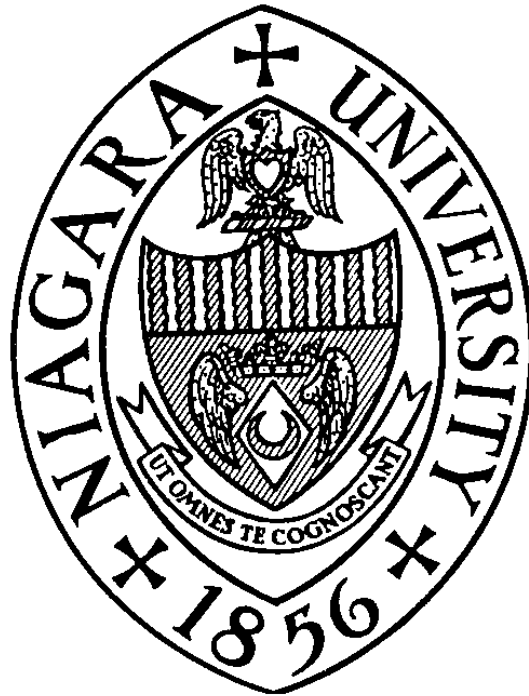


NIAGARA UNIVERSITY

BYLAWS

September 30, 2014



The seal of Niagara University is a crest, double-edged bearing the legend "NIAGARA UNIVERSITY" and in the base, "1856," the year of Niagara's founding.

The shield primarily depicts Our Lady of Angels. In the lower half of the shield is a white diamond which contains a crescent, the historical symbol of the Immaculate Conception. The first title of Niagara University, "Our Lady of Angels," is signified by the surrounding of the diamond and crescent by two angel's wings.

A crown emphasizes that Our Lady of Angels is also Queen of Angels. The upper half of the coat of arms depicts wavy lines, crossed by horizontal bars, to associate the university with the awesome power and grandeur of Niagara Falls, located near the university.

A total of 19 stripes are used in commemoration of the 19th century (1856), in which the university was founded. The eagle at the uppermost point of the shield indicates the immediate location of the university on Monteaale Ridge.

The eagle bears a diamond and displays a heart, the symbol of St. Vincent de Paul, the founder of the Vincentian Community, which founded and directed the university.

The motto at the base of the shield, "Ut Omnes Te Cognoscant," translates to, "That All May Know You." It was derived from the Gospel of St. John and is a guiding principle of Niagara.

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Mission Statement

Niagara University educates its students and enriches their lives through programs in the liberal arts and through career preparation, informed by the Catholic and Vincentian traditions.

Enabling goals:

- As a university, Niagara prepares its students for positions of responsibility in the professions and in the broader society. Through teaching, research and service in programs of study at the baccalaureate and graduate levels, Niagara seeks to develop within its students a passion for learning.
- The university's commitment to the Catholic faith provides perspective in the search for truth and meaning. Catholic doctrine and its moral code inspire respect for the God-given dignity of every person and all faith traditions. Students experience the vision and reality of a gospel-based, value-centered education.
- As a Vincentian university, Niagara draws inspiration from St. Vincent de Paul, who organized his contemporaries to respond compassionately to people's basic needs. Continuing this tradition, Niagara seeks to inspire its students to serve all members of society, especially the poor and oppressed, in local communities and in the larger world.
- Overall, through its curricular and extracurricular programs, Niagara University seeks to develop the whole person, mind, body, heart and soul, for the benefit of one's personal and professional life.

BYLAWS

A. General Provisions

1. Niagara University follows and seeks inspiration from the values of its Vincentian founders.
2. The control of the property of the University, both real and personal, and the management of the University shall be vested in a Board of Trustees, empowered and constituted as hereinafter set forth. Such Board of Trustees shall elect the respective administrative officers of the University as hereinafter established; such administrative officers to discharge the duties as hereinafter defined.
3. Niagara University, being a not-for-profit corporation formed prior to July first, Two Thousand Fourteen is a charitable corporation, and tax exempt under Section 501(c)3 of the Internal Revenue Code.

