

MINUTES
Board of Regents
August 24, 2016

The Board of Regents of Washington State University (WSU) met pursuant to call in Open Meeting at a special meeting at 7:30 a.m., Wednesday, August 24, 2016, at the Hilton Seattle Airport and Convention Center, Seattle, Washington.

Present: Regent Lura Powell, Chair; Regents Don Barbieri, Scott Carson, Harold Cochran, Narek Danielyan, T. Ryan Durkan, Laura Jennings, Ron Sims, and Mike Worthy. Also present WSU staff members President Kirk Schulz, Senior Assistant Attorney General Danielle Hess, Senior Advisor to the President Bob Drewel, Special Assistant to the President Chris Hoyt, and Executive Assistant to the Board of Regents Desiree Jacobsen.

Senior Assistant Attorney General Danielle Hess and Special Assistant to the President Chris Hoyt addressed the Board about proposed governance changes intended to increase board efficiency and allow the Board to focus more of its time and attention on matters of institution-wide significance. Following their review, the following Action Items were presented for Board consideration.

Action Item #1: Changes to the Board of Regents Bylaws

It was moved and seconded that the Regents adopt the proposed bylaw changes outlined in the modified bylaws document attached as Exhibit A, with one additional modification. The detailed standing committee descriptions were removed and the following was added to Article III, Section 1:

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.

Carried. *(Exhibit A)*

Action Item #2: Board of Regents Policy Manual

It was moved and seconded that the Regents establish a Board of Regents Policy Manual, which will contain policies relating to the Board's governance of the University, as well as policies and procedures related to the administration and functioning of the Board of Regents. Carried. *(Exhibit B)*

Action Item #3: Board of Regents Committee Charters Policy

It was moved and seconded that the Regents adopt the proposed committee structures and charters for the 2016-17 academic year. The committee structures and charters will be reviewed at the Regents retreat in Spring 2017. Carried. *(Exhibit C)*

Action Item #4: Board of Regents Conflict of Interest Policy

It was moved and seconded that the Regents adopt the proposed Conflict of Interest Policy. Carried. *(Exhibit D)*

The Board also discussed a proposed Delegation of Authority policy and determined that the policy needed additional clarification and discussion. President Schulz requested Senior Assistant Attorney General Danielle Hess continue to work with University leadership to further develop the policy. The policy will be brought back to the Board for consideration at a future meeting.

President Kirk Schulz presented his proposed 2016-2017 Goals and Objectives for Board review and consideration. After discussion, the Regents agreed that the proposed 2016-2017 Goals and Objectives should come forward for formal approval at the September 15-16, 2017, Board of Regents meeting.

Following discussions, the Board held open time for public comment. There were no comments by members of the public.

The meeting adjourned at 12:35 pm.

Approved by the Board of Regents at its meeting held September 16, 2016, on the WSU Pullman Campus.

Chair, Board of Regents

Secretary, Board of Regents

ACTION ITEM #1

Changes to the Board of Regents Bylaws (Kirk H. Schulz)

August 24, 2016

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Revisions to the Board of Regents Bylaws

PROPOSED: That the Board of Regents approve the proposed revisions to the Board of Regents Bylaws as outlined in the attached Bylaws document.

SUBMITTED BY: Kirk H. Schulz, President

SUPPORTING
INFORMATION:

Attached please find a copy of the Board of Regents Bylaws that tracks the proposed revisions to the Bylaws document. The proposed changes are intended to adjust the Board's oversight function to place greater focus on the strategic issues of greatest consequence to the institution and enhance the efficiency of board operations.

Following are summaries of the substantive revisions that are proposed:

- Article II, Section 12, "Guidelines and Procedures for Submittal of Agenda Items to the Board." These change would:
 - Allow for routine items to be brought to an appropriate committee of the Regents at the same meeting in which action will be requested, rather than require that those items first be discussed at a committee meeting prior to the meeting in which action will be requested; and
 - Allow for the use of a consent agenda for routine items.
- Article III, "Committees of the Board."
 - Section 1, "Standing Committees of the Board." Attached is a discussion document, "Proposed Committee Structure and Meeting Flow," that outlines the proposed structure, a possible board schedule, and provides additional board details and considerations.

