Adopt Amendment to the Bylaws of the Board of Regents and Approve Changes to the Board of Regents Governance, Standing Orders, Chapter 4

RECOMMENDED ACTION

It is the recommendation of the Governance Committee that the Board of Regents:

1) Adopt the amendment to Article IV of the Bylaws of the Board of Regents;
2) Approve changes to the Board of Regents Governance, Standing Orders, Chapter 4, Advisory Committees of the Board of Regents.

All amendments and changes to be effective on May 12, 2016.

BACKGROUND

The Board of Regents amends its Bylaws and Standing Orders as necessary to accommodate changes in the Board’s and the University’s operations and policies.

HIGHLIGHTS OF THE PROPOSED CHANGES

Board of Regents Governance, Bylaws

- Article IV – Standing Committees. Allows the Board Chair to make temporary committee assignments for newly appointed regents, pending review and approval by the Governance Committee at its next scheduled meeting.

Board of Regents Governance, Standing Orders, Chapter 4, Advisory Committees of the Board of Regents

- Creates the Diversity, Equity, and Inclusion Advisory Committee.
- Reorganizes the chapter’s content to consolidate information that pertains to all advisory committees into one section.

Attachments

1) Board of Regents Governance, Bylaws Article IV, Draft
2) Board of Regents Governance, Standing Orders, Chapter 4, Advisory Committees of the Board of Regents, Draft
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. *Interim committee assignments of newly appointed regents shall be made by the Chair of the Board pending Governance Committee and Board approval.* 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;

9) Planning and maintenance of information systems;

10) Compensation and benefits of faculty and staff, including collective bargaining policy and agreements; and

11) 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.

Advisory Committees of the Board of Regents

Advisory committees may be established by the Board of Regents on the recommendation of the Governance Committee of the Board to provide the University with expert advice on such subjects as the Board may specify, in accordance with Article IV, Section 5 of the Board's Bylaws. All advisory committees established herewith are subject to the principles set forth in Section 2 below.

1. Advisory Committees

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

      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. The Board has established an Advisory Committee on Real Estate (ACRE) and adopted the following principles.

      1) Membership and Terms

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

         One or two of the appointed members shall be selected from the Board. 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. Members will be asked to make a minimum commitment of three consecutive years, and shall serve at the pleasure of the Board.

      2) Functions

         ACRE shall advise the Board (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.

      3) Administrative Support

         The Senior Vice President for Planning and Management shall ensure that ACRE has appropriate administrative support services, including secretarial assistance and record keeping.
B. Audit Advisory Committee

The Board of Regents of the University of Washington is vested by statute with responsibility for the governance of the University. The Board hereby establishes an Audit Advisory Committee, with the following principles.

1) Membership and Terms

The Audit Advisory Committee shall consist of no more than eight members to be appointed by the Board. The Chair, Vice Chair, and members shall be recommended by the Governance Committee and approved by the Board after consultation with the President of the University and his or her designee(s).

One or two of the appointed members shall be selected from the Board. 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, renewable by the Board. Members will be asked to make a minimum commitment of three consecutive years, and shall serve at the pleasure of the Board.

2) Functions

The Audit Advisory Committee shall advise the Board or its appropriate standing committee and the University President, or his or her designee, on matters relating to the University's financial practices and standards of conduct. The committee is responsible for reviewing and advising on any external and internal financial audits, and internal controls. The committee may, through its Chair or a majority vote of its members, ask management to address specific issues within the responsibilities of the committee.

3) Administrative Support

The Vice President for Finance and Facilities shall ensure that the Audit Advisory Committee has appropriate administrative support services, including secretarial assistance and record keeping.

C. Governmental Affairs Advisory Committee

The Board of Regents of the University of Washington is vested by statute with responsibility for the governance of the University. The Board hereby establishes a Governmental Affairs Advisory Committee, with the following Statement of Principles.