B. Board of Trustees

1. Powers. By virtue of the provisions of the charter granted and amended by the Regents of the University of the State of New York and by virtue of Section 226 (formerly Section 68) of the Educational Law of the State of New York, the Board of Trustees of Niagara University is vested with all the powers, privileges, and duties, and subject to all the limitations and restrictions prescribed for colleges and universities by law or by the ordinances of the University of the State of New York.
2. Number and Qualifications. The Board of Trustees shall consist of elected and ex officio members. Such members shall not be less than six (6) nor more than thirty (30), of whom no less than fifty-one percent shall be laypersons. All of the trustees shall be at least eighteen (18) years of age. All elected members of the Board of Trustees shall be elected for a term of four (4) years, such term to commence with the meeting of the Board of Trustees following such election. Any elected member of the Board of Trustees may be re-elected for one additional four (4) year term. After at least a one-year hiatus, board members who have previously served two consecutive four-year terms will be eligible for reappointment to the Board. These term limitations can be waived by resolution of the Board of Trustees in special circumstances.
3. Vacancies. The office of any trustee shall become vacant on his or her death, resignation, refusal to act, removal from office or expiration of his or her term. Any such vacancy shall reduce the total membership of the Board and need not be filled immediately, unless such vacancy should reduce the total membership of the Board to less than six (6). If any trustee shall fail to attend three (3) consecutive meetings without excuse accepted as satisfactory by the Chair or Trusteeship Committee, such trustee shall be deemed to have resigned and the vacancy shall be filled.

4. Officers of the Board of Trustees

- a. The President of Niagara University (the “University President”) and the Provincial of the Congregation of the Mission, Eastern Province of the United States, shall be ex officio voting members of the Board of Trustees. Any ex-officio member of the Board of Trustees shall have tenure which shall be co-extensive with his or her tenure in the office to which membership on the Board of Trustees has been attached.
- b. The officers of the Board of Trustees shall consist of a Chair, a Vice Chair, and a Secretary.
- c. The Chair, the Vice Chair, and the Secretary shall be elected from the membership of the Board of Trustees by a majority vote thereof. The Chair shall be elected for a three (3) year term. The Vice Chair and the Secretary shall be elected on an annual basis for a term of one (1) year. The Chair shall preside at all meetings of the Board of Trustees. In his or her absence or inability to act, the Vice Chair shall fulfill the duties of the Chair. The Secretary shall keep minutes and permanent records of the conduct and proceedings of the Board of Trustees.
- d. Two or more offices among the officers of the Board of Trustees may not be held by the same person. No Chair or person serving as Chair may be an employee of the University.

5. Additional Powers. The Board of Trustees shall have power to:

- a. Take and hold by gift, grant, devise or bequest real and personal property in its own right or in trust of the University or authorized by the University Charter or by special authorization of the Regents of the University of the State of New York. Any such gift, grant, devise or bequest shall be deemed equally valid whether made in the name of the University or to the Board of Trustees, and the powers of the Trustees shall be deemed the powers of the University.
- b. Buy, sell, mortgage, let, and otherwise use and dispose of its property as it shall deem for the best interests of the University; and also to lend or deposit, or to receive as a gift, literary, scientific, or other articles, collections, or property pertaining to its work.
- c. Appoint and create policy to fix the salaries of such officers, faculty, and other employees as it shall deem necessary who, unless employed under special contract, shall hold their offices during the pleasure of the Board, but no Trustee shall receive compensation as such.

d. Except as provided by board policy stating otherwise, remove or suspend from office by a vote of the majority of the entire Board any Trustee, officer, or employee engaged under special contract, on examination and due proof of the truth of a written complaint by any Trustee of serious misconduct, incapacity, or neglect of duty; provided that at least one week's previous notice of the proposed action shall have been given to the accused and to each Trustee.

e. Grant such degrees and honors as are specifically authorized by the Charter of the University and the approval of the Regents of the University of the State of New York and in testimony thereof to issue suitable certificates and diplomas under the seal of the University. Every such certificate and diploma shall entitle the conferee to all the privileges and immunities attached thereto by usage or statute.

f. Make all bylaws and rules necessary and proper for the accomplishment of the University objectives and not inconsistent with law; but no rule by which more than a majority vote shall be required for any specified action by the Board shall be amended, suspended, or repealed by a smaller vote than that required for such action.

g. Make reports through the President to the Academic Senate of action taken on Senate proposals.

h. Appoint standing and ad hoc Committees when deemed desirable or necessary.

i. Establish the honorary status of "Trustee Emeritus" without voting power to those persons who faithfully served as members of the Board of Trustees of Niagara University for at least two terms.

j. Establish the honorary status of "Chair Emeritus" without voting power to those persons who faithfully served as chair of the Board of Trustees of Niagara University.

k. Establish the honorary status of "President Emeritus" without voting power to those persons who faithfully served as President of Niagara University.