The proposed structure provides for the establishment of six standing committees, as follows: Executive and Governance; Research and Academic Affairs; Student Affairs and Athletics; Institutional Infrastructure; Finance and Compliance; and Strategic and Operational Excellence.

It is proposed that the committee narratives in the Bylaws contain only the descriptions (purpose) of each committee and its composition and that the full responsibilities of each committee appear in the committee charters that would be part of the Board of Regents Policy Manual. This would allow the Board to make modifications to committee responsibilities without having to take action to revise the Bylaws.

- Section 2, "Ad Hoc Committees of the Board." This provision would allow the Board Chair to establish ad hoc committees when necessary to handle specific tasks or objectives in fulfillment of duties and responsibilities of the Board. Unless specific authority is delegated to an ad hoc committee, any proposed action would be referred to the full Board.
- Article VII, "Board of Regents Policies." This provision would allow for the Board to adopt Regents' Policies for the governance of the university and the regulation of the business of the board.

ADDITIONAL
INFORMATION:

You may find a current copy of the Board of Regents Bylaws at: <https://regents.wsu.edu/bylaws/index.html>. These Bylaws were last revised on August 24, 2012, to comply with changes in state law and to reflect minor changes regarding who may appear before and submit agenda items to the Board of Regents.

ATTACHMENTS:

Board of Regents Bylaws (with track changes)
Board of Regents Bylaws (clean copy with track changes accepted)
Discussion document: Proposed Committee Structure and Meeting Flow

Bylaws of the Board of Regents of Washington State University

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 members (Regents), one of who 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 term, commencing on 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 and the Board.

5. Vice Chair. The Vice Chair of the Board shall have the authority 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 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. 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. Board committees, as provided for in these Bylaws, 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, 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, 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. 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 must sign up at the meeting at which they wish to speak by providing their names and any relevant titles or affiliations 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 10 minutes, with a 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: *Regent, President, Provost, 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) ~~This requirement~~The Board Chair may be suspended by the Chair of the Board; 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 determine 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.

DE. 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 the Bylaws of the Board or applicable statutes or regulations.

Article III: Committees of the Board

1. Standing Committees of the Board. ~~The Standing~~ Committees of the Board shall be established to facilitate the business and efficiency of the Board. Through the Committees, Board members explore critical governance issues and communicate with - communicate with the University administration and others who share in the governance of the institution, study issues of concern to the Board and matters to be brought before the Board, and to provide recommendations to the Board for approval.

No Committee may act for the Board on matters requiring Board action, except for the Executive Committee as noted under Subsection A below. 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 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 Athletics 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.

~~No Committee may act for the Board on matters requiring Board action, except for the Executive Committee as noted under Subsection A below. All Committees shall refer such matters to the Board for appropriate action in a regular or special meeting.~~

- A. **Executive and Governance Committee** – The Executive and Governance Committee has three central responsibilities: first, act as a monitor of and advocate for best practices in higher education governance; second, act on behalf of the board between meetings to address emergency situations; and third, serve as a sounding board for the university president and facilitate presidential evaluation and compensation.

Composition. The Executive and Governance Committee shall consist of the chair of the board, the vice chair of the board, and the immediate past chair of the board. The university president shall serve as an ex officio member of the committee. Committee membership shall change concurrent with the schedule for board elections as outlined in Article I, Section 3, of the Board of Regents Bylaws.

