INFORMATION ITEM #1
Election of Officers – Board Chair Succession
(Kirk Schulz)

Background

At the May Board of Regents meeting each year, the Regents elect a Chair and Vice Chair.

Generally, the practice has been for the Vice Chair to succeed as Chair. However, succession does not automatically occur, because the Bylaws provide for a separate election of both the Chair and Vice Chair each year.

The Chair and Vice Chair hold their offices for a one-year term, commencing on July 1.

Potential Modification

The Regents may wish to modify its Bylaws to reflect the practice of the Vice Chair succeeding as Chair to provide for a more efficient process and seamless transition in Board leadership.

The process would be for the Board to elect a Regent to serve as Vice Chair each year. There would be no separate nomination and election of this individual again the following year, as the Vice Chair would automatically succeed as Chair and therefore would essentially be the Chair-Elect for the following year.

Also, currently, there is no provision for removing an officer from the Chair and Vice Chair positions. This may be a suitable time to include such a provision, as Robert’s Rules of Order recommends including this in the Bylaws.

Bylaws

Following is an excerpt from the Board of Regents Bylaws with draft modifications:

Article 1: 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 hold elections to fill the offices of Chair and Vice Chair. The Board shall elect by majority vote, as defined in Article II, Section 6 a Chair and a 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. Except in the case of resignation or removal, or other exigent circumstances, the Vice Chair shall then automatically succeed as Chair of the Board the following year and shall hold the office of Chair for one-year (1-year), commencing on July 1.

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 and Removal. In the event of resignation, disability, or death a vacancy in the office of Chair, the Vice Chair shall assume the office of the Chair, serving both the unexpired term of the Chair and the full term as Chair as provided in Article 1, Section 3, of these Bylaws. 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. The Board shall elect a Vice Chair to complete the unexpired term of the Vice Chair. A new election is then required as provided in Article 1, Section 3.

The Chair and Vice Chair of the Board may be removed from their respective positions as an officer of the Board by a majority vote at a regular or special meeting of the Board. Removal under this paragraph shall not affect the officer’s continued service as a Regent.