4) year terms for Trustees, the Board of Trustees shall constitute the Board in such a manner as to create a rotating Board structure. A Trustee may serve no more than two consecutive terms. All Trustees will be elected individually by a majority vote. After serving two consecutive terms, Trustees must rotate off the Board for a minimum of one year before eligibility for reelection.
2. Number and Composition. The number of Trustees of the College shall consist of not less than five (5) members nor more than thirteen (13), but such number may be increased or decreased, but never less than five (5), by the Board of Trustees by amendment to the Bylaws. The majority of members of the Board of Trustees shall be chiropractors whose central focus is the location, analysis and correction of vertebral subluxation in order to allow for the full expression of innate intelligence. When the number of Trustees is so decreased by amendment, each Trustee in office shall serve until his/her term expires or until his/her resignation or removal as provided for in the Bylaws.
3. Duties. The Board shall be vested with all duties and responsibilities of governing the College. The Board shall be responsible for formulating policies consistent with the Charter, the Bylaws, and the mission of the College; monitoring the implementation of such policies; allocating resources in ways consistent with those policies; and ensuring that the financial resources of the College are adequate to provide an educationally and fiscally sound educational program, ensuring the overall fiscal stability of the College.

The Board has the responsibility and authority to establish, maintain and revise the Institutional Mission as provided in the Bylaws.

4. Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the Chair of the Board (or, in the case of the Chair of the Board, to the Vice-Chair).
5. Vacancies. Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of Trustees made in accordance with the Bylaws, may be filled for the unexpired portion of the term. Any Trustee so elected shall hold office until the election of a successor.
6. Annual Meetings. The annual meeting of the Board shall be held at the college campus, or at such other place, either within or without the State of South Carolina, as shall be designated in the notice of the meeting on a date to be fixed annually by the Chair of the Board.
7. Special Meetings. Special meetings may be called by the Chair of the Board or upon the written request of any three (3) Trustees.
8. Telephonic Conference. The Trustees may participate in any special meeting of the Board by means of a conference telephone communication or similar communication, by means of which all persons participating in the meeting can hear each other, and participation in such a meeting pursuant to this item shall constitute presence in person at such meeting.
9. Notice of Meetings. Notice of the time, place and purpose or purposes of the annual or any special meeting shall be served either personally or by mail not less than ten (10) nor more than forty (40) days before the meeting upon each Trustee then serving, and, if mailed, such notice shall be directed to the Trustee at his/her address as it appears on the records of the College. Notice of an annual meeting or special meeting may be waived by any Trustee, and, if a Trustee is present at the meeting, such Trustee shall be deemed to have waived notice of such meeting.
10. Meeting Conduct. The current edition of Robert's Rules of Order shall govern the conduct of meetings of the Board regarding all questions of procedure and parliamentary law not specified in the Bylaws and/or incorporation documents.
11. Chair; Vice Chair, Secretary. The Trustees shall elect from among their number biannually, a Chair and a Vice-Chair and a Secretary to serve until the second succeeding annual meeting of the Trustees. The Chair, and in his/her absence the Vice Chair, shall preside at all meetings of the Board.
12. Quorum. At all meetings of the Board, a majority of the Trustees or Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or the Bylaws.
13. Contracts and Services. Only the Executive Committee of the Board of Trustees and those persons designated in the Bylaws has the authority to enter into contract which obligates the institution. The presiding officer and the majority of the Board shall be free of any contractual, employment, personal or familial financial interest in the college.
14. Compensation and Expenses. Trustees shall not receive any salary or remuneration for their services, but can receive a reasonable sum for expenses of attendance at each regular or special meeting.
15. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of South Carolina, shall be and are hereby vested

in and shall be exercised by the Board. The Board may, by general resolution, delegate to committees of their own number, or to officers of the college, such powers as they may see fit.

