

**V. REPORT OF THE CHAIR OF THE BOARD OF REGENTS**Amendment to the Bylaws of the Board of Regents**RECOMMENDED ACTION:**

It is the recommendation of the Chair of the Board that the Board of Regents adopt the amendment to the Bylaws of the Board of Regents, as attached.

**BACKGROUND:**

The Board of Regents amends the Bylaws and the Standing Orders as necessary to accommodate changes in the Board's and the University's operations and policies. The most recent such change to the Bylaws was made in March, 2005. The proposed amendment to the Bylaws would clarify the Board Chair's role in creating a quorum of a standing committee.

Currently the bylaws state that the President of the Board (The President of the Board may also be referred to as Chair of the Board) shall not be appointed to any committee, but may act as an alternate, including voting, in the event of the absence of any committee member. Each such committee shall consist of at least four (4) members. A majority of the members of a committee shall be necessary to constitute a quorum.

The proposed change specifies that the Board Chair would serve as an alternate only "at any regular or special meeting scheduled pursuant to Article II of the Bylaws."

*Attachment*

Proposed Bylaws of the Board of Regents with the change in Article III, 2 highlighted

## Board of Regents

### By-laws -- Articles I - VIII

- Article I - **Officers of the Board**
- Article II - **Meetings of the Board**
- Article III - **Committees of the Board**
- Article IV - **Officers of the University**
- Article V - **Student, Faculty, and Alumni Representatives**
- Article VI - **Exercise of Powers**
- Article VII - **Standing Orders**
- Article VIII - **Amendments**

### Article I - Officers of the Board

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

**2. President.** The President 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 President shall have the authority and perform the duties usually attached to the office and shall have such other authority and duties as prescribed by these Bylaws, the Standing Orders, and the Board. The President of the Board may also be referred to as Chair of the Board.

**3. Vice President.** The Vice President of the Board shall have the authority and shall perform the duties of the President of the Board in the event of the President's absence or incapacity. The Vice President may have such other authority and duties as prescribed by these Bylaws, the Standing Orders, and the Board. The Vice President of the Board may also be referred to as the Vice Chair of the Board.

**4. 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 President 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, 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.

**5. Treasurer.** The Treasurer of the Board shall: (a) be responsible to the Finance, Audit and Facilities Committee for recommending, developing, and analyzing 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 of Washington; (b) attend meetings of the Finance, Audit and Facilities Committee as an ex officio member without vote and participate in the preparation of agendas for such meetings; and (c) report to the Finance, Audit and Facilities Committee and the Board from time to time on matters pertaining to the Consolidated Endowment Fund and other gift 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; revised October 17, 1997; January 20, 2005

### Article II - 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. The President of the Board, with the concurrence of a majority of the members of the Board, may cancel any regular meeting. All such regular meetings will be conducted in conformance with the laws of the State of Washington governing such meetings.

The Board shall give no less than 24 hours notice of cancellation of a regular meeting.

**2. Special Meeting.** The President of the University, the President of the Board, or any six (6) members of the Board may call a special meeting at any time. Not less than twenty-four 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.

**3. Notice of Agenda for Regular Meeting.** Not less than four days before any regular meeting, the Secretary shall mail to each member of the Board a reminder of the regular meeting and a preliminary Agenda setting forth the matters which are to be considered at the meeting.

**4. Addenda to the Agenda at Regular or Special Meetings.** Addenda 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.

**5. Quorum.** A majority of the entire Board shall be necessary to constitute a quorum at all regular meetings and special meetings.

**6. Order of Business.** The following shall be the order of business at each regular meeting of the Board:

Report of the President of the Board  
Report of the President of the University  
Consent Agenda ( including Approval of Minutes)  
Reports of Standing Committees of the Board  
Reports of Special Committees of the Board  
Any other business that may properly come before the Board  
The following shall be the order of business at each special meeting of the Board:  
Reading of Notice of Meeting  
The special business for which the meeting was called  
Any other business that may properly come before the Board  
The order of business of the Board may be changed or suspended at any meeting by a majority of the Regents present. An item shall be removed from the consent agenda by request of any Regent.

**7. 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 of the Board of Regents during regular University business hours.

**8. Public Meetings.** Regular and special meetings of the Board of Regents and committees thereof as required by applicable law shall be open to the public, except for executive sessions which may be held as permitted by applicable law. Board members may appear at any meeting through a telephone or video-conferencing device that permits communications with all other persons at the meeting. Persons wishing to appear before the Board to make a presentation shall comply with the procedures as specified in Article II, Paragraph 11 of the Bylaws.

**9. Committee of the Whole Meetings.** Meetings of the Board as a Committee of the Whole may be held before regular or special meetings of the Board or at such time and such place as the President of the Board may direct from time to time.

**10. Executive Sessions.** During any regular or special meeting of the Board or committee, the Board or committee may hold an executive session to discuss matters as permitted in applicable laws of the State of Washington.

**11. Communications to and Appearance before the Board.** Any persons who wish to communicate to the Board or appear before the Board shall do so as follows:

**A. Communications to 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. The Secretary shall bring such written communications to the attention of the President of the Board and the President of the University for direction as to response and/or transmittal to the Board.

