Article I—Powers

The Board of Regents is vested by state law with all the powers and authority to govern and set policy for the University of Washington. These include the power to determine the University’s mission and strategic direction, oversee financial resources and other assets, select and evaluate the University President, and establish institutional policies and procedures.

BR, November 14, 2013 [Effective January 1, 2014].

Article II—Officers of the Board

1. Election

At its regular meeting held in September of each year, the Board of Regents shall elect a Chair and Vice Chair, who shall be members of the Board. The Board shall also elect a Secretary and a Treasurer and such other officers as it may desire, who need not be members of the Board. All elections shall be by majority vote. The Chair and Vice Chair shall hold office for one year and until their successors are elected. All officers of the Board shall hold office at the pleasure of the Board.

2. Chair and Vice Chair

The Chair of the Board shall preside at all meetings of the Board and shall sign all contracts and other written instruments required to be executed by the Board. The Chair shall perform the duties usually attached to the office, including the statutory duties of board president, and shall have such other authority and duties as prescribed by these Bylaws, the Standing Orders, Regent Policies, and the Board. The Vice Chair of the Board shall have the authority and shall perform the duties of the Chair of the Board in the event of the Chair's absence or incapacity.

3. Secretary

The Secretary of the Board shall:
A. Give notice of all meetings of the Board in the manner prescribed by applicable law and these Bylaws;

B. Attend all meetings of the Board, and make and retain custody of complete and permanent minutes and records of all proceedings of the Board;

C. Be custodian of the permanent records of all rules and regulations of the Board;

D. Execute or attest all contracts and other written instruments required to be signed by the Chair of the Board;

E. Maintain custody of the seal of the University and affix it to appropriate documents; and

F. In general, have the authority and perform all duties incident to the office of Secretary and such other authority and duties as prescribed by these Bylaws, the Standing Orders, Regent Policies, and the Board.

If an Assistant Secretary is elected by the Board, the Assistant Secretary shall have the authority and shall perform the duties of the Secretary in the event of the Secretary’s absence or incapacity, and shall perform such other duties as may be assigned by the Board.

4. Treasurer

The Treasurer of the Board shall:

A. Recommend, develop, and analyze policy and procedures relating to the investment of endowments, gifts, and bequests, other non-appropriated funds, and other funds in excess of immediate needs of the University;

B. Attend meetings of appropriate Board committees; and

C. Report from time to time on matters pertaining to the investment of University funds.

If an Assistant Treasurer is elected by the Board, the Assistant Treasurer shall have the authority and shall perform the duties of the Treasurer in the event of the Treasurer’s absence or incapacity, and shall perform such other duties as may be assigned by the Board.

BR, October 27, 1995; October 17, 1997; January 20, 2005; March 17, 2005; November 14, 2013 [Effective January 1, 2014].

Article III—Meetings of the Board

1. Regular Meetings

Regular meetings of the Board shall be held pursuant to a schedule and at locations established yearly by resolution of the Board. At such meetings any business related to the authority of the Board may be discussed and transacted.

The Chair of the Board, with the concurrence of a majority of the members of the Board, may cancel any regular meeting. The Board shall give no less than 24 hours’ notice of cancellation of a regular meeting.
2. **Notice and Agenda**

Notice of the time and place of the meeting together with a proposed agenda and all available, pertinent material shall be delivered to each member of the Board, by regular mail, electronic mail, or otherwise, not less than four days before any regularly scheduled meeting.

3. **Special Meetings**

The President of the University, the Chair of the Board, or any six members of the Board may call a special meeting at any time. Not less than 24 hours before any special meeting, the Secretary shall have notified each member of the Board by written notice of the time, place, and the business to be transacted at the meeting. Such notice shall be distributed and posted in accordance with the laws of the state governing such meetings. The presence of a regent at the meeting or the regent's written waiver of notice filed with the Secretary shall constitute a waiver of receiving written notice of the meeting. When the meeting is called to deal with an emergency involving injury or damage, or the likelihood of injury or damage, to persons or property, and the time requirements for notice provided for above would be impractical and increase the likelihood of such injury or damage, such required notice may be dispensed with and the Secretary shall notify each member of the Board by the best means possible under the circumstances.

4. **Changes to Meeting Agendas**

Changes to the agenda of either a regular or a special meeting may be permitted at the commencement of or during such meeting, except that final disposition shall not be taken on addenda to the agenda of a special meeting unless notice as required by applicable law has been given. An item may be removed from the consent agenda by request of any regent.

5. **Quorum**

Six members of the Board shall constitute a quorum for the transaction of business.

6. **Manner of Acting**

Except as otherwise provided in these Bylaws, a majority vote of those members present at any meeting at which a quorum is achieved shall constitute an action of the Board. Voting by proxy is not permitted.

7. **Rules of Procedure**

Robert's Rules of Order, latest revised edition, shall govern all meetings of the Board and its committees except where such rules of order are superseded by the Bylaws, Standing Orders, or Regent Policies of the Board.

8. **Remote Participation**

Any board member may participate in a meeting of the Board by means of a conference telephone or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meeting.
9. Minutes

The minutes of all regular and special meetings of the Board shall be kept by the Secretary. Such minutes, following approval, shall be open to public inspection in the office of the Secretary during regular University business hours.

