

ACTION ITEM #2
Proposed Revisions to Board of Regents Bylaws
(Danielle Hess)

March 2, 2018

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Adoption of changes to the Board of Regents Bylaws

PROPOSED: That the Board of Regents approve and adopt the proposed changes to the Board of Regents Bylaws. In addition to minor updates and editorial changes, changes include:

- (1) Amending the date that the term of the Chair and Vice Chair begins to align with the fiscal year;
- (2) Adding references to "Board Policies" throughout the document;
- (3) Adding telephone and videoconferencing participation as an option for WSU officials and representatives; and
- (4) Clarifying that regular meetings of the Regents include retreats.

SUBMITTED BY: Danielle A. Hess, Division Chief
WSU Division of the Attorney General's Office

SUPPORTING INFORMATION: See attached

ATTACHMENT: Board of Regents Bylaws Proposed Changes

Article I: Officers of the Board

1. **Membership.** The governance of Washington State University (University) shall be vested in a Board of Regents (Board) consisting of ten (10) members (Regents), one (1) of whom shall be a student.
2. **Designation.** The Officers of the Board shall consist of a President, who shall also be known as the Chair of the Board (Chair), and a Vice Chair, Secretary, and Treasurer.
3. **Election and Appointment Process.** At its regular meeting held after the first Wednesday in April of each year, the Board shall elect by majority vote, as defined in Article II, Section 6, a Chair and Vice Chair, as nominated by the Executive Committee, based upon the advice of the Board and in consultation with the President of the University. The Chair and Vice Chair shall hold office for a one-year (1-year) term, commencing on July 1 ~~May 16~~ or until their successors are elected.

The President of the University shall serve as Secretary of the Board as prescribed by RCW 28B.30.135. Secretary of the Board, where used in these Bylaws hereinafter, shall refer to the President of the University.

The Treasurer of the Board shall be the Vice President for Finance and Administration of the University, unless the Board in its discretion appoints another individual to this office.

4. **Chair.** The Chair of the Board shall preside at all meetings of the Board and shall sign all written instruments on behalf of the Board that are necessary to implement programs and policies which have been approved by the Board. The Chair of the Board shall have the authority and responsibility to perform the duties customarily attached to the office and shall have such other authority and duties as prescribed by these Bylaws, Board of Regents Policies (Board Policies), and the Board.

5. **Vice Chair.** The Vice Chair of the Board shall have the authority to perform the duties of the Chair of the Board in the event of the Chair's absence or incapacity. The Vice Chair may have such other authority and duties as prescribed by these Bylaws, Board Policies, and the Board.

6. **Secretary.** The Secretary of the Board shall not have the right to vote. The Secretary shall be responsible for giving notice of all meetings of the Board, and recording and keeping of the minutes of the proceedings of the Board; shall be the custodian of all official records of the Board; shall attest all instruments required to be signed by the Chair of the Board; and shall perform all the duties pertaining to the office and do all other things required by the Board.

7. **Treasurer.** The Treasurer shall not have the right to vote. The Treasurer shall be the financial officer of the Board and shall render a true and faithful account of all moneys received and paid out.

8. **Vacancies in Office.** In the event of resignation, disability, or death of the Chair of the Board, the Vice Chair of the Board shall assume the office of the Chair. In the event of a vacancy in the office of the Vice Chair, the vacancy shall be filled by a majority vote of the Board in the same manner as is provided in Article I, Section 3, of these Bylaws.

Article II: Meetings of the Board

1. **Regular Meetings.** Regular meetings of the Board shall be held pursuant to a schedule adopted yearly by resolution of the Board. There shall be no fewer than six (6) meetings scheduled on a yearly basis. Regular meetings include Board of Regents retreats scheduled in accordance with the regular meetings process. The Secretary of the Board, with the concurrence of the Chair of the Board, may cancel or change the date of any regular meeting. All such regular meetings will be conducted in conformance with the laws of the state of Washington governing such meetings.

2. **Special Meetings.** The Secretary or the Chair of the Board, or a majority of the members of the Board of Regents, may call a special meeting at any time. Not less than twenty-four (24) hours before any special meeting, the Secretary of the Board shall have notified each member of the Board by written notice of the time, location, and the business to be transacted at the meeting. Such notice shall be distributed and posted, and such meeting shall be conducted in accordance with the laws of the state of Washington governing such meetings.
3. **Committee Meetings.** Meetings of Board committees, as provided for in these Bylaws and in Board Policies, may be held before regular or special meetings, or at such time and such place as the Committee Chair may direct from time to time. All committee meetings shall be held in conformance with the laws of the state of Washington governing such meetings.
4. **Notice and Agenda for Regular Meetings.** Not less than seven (7) calendar days before any regular meeting, the Secretary of the Board shall transmit a meeting agenda to each member of the Board.
5. **Addenda to the Agenda of Board Meetings.** Those University officials who are authorized to bring agenda items to the Board may propose addenda to a regular meeting agenda in exceptional circumstances, such as when prompt Board attention is required and the need to place the matter on the agenda was unforeseen, with the concurrence of the Secretary of the Board. Items added to the agenda by University officials must be submitted to the Board not less than twenty-four (24) hours prior to a regular meeting. Material must be submitted through the Secretary of the Board and must be in accordance with guidelines and procedures established for the submittal of items for the agenda.