16. Removal of Trustees. Any Trustee may be removed by the affirmative vote of three-fourths (3/4) of the full number of Trustees on the Board, registered either in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the mission and/or objectives of the institution, for lack of sympathy with its mission and/or objectives or for refusal to render reasonable assistance in carrying out its mission and/or objectives. Any such Trustee proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and further shall be entitled to appear and be heard at such meeting.
17. Protection from External Bodies. The Board shall ensure that both the Trustees and employees of the institution are protected from undue influence from external bodies.
18. Absences. Any Trustee who is absent from two (2) consecutive regular Board meetings and/or three (3) consecutive meetings, without an excuse deemed valid and so recorded, may be suspended from the Board. Upon written request by the suspended Trustee, the remaining Trustees may, by majority vote, reverse the suspension. A second suspension shall be final and such vacancy shall be filled in accordance with the provisions of the Bylaws.
19. Observers. At every Board of Trustees the Faculty Senate President and the President of the College Student Government shall be invited to be observers. The President of the college may invite such other observers as he/she deems necessary. Except upon invitation of the Chair, observers shall not vote or participate in any Board discussion.
20. Conflicts of Interest. Trustees shall disclose to the chair all possible conflicts of interest at the earliest practicable time. No Trustee shall vote on any matter in which such Trustee has a conflict of interest and the chair shall report to the Board that the Trustee has reported a conflict prior to taking a vote. Without limiting the generality of the foregoing, a Trustee shall be considered to have a conflict of interest if: (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his/her responsibilities to the college, or (b) such Trustee is aware that a member of his/her family (i.e. spouse (partner), parent, sibling, child or any other relative) or any organization in which such Trustee (or member of his/her family) is an officer, director, employee, member, partner, Trustee or controlling stockholder has such existing or potential financial or other interests. A Disclosure Statement of Conflict of Interest will be completed by each Trustee at the annual meeting.

## **OFFICERS OF THE COLLEGE** (*Bylaw Article IV*)

1. Selection and Removal. The officers of the college shall be a President, a Vice President for Business and Finance, and such other Vice Presidents as the Board of Trustees may deem necessary and proper for the efficient administration of the College. The Board shall select the President of the College and shall conduct a periodic evaluation of the President. The President shall serve at the pleasure of the Board. All other officers shall be appointed, removed, promoted or transferred by the President. All members of the faculty shall be appointed by the President.

2. Vacancies. In case the office of President becomes vacant by death, resignation, retirement, disqualification, or any other cause, such vacancy shall be filled by the affirmative vote of a majority of the Trustees at a meeting duly called in accordance with the Bylaws. The person so elected shall hold office and serve until the next succeeding annual meeting of the Board or until the election of a successor. The President shall have the authority to appoint successors to any other officer.
3. President. The President shall have general charge and supervision of the affairs of the institution, shall see that the Institutional Mission, policies and objectives of the institution are carried out, shall see that the policies of the Trustees affecting the administration and work of the institution are carried out, shall provide for the internal governance of the institution, and, subject to the authority of the Board, shall have direction of the students, faculty, officers and internal affairs.
4. Salaries. The salary of the President shall be fixed by the Board. The salaries of all other officers shall be fixed by the President. (All contracts of more than one year duration, except for faculty, must be approved by the Board of Trustees.).

## **EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES**

*(Bylaw Article V)*

The Executive Committee of the Board of Trustees shall consist of the Chair, the Vice Chair and the Secretary of the Board of Trustees. The Executive Committee shall have full authority to act on behalf of the Board of Trustees in any instance when a meeting of the Board of Trustees in any instance when a meeting of the Board of Trustees cannot be held in a timely manner. Any such actions normally requiring a vote of the Board shall be ratified by vote at the next Board of Trustees meeting.

Board Standing Committees. *(Bylaw Article VII)*. The Board shall appoint from their number, or from among such persons as the Board may see fit, standing committees for Academic Affairs, Finance, and Strategic Planning and at any time may appoint additional members thereto. The Board may appoint such other committees deemed necessary.

## **FISCAL YEAR** *(Bylaw Article VIII)*

The accounting year of the College shall be the calendar year unless otherwise determined by the Board.

