

VII. STANDING COMMITTEES

B. Finance, Audit and Facilities Committee

Revising *Board of Regents Governance*, Standing Orders, Chapter 4, formerly “Architectural Commission,” now titled “Advisory Committees, Commissions, and Boards”

RECOMMENDED ACTION

It is the recommendation of the administration and the Finance, Audit and Facilities Committee that the Board of Regents approve the revisions to the *Board of Regents Governance*, Standing Orders, Chapter 4, formerly “Architectural Commission,” now titled “Advisory Committees, Commissions, and Boards.”

BACKGROUND

During the last regular review and amendment of the Revised Statement of Organization and Function for the Architectural Commission by the Board (Item F-7 approved by the Finance, Audit, and Facilities Committee and Board of Regents on July 15, 2010) it was recognized that other advisory committees and boards lacked codification in policy similar to the *Board of Regents Governance*, Standing Orders, [Chapter 4](#) for the Architectural Commission. Rather than revise the outdated Chapter 4 for the Architectural Commission alone, this revision enlarges the scope of the chapter to include all currently established advisory committees, commissions, and boards which had not been previously codified within the Board’s Standing Orders.

Consequently, much of the proposed enlargement of Chapter 4 (draft attached) has already been reviewed and approved by the Board on previous occasions. Specifically, Section 1.A, “The University of Washington Architectural Commission,” was approved as noted above in 2010, with minor edits in Section 1.A.1 for consistency. Section 1.B, “University of Washington Investment Committee (UWINCO)” and Section 1.C, “University of Washington Advisory Committee on Real Estate (ACRE),” were previously approved as Items F-8 and F-6 respectively, on September 15, 2011. Again, minor edits in Sections 1.B.1 and 1.C.1 for consistency occur in the proposed chapter.

The introduction to the revised chapter in Section 1, and Section 2 covering the UW Medicine Board are new to this chapter, however, these paragraphs do not alter previous Board actions, but rather summarize the affiliation of each advisory group to the Board of Regents.

REVIEW AND APPROVAL

These proposed revisions have been reviewed by the Attorney General’s Office,

VII. STANDING COMMITTEES

B. Finance, Audit and Facilities Committee

Revising Board of Regents Governance, Standing Orders, Chapter 4, formerly “Architectural Commission,” now titled “Advisory Committees, Commissions, and Boards” (continued, p. 2)

and endorsed by the Office of the President; the Office of the Senior Vice President for Finance and Facilities; the Office of the CEO, UW Medicine, Executive Vice President for Medical Affairs, and Dean of the School of Medicine; and the Office of the Vice Provost for Planning and Budgeting.

Attachment

Proposed revisions for the *Board of Regents Governance*, Standing Orders, Chapter 4, formerly “Architectural Commission,” now titled “Advisory Committees, Commissions, and Boards”

Board of Regents Governance**Standing Orders****Chapter 4**

Advisory Committees, Commissions, and Boards**1. Advisory Committees and Commissions**

From time to time the University of Washington Board of Regents has established committees or commissions to advise the Board on matters of ongoing significance. The purpose of these committees and commissions is to make available to the Board and to University officials a broad base of professional judgment and skill of the highest order to guide the Board in its planning and governing responsibilities for the University.

Membership in all Board-created advisory committees and commissions serve at the pleasure of the Board and include appointments made by the Board for specified periods of time according to the organizational documents approved or authorized by the Board.

A. The University of Washington Architectural Commission**1) Establishment of the Commission**

The Board of Regents established the Architectural Commission (commission) in December 1957 to advise the Board and University President on matters concerning the design, function, performance, and environmental integrity of the University's buildings, landscapes, infrastructure, and urban amenities.

In its advisory capacity, the commission reviews and evaluates plans and projects that affect the aesthetic character and composition of the University's three campuses. It reviews the selection of building sites, the design of new buildings and public spaces, major additions and modifications to these elements, and campus plans; and it issues general and specific recommendations related to these elements, and to design and planning policies that ensure the aesthetic and historic integrity of the public settings of University life. The commission assists the Board and University President in the selection of architects and consultants for all projects that influence the physical and aesthetic character of its campuses, and periodically reviews the design of these projects through all phases of their development. In addition, the commission periodically reviews and evaluates the University's campus master and subsidiary plans, and advises the University President on related architectural and environmental issues as they may arise, including historic conservation.