6. Meetings of the Board of Trustees

a. The Board shall meet four times a year ordinarily, or otherwise when summoned by its Chair. In the Chair's prolonged absence, death or incapacity, the meeting shall be called by the Vice Chair. A meeting also shall be called upon written request of three members of the Board. An organizational meeting shall be held in May of each year.

b. Notice of the time and place of every meeting of the Board of Trustees shall be mailed not less than five (5) nor more than ten (10) days before the meeting to the usual address of every trustee.

c. A majority of the total membership of the Board of Trustees shall constitute a quorum, and all resolutions shall be enacted by a majority vote of those present and voting unless otherwise specifically provided.

d. Any one or more members of the board or any committee thereof may participate in a meeting, including a Special Meeting, of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute their presence in person at the meeting.

7. Compensation. No Trustee of the University shall receive directly or indirectly salary, compensation or emolument from the University for acting as a Trustee.

8. Standing Committees of the Board of Trustees. The voting members of all Standing Committees must also be members of the Board of Trustees. There shall be two standing committees of the Board of Trustees, as set forth below, and other standing committees, as resolved by a majority of the entire Board. Each Committee shall consist of three or more Trustees.

a. The Executive Committee

1) There shall be an Executive Committee of the Board of Trustees of not less than five (5) members consisting of the Chair, the Vice Chair, and such additional members as the Board may elect.

2) The Executive Committee shall transact all the business of the Board of Trustees in the intervals between meetings, except to grant degrees or to make removals from office and except as otherwise provided by law. All actions taken by the Executive Committee shall be reported in full to the next meeting of the Board and all such action shall be subject to the approval of the Board.

3) The Executive Committee shall oversee the long-term planning efforts of the administration and shall recommend the approval of all university strategic plans to the Board of Trustees.

4) The Chair of the Board of Trustees shall also be the Chair of the Executive Committee, and such Committee shall meet regularly and/or when summoned by such Chair.

5) The Chair of the Executive Committee shall designate one of its members to act as Secretary. The minutes of the Executive Committee, upon ratification, shall be deemed to be minutes of the Board of Trustees and shall be maintained and filed accordingly.

b. Audit Committee

1. The Audit committee shall recommend to the Board an independent accounting firm to perform an annual audit for the next fiscal year and will meet with the

auditors. The committee shall be responsible for ensuring the integrity of financial reporting and an effective system of internal controls by providing oversight of the University's financial practices, internal controls, financial management and standards of conduct.

2. The Audit committee shall oversee the Conflict of Interest policy and the Whistleblower policy, receiving annual reports from the General Counsel regarding reports under those policies, as provided in the policies affixed as "A" and "B".

3. The Audit committee shall be comprised of only independent trustees, as defined by the New York Estates, Powers and Trusts law.

C. Administrative Officers of the University

1. President

a. The President of the University shall be elected by a majority vote of the Board of Trustees.

b. The President shall:

1) Be the chief executive officer of the University. The Board of Trustees shall exercise its power through the President, who shall be charged with the execution and administration of all University matters.

2) Be a member of every faculty and the head of all the colleges and divisions of the University. All officers, administrative and instructional, and all employees of the University shall be responsible to and under the direction of the President either immediately or mediately through officers to whom responsibility for divisions of the University and for their personnel has been delegated.

3) Be an *ex officio* member of the Board of Trustees.

4) Be Honorary Chair of the Academic Senate.

5) Officiate at Commencement exercises and other University assemblies, and shall sign, together with the Secretary of the University, all certificates, degrees, and honors voted by the Board and shall confer them in the name of the Board.