## **BOARD OF TRUSTEES ANNUAL CALENDAR**

Board Meetings – Called as needed

Board Committee Meetings: Called as needed, usually on the same day as Board Meetings

Annual Board Meeting Actions:

President's Annual Evaluation - February

Review of President's Contract - February

Review of College Mission Statement - March

Acceptance of the College Catalog - May [a way to approve the educational program]

Approval of Annual Budget – November

Approval of Financial Report – May

Annual Organizational Meeting:

Election of Board Officers - August

Annual Appointment of Board Committee Assignments - August

Routine Board Actions and Reports - Monthly

Board Policy, Review, Revision, Updates - As Needed

Activities/Events:

Trustees Retreat – October

## **TRUSTEE EXPECTATIONS OF THE PRESIDENT**

1. Demonstrate the highest standard of ethics, integrity and accountability in all of his/her dealings with the Board, Administration, Faculty and Students.
2. Continuously inform all Board members of issues, needs, and operations of the College.
3. Always be available to answer questions from Board members.
4. Avoid consistently siding with one particular Board member or with any faction of the Board.
5. Accept that a consensus among Board members may not always occur during the deliberation of the business of the Board.
6. Admit to errors of fact shared with individual Trustees or previously presented to the Board.
7. Make recommendations to the Board on all issues which require Board action.
8. Avoid public criticism of the Board.
9. Provide timely and adequate Board agenda information.
10. Be committed to the College and to meeting presidential job responsibilities.
11. Demonstrate exceptional leadership skills in administering Board policy and in the improvement of institutional effectiveness of the Educational Program, Student Affairs and Administrative Processes.
12. Demonstrate innovation and creativity.
13. Involve College personnel appropriately in decisions that promote institutional effectiveness.
14. Demonstrate sensitivity to the wishes and needs of students.
15. Be visible to the students, faculty and staff on the campus, in the Spartanburg region, and in appropriate statewide and national forums.
16. Keep the Board informed about college, student, faculty and staff accomplishments.
17. Inform the Board about significant changes in regional and specialized accreditation agency principles and requirements.
18. Inform the Board about important legislative issues at the local, state, and federal levels that could impact the college.
19. Orient new Board members.
20. Suggest Board membership nominees of achievement and distinction when openings exist who can make significant contributions to the Board.

## **PRESIDENT'S EXPECTATIONS OF TRUSTEES**

1. Demonstrate the highest standard of ethics and integrity in all of his/her dealings with fellow Board members and the President.
2. Provide the President with a clear understanding of the Board's expectations for the College and its students.
3. Refer inquiries from the media to the President and immediately notify his office.
4. Evaluate the President annually.
5. Strictly observe accreditation agency(s) mandates for separation of Board responsibility between broad policy setting and the management of the College.
6. Be honest and forth-right avoiding hidden, self centered agenda that would undercut the effectiveness of Board decisions to best serve the College.
7. Work with fellow Board members and the President in a spirit of harmony and cooperation.
8. Base decision on what is best for the College and not uses Board membership for personal or private gain or advantage to the Board member, to members of the Board family, or to any businesses in which the Board member has a substantial interest.
9. Provide visible public support of the President.
10. Refer complaints and suggestions to the President and not to other members of the Administration making sure the President is the primary contact with the College.
11. Support the mission of the College.
12. Protect the long-term interests of the College.
13. Prepare adequately for Board meetings.
14. Maintain appropriate confidentiality.
15. Avoid public criticism of the President.
16. Recognize the President and other College personnel for local, statewide, and national leadership roles and achievements.
17. Support the professional involvement and development of the President.
18. Be prepared on request by the President to meet with representatives of the agencies that accredit the College; namely, The Council on Chiropractic Education and The Southern Association of Colleges and Schools Commission on Colleges.
19. Ask timely and meaningful questions at Board and Committee meetings in support of the discussion or census process.
20. Avoid asking College personnel for reports, information or favors without prior consultation with the President.
21. Never except favors or gifts from organizations that do business with the College.