2) Statement of Organization and Function**a) Number of Members and Representation**

Nine voting members and four non-voting ex-officio members constitute the University of Washington Architectural Commission. The Board of Regents appoints all nine voting academic and professional members: the Dean of the

College of Built Environments, or his or her designee; four design professionals, including at least two registered architects and one registered landscape architect; a representative of the University of Washington Faculty Senate recommended by the Senate Chair, who shall serve as Vice Chair of the commission; a representative of student government jointly recommended by the President of the Associated Students of the University of Washington and the President of the Graduate and Professional Student Senate; and two voting members-at-large from within or outside the University community, nominated by the University President. The four non-voting ex-officio members of the commission include the Senior Vice President, the Associate Vice President for Capital Projects, the University Architect, and the University Landscape Architect.

The Chair of the commission may designate additional ex-officio members as appropriate.

b) Terms of Membership

The Board of Regents will appoint each professional member for a term of four years; when the Board fills a vacancy among the professional members, the appointee will serve for the remainder of the unexpired term. The faculty and representatives and members-at-large will serve a term of two years. Members of the commission may succeed themselves and may serve beyond the appointed term, until the Board of Regents appoints a successor.

Wherever possible, the terms of professional and at-large members will be staggered, such that no two appointments expire in the same year.

c) Officers of the Commission, Quorum, Meetings, and Procedures

The Dean of the College of Built Environments (or his or her recommended designee as approved and appointed by the Board of Regents) will chair the commission and preside at its meetings. In the event the Chair is absent from a regularly scheduled meeting of the commission, the Vice Chair will preside. When and where appropriate, the Chair will represent the commission at meetings of the Board of Regents Finance, Audit, and Facilities Committee (FAF), and at any other meeting where university groups, departments, or academic units seek the perspective of the commission.

Any five voting members will constitute a quorum for the transaction of commission business. Actions constituting commission recommendations must secure the approval of a majority of those present.

The Vice Provost for Planning and Budgeting shall authorize appropriate compensation for the professional members.

The University of Washington Office of the Vice Provost for Planning and Budgeting, through the agency of the University Architect, will assist the commission in the coordination of its meetings and minutes, and in the preparation and dissemination of official correspondence.

The Chair of the commission, working in cooperation with the University Architect, may from time to time appoint and convene sub-committees to act on behalf of the commission to expedite the timely review of major projects;

review smaller projects that would not otherwise fall under the commission's purview; and undertake special reviews or assignments of projects or the review of other issues related to the urban, architectural, and aesthetic integrity of the University.

d) Advisory Responsibilities and Referral Function

The Architectural Commission advises the Board of Regents and University President on the planning and development of the University's primary campuses, urban properties, remote facilities, and other significant environmental assets. Its role includes recommending architectural and planning principles and policies appropriate and advantageous in guiding the physical growth, development, and conservation of the University's buildings and grounds and their various physical settings and contexts. Except for minor interior remodeling and renovations, the University refers all campus architectural and planning matters to the commission for its review and recommendations.

e) Comprehensive Planning

The commission will make recommendations concerning the preparation of a comprehensive general plan for the physical and aesthetic development of the University's campuses, including and especially design principles to guide future growth. The commission will periodically review existing, proposed, and revised campus plans. In its ongoing review the progress of the campus design and planning efforts, the commission may recommend the selection of firms and consultants for specific projects, and periodically issue related recommendations for approval by the Board of Regents. These recommendations shall be documented and may be revised from time to time for the purpose of providing a current guide for the design and performance of campus grounds and buildings. In making recommendations involving campus open space, landscape design, and plantings, the commission will seek the consultation of the University Landscape Advisory Committee.

f) Special Projects, Design Requirements, and Referral Functions

The commission will review the urban and architectural design, performance, and environmental consequences of all projects that influence the character and integrity of the University's campuses including new construction; additions to existing buildings when such additions affect the exterior appearance of buildings; major interior renovations of existing significant buildings; and projects involving the development of the campus grounds, including landscaping, sculpture, monuments, memorials, and public art.