Authority. The Executive and Governance Committee shall have a broad mandate from the board to work with the board chair and the university president to help the board function effectively and efficiently in service to Washington State University and to the public it serves. It shall be vested with the authority to act on behalf of the board on emergency matters that cannot or should not be delayed until the board's next regularly scheduled meeting or until a special meeting of the full board is called, such action taking place at a meeting of the Executive and Governance Committee that

~~has been properly noticed in accordance with the requirements of Washington law.~~

~~Three members of the Executive and Governance Committee shall constitute a quorum for the conduct of business of the committee. If three members of the committee are not available, the chair of the Board of Regents may designate any member of the board to temporarily fill the role as a member of the committee.~~

~~Responsibilities. The full responsibilities of the Executive and Governance Committee are provided in the Board of Regents Policies and Procedures Manual.~~

~~is the governance committee of the Board. It shall consist of the Chair of the Board, the Vice Chair of the Board, and the immediate past chair of the Board. The President of the University shall serve as an ex officio member of the Committee.~~

~~The Committee membership shall change concurrent with the schedule for Board elections as outlined in Article I, Section 3, of these Bylaws.~~

~~The Executive Committee shall have a broad mandate from the Board to work with the Board Chair and the President of the University to help the Board function effectively and efficiently. It shall be vested with the authority to act on behalf of the Board on emergency matters that cannot or should not be delayed until the Board's next regularly scheduled meeting or until a special meeting of the full Board is called, such action taking place at a meeting of the Executive Committee that has been properly noticed in accordance with the requirements of Washington law.~~

~~Three members of the Executive Committee shall constitute a quorum for the conduct of business of the Executive Committee. If three members of the Executive Committee are not available, the chair of the Board of Regents may designate any member of the Board to temporarily fill the role as a member of that Committee.~~

~~The Committee's responsibilities shall, at a minimum, include:~~

- ~~(1) Ensuring that a substantive orientation process is in place for all new board members;~~
- ~~(2) Overseeing, or determining with the Board Chair and University President, the timing and process of periodic board self assessment;~~
- ~~(3) Encouraging Board members to participate periodically in in service education opportunities;~~
- ~~(4) Ensuring the Board adheres to its rules of conduct and the Washington State Ethics in Public Service Law;~~

~~(5) Supporting and advising the University President when needed and monitoring the President's performance and compensation.~~

~~In sum, this Committee is responsible for good governance, and shall review and recommend to the Board policies and practices affecting the performance of the governing board and its members in service to Washington State University and to the public trust.~~

- B. ~~Academic and Student Affairs Committee~~**Research and Academic Affairs Committee** – The Research and Academic Affairs Committee facilitates the board's ultimate responsibilities for the teaching, research, and service missions of the university. The committee provides guidance and recommendations to the board on matters essential to the advancement of its strategic research and academic priorities and ensuring educational quality for its students.

This committee may consider matters relating to the institution's research enterprise; intellectual property; academic standards and requirements; the effectiveness and integrity of academic programs, including the assessment of student learning; the organization of departments, colleges, and statewide research and extension centers; research and academic policies, including those related to academic personnel.

Composition. There shall be at least four members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of committee agenda and for submitting recommendations to the board.

Responsibilities. The full responsibilities of the Research and Academic Affairs Committee are provided in the Board of Regents Policies and Procedures Manual.

~~This Committee may consider matters relating to the advancement of research, academic affairs, curricula, faculty affairs, student affairs, equity and diversity affairs, information technology, and enrollment management, and transmit its recommendations regarding these matters to the full Board.~~

~~The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.~~

~~Matters within the purview of this committee include, but are not limited to:~~

~~Advancement of Research. This committee shall consider and make recommendations on matters related the University's advancement of research.~~

~~(21) Academic Policy. This Committee shall consider and make recommendations on matters relating to the educational policies of the University, including~~

curriculum; instruction; educational technology; distance learning; research; public service; admission requirements; the establishment and disestablishment of educational and research units; and the establishment and disestablishment of degree programs.