## **RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

### **A. Duties.**

1. Demonstrate your role of policy maker by supporting the clear distinction, in writing and practice, between policy-making functions of the Board and the responsibility of the administration to administer and implement policy.
2. Establish broad general policies under which the Sherman College President and designated administrators manage the day-to-day operation of the institution.

3. Select and evaluate the performance of the President.
4. The President shall serve at the pleasure of the Board. All other officers of the College shall be appointed, removed, promoted or transferred by the President. All members of the faculty shall be appointed by the President.
5. Vote on all motions of the Board except when you need to remove from action for declaring conflict of interest.
6. Demonstrate that your voting decisions are free from undue influence political, from religious, or other external bodies, and protects Sherman College from such influence.
7. Periodically review the adequacy of the Bylaws and College Mission Statement.
8. Ensure that the financial resources of the College are adequate to provide a sound educational program.
9. Approve the annual budget and amendments to the Budget.
10. Review and approve expenditures over \$25,000.00, as prescribed in purchasing procedures.
11. Review and act on recommendations by the President to invest surplus funds which provide the highest rate and lowest risk possible.
12. Provide for an annual audit of all funds handled by the College in accordance with the law and generally accepted accounting practices in higher education.
13. Review and act on recommendations by the President on all matters related to construction, maintenance, and operation of the physical plant.
14. Review and act on recommendations by the President on educational program and curriculum offerings of the College.
15. Review and act on recommendations of the President in matters of policy that enhance the welfare of the College.
16. Act on the recommendation of the President for the selection of legal council.
17. Approve contracts and disposition of property as recommended by the President.
18. Promote and support the College in its relations with the public at the local, state and national level.
19. Preserve the autonomy of the College.
20. Support a climate for effective change.
21. Protect the College and its administration from undue pressure by external bodies.
22. Attend all Board and Committee meetings. Study all materials prior to the meetings to assure meaningful participation.

B. College Seal. (*Bylaw Article I*)

The seal of the corporation shall be circular in form and shall bear in its center the initials "SCSC" and on its outer edge the words and figures "Sherman College of Straight Chiropractic 1973." The Board of Trustees may change the form of the seal or the inscription thereon at their pleasure.

## **ADMENDMENT OF MISSION** *(Bylaw Article XI)*

- A. Amendments to Mission. After ten (10) days' notice, the Board shall have the power to amend the Institutional Mission by the affirmative vote of three fourths (3/4) of the Trustees then in office at a regular or special meeting or special meeting of the Board.
- B. Waiver of Notice. The Board may adopt any amendment to the Institutional Mission without notice provided the unanimous approval of such amendment is given in writing by the Trustees then in office and such amendment is otherwise accomplished in accordance with the Bylaws.

## **CONTRACTS** *(Bylaw Article VI)*

The Board, except as otherwise provided in the Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to a specific instance; and unless to authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the College by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

## **AMENDMENT OF BYLAWS** *(Bylaw Article IX)*

Amendments. After ten (10) day's notice, the Board shall have the power to amend or repeal the Bylaws by the affirmative vote of three fourths (3/4) of the Trustees then in office at a regular or special meeting of the Board.

Waiver of Notice. The Board may adopt any amendment to the Bylaws without notice provided that unanimous approval of such amendment is given in writing by the Trustees then in office and such amendment is otherwise accomplished in accordance with the Bylaws.

## **INDEMNIFICATION** *(Bylaw Article X)*

- A. The College shall indemnify any and all persons who may serve the College or who have served it at any time, as Trustee, President, other executive or administrative officer, member of the teaching or administrative staffs or their subordinates, and all other agents of the College, their respective heirs, administrators, successors and assigns from and against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons, or any of them in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them, are made parties, or a party, or which may be asserted against them, or any of them, by reason of being, or having been, a Trustee, President, other executive or administrative officer, member of the teaching or administrative staffs or their subordinated, or any other agent of the College provided:

1. No indemnification shall be made in relation to any matter as to which such person shall be adjudged in such action, suit or proceedings, without such judgment being reversed, to have been liable for gross misconduct in the performance of his/her duties as such person;
  2. No indemnification shall be made unless, in the judgment of the Trustees, such person conducted himself/herself in good faith, and reasonably believed, in the conduct of his/her official duties, that he/she was acting in the best interest of the College;
  3. That in the event of an out-of-court settlement, the indemnification herein shall apply only when the Board or Executive Committee of the Board shall approve such settlement and reimbursement as being in the best interest of the College.
- B. Insurance. The College may purchase and maintain insurance and pay the requisite premium to protect it against its liabilities under these Bylaws.
- C. Charitable Immunity. This Bylaws Article shall not constitute a waiver of charitable immunity otherwise available to the College under law, nor shall it enlarge any liability beyond that which is provided by statute or otherwise.

## **ROLE OF THE BOARD CHAIR**

The Chairman of the Board of Trustees:

1. Is the presiding officer of the Board.
2. Is advisor to the President.
3. Advocates that the primary function of the Board is to establish broad policies for the governance of the College and not the administration of College operations as stated in the Bylaws.
4. Sets the example for other Trustees to resist every temptation and outside pressure to their position for personal benefit as stated in the Bylaws.
5. Reinforces the mission of the College with Board members and the community.
6. Is the facilitator of communication between and among Trustees at public meetings.
7. Is advisor to the Board.
8. Is the spokesperson for the Board in concert with the President.
9. Demonstrates exemplary ethical leadership.
10. Represents the Board at College and local, state or national functions.
11. Orient new Board members.
12. Access and improve Board and Committee performance.

## **BOARD – PRESIDENT RELATIONS** *(Bylaw Article IV)*

The Board of Trustees must:

1. Select a president with strong leadership skills who can meet the needs of the College and its students.
2. Evaluate the President annually.

3. Develop a relationship with the President based on mutual respect and trust.
4. Maintain candid and forth-right communication with the President.
5. Support the President's responsibility to make administrative decisions.
6. Ensure that the President will be the contact point between the Board of Trustees and the College.
7. Not undermine the President's authority, nor engage in surprises.
8. Advise the President on setting priorities for the College.
9. Represent the College with the President at local, state, and national meetings.

## **A TEST OF AN EFFECTIVE BOARD**

Following is a checklist of good practices for independent college and university boards, sectarian and non sectarian. Few boards are likely to claim they practice all of these recommendations; indeed, not every reader will agree with every item.

One of the biggest enemies of effective trusteeship is boredom and routine and the general failure of board and institutional leaders to help the board to "raise the bar" for itself. Trustee in-service education and board development, along with more experimentation with board structures and meeting agenda formats and venues should be priorities, for example. Is it time for you and your board to budget annually for in-service education and related trustee travel for those board members who are in leadership positions and are willing to give more of their time and energy?

How does your board scores? If you check 21-25 boxes, your board is probably outstanding; 15-20, there is some work to do; 14 for fewer, there is a lot of probably urgent work to do.

## **RAISE THE BAR**

1. Our board's bylaws include a comprehensive and contemporary job description or list of board responsibilities (a consequence of a recent and thorough review to ensure that they are "state of the art").
2. Our committee on trusteeship (if yours is still called the "nominating committee" its job description is probably inadequate) has accepted its mandate and responsibility to clarify expectations for individual board members and to use those standards consistently as part of a candid performance review for all trustees eligible for reelection. Such a "statement of trustee responsibility" has been adopted by the full board and is reviewed periodically for adequacy and adherence.
3. Our committee on trusteeship takes seriously its responsibility to candidly assess the performance of individual trustees by looking at meeting attendance, personal philanthropy in light of estimates of net worth, and other evidence of commitment to help with fund-raising and other opportunities to assist the institution.