The Board may add items to the agenda of a regular meeting, and take final action upon such additions, at any time prior to the conclusion of the meeting.

The Board may add items to the agenda of a special meeting at any time prior to the conclusion of the meeting, except that final disposition may not be taken on any matter added to the agenda unless timely notice to the addition has been given as required by law.

6. **Quorum.** Six (6) Regents shall constitute a quorum for the transaction of business at all regular and special meetings. A majority of the Regents present must approve all items requiring action by the Board.
7. **Minutes.** The Secretary of the Board shall keep the minutes of all regular and special meetings of the Board. Such minutes shall be distributed with the agenda in preparation for the subsequent meeting and, following approval, shall be open to public inspection in the Office of the President during regular University business hours and shall also be posted on the University's Board of Regents ~~Web Page~~.
8. **Public Meetings.** Regular and special meetings of the Board and Committees shall be open to the public in conformance with the laws of the state of Washington governing such meetings. ~~except for executive sessions, which may be held as permitted by applicable laws of the state of Washington.~~
9. **Executive Sessions.** During any regular or special meeting of the Board, the Board may hold an executive session to discuss matters as permitted by applicable laws of the state of Washington.
10. **Communications to the Board.** Any person who wishes to bring a matter to the attention of the Board may do so by submitting written communication to the Board at the following address: c/o Office of the

President, Washington State University, P.O. Box 641048, Pullman, Washington 99164-1048.

11. **Appearance Before the Board.** The meetings of the Board are intended for presentation of agenda items by the Regents, President, Provost and Executive Vice President, Vice Presidents, Chancellors, ~~and~~ other University officials, as requested by the President, and the Senior Assistant Attorney General; for discussion and action by members of the Board. Appearance via videoconferencing or telephone is acceptable, rather than appearing in person. Additionally, time shall be provided for public comment at each Board meeting.

A. Request to Provide Public Comment. Individuals who wish to provide public comment during a must sign up at the meeting of the Board must at which they wish to speak by providing their names and any relevant title(s) or affiliation(s) on the sign-up sheet. The request should also set out clearly the topic to be presented.

B. Time Allocation. The chair of the Board may reasonably limit the amount of time allocated for the public comment period, for each speaker and for each issue ~~during the public comment period~~. Public comments will take place during the scheduled public comment period. Unless otherwise indicated on the agenda or by the chair, the public comment period will be for ten (10) minutes, with a two-minute (2-minute) limit per speaker, and will occur at the end of the Board meeting.

C. Scheduling of Speakers. Speakers who sign up in advance and who are commenting on matters before the Board will be given priority during the public comment period. Should a large number of speakers wish to speak on the same issue or topical area, the Chair of the Board may ask representatives of the group to summarize their colleagues' statements, or limit the number of speakers on a given topic. If, by virtue of time or other constraints, a speaker is not

able to present his/her comments, said comments may be distributed in writing to the Office of the President for distribution to the Regents.

No University officer, faculty, staff, or other employee or student of the University shall submit any matter to the Board for official consideration except as provided by the guidelines and procedures established for the submittal of items for the agenda.

12. Guidelines and Procedures for Submittal of Agenda Items to the Board. The topics of business to be introduced at a regular or special meeting shall be included on the Agenda by observing the following guidelines.

A. Agenda items may be submitted only by an appropriate University official as follows: Regents, President, Provost and Executive Vice President, Vice Presidents, Chancellors, other University officials as requested by the President, and the ~~and~~-Senior Assistant Attorney General.

B. All items submitted to the Board for action must first be submitted to and discussed by the appropriate Committee, as provided in Article III of these Bylaws, at least one (1) Committee meeting prior to the meeting at which action will be requested, except:

(1) Items of a routine nature may be discussed by the appropriate Committee and brought before the Board at the same meeting in which action will be requested; and

(2) The Board Chair may suspend the requirement outlined in this Subsection as to any action item brought before the Board.

C. The Board may make use of a consent agenda for any item that the Board has determined to be "routine" or matters about which the Board commonly concurs. Items on the consent agenda will not be discussed prior to action. However, if any Board member believes that any item on the consent agenda requires discussion, that Board member may remove the item from the consent agenda merely by requesting the same.

D. All items to be included in the agenda must be submitted in writing no later than ten (10) days prior to the Board meeting to the Secretary of the Board, who shall be responsible for preparation and distribution of the Agenda, except as otherwise allowed by Article II, Section 5 of these Bylaws.

13. **Rules of Procedure.** *Robert's Rules of Order*, latest revised edition, shall govern all meetings of the Board, except where such rules of order are superseded by these Bylaws ~~of the Board~~, Board Policies, or applicable statutes or regulations.