6) Be empowered, together with the Secretary of the University within the law of the State of New York, to sign and join in the execution of all deeds and instruments in the name of the Board of Trustees and to affix thereto the corporate seal of the University.

2. Executive Vice President

- a. The Executive Vice President shall be elected by a majority vote of the Board of Trustees upon nomination by the President.
- b. The Executive Vice President shall:
 - 1) In the absence of the President, exercise the duties of the President in the routine affairs of that office.
 - 2) Be responsible for the University's relationship with governmental agencies.
 - 3) Exercise jurisdiction general supervision of officers, personnel and administration assigned by the President.

3. Provost and Chief Academic Officer

- a. The Provost and Chief Academic Officer shall be elected by a majority vote of the Board of Trustees upon nomination by the President.
- b. The Provost and Chief Academic Officer shall:
 - 1) Exercise general supervision over the academic administrators of the University.
 - 2) Exercise general supervision over the coordination of the academic facilities of the University and their administrators and shall be responsible for the coordination of the work of the various academic facilities.
 - 3) Be an *ex officio* member of the Academic Senate.
 - 4) Under the President, be responsible for the immediate supervision, development, and improvement of curricula of the colleges of the University.
 - 5) Review the qualifications of the members of the faculties and shall be charged with the approval of new faculty appointments.
 - 6) Make recommendations to the President for tenure, advancement in rank, and salary of faculty members of the University.

4. Vice President for Student Affairs and Enrollment Management

- a. The Vice President for Student Affairs and Enrollment Management shall be elected by a majority vote of the Board of Trustees upon nomination by the President.
- b. The Vice President for Student Affairs and Enrollment Management shall:

1) Be charged with the general administration and the supervision of offices regarding admission, enrollment, and the extra-curricular experience of students enrolled at the university.

5. Vice President for Administration

a. The Vice President for Administration shall be elected by a majority vote of the Board of Trustees upon nomination by the President.

b. The Vice President for Administration shall:

1) Be the chief financial officer and the principal fiscal advisor to the President.

2) Receive all monies paid to the University and shall be responsible for their custody.

3) Handle all bank accounts and all University investments with the consent of the Board of Trustees.

4) Establish and promulgate the financial and business policy of the University.

5) Prepare and present to the Executive Vice President monthly financial reports and a proposed annual budget for the next fiscal year on or about February 1.

6) Shall sign all such contracts and legal documents as required.

7) Approve expenditures beyond budget authorizations and the provisions of the Bylaws only with the expressed consent of the Board of Trustees.

6. Vice President for Institutional Advancement

a. The Vice President for Institutional Advancement shall be elected by a majority vote of the Board of Trustees upon nomination by the President.

b. The Vice President for Institutional Advancement shall be the principal development advisor to the President and under the President shall exercise general supervision over the administrators of development and alumni relations.

7. Vice President for University Mission and Ministry

a. The Vice President for University Mission and Ministry shall be elected by a majority vote of the Board of Trustees upon nomination by the President.

b. The Vice President for University Mission and Ministry shall be the principal advisor to the President in matters regarding ministry and is primarily responsible

for developing the liturgical, pastoral, spiritual and faith community life of the university, and contributing to administrative decisions and strategic planning to ensure the university's actions and identity are in keeping with the mission of the university and the Catholic Church in higher education.

8. Vice President for International Relations

a. The Vice President for International Relations shall be elected by a majority vote of the Board of Trustees upon nomination by the President.

b. The Vice President for International Relations shall be the principal advisor to the President in matters regarding international relations and is primarily responsible for promoting international student enrollments, fostering international opportunities for all students and faculty and providing support for international students studying at the University.

9. University Secretary

a. The University Secretary shall be elected by a majority vote of the Board of Trustees upon nomination by the President.

b. The University Secretary will be responsible for signing all documents appropriate to this position.

c. Any of the duties and powers of the University Secretary may be performed by an Assistant Secretary who shall be elected by a majority vote of the Board of Trustees upon nomination by the President.