~~(32) Enrollment Management and Planning. This Committee shall consider and make recommendations on matters pertaining to enrollment management and planning for the University, including enrollment levels for each campus, overall levels of undergraduate and graduate enrollment, and graduation rates. It will also consider issues related to student service areas of the University, including admissions, registration, financial aid, student advising, and housing.~~

~~(43) Faculty Affairs. This Committee shall consider and make recommendations on matters relating to the faculty, including revisions to the Washington State University Faculty Manual and composition of the faculty.~~

~~(4) Student Affairs. This Committee shall consider and make recommendations on matters concerning student programs and services, such as academic support programs, and concerning the general welfare of the student body, and shall consider policies that promote healthy surroundings to ensure student safety, high-quality environment, and academic excellence.~~

~~(5) Student Policies. This Committee shall consider and make recommendations on policies governing student discipline, conduct, and student organizations.~~

~~(6) Equity and Diversity Affairs. This Committee shall consider and make recommendations on matters relating to equity and diversity, and assist the Vice President for Student Affairs, Equity and Diversity to take a leadership role in these areas.~~

~~(57) Information Technology Policy. This Committee shall consider and make recommendations on policy matters relating to the use and acquisition of computer services, telephone services, and other technologies used or proposed for use by the University.~~

~~C. **Student Affairs and Athletics Committee** ~~External Affairs Committee~~ This Committee may consider matters relating to student affairs, student life, discipline in the University and athletic policy and programs, and transmit its recommendations regarding these matters to the full Board.~~

~~The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.~~

~~Matters within the purview of this committee include, but are not limited to: is responsible for review of external activities and marketing efforts of the University. The President shall appoint ex officio members from among the officers of the~~

~~University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.~~

~~Matters within the purview of this committee include, but are not limited to, considering and making recommendations to the full Board regarding the following:~~

~~(1) *Student Affairs.* This Committee shall consider and make recommendations on matters concerning student programs and services, such as academic support programs, and concerning the general welfare of the student body, and shall consider policies that promote healthy surroundings to ensure student safety, high quality environment, and academic excellence.~~

~~(2) *Student Policies.* This Committee shall consider and make recommendations on policies governing student discipline, conduct, and student organizations.~~

~~(3) *Equity and Diversity Affairs.* This Committee shall consider and make recommendations on matters relating to equity and diversity, and assist the Vice President for Student Affairs to take a leadership role in these areas.~~

~~(1) *External Affairs.* Coordinating policy and planning relative to institutional relations with outside constituencies. This may include activities pertaining to government affairs, alumni affairs, community relations, parent organizations, the media, and athletics.~~

~~(2) *Planning and Government Affairs.* Supporting the long range planning efforts of the Board by developing plans aimed toward elevating the status of public higher education to all local, state and federal constituencies and agencies, including the Washington Legislature and the general public.~~

~~(43) *Athletics.* Reviewing issues related to the Department of Intercollegiate Athletics and athletic policies and planning.~~

~~The Student Affairs and Athletics Committee is responsible for policies and matters relating to student life and education outside the classroom. It advises the board on student affairs issues and topics to help the board make informed decisions on matters directly affecting the students and supports institutional efforts to improve the quality of the student experience. The committee shall also consider issues and policies related to intercollegiate athletics and other programs that promote school spirit and the quality of student life.~~

~~Composition. There shall be at least three members appointed by the board chair, one of whom shall be the student regent, as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.~~

Responsibilities. The full responsibilities of the Student Affairs and Athletics Committee are provided in the Board of Regents Policies and Procedures Manual.

(4) *Development.* Reviewing policies pertaining to development activities of the University and the WSU Foundation.

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(5) *Economic Development and Extension.* Reviewing policies pertaining to economic development, engagement, and Extension activities to enhance the University's efforts in helping build the state's economy.

D. Buildings, Facilities and Grounds Committee This Committee may consider matters relating to University buildings, facilities and grounds, and campus safety and transmit its recommendations regarding these matters to the full Board.

The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.

