MINUTES
UNIVERSITY OF WASHINGTON
BOARD OF REGENTS
Governance Committee
May 11, 2016
142 Gerberding Hall

Call to Order and Attendance

Committee Chair Pat Shanahan called the meeting to order at 3:00 p.m.

Committee Members present: Regents Shanahan (Chair), Ayer, Blake, Jaech, and Rice
Other Regents present: Harrell (by phone), Kritzer (by phone), and Riojas
Others present: Ana Mari Cauce, University President; Karin Nyrop, Division Chief of the UW Division Attorney General’s Office; Margaret Shepherd, Director of Strategic Initiatives; and Richard Cordova, Executive Director of Internal Audit

Approval of Minutes

Hearing no objections, the minutes from the Meeting of the Committee on February 10, 2016 were approved as distributed.

Adopt Amendment to the Bylaws of the Board of Regents and Approve Changes to the Board of Regents Governance, Standing Orders, Chapter 4 (Action) (Agenda no. G–1)

Regent Shanahan, explained the amendment to the Bylaws would allow the Board Chair to make temporary committee assignments for newly appointed Regents, subject to review and approval by the Governance Committee at its next scheduled meeting. This will enable newly appointed Regents to be assigned to a committee if there is a gap between their appointment date and the next scheduled Governance Committee meeting.

The change to the Standing Orders creates the Diversity, Equity, and Inclusion Advisory Committee of the Board of Regents. It also reorganizes the chapter’s content to consolidate information that pertains to all advisory committees into one section.

Regent Harrell (by phone) commented on the creation of the Diversity, Equity, and Inclusion Advisory Committee of the Board. She praised the teamwork that went into the development of this Committee. The Committee will consist of up to ten members, including up to four Regents, one faculty member, one student, a person affiliated with the Foundation Board, two community members, and the University President. The Committee intends to work collaboratively with the President, and will be staffed by Margaret Shepherd and Joan Goldblatt. The President assured the Regents this advisory committee will be helpful and supportive for her, and it will coordinate with the Office if Minority Affairs and Diversity’s advisory committee. The work will be oriented toward the University’s Diversity Blueprint, which is currently being revised and updated.
Regent Blake suggested adjusting the Regents’ terms on the Committee to align with other Regent committee terms. Following a motion by Regent Rice, a second by Regents Blake, the Committee approved amending the item in the “membership and terms” section as shown below and in the final item for Board approval:

There shall be a three-year term limitation for 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 one-year terms, renewable by the Board.

Following a motion and a second, the Committee voted to adopt amendment to the Bylaws and approve of changes to the Standing Orders, Chapter 4.

Approve Regent Appointments to the Board of Regents Diversity, Equity, and Inclusion Advisory Committee (Action) (Agenda no. G–2)

Regent Shanahan said subject to approval of G-1, the next item is the appointment of Regent members to the Diversity, Equity, and Inclusion Advisory Committee of the Board. The standing orders provide for up to four Regents on this advisory committee:

<table>
<thead>
<tr>
<th>Joanne Harrell, Chair</th>
<th>Jeremy Jaech</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rogelio Riojas, Vice Chair</td>
<td>Constance Rice</td>
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Following the appointment of the Regent members, this group will fine-tune the scope of the committee and create a meeting schedule. They will begin to identify community members for appointment to the committee, and work with student, faculty, and Foundation Board leaders to select members from those groups. The Governance Committee will be asked to approve the non-Regent advisory committee member appointments at a future meeting.

Consistent with the change to item G–1, Regent Jaech moved, Regent Blake seconded, and the Committee voted to amend the item to change the terms as shown below:

<table>
<thead>
<tr>
<th>Appointment</th>
<th>Term</th>
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</thead>
<tbody>
<tr>
<td>Joanne Harrell, Committee Chair</td>
<td>5/12/2016 to 9/30/2016</td>
</tr>
<tr>
<td>Rogelio Riojas, Committee Vice Chair</td>
<td>5/12/2016 to 9/30/2016</td>
</tr>
<tr>
<td>Jeremy Jaech</td>
<td>5/12/2016 to 9/30/2016</td>
</tr>
<tr>
<td>Constance Rice</td>
<td>5/12/2016 to 9/30/2016</td>
</tr>
</tbody>
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Appointments are for partial terms to coincide with Board officer elections and appointments in September.

Following a motion and a second the Committee voted to approve item G–2, as amended.


At its last meeting the Governance Committee agreed to:
- Conduct the on-line survey annually in late May/early June and report on the results in July;
- Use the same survey questions to allow comparison from year to year;
• Expand the list of administrators participating in the survey.
• Include respondents’ names in the survey. Although survey results will be anonymous, names will be requested so the Board Secretary can track and follow up on replies.

Regents reviewed the survey questions. They also reviewed the draft list of those who would be invited to take the survey and suggested some additional participants.

Other Business

Regent Shanahan invited discussion of other business.

Regent Rice commented on the onboarding process for new Regents and suggested a mentor Regent be assigned to help socialize the new Regent. This will be offered, as needed, to newly-appointed Regents.

President Cauce reported the hiring process for an Executive Vice President is underway. Once the EVP is hired, reporting relationships will be restructured and the Board will consider amendments to bylaws and standing orders so the Internal Auditor reports to the Board and determine who will serve as Treasurer of the Board.

Regents discussed forming a policy, or guidelines, to thoughtfully address concerns about divestment. This could take the form of a divestment statement of principles, similar to those in place at other institutions. The President said there is a national movement to divest from private prison companies and prison industries. Regent Kritzer is scheduled to meet with students advocating for prison divestment. Ms. Shepherd reported staff members are reviewing the divestment process and plan to present an overview of divestment at the UW to-date, an overview of policies at other institutions, and a conversation about shareholder advocacy to the Regents at a future meeting. Regents mentioned Cornell University recently adopted a clear policy. This would potentially reduce the number of “one offs.” Regent Blake requested the inclusion of financial impacts and ramifications of divestment in the presentation to the Board. She also suggested asking UWINCO for a statement on divestment. Regent Riojas asked that Regents receive briefings and background on new and emerging issues. Ms. Shepherd said her office would coordinate a summary of issues expected to be addressed during the public comment period at each meeting. Regents also recognized the CEF portfolio should reflect the values and perspectives of donors. Regents were curious about faculty research, academic standards, and best practices around divestment. Following an information item during an upcoming full Board meeting, Regents may choose to develop policy recommendations and guidelines.

Adjourn

Regent Shanahan thanked Committee members for volunteering their time and moving ideas to action. Hearing no other business to come before the Governance Committee, Regent Shanahan adjourned the meeting at 4:25 p.m.

Approved at the Special Meeting of the Committee on September 8, 2016.