Article III: Committees of the Board

1. Standing Committees of the Board. In addition to an Executive and Governance Committee, the Board will have standing committees to consider matters and address issues in the following areas, including but not limited to: Research, Academic Affairs, Student Affairs, Finance and Administration, Compliance and Audit, Athletics, Infrastructure, Strategic Planning, Government Affairs, and Institutional Advancement. Through the Committees, Board members explore critical governance issues and communicate with University administration and others who share in the governance of the ~~institution~~ University. Detailed committee charters are set forth in Board Policies.

No Committee may act ~~for~~ on behalf of the Board on matters requiring Board action, except for the Executive and Governance Committee in emergency situations as noted in the Executive and Governance Committee Charter. All Committees shall refer such matters to the Board for appropriate action in a regular or special meeting.

Following Board elections, as outlined in Article I, Section 3, the Chair of the Board shall make ~~e~~Committee appointments, including an appointment of a chairperson to each of the Committees. Each Committee shall consist of at least three (3) members, including the Committee chairperson and a member of the Executive Committee. The student Regent shall serve on the Student Affairs and Student Life Committee, and may serve on any other committee, as appropriate. The President shall appoint ex officio members from among the officers of the University who, in consultation with the Committee chairs, shall be responsible for development of Committee agendas and for making recommendations to the Board.

~~4.~~ **2. Ad Hoc Committees of the Board.** Ad hoc committees may be established by the Chair, from time to time, as he or she may deem necessary or advisable to handle specific tasks or objectives in fulfillment of duties and responsibilities of the Board. However, such ad hoc committees shall refer all matters for action to the full Board, unless such authority has been expressly delegated to the ad hoc committee.

Article IV: Officers of the University

1. **University President.** The University President shall be appointed by the Board (excluding the student Regent) and shall serve at the pleasure of the Board. The University President shall be the chief executive officer of the University and shall be responsible directly to the Board for the management and conduct of all the affairs of the University except those which have been reserved by the Board or which by law, these Bylaws, or other policies or orders of the Board are the specific responsibility of other

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persons or bodies. The University President is authorized to attend all regular and special meetings of the Board and its Committees, unless requested otherwise in specific instances by the Board or Committee, and is authorized to bring matters before the Board or any of its Committees for discussion.

2. **Other Officers.** The University President is the delegated authority to appoint the University's Provost and Executive Vice President, Vice Presidents, Deans, Chancellors, and other officers as may be necessary for assistance in efficiently carrying out the responsibilities of the chief executive officer of the University. All such officers of the University shall be under the general supervision of and shall exercise such powers and duties as may be prescribed by the University President.

Article V: Faculty, Staff, Student, Alumni, and Foundation Representatives

1. The Chair of the Faculty Senate, the Chair of the Administrative Professional Advisory Council, the President of the Graduate and Professional Student Association, the President of the Associated Students of Washington State University for a particular campus (-as determined by the Board Chair), the President of the Alumni Association, and the Chair of the WSU Foundation Board of Governors shall periodically report, as a representative of their respective organizations, to the Board of Regents at its public meetings.
2. The President or Chair of each of these organizations may designate the Vice President or Vice Chair, or the University Vice President responsible for that area, to represent him or her at the meetings of the Board, but may not designate any other person.
3. Participation is at the expense of the organizations of the aforementioned representatives and not an expense obligation of the Board. Appearance

via videoconferencing or telephone is acceptable, rather than appearing in person.

4. Notice of public meetings shall be given to such representatives in the same manner as notice is given to members of the Board.
5. Not less than five (5) days before any regular meeting, the Secretary of the Board shall transmit to each representative a final Agenda setting forth the matters that are to be considered at the meeting.
6. Such representatives shall be entitled to speak during the public meeting through scheduled presentations to the Board as set forth in the Board of Regents meeting Agenda. The representatives shall not be entitled to vote on matters brought before the Board.
7. Prior to any meeting at which a representative is scheduled to speak, ~~t~~he representative of each group shall submit a one-page (1-page) report to the Board to be included in the Agenda in accordance with the guidelines for submittal of Agenda material as outlined in Article II, Section 12, of these Bylaws.

Article VI: Exercise of Powers

1. **Suspension of the Bylaws.** Any provision of the Bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members of the Board.
2. **Student Regent.** The student regent shall excuse himself or herself from participating in or voting on matters relating to the hiring, discipline, or tenure of faculty members and personnel per RCW 28B.30.100.

Article VII: Board of Regents Policies

1. The Board may adopt ~~Regents'~~ Board Policies not inconsistent with these Bylaws, for the governance of the University and the regulation of the business of the Board. Except as otherwise specified in a particular ~~Regent~~

Board Policy, the Board may amend or repeal any ~~Regent-Board~~ Policy in whole or in part at any meeting of the Board.

Article VIII: Amendments

1. **Procedure.** These Bylaws may be amended at any regular or special meeting of the Board by the affirmative vote of a majority of the Regents, as defined in Article II, Section 6, of these Bylaws.

Article IX: Special Provisions Relating to Regents

1. **Compensation and Expenses.** No Regent shall receive a salary or compensation for services as a Regent. Regents shall be reimbursed for actual expenses incurred by reason of attendance at any meeting of the Board or in the performance of other official business of the University in accordance with RCW 43.03.050 and 43.03.060, and any Board Policy addressing the same.