Call to Order and Attendance

Committee Chair Bill Ayer called the meeting to order at 3:00 p.m.
The Secretary of the Board recorded the roll.
Committee Members present: Regents Ayer (Chair, by phone), Blake, Rice
Other Regents present: Benoliel, Harrell, Jaech, Kritzer, and Riojas
Others present: Karin Nyrop, Division Chief of the UW Division Attorney General’s Office, and
Richard Cordova, Executive Director of Internal Audit

Because Regent Ayer joined the meeting by phone, he asked Regent Blake to lead the meeting.

Approval of Minutes

Hearing no objections, the minutes from the Special Meeting of the Committee on October 7, 2015 were approved as distributed.

Approve Board Officers, Committees, and Other Appointments (Action) (Item no. G–1)

The Board bylaws provide for elections of officers at the Board’s regular meeting in September of each year. At the meeting in September 2015, the Governance Committee recommended retaining all officers, committee and other appointments from 2014-15 through completion of the University President search, appointment, and transition. All would serve in their positions for a year-and-a-half. Today’s item requests Committee approval of the slate listed in item G–1, effective on March 1, 2016 through the Board meeting in September. The Committee intends for all officers and appointments to be reelected and reappointed in September for one-year terms.

Notes on the Appointments:
1) Kristi Blake has agreed to serve another term as one of the Regent representatives on the UW Medicine Board. Today’s action will reappoint her through the end of her current Regent appointment term ending on 9/30/18.
2) Herb Simon was appointed as a Regent representative to ACRE through 1/31/18. The appointment end date is amended to 9/30/17 to reflect the end date of his current Regent term.
3) Bill Ayer will join UWINCO as Regent representative through the end of his term as a Regent on 9/30/16. This appointment is also included on the UWINCO appointment item G–2.
4) The Chair of the Finance and Asset Management Committee serves as Treasurer of the Board.

Regent Rice moved and the Committee voted to approve item G–1, as presented.

University of Washington Investment Management Company Board (“UWINCO Board”) Appointment and Reappointments (Action) (Item no. G–2)
Keith Ferguson, Chief Investment Officer, Investment Management, and Scott Davies, Senior Investment Office, Treasury Office, presented the proposed UWINCO appointments:

Reappointment Term
David Bonderman October 1, 2015 to September 30, 2018
Bryan White November 1, 2015 to October 31, 2018

Appointment as Regent Representative through the end of his Regental term.
Bill Ayer October 1, 2015 to September 30, 2016

Orin Smith, who served on UWINCO as Regent Representative, has asked to end his term his term on the Committee. His term on the Board ended on January 4, 2016.

Regent Rice moved, Regent Blake seconded, and the Committee voted to approve item G–2.

Board Assessment Survey Discussion (Information) (Item no. G–3)

The Governance Committee conducted an on-line Board Assessment Survey in 2014. Regents, President, Provost, Senior Vice President, and Vice Provost for Planning & Budgeting were invited to take the survey. Replies were anonymous.

Proposed questions for discussion:
Should the survey be repeated?
If so, who should take it?
Should anything be changed and/or added?

The Committee discussed the merits of the survey and recommended conducting an assessment survey annually, in May or June, using the same questions, with results presented to the Board in July. Using the same questions would allow comparison and track progress year to year. It was suggested the level of administrative participation be increased to include those who interact with the Regents, including those who work with the Regents’ advisory committees. This list of administrators might include Richard Cordova, Keith Ferguson, Margaret Shepherd, Karin Nyrop, Todd Timberlake, Randy Hodgins, and Chris Malins. The Secretary will return to the May meeting with the survey draft and a list of proposed participants. Although the compiled results would remain anonymous, the Committee supported having names on survey responses to help the Secretary track and follow up on replies.

Regents discussed the merits of Board advisory committees having a self-assessment process.

Board Governance Discussion and Review of Standing Orders and Bylaws (Information) (Item no. G–4)

One of the Governance Committee’s stated responsibilities is to periodically review and ensure compliance with the bylaws and other Board policies. A preliminary planning schedule noted February as a target meeting month to discuss this topic, with amendments considered at the meetings of the Committee and Board in May.

The discussion was intended to be a broad conversation exploring if the current Committee structure is effective and if the Board is functioning optimally. If any changes to bylaws or standing orders are indicated, staff will develop these for future Governance Committee and Board approval.
Possible changes to bylaws and standing orders:

1) Regents explored the merits of increasing the number of members of ACRE. This action is likely not under consideration at this time.

2) Based on the discussion about an assessment survey, Regents mentioned the possibility of adding committee assessment to the statements of principles for the Board’s advisory committees.

3) The reporting relationship of the Executive Director of Internal Audit (to the Board versus to the President) was briefly discussed.

4) Allow the Chair of the Board to make a temporary standing committee assignment for a newly-appointed Regent, subject to Governance Committee and Board approval at the next scheduled meeting of the Governance Committee.

Regent Rice initiated a discussion about creating a Regental committee concerned with race and equity in all areas of the University, including procurement and construction. Regent Ayer said he believes the role of the Board is to support the President, so it would be useful to ask what she needs to support the Race and Equity Initiative (REI) and other diversity-related efforts. Regent Harrell said the focus of the REI is on supporting and sustaining diversity. A Diversity, Equity, and Inclusion Committee would include students, faculty, staff, and procurement and contracting, and drive a consistent and comprehensive approach. Currently, the REI doesn’t include procurement, contracting, or staff concerns. The University needs to go further than the current scope of the REI. Regent Harrell believes diversity and inclusion need to be core to who the Regents and the University are and how the University conducts its business. Regent Benoliel said in his experience the work of the Committee will never be done, so it should be an ongoing, rather than short-term, entity. Regent Jaech posed the question if this should take the form of a standing or an advisory committee. Regent Rice opined an advisory committee would be the most effective form.

Regent Blake suggested exploring other ways to focus on diversity as a Board, with reporting and accountability in appropriate committees. She encouraged determining the role of Regents on this issue.

The discussion segued into one about concurrent versus consecutive committees and the time allotted for agenda items.

Discussion resumed about an Equity and Inclusion Committee. Regent Kritzer said students are skeptical around accountably to create a sustainable culture change. She believes a formalized Regent commitment would make a powerful statement.

Regent Harrell suggested forming a small group to explore next steps and determine:

1) Role of the committee
2) Structure of the committee
3) Status – advisory/standing/special/other
4) Accountability

Other recommendations:

1) take an inventory of other advisory groups on campus
2) meet with community groups
3) avoid “unclear” relationships

Regents determined the next step to be for a small group of Regents to explore this idea further. Regent Harrell offered to lead this effort.
Adjourn

Hearing no other business to come before the Governance Committee, Regent Ayer adjourned the meeting at 4:30 p.m. The next regular meeting of the Committee is on Wednesday, May 11, 2016.

Approved at the meeting of the Committee on May 11, 2016.