1) Membership and Terms

The Governmental Affairs Advisory Committee shall consist of no more than eight members to be appointed by the Board. The Chair, Vice Chair, and members shall be recommended by the Governance Committee and approved by the Board after consultation with the President of the University and his or her designee(s).
One or two of the appointed members shall be selected from the Board. The remaining appointed members shall be experienced professionals with relevant backgrounds.

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

2) Functions

The Governmental Affairs Advisory Committee shall advise the Board or its appropriate standing committee and the University President, or his or her designee, on matters relating to the University's relationship to federal, state, and local governments and agencies.

3) Administrative Support

The Vice President for External Affairs shall ensure that the Governmental Affairs Advisory Committee has appropriate administrative support services, including secretarial assistance and record keeping.

D. Diversity, Equity, and Inclusion Advisory Committee

The Board of Regents of the University of Washington is vested by statute with responsibility for the governance of the University. The Board hereby establishes a Diversity, Equity, and Inclusion Advisory Committee, with the following principles.

1) Membership and Terms

The Diversity, Equity, and Inclusion Advisory Committee shall consist of no more than ten members to be appointed by the Board. The Chair, Vice Chair, and members shall be recommended by the Governance Committee and approved by the Board after consultation with the President of the University and his or her designee(s).

Up to four of the appointed members shall be selected from the Board of Regents. The President of the University shall be a member ex officio. One member shall be a member of the University of Washington faculty, selected in consultation with the Faculty Senate leadership. One member shall be a UW student, selected in consultation with ASUW and GPSS leadership. One member shall be on or closely associated with the Foundation Board, selected in consultation with the executive committee of the Foundation Board. The remaining appointed members shall be community members with relevant backgrounds.

There shall be a three-year term limitation for regent, faculty, Foundation Board, and community members, renewable by the Board. Members will be asked to make a minimum commitment of three consecutive years, and shall serve at the pleasure of the Board. The student and Regent members shall serve a one-year terms, renewable by the Board.
2) **Functions**

The Diversity, Equity, and Inclusion Advisory Committee shall advise the Board or its appropriate standing committee and the University President, or his or her designee, on matters relating to diversity, equity, and inclusion for faculty, students, staff, and in procurement and contracting.

3) **Administrative Support**

The Office of the President shall ensure that the Diversity, Equity, and Inclusion Advisory Committee has appropriate administrative support services, including secretarial assistance and record keeping.

2. **Principles that Apply to All Advisory Committees**

   A. **Committee Members**

   Members of all Board-created advisory committees 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.

   B. **Meetings**

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

   C. **Indemnification and Compensation**

   The University shall indemnify members of the advisory committees to the fullest extent permitted by law, the Standing Orders, and Regent Policies of the Board. Advisory committee members will not be paid for service on the committee.

   D. **Conflict of Interest**

   Regental members of the advisory committees are governed by conflict of interest rules applicable to regents. Non-regent members shall comply with the following conflict of interest provisions:

   1) **Beneficial Interest**

   When a member of an advisory committee 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 Chair of the advisory committee of such beneficial interest, and (2) not participate in the formulation or rendering of advice with respect to the transaction.

   2) **Best Interests of the University**

   Committee members shall not participate in the formulation or rendering of advice by the advisory committees 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 interests of the University.
member is uncertain about the application of this rule to particular circumstances, he or she should consult the Chair of the advisory committee, who may seek the advice of the Attorney General’s Office as appropriate.

3) **Engagement in Transactions**

Committee members may engage in transactions with the University if the Chair of the advisory committee and the University President (who may consult with the Attorney General’s Office as he or she deems appropriate) determine that the member has not participated in the formulation or rendering of advice by the advisory committee to the University regarding the transaction.

**E. Chair and Vice Chair**

The Chair and Vice Chair of the advisory committees shall be recommended by the Governance Committee and approved by the Board. 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.

**F. Communication**

The Chair of the advisory committee shall provide quarterly reports to the Board or its designated standing committee.

**G. Amendments**

Amendments to these principles (both those unique to a committee and those held in common) shall be subject to the approval of the Board.