Matters within the purview of this committee include, but are not limited to:

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(1) *Real Property.* This Committee shall consider and make recommendations concerning the ownership, management, leasing, acquisition, and disposition of the University's real property.

Physical Facilities. This Committee shall be the buildings and grounds committee of the board. It shall consider and make recommendations as to matters relating to the planning, building, maintenance, operation, and naming of the physical facilities of the University, and the purchasing of equipment and supplies utilized by the University.

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Campus Safety. This Committee shall consider matters of campus safety and security.

Institutional Infrastructure Committee – The Institutional Infrastructure Committee is responsible for ensuring that the necessary infrastructure is in place to support research, academic, residential, extra curricular, and co-curricular programs and services. The committee considers matters related to university buildings, grounds, facilities, roads, and related structures. It also considers matters related to the institution's information technology infrastructure and campus safety and security.

Composition. There shall be at least three members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.

Responsibilities. The full responsibilities of the Institutional Infrastructure Committee are provided in the Board of Regents Policies and Procedures Manual.

~~DE. Finance and ComplianceAudit Committee – This Committee ensures the fiscal stability and long-term economic health of the University. It may consider matters relating to the following: the fiscal and accounting functions of the University and associated programs and policies; the University’s real and intellectual properties; the physical assets of the University; the deployment of technology by the University; and classified and administrative/professional employees and transmit its recommendations regarding these matters to the full Board.~~

~~The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.~~

~~Matters within the purview of this committee include, but are not limited to:~~

~~The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.~~

~~Matters within the purview of this committee include, but are not limited to, considering and making recommendations to the Board regarding the following:~~

~~(1) *Investments.* This Committee shall be the Board Committee on investments and shall consider and make recommendations concerning investment policies and guidelines; monitor the performance of the treasurer and other officers charged with implementation of such policies; monitor performance of the Consolidated Endowment Fund and other managed funds as reported by the Investment Committee.~~

~~(2) *Audits.* This Committee shall be the Board Committee on audit. In its audit function, it will assist the Board of Regents in fulfilling its oversight responsibilities relating to: the integrity of the University’s financial statements, the systems of internal control, the performance of the auditors and internal audit function, and the University’s compliance with legal and regulatory requirements. The Committee shall review all matters related to audit and provide reports to the Board, with recommendations when Board action is required.~~

~~a. This Committee, in its audit role, shall meet a minimum of four times per year to consider business related to its audit function. Sufficient opportunity for the internal and independent auditors to meet with the Committee should be provided. At least annually, this Committee, as part of its audit function, shall meet with the internal auditor in the absence of University officers.~~

~~b. This Committee, in its audit role, may investigate any matter brought to its attention with full access to all records, facilities, and personnel of the University and the authority to engage other individuals as necessary to carry out its duties, consistent with Washington’s competitive solicitation requirements and other applicable laws.~~

~~c. The responsibilities of this Committee, in its audit role include, but are not limited to, a review of the internal audit plan, a review of the audits completed, and a review of annual audited financial statements.~~

~~(3) *Operating and Capital Budget Endorsement.* This Committee shall oversee the annual and long range operating and capital budgets for the University and review and provide recommendations to the Board concerning all proposed requests for appropriation of state funds for the University's operating and capital budgets, prior to submission to the legislature or other state authorities.~~

~~(4) *Student Fees, Tuition, Policies, and Charges.* This Committee shall consider and make recommendations on rates and resulting fees directly affecting students, such as tuition; Housing and Dining policies and fees; Student Health and Wellness policies and fees; Student Recreation Center policies and fees; and Services and Activities fee allocations.~~

~~In accordance with RCW 28B.15.067, any proposal for tuition and fee increases must be made public 21 days before the Board considers adoption of such increases. Exceptions to the 21 day period shall be as provided in RCW 28B.15.067.~~

~~(5) *Borrowing.* This Committee shall consider and make recommendations concerning the long term financing of capital projects and any other borrowing which may be required by the University.~~

