Call to Order and Attendance

Committee Chair Bill Ayer called the meeting to order at 3:00 p.m.
Committee Members Present: Ayer (Chair), Blake, Rice, Shanahan, and Smith
Others present: President Cauce; Provost Baldasty; Karin Nyrop, Division Chief, UW Division, Attorney General’s Office; Richard Cordova, Executive Director, Internal Audits

Approval of Minutes

Hearing no objections, Regent Ayer said the minutes from the Committee meeting on May 13, 2015, as distributed, were approved.

Executive Session

Regent Ayer announced the Committee would hold an executive session to review the performance of public employees. Following the executive session, the meeting continued in open session.

Update on Presidential Goals (Information only) (Item no. G–1)

Interim University President Ana Mari Cauce reviewed her accomplishments and outlined her strategic goals. Regents encouraged defining actions to work on together including decreasing costs, increasing revenues, investing in people, investing in infrastructure, and increasing access. They encouraged President Cauce to communicate how she will assure her plan is executed, let the Regents know how they can help, and track and report outcomes. Discussion followed differentiating inputs from outputs. President Cauce will identify areas where she will measure progress within the next six months. Regent Shanahan said this is an iterative and cyclical process and encouraged a clearly articulated goal, such as “public by purpose.” Regent Smith expressed the need for President Cauce to involve her entire leadership team with clearly articulated objectives, steps, and measurements.

The discussion moved to exploring ways to change the structure of Board meetings, compressing topics to tackle substantive issues with in-depth discussions. Regent Blake asked that the Board items be tied to university goals. Regent Ayer encouraged “embracing the sunshine” with broader topics. He discouraged presentation of data, disconnected from objectives and strategies, and asked that the appropriate context be provided. Regent Rice encouraged continuing to involve students in presentations and meetings. Regent Ayer acknowledged this as an evolutionary process. Regent Blake is a proponent of concurrent committee meetings, taking care of the “gotta do” items to allow time for more in-depth discussions.

University of Washington Investment Program (UWINCO) Proposed Governance Changes (Information only) (Item no. G–2)
Keith Ferguson, Chief Investment Officer, Investment Management, and Scott Davies, Senior Investment Officer and Chief Operating Officer, introduced the proposed changes in the governance of UWINCO, the investment advisory committee. In the Finance and Asset Management Committee meeting the discussion will focus on how the new investment company advisory board will support and improve investment activities and investment decisions at the University.

In the Governance Committee the discussion focused on proposed governance changes which would result from UWINCO’s evolution from an advisory committee to an advisory board, and exploring how the new investment company advisory board would interact with the Board of Regents. This “rebranding” is important to UW’s outside advisors and will support efforts to recruit advisors and UW’s ability to attract and retain investment staff. The new entity would report directly to the Board of Regents, as does the current UWINCO. The Board of Regents would appoint the Chief Investment Officer and members of the newly formed advisory board, retain the expertise of Cambridge & Associates, and set policy.

Succession Planning: 2015-16 Officers, Committees, and Other Appointments (Information only) (Item no. G–3)

Regent Ayer reminded Regents that at its September meeting, the Board would elect officers, including the Board Chair, Vice Chair, Secretary, and Treasurer, and make appointments to standing, special, and advisory committees, based on a slate recommended by the Governance Committee. The Committee explored different scenarios for slates of officers and committee leadership and assignments, focusing on leadership development in general and continuity during the Presidential Search. Because the next regularly scheduled meeting of the Governance Committee is on October 7, members requested a special meeting of the Governance Committee be convened the week before the September meeting to continue the discussion and finalize the Committee’s recommendations to the Board.

Appoint 2015-16 Student Regent to Academic and Student Affairs Committee (Action) (Item no. G–4)

Bill Ayer reported that Governor Inslee appointed Vanessa Kritzer as the student member of the Board for a one-year term, effective on July 1, 2015. Regent Ayer asked for the Committee’s approval to appoint Regent Kritzer to serve on the Academic and Student Affairs Committee, effective on July 1, 2015.

Regent Smith moved, and Committee members voted to approve this appointment.

Other Business

The Regents briefly discussed Board appointments and reappointments, as two members’ terms are scheduled to end on September 30, 2015. They explored how to be proactive with Governor Inslee and listed traits of a successful and effective UW Regent, including having Board experience, being a good listener, the ability to help the Board reach consensus, and not have a hidden agenda. Regents will work with UW’s state relations staff to reach out to the Governor to offer assistance and support.
Adjourn

Hearing no other business to come before the Governance Committee, Regent Ayer adjourned the meeting at 5:00 p.m. The next regular meeting of the Committee is Wednesday, October 7, 2015.

Approved at the special meeting of the Committee on September 2, 2015.