4. Our committee on trusteeship has adopted (with board approval) a short self-report form that provides all board members with an opportunity to assess satisfaction with and commitment to their trusteeship. This is completed about one year before the end of their current term and is shared as part of other confidential information with members of this committee at appropriate times.
5. Our board chair sets a personal example for other trustees in all respects and understands that he or she is responsible for clarifying expectations, raising the bar, and helping the board function effectively. The chair holds the respect of the majority of trustees and helps the board distinguish between management and governance matters and think and act more strategically.
6. We provide a first-rate orientation program for all board members over the better part of two days. It includes orientation both to the institution and to trusteeship responsibilities, including some modest advance reading for discussion and a concise trustee handbook that includes, at a minimum, the current board bylaws, policies, and trustee biographies. Veteran trustees participate in the orientation, which includes a comprehensive campus tour.
7. We report to the full board, as part of quarterly fund-raising reports, the total aggregate amount of trustee philanthropy (annual and capital, restricted and unrestricted). Each year we establish a goal for aggregate annual (unrestricted) trustee giving.
8. Every three or four years, our board devotes one of its annual retreats to a board self-study process that enables the board to review its responsibilities, its membership-composition needs, how it is organized to conduct its work, its relationship with key constituencies, the quality of its performance, and matters that bear on the board-president relationship. An experienced third-party facilitator.
9. Our board has a mechanism to help the board chair and chief executive monitor the board's overall moral and performance. It is clear mandate given to the executive committee (or, possibly, the committee on trusteeship).

## **COMMITTEE AND BOARD MEETINGS**

10. Our meeting agendas are more consistently "issue driven" rather than "report driven". We increasingly emphasize discussion, participation, and in-service education on strategic matters confronting the institution.
11. We expect a reasonable time commitment of trustees on a quarterly basis: Committee meetings are conducted during the first day and a plenary board session is held to discuss a particular strategic issue or a major program – sometimes with a stimulating guest speaker. There is an opportunity for trustees to socialize with one another and with students, staff, and faculty leaders. The morning of the second day is devoted to the board meeting (never to exceed three hours), which includes opportunities for trustees to lead discussions of issues

addressed in such periodicals as the *Chronicle of Higher Education*, and *Trusteeship*.

12. Our board meets at least once a year in a facility that is not our regular venue and not always on campus. Further, we devote one meeting each year to a planning workshop or retreat format for which most committee work is suspended, thus providing more opportunity to reflect on one or more planning or strategic matters.
13. We schedule an executive session on the agenda of every board meeting for voting trustees and the president only (whether we need it or not). At minimum, these two questions can be posed in the absence of other matters: How did our meeting fare today? What can we do to improve it next time? (Alternatively: Is there a particular issue or matter we should consider for our next agenda?)
14. Minutes of meetings always cite both members "present" and members "absent". A consolidated summary of trustee attendance (by name) is maintained for the committee on trustees. (Some institutions place this in the board book for all to see.)
15. Oral committee reports are given only when there is something substantial to report, especially when a committee needs to engage the board on a particular matter before it offers a recommendation to the board. This frees up more board meeting time to discuss more relevant and pressing strategic issues or developments

## **COMMITTEE STRUCTURES**

16. Most of our board's committees function very well because they are well led, have stimulating and appropriate agendas, and are well staffed. Each has a clear statement of responsibility (or "change") that is periodically reviewed, and every trustee serves on at least one board committee but not more than two.
17. To avoid even the perception of our having "two classes" of trustees, our executive committee meets less often than the board meets annually – in between board meetings. Its minutes are sent to board members promptly.
18. Committee chairs are rotated on a reasonable schedule (no committee chairs serves for more than three consecutive years). All committees have vice chairs.
19. Our board chair's term is set in the bylaws ("ordinarily" being at least X years and not more than Y years).
20. We make fairly good use of ad hoc committees or task forces on key matters affecting the institution, especially on matters that cut across standing-committee charges. Appropriate colleagues from various constituencies are considered for membership as appropriate to the tasks.

21. With regard to committee assignments, we ask each board member about every other year to list in order of preference up to three committees to which he or she would like to be assigned. (Ordinarily the first or second choice is granted.)
22. Within the past two years, we have eliminated at least one of our traditional standing board committees (outright, or by combining appropriate committees). That is, our committee structure is in sensible proportion to the board's size.