~~(6) *Real Property.* This Committee shall consider and make recommendations concerning the ownership, management, leasing, acquisition, and disposition of the University's real property.~~

~~(67) *Intellectual Property.* This Committee shall consider and make recommendations concerning the University's intellectual properties; shall review management of these assets, as well as technology transfer activities conducted on behalf of the University by the WSU Research Foundation; and shall propose policies to ensure that income to the University will be maximized over the long term.~~

~~(78) *Trust Lands.* This Committee shall consider and make recommendations for action, as appropriate, as to matters related to the University's trust lands and regularly review the management of these assets to ensure that they are being managed in appropriate ways to maximize income to the University over the long term.~~

~~(9) *Physical Facilities.* This Committee shall be the buildings and grounds committee of the board. It shall consider and make recommendations as to matters relating to the planning, building, maintenance, operation, and naming of the physical facilities of the University, and the purchasing of equipment and supplies utilized by the University.~~

~~(810)Information Technology. This Committee shall consider and make recommendations as to financial matters relating to the use and acquisition of computer services, telephone services, and other technologies used or proposed for use by the University.~~

~~(911)Classified and Administrative/Professional Employees. This Committee shall consider and make recommendations as to matters relating to classified and administrative/professional employees, including revisions to the *Administrative and Professional Personnel Handbook*, composition of the University's workforce, and collective bargaining agreements for those employees who are represented by an exclusive bargaining representative.~~

The Finance and Compliance Committee is responsible for ensuring the institution is operating in a financially sustainable manner, balancing its long-term and short-term financial obligations. This committee works in coordination with other committees, where appropriate, and may consider matters and policies relating to the following: internal and external audits; the accounting and financial controls of the university; risk management; operating and capital budgets; debt management; and financial and investment policies. This committee may also consider matters related to the institution's classified and administrative/professional employees.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

Responsibilities. The full responsibilities of the Finance and Compliance Committee are provided in the Board of Regents Policies and Procedures Manual.

CF. Strategic and Operational Excellence Committee – This Committee is responsible for review of external activities and marketing efforts of the University.

The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.

Matters within the purview of this committee include, but are not limited to:

(1) External Affairs. Coordinating policy and planning relative to institutional relations with outside constituencies. This may include activities pertaining to government affairs, alumni affairs, community relations, parent organizations, the media, and athletics.

(2) Planning and Government Affairs. Supporting the long range planning efforts of the Board by developing plans aimed toward elevating the status of public

~~higher education to all local, state and federal constituencies and agencies, including the Washington Legislature and the general public.~~

~~(3) *Development.* Reviewing policies pertaining to development activities of the University and the WSU Foundation.~~

~~(4) *Economic Development and Extension.* Reviewing policies pertaining to economic development, engagement, and Extension activities to enhance the University's efforts in helping build the state's economy.~~

~~The Strategic and Operational Excellence Committee shall ensure that the university is operating in fulfillment of its stated mission and goals and meeting broadly-accepted higher education standards of quality and excellence. This committee will facilitate the board's engagement in strategic planning and oversight of the strategic plan and the accreditation process. It will also consider the university's strategies for institutional advancement and reputational enhancement, statewide, nationally, and internationally. It may also consider matters pertaining to the efficiency and effectiveness of system-wide operations. This committee will work in coordination with other committees, as appropriate.~~

~~*Composition.* This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.~~

~~*Responsibilities.* The full responsibilities of the Strategic and Operational Excellence Committee are provided in the Board of Regents Policies and Procedures Manual.~~

~~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 by law, these Bylaws, or other policies or orders of the Board are the specific responsibility of other 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, 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, 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 video conferencing 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. The representative of each group shall submit a one-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. The Board may adopt Regents' 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 Policy, the Board may amend or repeal any Regent 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 ~~VHIX~~: 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.

Bylaws of the Board of Regents of Washington State University

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 members (Regents), one of who 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 term, commencing on 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 and the Board.