10. Public Meetings

Regular and special meetings of the Board of Regents shall be conducted in conformance with the laws of the state of Washington governing such meetings. Subject to the requirements of state law, the Board may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting Board members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Board.

11. Communications to and Appearance Before the Board

Any person who wishes to bring a matter to the attention of the Board may do so by submitting such communication in writing to the Secretary of the Board of Regents for distribution in accordance with the direction of the Chair of the Board.

The Board will provide an opportunity for public comment at each regular meeting. The Chair of the Board is authorized to determine how and when such comments will be taken and may place reasonable limits on the length of such comments.

BR, October 18, 1985; March 15, 1991; October 27, 1995; July 17, 1998; January 21, 2000; February 21, 2003; September 17, 2004; March 17, 2005; November 14, 2013 [Effective January 1, 2014].

Article IV—Committees of the Board

1. Standing Committees

The standing committees set forth below are established to facilitate the business of the Board and the University. The chair, vice chair, and members of each standing committee shall be recommended by the Governance Committee and approved by the Board. Each standing committee shall consist of at least four members, with at least three voting members. All committee chairs, vice chairs, and a majority of each committee shall be Board members.

The Chair of the Board shall be appointed only to the Governance Committee, but may act as an alternate, including voting, in the event of the absence of any committee member at any regular or special meeting scheduled pursuant to Article III of the Bylaws. The student regent may serve on the Academic and Student Affairs Committee but shall excuse himself or herself from participation or voting on matters relating to the hiring, discipline, or tenure of faculty members and personnel.

Any subject not assigned to a standing committee shall be retained for consideration by the Board itself. Such retained subjects specifically include selection and evaluation of the University President, establishment of operating and capital budgets, requests for appropriation of state funds, and institutional risk management.

Any matter that would typically fall within the responsibility of one standing committee may be directed by the chair of that committee or the Chair of the Board to any other standing or special committee or the Board itself for consideration.
All matters considered by the standing committees requiring action shall be referred to the Board for action except where such authority has been expressly delegated to a committee. Action taken by a committee under such delegated authority shall be promptly reported to the Board. A majority of the committee's voting members shall constitute a quorum.

Minutes of all standing committee meetings shall be taken, submitted to the Board, kept by the Secretary, and be open to public inspection, following approval, in the office of the Secretary during regular University business hours.

A. **Governance Committee**

The purpose of the Governance Committee is to ensure the integrity of the Board and enhance Board performance. The committee is responsible for:

1) Establishing and maintaining standards of Board conduct;
2) Identifying the expertise and experience needed by the Board and, as appropriate, communicating this to the Governor;
3) Recommending a slate of officers for Board approval;
4) Recommending for Board approval individual members to act as the Board’s representatives on outside boards and committees;
5) Ensuring that Board members have adequate orientation and ongoing education;
6) Assessing the performance of the Board and Board members;
7) Monitoring the activities of governance shared with the faculty;
8) Monitoring compliance with the conflict of interest policy;
9) Periodically reviewing and ensuring compliance with these Bylaws and other Board policies; and
10) Carrying out the statutory functions of an executive committee.

The Governance Committee shall include, and be chaired by, the Chair of the Board.

B. **Academic and Student Affairs Committee**

The purpose of the Academic and Student Affairs committee is to oversee educational quality and the quality of the academic experience of students and student life at the University. The committee is responsible for monitoring:

1) Learning goals and outcomes;
2) Program quality, institutional and program accreditation, and program review;
3) Access and affordability of educational programs;
4) Student admission, retention, graduation (including the awarding of degrees), and job placement;
5) Public service programs;
6) Matters relating to faculty status, responsibilities, appointment, tenure, retention, promotion, and discipline;
7) Academic planning;
8) The structure of the academic programs;
9) University research;
10) Distance learning and educational outreach;
11) The use of education technology; and
12) Other matters relating to the general welfare of students, including housing and food services, student fees, health services and health insurance, safety, extracurricular activities, sports programs, and policies governing student conduct and discipline and student organizations.

C. Finance and Asset Management Committee

The purpose of the Finance and Asset Management Committee is to oversee the financial, capital, and other assets of the University. The committee is responsible for monitoring:

1) The University’s financial health, including that of auxiliary activities such as medicine, athletics, and housing and food services;
2) Planning, development, maintenance, safety, and protection of all real property and physical assets of the University, including all campuses and stations and the facilities, buildings, and infrastructure thereon;
3) Investment of funds under the University’s control;
4) Policies, practices, plans, and reports for compliance with legal and regulatory requirements;
5) Audit policies, practices, plans, and reports;
6) The fundraising efforts of the University, including gifts, grants, bequests, and trusts received by the University;
7) The University’s intellectual properties and technology transfer activities;
8) The long term financing of capital projects and any other borrowings which may be required by the University;
Planning and maintenance of information systems;
Compensation and benefits of faculty and staff, including collective bargaining policy and agreements; and
Major acquisitions of equipment, goods and services, and the rental or leasing of facilities.