## **OTHER INITIATIVES**

23. Our key trustee leaders are periodically encouraged to participate in at least one regional or national gathering of trustees as part of their in-service education and development. The president and/or board chair accompanies them.
24. The president and board chair recently participated in a program that focuses on their joint and distinctive responsibilities to lead the board to higher levels of achievement.
25. We are successfully recruiting outstanding individuals to our board and conducting the board's work in such a way that their interest and commitment are being sustained.

## **COLLEGE ADMINISTRATION**

### **Vice President for Academic Affairs**

The vice president for academic affairs is responsible for developing, maintaining and supervising the academic program for the Doctor of Chiropractic degree.

### **Vice President for Business and Finance**

The vice president for business and finance is responsible for planning, organizing, coordinating and supervising, subject to the direction of the president and Board of Trustees, any and all business and operational affairs of the college. Serves as the chief financial officer of the college overseeing all financial affairs.

### **Vice President for Enrollment**

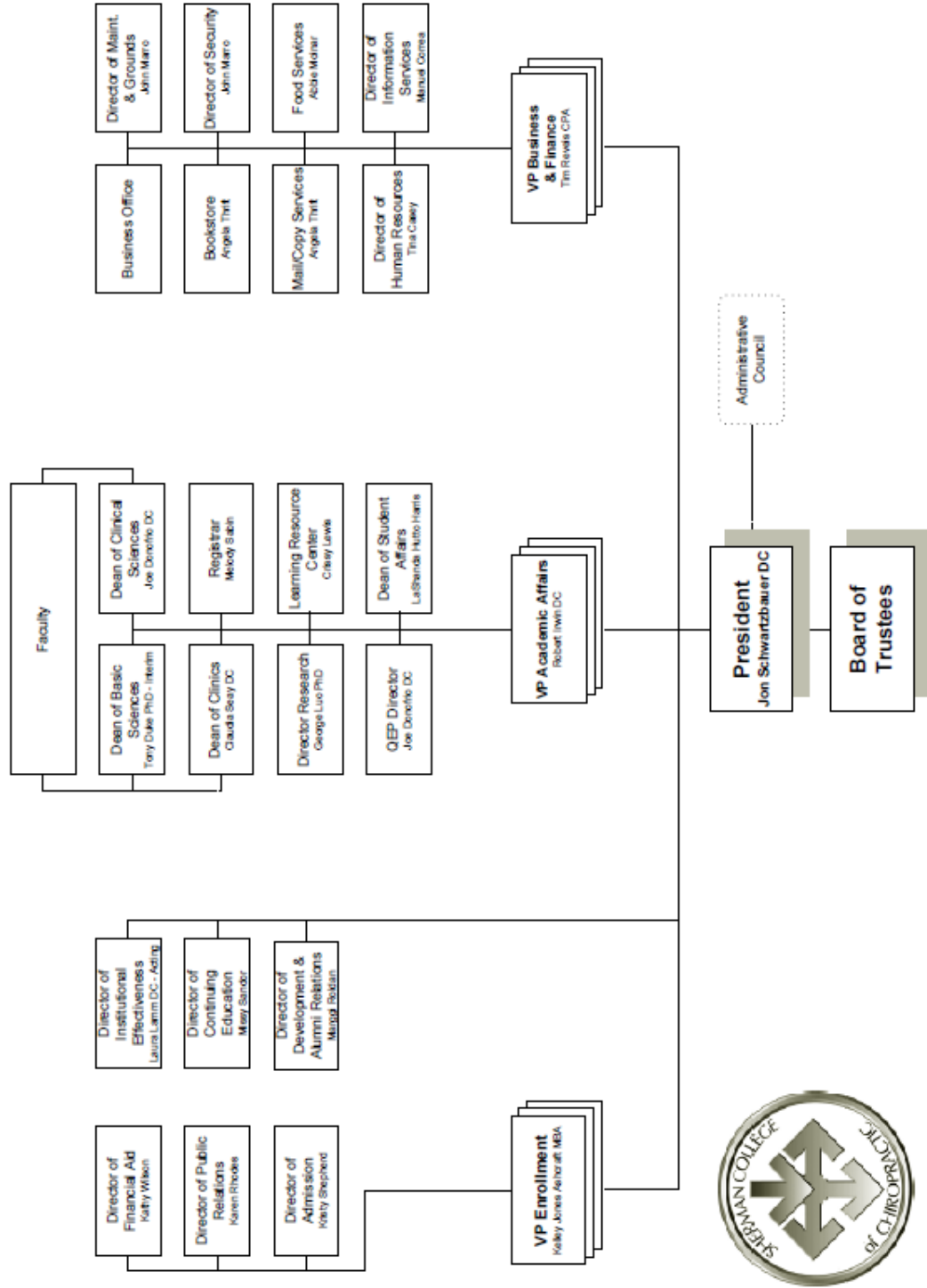
The vice president for enrollment services is responsible for the supervision of the Department of Enrollment Services, and the design and implementation of the entire admission and recruitment program