5. Vice Chair. The Vice Chair of the Board shall have the authority 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 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. 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. Board committees, as provided for in these Bylaws, 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, 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, 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. 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 must sign up at the meeting at which they wish to speak by providing their names and any relevant titles or affiliations 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 10 minutes, with a 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: *Regent, President, Provost, 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 determine 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 the Bylaws of the Board or applicable statutes or regulations.

Article III: Committees of the Board

1. Standing Committees of the Board. Standing Committees of the Board shall be established to facilitate the business and efficiency of the Board. Through the Committees, Board members explore critical governance issues and communicate with university administration and others who share in the governance of the institution.

No Committee may act for the Board on matters requiring Board action, except for the Executive Committee as noted under Subsection A below. 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 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 Athletics 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.

- A. **Executive and Governance Committee** – The Executive and Governance Committee has three central responsibilities: first, act as a monitor of and advocate for best practices in higher education governance; second, act on behalf of the board between meetings to address emergency situations; and third, serve as a sounding board for the university president and facilitate presidential evaluation and compensation.

Composition. The Executive and Governance Committee shall consist of the chair of the board, the vice chair of the board, and the immediate past chair of the board. The university president shall serve as an ex officio member of the committee. Committee membership shall change concurrent with the schedule for board elections as outlined in Article I, Section 3, of the Board of Regents Bylaws.

Authority. The Executive and Governance Committee shall have a broad mandate from the board to work with the board chair and the university president to help the board function effectively and efficiently in service to Washington State University and to the public it serves. It shall be vested with the authority to act on behalf of the board on emergency matters that cannot or should not be delayed until the board's next regularly scheduled meeting or until a special meeting of the full board is called, such action taking place at a meeting of the Executive and Governance Committee that has been properly noticed in accordance with the requirements of Washington law.

Three members of the Executive and Governance Committee shall constitute a quorum for the conduct of business of the committee. If three members of the committee are not available, the chair of the Board of Regents may designate any member of the board to temporarily fill the role as a member of the committee.

Responsibilities. The full responsibilities of the Executive and Governance Committee are provided in the Board of Regents Policies and Procedures Manual.

- B. **Research and Academic Affairs Committee** – The Research and Academic Affairs Committee facilitates the board’s ultimate responsibilities for the teaching, research, and service missions of the university. The committee provides guidance and recommendations to the board on matters essential to the advancement of its strategic research and academic priorities and ensuring educational quality for its students.

This committee may consider matters relating to the institution’s research enterprise; intellectual property; academic standards and requirements; the effectiveness and integrity of academic programs, including the assessment of student learning; the organization of departments, colleges, and statewide research and extension centers; research and academic policies, including those related to academic personnel.

Composition. There shall be at least four members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of committee agenda and for submitting recommendations to the board.

Responsibilities. The full responsibilities of the Research and Academic Affairs Committee are provided in the Board of Regents Policies and Procedures Manual.

- C. **Student Affairs and Athletics Committee** – The Student Affairs and Athletics Committee is responsible for policies and matters relating to student life and education outside the classroom. It advises the board on student affairs issues and topics to help the board make informed decisions on matters directly affecting the students and supports institutional efforts to improve the quality of the student experience. The committee shall also consider issues and policies related to intercollegiate athletics and other programs that promote school spirit and the quality of student life.

Composition. There shall be at least three members appointed by the board chair, one of whom shall be the student regent, as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.

Responsibilities. The full responsibilities of the Student Affairs and Athletics Committee are provided in the Board of Regents Policies and Procedures Manual.

- D. **Institutional Infrastructure Committee** – The Institutional Infrastructure Committee is responsible for ensuring that the necessary infrastructure is in place to support research, academic, residential, extra curricular, and co-curricular programs and services. The committee considers matters related to university buildings, grounds, facilities, roads, and related structures. It also considers matters related to the institution’s information technology infrastructure and campus safety and security.