2. Special Committees

Special committees may be established by the Board on the recommendation of the Governance Committee and given such powers and duties as the Board may determine. The chair, vice chair, and members of each special committee shall be recommended by the Governance Committee and approved by the Board. All matters considered by a special committee requiring action shall be referred to the Board for action except where such authority has been expressly delegated to a committee.

3. Notice of Meetings of Standing and Special Committees

Meetings of committees of the Board shall be held at such times and places as may be fixed by each committee or its chair. The Secretary of the Board shall give each member of the committee notice of committee meetings in sufficient time and manner to allow attendance at the meetings. Notice of meetings of any committee of the Board at which an action is taken on behalf of the Board pursuant to delegated authority shall be given, when required, in accordance with the applicable law of the state of Washington governing such meetings.

4. Communications to and Appearance Before Standing Committees

Any person who wishes to bring a matter to the attention of a Standing Committee may do so by submitting such communication in writing to the Secretary of the Board of Regents for distribution in accordance with the direction of the committee chair.

The committee chair is authorized to determine whether any public comments will be permitted at a meeting of a Standing Committee and may place reasonable limits on the length of such comments.

5. Advisory Committees

Advisory committees may be established by the Board on the recommendation of the Governance Committee to provide the University with expert advice on such subjects as the Board may specify. The chair, vice chair, and members of each advisory committee shall be recommended by the Governance Committee and approved by the Board. Every advisory committee shall include at least one member of the Board. An advisory committee shall have no delegated authority to act for the Board but shall simply offer their advice to the Board or to such standing or special committee as the Board determines.

Article V—Officers of the University

1. President of the University

The President of the University shall be elected by the Board upon receiving the affirmative votes of not less than two-thirds of the members of the Board (excluding the student regent), and shall serve at the pleasure of the Board. The President of the University shall be the chief executive officer of the University and shall be responsible directly to the Board for the management and conduct of all the affairs of the University except those which by law, these Bylaws, the Standing Orders, the Regent Policies, or other orders of the Board are the specific responsibility of other persons or bodies. The President of the University is authorized to attend all regular and special meetings of the Board and its committees unless requested otherwise in specific instances by the Board or committee, and is authorized to bring matters before the Board or any of its committees for discussion and action.

2. Other Officers

The President of the University is authorized and encouraged to recommend for appointment by the Board (excluding the student regent) such number of vice presidents, deans, and other officers as may be necessary for assistance in carrying out efficiently the manifold responsibilities of the chief executive officer of the University. All such officers of the University shall be under the general supervision of and shall exercise such powers and duties as may be prescribed by the President of the University.


Article VI—Student, Faculty, and Alumni Representatives

1. Designated Representatives

The Associated Students of the University of Washington (ASUW), the Graduate and Professional Student Senate (GPSS), the Faculty Senate, and the Alumni Association (UWAA) each may annually designate a person to sit as a representative of that organization with the Board of Regents at its public meetings; and, upon invitation from the chair of a standing or special committee or the Chair of the Board, such representative may sit at meetings of standing or special committees of the Board or at any other meetings. In order to ensure continuity, persons other than the representative so designated may not represent those organizations at meetings of the Board. Participation of any of the aforementioned representatives shall be at the expense of the organization which they represent and not an expense obligation of the Board.

2. Meeting Notice

Notice of public meetings shall be given such representatives in the same manner and at the same time as notice is given members of the Board.

3. Meeting Agenda

Not less than four days before any regular meeting, the Secretary shall provide to each representative a preliminary agenda setting forth the matters which are to be considered at the meeting.
4. **Representative Communications**

Such representatives shall be entitled to speak but not to vote on any matter being considered at a public meeting of the Board or a committee and on other matters brought up for discussion by any member of the Board or the President of the University. Concerning any other matters, such representatives may communicate with the Board in accordance with Article III, Section 11 of the Bylaws of the Board.

*BR, July 17, 1998; March 17, 2005; November 14, 2013 [Effective January 1, 2014].*

**Article VII—Exercise of Powers**

The Board and its committees shall act only at meetings called as provided by applicable law and these Bylaws, and all matters coming before the Board or its committees for action shall be determined by the majority vote of its members present, the members present being not less than a quorum, except as otherwise specified herein. The member of the Board who is presiding at a meeting shall be entitled to make motions, second motions, vote, and otherwise participate in the meeting to the same extent as the other members of the Board. The student regent shall excuse himself or herself from participation or voting on matters relating to the hiring, discipline, or tenure of faculty members and personnel.


**Article VIII—Standing Orders and Regent Policies**

The Board may adopt Standing Orders and Regent Policies, not inconsistent with these Bylaws, for the government of the University and for regulation of the business of the Board. Except as otherwise specified in a particular Standing Order or Regent Policy, the Board may amend or repeal any Standing Order or Regent Policy in whole or in part at any meeting of the Board.


**Article IX—Amendments**

These Bylaws may be amended or repealed in whole or in part by the affirmative vote of a majority of the members of the Board at any meeting; provided, that a draft of the proposed amendment or repealer shall have been given to each member at least four days prior to a regular meeting or with notice of a special meeting.