The commission will advise and assist the project designer and the University in the development of all major projects. It will review such projects during and upon completion of feasibility study, prior to the commencement of detailed planning work, and following the commencement of the design process; it will guide the project designers, review the progress of designs, and suggest modifications and adjustments as necessary and appropriate up to the approval of a fully developed design for construction. The commission's

recommendations will embody or set forth principles and criteria as they relate to campus plans and to the principles of campus design and such other recommendations deemed proper and important in the design of the project. The commission may recommend approval of the design of projects, or recommend changes in the design. Recommended changes that significantly affect the scope of work must secure the concurrence and approval of the Senior Vice President prior to their implementation.

g) Recommendations for Awarding of Design Contracts

The voting members of the commission shall make recommendations to the University President and the Board of Regents for the awarding of major design contracts for new construction and additions to existing buildings when such additions affect the exterior appearance of buildings and major planning and site studies. Major design contracts include any contract that requires the approval of the Board of Regents.

h) Procedure

In its meetings and deliberations the formal procedures of the commission will be governed by Robert's Rules of Order, latest revised edition.

i) Conflict of Interest

Commission members or their firms are not eligible to accept design or major consulting contracts with the University of Washington on any projects during the time of their tenure on the commission.

B. University of Washington Investment Committee (UWINCO)

1) Establishment of the Committee

The Board of Regents of the University of Washington is vested by statute with responsibility for the management of the properties of the University, including its investment programs.

In May 2001, in recognition of the growth of the investment program in both size and complexity, the Board established under its Finance, Audit and Facilities (FAF) Committee (then known as the Finance and Audit Committee or "FAC") an advisory subcommittee called the University of Washington Investment Committee (UWINCO) to help it oversee investment programs. UWINCO is comprised of both Regent and non-Regent members. Non-Regent members are investment professionals whose expertise brings added perspective to the investment process at the University.

2) Statement of Principles

a) Membership and Terms

UWINCO shall consist of no more than ten members to be appointed by the Board of Regents, plus the President of the University who shall serve ex-officio. These appointments shall be based on recommendations submitted by the Chair of the Board of Regents after consultation with the Chair of UWINCO and the President of the University (or his or her designee).

One or two UWINCO members shall be selected from the Board of Regents. The remaining UWINCO members shall be experienced investment professionals of varying backgrounds with close ties to the University. Criteria for non-Regent membership on UWINCO shall include investment expertise in such areas as private equity, hedge funds, international markets, real estate and institutional investing; access to desirable managers; strategic focus; and commitment to the University of Washington.

Regent and non-Regent members will be asked to make a minimum commitment of three consecutive years, renewable by the Board of Regents.

b) Functions

UWINCO shall advise the Board of Regents (and/or its appropriate committee) and the University President (and/or his or her designee) on matters relating to the management of the University's investment program. This includes, but is not limited to, the following: overall asset allocation, performance goals, new investment strategies, strategy implementation, manager identification, due diligence, and valuation policy.

c) Meetings

Regular meetings of UWINCO shall be held quarterly. Special meetings may be called by the Chair, the University President (or his or her designee) at any time.

d) Indemnification and Compensation

The University shall indemnify UWINCO members to the fullest extent permitted by law and the Standing Orders of the Board of Regents. UWINCO members shall not be paid for service as committee members.

e) Conflict of Interest

Regent members of UWINCO are governed by conflict of interest rules applicable to Regents. Non-Regent members shall comply with the following conflict of interest provisions:

- i)** When a UWINCO member knows that the University is considering a transaction in which he or she has a beneficial interest, the member shall (1) alert the Senior Vice President (or successor official) of his or her potential beneficial interest and (2) not participate in the formulation or rendering of advice with respect to the transaction.
- ii)** Committee members shall not participate in the formulation or rendering of UWINCO advice where their participation could be influenced by financial or other considerations that would conflict or could reasonably appear to conflict with their UWINCO obligations to only consider the best interest of the University. Where a member is uncertain about the application of this rule to particular circumstances, he or she should consult the Chair of UWINCO and the Senior Vice President who may seek the advice of the Attorney General's Office as appropriate.

- iii) Committee members may engage in investment transactions with the University if the Chair of UWINCO and the Senior Vice President (who may consult with the Attorney General's Office as he or she deems appropriate) determine that the UWINCO member has not participated in the formulation or rendering of UWINCO advice to the University regarding the transaction.

f) Chair and Vice Chair; Administrative Support

The Chair of UWINCO shall be designated by the Chair of the Board of Regents. The Chair of UWINCO shall designate a Vice Chair from the committee membership. During the absence of the Chair or while he or she is unable to act, the Vice Chair shall perform the duties and exercise the powers of the Chair. The Senior Vice President shall ensure that UWINCO has appropriate administrative support services, including secretarial assistance and record keeping.

g) Communication

The Chair of the committee and/or the Chief Investment Officer shall provide quarterly reports on the performance of the University's investment program to the Board of Regents (and/or its designated committee).

h) Amendments

This Statement of Principles shall be reviewed annually and updated as needed. Amendments, additions, deletions or replacements, may be recommended by UWINCO. Such changes shall be subject to the approval of the President of the University and the Board of Regents.