**B. Appearance before the Board.** The meetings of the Board of Regents are intended for presentation of agenda items by the chairs of the respective standing committees and by the President of the University for discussion and action by the members of the Board. Public testimony on Agenda items, or on other relevant items which any person may wish to call to the attention of the Board, may be taken by the appropriate standing committee or by the Committee of the Whole. The chair of each committee shall have the discretion to limit the time and order of appearances as deemed desirable for a fair presentation of views consistent with the other business before the committee. In an unusual case, this Bylaw may be waived by the President of the Board or by any other six (6) members of the Board.

**C. Petition to Board for Promulgation, Amendment, or Repeal of Rule.** Persons having an interest in the promulgation, amendment, or repeal of a "rule" as defined in RCW 34.05.010 may submit a written petition to the University's Rules Coordination Office. Any petition so submitted shall contain the name and address of the petitioner or petitioners, a description of the persons on whose behalf the petition is presented if it is presented in a representative capacity, a statement of the interest of the petitioner and/or the persons on whose behalf it is presented, and a statement of the reasons supporting the petition. If the petition is for the promulgation of a rule, it shall contain the proposed rule. If the petition is for an amendment of an existing rule, it shall contain the rule with the proposed deletions lined out and proposed additions underlined or italicized. If the petition is for the repeal of a rule, it shall contain a copy of the rule proposed to be repealed. The petition shall be considered by the Board at the first regular meeting held not less than thirty (30) days after the date the petition was submitted to the Rules Coordination Office, provided that the Board may consider the petition at any earlier regular or special meeting of the Board. Within sixty (60) days after submission of a petition to the Rules Coordination Office that is for the promulgation, amendment, or repeal of a "rule," as defined in RCW 34.05.010, the Board shall either deny the petition in writing or initiate rule-making procedures in accordance with RCW 34.05.330 .

**12. 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 or Standing Orders of the Board. Any member of the Board may make a motion which need not be seconded in order to bring the subject of the motion before the Board for action.

Article II revised October 18, 1985; March 15, 1991; BR October 27, 1995; July 17, 1998, January 21, 2000; February 21, 2003; September 17, 2004; March 17, 2005

### **Article III - Committees of the Board**

**1. Executive Committee.** At its regular meeting held in September of each year, the Board by majority vote shall elect an Executive Committee of not less than six (6) members, of which the President of the Board shall be an ex officio member and chairperson. Five (5) members of the Executive Committee shall constitute a quorum for the conduct of business of the Executive Committee. During the absence or incapacity of the President, the Executive Committee shall elect from among its membership a chairperson pro tem. The Executive Committee may call special meetings of the Board, and shall represent and may transact business for the entire Board during the interim between regular meetings of the Board, but, except in emergencies, will generally refer all matters to the entire Board for subsequent action.

**2. Standing Committees.** The standing committees hereinafter set forth are established to facilitate the business of the Board and the University. The incoming President of the Board, during the meeting at which the election is held or prior to the next regular meeting of the Board following such election, shall designate the chairperson and other members of each standing committee. The President of the Board shall not be appointed to any 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 II of the Bylaws. Each such committee shall consist of at least four (4) members. 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. All matters considered by the standing committees requiring action shall be referred to the Board for action unless express authority is delegated to a committee. Subsequent to the transaction by a committee of any business under delegated authority, the committee shall render a report thereof to the Board.

**A. Academic and Student Affairs Committee.** The Academic and Student Affairs Committee shall consider matters pertaining to the teaching, research, and public service programs of the University and to its faculty, staff, and students. Matters to be brought before the Committee may include, but are not limited to, the following examples:

**(1) Faculty and Staff Affairs.** The Committee shall consider and make recommendations to the Board on matters relating to the faculty and the professional and classified staff, including their status, responsibilities, discipline, remuneration, benefits, health, and welfare.

**(2) Educational Policy.** The Committee shall consider and make recommendations to the Board on matters relating to educational policy, including admissions requirements, instruction, curriculum, degrees, research, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units.

**(3) Student Welfare.** The Committee shall consider and make recommendations to the Board on matters relating to the general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, sports programs, and policies governing student discipline and student organizations.

Any of the above enumerated examples of matters to be brought before the Academic and Student Affairs Committee may be directed to any other standing or special committee or the Committee of the Whole of the Board for consideration.

**B. Finance, Audit and Facilities Committee.** The Finance, Audit and Facilities Committee shall consider matters pertaining to the financial, capital, and other assets management of the University, including the management of investments and investment properties. Matters to be brought before the Committee may include, but are not limited to, the following examples:

**(1) Budget and Appropriations.** The Committee shall review all proposed requests for appropriation of State funds for the University for subsequent approval by the Board before presentation to the legislature or other State authority. The Committee shall review proposed annual or biennial operating and capital budgets for subsequent approval by the Board. No expenditure of University funds, except as the Board may specifically order, shall be made otherwise than pursuant to the budgets recommended by the Committee and approved by the Board: Provided, That the President of the University or the President's authorized representative is:

(a) empowered to approve transfers within a college or school budget, transfers between college, school, or other operating unit budgets, so long as the previously approved total is not thereby exceeded, and

(b) empowered to make allocations to any college, school, department, or other budget unit from the President's Reserve or from general University funds except for capital additions.