10. General Counsel of the University

a. The General Counsel of the University shall represent the University in all legal matters. This representation shall include the provision of legal service and advice to the Board of Trustees, the President and all duly authorized representatives of the University. The General Counsel of the University is authorized to retain outside counsel, as necessary, and shall supervise all such professional services. The General Counsel shall have custody of all contracts and other legal documents pertaining to the University and shall sign all such documents as directed by the President, Executive Vice President, or Vice President for Administration.

b. The General Counsel of the University shall report to the President and the Board of Trustees, as necessary.

D. Indemnification of Trustees and Officers

1. Right of Indemnification: Each trustee and officer of the University, whether or not then in office, and any person whose testator or intestate was such a trustee or

officer, shall be indemnified by the University for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the University shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a trustee or officer only if such action or proceeding (or part thereof) was authorized by the Board of Trustees.

2. Advancement of Expenses: Expenses incurred by a trustee or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Subpart D may be paid by the University in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such trustee or officer to repay such advancement in case such trustee or officer is ultimately found not to be entitled to indemnification as authorized by this Subpart D and (b) approval by the Board of Trustees acting by a quorum consisting of trustees who are not parties to such action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board of Trustees. To the extent permitted by law, the Board of Trustees shall not be required to find that the trustee or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the University makes any advance payment of expenses hereunder.

3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Subpart D (a) shall be available with respect to events occurring prior to the adoption of this Subpart D, (b) shall continue to exist after any rescission or restrictive amendment of this Subpart D with respect to events occurring prior to such rescission or restrictive amendment of this Subpart D with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the trustee or officer (or, if applicable, at the sole discretion of the testator or intestate of such trustee or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the University and the trustee or officer for whom such rights are sought were parties to a separate written agreement.

4. Other Rights: Other rights not be deemed exclusive of any other rights to which any trustee or officer of the University or other person may now or hereafter be otherwise entitled, whether contained in the charter, these Bylaws, a resolution of the Board of Trustees or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement

of expenses provided in this Subpart D shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any trustee or officer of the University or other person in any action or proceeding to have assessed or allowed in his or her favor, against the University or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

5. Severability: If this Subpart D or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the maximum extent necessary to make it enforceable, and the remainder of this Subpart D shall remain fully enforceable. Any payments made pursuant to this Subpart D shall be made only out of funds legally available therefore.

E. Corporate Funds

The funds of the University shall be deposited in its name with such banks, trust companies or other depositories as the Board of Trustees may from time to time designate. All checks, notes, drafts and other negotiable instruments of the University shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Trustees from time to time may designate. No officers, agents or employees of the University, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the University or to bind the University thereby, except as provided in this section.

F. Policy on Conflicts of Interest

The Niagara University Conflict of Interest Policy shall be reviewed annually by the Audit Committee for legal compliance and organizational effectiveness. It shall accompany these Bylaws as Appendix "A." The procedure for amending the Conflict of Interest Policy shall be the same as for amending these Bylaws.

G. Policy on Whistleblowing

The Niagara University Whistleblowing Policy shall be reviewed annually by the Audit Committee for legal compliance and organizational effectiveness. It shall accompany these Bylaws as Appendix "B." The procedure for amending the Whistleblowing Policy shall be the same as for amending these Bylaws.

H. Amendment

a. These Bylaws may be amended or revoked in whole or in part by a three-fourths (3/4) vote of the Board of Trustees upon at least ten (10) days' notice in writing to the members of the Board, outlining the subject matter of the proposed amendment.

b. Any motion for amendment presented at a meeting of the Board of Trustees may itself be amended by a three-fourths (3/4) vote of the Board of Trustees at the same meeting at which the original amendment was offered, provided that such amendment shall pertain to the same subject matter set forth in the written notice to the Trustees.

Appendix A

Niagara University Conflict of Interest Policy	Effective: September, 2014
Access: Public	Position responsible for overseeing compliance: General Counsel

Policy:

Trustees, administrators, faculty, and other employees of Niagara University must perform their duties solely on the basis of a desire to promote the best interests of the University.

Conflicts of interest, defined below, are contrary to this requirement, while the unresolved appearance of a conflict of interest can erode an atmosphere conducive to promoting the best interests of the university.

Therefore, the university shall use this policy and procedure to address actual, potential, and perceived conflicts of interest.