C. University of Washington Advisory Committee on Real Estate (ACRE)

1) Establishment of the Committee

The Board of Regents of the University of Washington is vested by statute with responsibility for the management of the real properties of the University, including its Metropolitan Tract located in downtown Seattle. In September 2009, the Board established an Advisory Committee on Real Estate (ACRE) and adopted the following Statement of Principles.

2) Statement of Principles

a) Membership and Terms

The UW Advisory Committee on Real Estate (ACRE) shall consist of no more than eight members to be appointed by the Board of Regents, plus the President of the University who shall serve ex officio. The appointments shall be based on recommendations submitted by the Chair of the Board of Regents after consultation with the Chair of ACRE, the President of the University and his or her designee(s).

One or two of the appointed members shall be selected from the Board of Regents. The remaining appointed members shall be experienced professionals of varying backgrounds.

There shall be a three-year term limitation for Regent and non-Regent members of ACRE, renewable by the Board of Regents. Members will be asked to make a minimum commitment of three consecutive years, and shall serve at the pleasure of the Board of Regents.

b) Functions

ACRE shall advise the Board of Regents (and/or its appropriate committee) and the University President (and/or his or her designee) on matters relating to the management of the University's commercial income producing properties and other significant real estate investments.

c) Meetings

ACRE shall establish a regular meeting schedule. Other meetings may be called by the Chair at any time. The Chair of ACRE may invite experts who are not members of the ACRE to attend specific meetings to provide additional guidance, advice and information.

d) Indemnification and Compensation

The University shall indemnify members of ACRE to the fullest extent permitted by law and the Standing Orders of the Board of Regents. ACRE members will not be paid for service on the committee.

e) Conflict of Interest

Regental members of ACRE are governed by conflict of interest rules applicable to Regents. Non-Regent members shall comply with the following conflict of interest provisions:

- i)** When a member of ACRE knows that the University is considering a transaction in which he or she has or may have a beneficial interest, the member shall (1) alert the Senior Vice President (or successor official) of the University of his or her potential beneficial interest and (2) not participate in the formulation or rendering of advice with respect to the transaction.
- ii)** Committee members shall not participate in the formulation or rendering of advice by ACRE where their participation could be influenced by financial or other considerations that would conflict or could reasonably appear to conflict with their obligations to only consider the best interest of the University. Where a member is uncertain about the application of this rule to particular circumstances, he/she should consult the Chair of ACRE and the Senior Vice President, who may seek the advice of the Attorney General's Office as appropriate.
- iii)** Committee members may engage in transactions with the University if the Chair of ACRE and the Senior Vice President (who may consult with the Attorney General's Office as she or he deems appropriate) determine that the member has not participated in the formulation or rendering of advice by ACRE to the University regarding the transaction.

f) Chair and Vice Chair; Administrative Support

The Chair of ACRE shall be designated by the Chair of the Board of Regents. The Chair of ACRE shall designate a Vice Chair from the committee membership. During the absence of the Chair or while he or she is unable to act, the Vice Chair shall perform the duties and exercise the powers of the Chair. The Senior Vice President shall ensure that ACRE has appropriate administrative support services, including secretarial assistance and record keeping.

g) Communication

The Chair of ACRE and/or the Chief Real Estate Officer shall provide quarterly reports to the Board of Regents (and/or its designated committee).

h) Amendments

This Statement of Principles shall be reviewed annually and updated as needed. Amendments, additions, deletions or replacements may be recommended by ACRE. Such changes shall be subject to the approval of the President of the University and the Board of Regents.

2. UW Medicine Board

The Board of Regents is empowered by state law to establish, operate, and maintain a school of medicine and to operate, maintain, control, and supervise one or more hospitals to be used for patient care and as a teaching resource for the University health sciences professional schools.

In January 2000, the Board of Regents established a board, now known as the UW Medicine Board, to advise the Board of Regents, the University President, and the CEO of UW Medicine/Executive Vice President for Medical Affairs/Dean of the School of Medicine regarding the operation and governance of UW Medicine and to govern the patient care aspects of the University of Washington Medical Center.

The Board of Regents has approved the By-laws of the UW Medicine Board; these By-laws and other organic and policy documents can be found on the [UW Medicine Board website](#).

BR, January 21, 1977; October 1989; June 9, 1995; September 17, 1999; January 21, 2000.