### **Vice President for Institutional Advancement**

The vice president for institutional advancement is responsible for planning, organizing and directing a comprehensive program for institutional advancement in the areas of fundraising, public relations, public information, marketing and regent and alumni services.

**SHERMAN COLLEGE OF CHIROPRACTIC STUDENTS**

**COLLEGE ORGANIZATIONAL CHART**



Print Date - 9/6/2011

## BOARD MEMBERS



**Alan Brewster, D.C., Trustee**

Appointed: March 15, 2009

141 Passaic Avenue

Passaic, NJ 07055-4762

(973) 777-4141

Occupation: Doctor of Chiropractic



**Gordon Brown, D.C., Ex Officio**

1055 Upper Valley Falls Road

Boiling Springs, SC 29316

(864) 599-9576

Occupation: Doctor of Chiropractic



**Warren J. Carson, Ph.D., Trustee**

Appointed: February 11, 2011

P.O. Box 595

Tryon, NC 28782

(828) 859-6793

Occupation: Educator



**John Hilpisch, D.C., Trustee Chair**

Appointed: June 30, 2008

8995 Highway 5

Lake Elmo, MN 55042

(651) 748-5731

Occupation: Doctor of Chiropractic



**Marilee Keim, Ed.D., Trustee**

Appointed: March 15, 2010

P.O. Box 622

Drayton, SC 29333

(864) 415-2309

Occupation: Business Leadership



**Peter J. Kevorkian, D.C., Trustee**

Appointed: February 11, 2011

1446 High Street

Westwood, MA 02090

Occupation: Doctor of Chiropractic



**Daniel Knowles, D.C., Trustee**  
Appointed: February 11, 2011  
4236 Amber Street  
Boulder, CO 80304  
Occupation: Doctor of Chiropractic



**Michael Lenarz, D.C., Trustee Vice-Chair**  
Appointed: June 30, 2008  
700 Murdock Street, #B  
Sedro Woolley, WA 98284-1426  
Occupation: Doctor of Chiropractic



**Todd A. Picou, MBA, Trustee**  
Appointed: March 15, 2010  
P.O. Box 622  
Drayton, SC 29333  
(864) 415-2309  
Occupation: Business Leadership



**Liam Schubel, D.C., Trustee**

Appointed: March 15, 2009

157 Juniper Drive

Freehold, NJ 07728

(732) 995-0194

Occupation: Doctor of Chiropractic



**Shane J. Walker, D.C., Trustee**

Appointed: September 12, 2010

2121 Oakes Blvd.

Naples, FL 34119

(239) 597-6099 Office

Occupation: Doctor of Chiropractic

## REFERENCES

1. Sherman College of Straight Chiropractic Bylaws – June 3, 2008
2. Commission on Accreditation, of the Council on Chiropractic Education (CCE)
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