All known violations, disputes and other issues arising out of the application of this policy to employees shall be referred to the General Counsel for appropriate action, including internal investigation, or referral to retained counsel, as needed to preserve the integrity of the process.

Matters under this policy concerning Trustees shall be reported to the Chairman of the Board of Trustees for appropriate action. Any violation may also be reported via the University's Whistleblower Policy.

Person	Action
Trustee	<p>Shall disclose all actual and potential conflicts of interest at a committee or full board meeting prior to the start of a topic containing the conflict, or as soon as a conflict becomes apparent.</p> <p>Such disclosure shall be noted in the minutes and the Trustee shall not participate in the discussion or voting on said item.</p> <p>Shall annually complete an institutionally provided conflict of interest disclosure form.</p>

	<p>Shall promptly (within 30 days) update the university's General Counsel as to any changes that affect their responses to the conflict of interest form.</p>
Audit Committee	<p>Shall review all disclosures and an annual report on all Conflicts of Interest matters.</p>
<p>Officer Associate Officer Assistant Officer</p>	<p>Shall disclose all actual and potential conflicts of interest at a committee or full board meeting prior to the start of a topic containing the conflict, or as soon as a conflict becomes apparent. Such disclosure shall be noted in the minutes. The officer may participate in discussion of the item at the request of the committee or board chair.</p> <p>Shall disclose all actual and potential conflicts of interest prior to authorizing a hire, signing a contract, submitting an RFP/RFI, or authorizing a budget item, related to the conflict. Disclosure shall be made to their functional officer and the General Counsel.</p> <p>Shall annually complete an institutionally provided conflict of interest disclosure form.</p> <p>Shall promptly (within 30 days) update the university's General Counsel as to any changes that affect their responses to the conflict of interest form.</p>
<p>Employee with:</p> <ul style="list-style-type: none"> • Budget authority • Contract signing authority • Procurement responsibility 	<p>Shall disclose all actual and potential conflicts of interest prior to authorizing a hire, signing a contract, submitting an RFP/RFI, or authorizing a budget item, related to the conflict. Disclosure shall be made to their functional officer, those involved in the matter, and the General Counsel.</p> <p>Shall annually complete an institutionally provided conflict of interest disclosure form.</p> <p>Shall promptly (within 30 days) update the</p>

	university's General Counsel as to any changes that affect their responses to the conflict of interest form.
Employee serving as primary investigator on a sponsored research project.	Shall disclose all conflicts or potential conflicts via the Grants Management Database as set forth in the "Grants and Sponsored Research Section" below.
General Counsel	Shall maintain a log of and generate an annual report on disclosures and remedies to be reviewed annually by the Audit Committee and an external auditor.
Director of Sponsored Programs & Foundation Relations	Shall receive disclosures related to sponsored research via the Grants Management Database as set forth in the "Grants and Sponsored Research Section" below.
Provost, Academic Dean	Shall address alleged violations of this policy as set forth in the "Grants and Sponsored Research Section" below.
External Auditor	Shall annually review the Conflict of Interest disclosures maintained by the General Counsel and shall report concerns with the replies or the process to the University as part of the annual audit.

Definitions

A "conflict of interest" can occur when an individual's personal or private interests might lead an independent observer reasonably to question if the individual's professional actions or decisions are influenced by considerations of significant personal interest, financial or otherwise, rather than the best interest of the institution they serve.

"The University" shall mean all of Niagara University, subsidiary and affiliated organizations controlled by it (Niagara University Ice Complex, Inc.).

"Trustee" shall include any current Trustee and any active Trustee Emeritus serving on any committee of the Board of Trustees.

"Independent Trustee" means a trustee who: (i) is not, and has not been within the last three years, an employee of the trust or an affiliate of the trust, and does not have a relative who is, or has been within the last three years, a key employee of the trust or an affiliate of the trust; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the trust or an affiliate of the trust (other than reimbursement for expenses or the payment of trustee commissions as permitted by law and the governing

instrument); and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or have a substantial financial interest in, any entity that has made payments to, or received payments from, the trust or an affiliate of the trust for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues. For purposes of this subparagraph, "payment" does not include charitable contributions.