**(2) Audits.** The Committee shall consider and make recommendations to the Board concerning audit policies and guidelines and shall review audit plans and reports.

**(3) Investments.** The Committee shall consider and make recommendations to the Board concerning investment policies and strategies, shall review the performance of the Treasurer, UWINCO and other officers charged with their implementation, and shall make periodic reports to the Board.

**(4) Gifts, Grants, Bequests, Contracts, and Agreements.** The Committee shall consider and make recommendations to the Board on acceptance and approval and allocation of gifts, grants, bequests, trusts, contracts, and agreements received by the University.

**(5) Development Program.** The Committee shall consider and make recommendations to the Board concerning the policies governing the fund-raising efforts of the University.

**(6) Tuition and Fees.** The Committee shall consider and make recommendations to the Board on fees and charges pertaining to revenue-producing operations such as housing, parking, and intercollegiate athletics.

**(7) Intellectual Properties.** The Committee shall consider and make recommendations to the Board concerning the University's intellectual properties, particularly with respect to technology transfer activities. The Committee will regularly review management of these assets and propose policies that, consistent with the University's mission, will maximize income to the University over the long term.

**(8) Borrowings.** The Committee shall consider and make recommendations to the Board concerning the long term financing of capital projects and any other borrowings which may be required by the University.

**(9) Collective Bargaining.** The Committee shall consider and make recommendations to the Board on matters relating to collective bargaining for those employees authorized by state law to bargain collectively, including general policy and collective bargaining agreements.

**(10) Planning, Development and Maintenance of Facilities.** The Committee shall consider matters relating to all physical assets of the University including the Metropolitan Tract and University trust lands. The Committee will regularly review management of these assets and propose policies that, consistent with the University's mission, will maximize income to the University over the long term. The Committee shall consider and make recommendations to the Board on matters relating to the planning, development, maintenance, and upkeep of all campuses and stations of the University and the facilities and building thereon, including environmental assessments, selection of architects and engineers, plans and specifications, the taking of bids, and the award and execution of all contracts relating thereto. The Committee will also review the strategies for intergovernmental and neighbor relations and recommend to the Board policies and agreements related to land usage.

**(11) Real Property.** The Committee shall consider and make recommendations to the Board concerning the ownership, management and leasing of the University's real property, including safeguarding the interests of the University in the operation and development of the Metropolitan Tract. The Committee will review Tract operations, assure compliance with major Tract leases, and make recommendation to the Board on all major modernization and new development. The Committee will also consider and make recommendations to the Board concerning the stewardship and management of University trust lands, including the sale of such lands or any timber, forage, minerals, or other valuable materials on those or other University lands.

**(12) Security and Safety.** The Committee shall consider and make recommendations to the Board concerning the safety of the campus, including security, protection from fire and other hazards, and the safety of lives and property.

**(13) Information Technology.** The Committee shall consider and make recommendations to the Board concerning the general strategies of the University to take advantage of current information technology.

**(14) Other Matters.** The Committee shall consider and make recommendations to the Board on other matters relating to the finances of the University, such as property and liability insurance, bank accounts, and surety bonds, or special committee or the Committee of the Whole of the Board for consideration.

Any of the above enumerated examples of matters to be brought before the Finance, Audit and Facilities Committee may be directed to any other standing or special committee or the Committee of the Whole of the Board for consideration.

**3. Special Committees.** Special committees may be established and appointed by the President of the Board with the concurrence of the Executive Committee or the Board, and with such powers and duties as the Executive Committee or the Board may determine. All matters considered by special committees requiring action shall be referred to the Board for action unless express authority is delegated to a committee.

**4. Notice of Meetings of Committees.** Meetings of committees of the Board shall be held at such times and places as may be fixed by each committee or its chairperson. 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.

**5. Communications to and Appearance before Committees.** Any person who wishes to communicate to a committee or appear before a committee shall do so in accordance with Article II, Paragraph 11 of the Bylaws of the Board.

**6. Quorums.** A majority of the members of a committee shall be necessary to constitute a quorum.

Article III revised October 18, 1985; December 13, 1985; and BR, October 27, 1995; revised October 17, 1997; July 17, 1998; January 21, 2000; February 21, 2003; October 14, 2004; March 17, 2005

## Article IV - 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, 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 V - Student, Faculty, and Alumni Representatives

1. 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 chairperson of a standing or special committee or the President 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 assure 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. 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. 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. 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 II, Paragraph 11 of the Bylaws of the Board.

Article V revised July 17, 1998; March 17, 2005

## **Article VI - 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 VII - Standing Orders**

The Board may adopt Standing Orders, 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, the Board may amend or repeal any Standing Order in whole or in part at any meeting of the Board.

## **Article VIII - 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.

Bylaws are as revised through March 17, 2005