"Faculty member" shall include any person who has a faculty appointment with the University.

"Investigator" shall mean a principal investigator and any other person at the University who is responsible for the design, conduct, or reporting of research funded by any external governmental or private organization, or proposed for such funding.

"Externally sponsored activities" shall mean all sponsored activity administered through the Office of Sponsored Programs & Foundation Relations.

"Research" means a systematic investigation designed to develop or contribute to generalizable knowledge including behavioral and social-sciences research. The term encompasses basic and applied research and product development.

"Significant financial interest" shall mean any direct or indirect interest with monetary value, including but not limited to:

- salary, other payments for services (e.g., consulting fees or honoraria), royalties or other payments that, when aggregated for the individual and the individual's spouse and dependent children over the next twelve months, are expected to exceed \$10,000;
- equity interests (e.g. stocks, stock options or other ownership interests) that, when aggregated for the individual and the individual's spouse and dependent children, either exceeds \$10,000 in value (as determined through reference to public prices) or represents more than five percent (5%) ownership interest in any single entity;
- intellectual property rights (e.g., patents, copyrights and royalties from such rights).

The term "significant financial interest" does not include:

- salary, royalties, or other remuneration from the University;
- income from seminars, lectures, or teaching engagements sponsored by US Federal, state, or local entities;
- income from service on advisory committees or review panels for public or nonprofit entities.

Grants and Other External Funding

As a recipient of externally funded sponsored activities, Niagara University has an obligation to ensure that the principles of objectivity in research are upheld, the goal of such obligation being that there is no reasonable risk that the design, conduct, or reporting of research will be biased by any conflicting financial interests of an Investigator.

Investigators engaged in externally sponsored activity must, in accordance with Federal and University policy, disclose to the General Counsel and the Director of Sponsored Programs and Foundation Relations (hereinafter, "SPFR") (or designee) on disclosure forms located on the University's Grants Management Database, all significant financial interests (including those of their spouse and dependent children) that would reasonably appear to affect or be affected by the sponsored activity.

Investigators may choose to disclose any other financial or related interest that could present an actual or perceived conflict of interest. Any such disclosure should provide sufficient detail to permit an accurate and objective evaluation. Such disclosure form must be completed and submitted before the contract or grant application is submitted, and the disclosure must be reviewed to determine if further action is required before the University's expends any awarded funds or issues a purchase order or subcontracts for the acquisition of goods and services related to that project.

Such disclosure forms must be updated at least annually or more frequently, if new reportable information is obtained during the period of an award.

If the General Counsel and the SPFR Director (or designee) determines, after reviewing the disclosure form and other available information, that financial or other interests may affect the design, conduct or reporting of research activities or teaching/mentoring activities, the Director shall consult with the Dean of the relevant College, or, if none applies, to the Provost. If this review confirms a potential conflict the project may be, the dean or Provost may issue instruction to the Investigator and the SPFR Director to:

- Accept the proposed sponsored project;
- Not accept the proposed sponsored project;
- Accept the proposed sponsored project provided certain conditions or restrictions are imposed so that the conflict will be managed, reduced or eliminated.

Examples of possible conditions or restrictions are:

- monitoring of research by independent reviewers
- public disclosure of significant financial interests
- modification of the research plan
- disqualification from participation in the portion of the sponsored funded research that would be affected by the significant financial interest
- divestiture of significant financial interest
- severance of relationships that create actual or potential conflicts

For HHS funded sponsored activities, the SPFR will notify the awarding component of any conflict information as outlined by the awarding component.

All records will be maintained for a period of no less than seven (7) years. Upon written request of a sponsoring agency, disclosure documents and related records pertaining to the specific sponsored project will be made available.

Collaborators/sub-recipients/subcontractors from other institutions involved in externally-sponsored research of the University must either comply with this policy or provide a certification from their institutions that they are in compliance with Federal policies regarding disclosure of conflicts of interests and that their portion of the project is in compliance with their institutional policies.

All employees and affiliates working on sponsored projects in conjunction with Niagara University are subject to this policy and are expected to comply fully and promptly with it. Instances of deliberate breach of policy, including failure to file or knowingly filing incomplete, erroneous, or misleading disclosure forms, violation of this policy, failure to comply with prescribed monitoring procedures, will be reported to the appropriate senior officer and, in the case of primary investigators also to the Provost (or designee).

In the event of non-compliance by a Primary Investigator, the reporting party will consult with the General Counsel, who will report the possible violation to the Dean or Provost for sanctions. Regarding possible sanctions to be imposed on an investigator that may include, but are not limited to:

- Formal admonition,
- A letter from the appropriate Dean to the person's file, ineligibility for (i) grants, (ii) IRB approval, or (iii) supervision of graduate students,
- Non-renewal of appointment,
- Initiation of the procedure for terminating tenure.

The Provost (or designee) will then recommend an appropriate sanction to the President, who will make the final decision.

In addition, the University shall follow federal regulations regarding the notification of the sponsoring agency in the event an Investigator has failed to comply with this policy. The sponsor may take its own action, as it deems appropriate, including the suspension of funding for the Investigator until the matter is resolved.

Appendix “B”

University Policy on Whistleblowing	Effective Date: November, 2006 Updated: September, 2014
Access: Public	Position responsible for compliance: General Counsel

Policy

Niagara University has a responsibility for the stewardship of University resources and the private support that enables it to pursue its mission. The University is committed to compliance with the laws and regulations to which it is subject, as well as to enacting policies and procedures to enable administration, faculty, staff, students, and the public at large to assist in that compliance.

The University continually audits its internal controls and operating procedures to detect, prevent, and deter improper activities. However, even the best systems of control cannot provide absolute safeguards against irregularities. Intentional and unintentional violations of laws, regulations, policies and procedures may occur and may constitute improper activities.

It is the responsibility of all University trustees, officers, employees, students, and the expectation of parents, alumni, and other individuals to report violations or suspected violations of the law. **No individual who in good faith reports a violation or suspected violation shall suffer harassment, retaliation or adverse employment or academic or educational consequence.**

The confidentiality of the reporter(s) shall be protected to the degree allowed by the level and nature of the investigation warranted by the complaint.

Therefore, the university maintains the following procedure for reporting concerns related to the suspected or actual violations of laws, regulations, policies and procedures which may constitute improper activities:

Procedure

Person	Action
“Reporter” (trustee, officer, employee, student, parent, alum, other) Observes suspected or actual violations of laws, regulations, policies and procedures may occur and may constitute improper activities	May report to: The General Counsel, either in person, or via e-mail The Director of Human Resources, either in person, or via e-mail

Person	Action
General Counsel	<p data-bbox="824 226 1382 262">Anonymously via reporting@niagara.edu</p> <ul data-bbox="873 331 1382 1249" style="list-style-type: none"> • Upon receiving report, determines if reported action would be a violation of a law, regulation, or policy. • Protects the confidentiality of the reporter(s) to the degree allowed by the level and nature of the investigation warranted by the complaint. • If the reported action could be a violation, initiates investigation. • Throughout investigation, assesses if report is “bona fide.” • If investigating the matter could be a conflict of interest, or for some other reason, the GC cannot or should not investigate, refers the matter to retained counsel for investigation. • Generates or receives final report and works with appropriate officers to coordinate any necessary corrective action; follows up with reporter to ensure there is no retaliatory activity. • Prepares annual report to the Audit committee every April, for review at the May meeting.
Director of Human Resources	<ul data-bbox="873 1318 1382 1892" style="list-style-type: none"> • Upon receiving report, refers it to the General Counsel. • Protects the confidentiality of the reporter(s) to the degree allowed by the level and nature of the investigation warranted by the complaint. • Assists as needed to prevent retaliation and stay in touch with reporter. • Assists General Counsel with response to reporter if they are an employee. • Ensures a copy of the policy is distributed to every trustee, employee, student and volunteer who gives substantial services to

Person	Action
	the corporation.
Retained Counsel	Investigates as directed by General Counsel, and to ensure transparency and no conflict of interest, reports findings to the Executive Committee and General Counsel.
Audit Committee	Reviews annual summary report of all Whistleblower reports.
Board of Trustees	Annually receives the report from the Audit committee and directs changes to this policy as required by law or operational need. Amendment requires a three-fourths vote.