Composition. There shall be at least three members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.

Responsibilities. The full responsibilities of the Institutional Infrastructure Committee are provided in the Board of Regents Policies and Procedures Manual.

- E. **Finance and Compliance Committee** – The Finance and Compliance Committee is responsible for ensuring the institution is operating in a financially sustainable manner, balancing its long-term and short-term financial obligations. This committee works in coordination with other committees, where appropriate, and may consider matters and policies relating to the following: internal and external audits; the accounting and financial controls of the university; risk management; operating and capital budgets; debt management; and financial and investment policies. This committee may also consider matters related to the institution’s classified and administrative/professional employees.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

Responsibilities. The full responsibilities of the Finance and Compliance Committee are provided in the Board of Regents Policies and Procedures Manual.

- F. **Strategic and Operational Excellence Committee** – The Strategic and Operational Excellence Committee shall ensure that the university is operating in fulfillment of its stated mission and goals and meeting broadly-accepted higher education standards of quality and excellence. This committee will facilitate the board’s engagement in strategic planning and oversight of the strategic plan and the accreditation process. It will also consider the university’s strategies for institutional advancement and reputational enhancement, statewide, nationally, and internationally. It may

also consider matters pertaining to the efficiency and effectiveness of system-wide operations. This committee will work in coordination with other committees, as appropriate.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

Responsibilities. The full responsibilities of the Strategic and Operational Excellence Committee are provided in the Board of Regents Policies and Procedures Manual.

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 by law, these Bylaws, or other policies or orders of the Board are the specific responsibility of other 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, 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, 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 video conferencing 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. The representative of each group shall submit a one-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. The Board may adopt Regents' 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 Policy, the Board may amend or repeal any Regent 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.

Discussion Draft: Meeting Schedule and Committee Structure – WSU Board of Regents

Number on Board: 10
 Meetings per Year: 6 Note: Currently, there are six regular meetings and an annual retreat
 Consent Agenda: Yes Note: Proposed
 Strategic Discussions: Yes When: Proposed during Strategic and Operational Excellence Committee and/or at full Board meeting

Proposed Committee Structure:

Committee	No. of Members	Membership
Executive and Governance Committee	3	Chair, Vice Chair, Past Chair
Research and Academic Affairs Committee	4	TBD
Student Affairs and Athletics Committee	3	TBD
Institutional Infrastructure Committee	3	TBD
Finance and Compliance Committee	10	Committee as a whole
Strategic and Operational Excellence Committee	10	Committee as a whole

Possible Board Schedule:

Day 1 – Thursday		Day 2 - Friday	
11:00am – Noon	Executive and Governance Committee Meeting (or could potentially occur the day before via phone)	7:15 – 8:00am	BOR Breakfast w/President
Noon – 1:00pm	BOR Lunch w/President	8:00 – 10:30am	Full Board Meeting
1:15 - 2:15pm	Concurrent Committee Meetings (3 committees, each with 3 or 4 members, best structure/focus TBD)		- Welcome and Summary
2:15 – 2:30pm	Break		- Consent Agenda
2:20 – 3:30pm	Finance and Compliance Committee (as a whole)		- Focused Discussion/Presentation
3:30 – 5:00pm	Strategic and Operational Excellence Committee (as a whole)		- Shared Governance Reports
			- Committee Reports
			- Action Item(s)
			- Public Comment
			- Adjourn
	<i>***(Executive Session When Needed)***</i>		
5:30 – 9:00pm	Reception and/or BOR Dinner w/President		

Considerations:

- Travel/air schedules, particularly related to Pullman
- Concurrent meeting issues: Staffing and logistics – Who supports and goes to what? (Board staff, President, and VPs)
- Board’s responsibilities and delegations: Update of delegations will help decrease number of agenda items
- Board’s procedures related to the submission of action items: Eliminating the future action item requirement for routine items will increase efficiency and decrease number of agenda items
- Consent agenda: Use of a consent agenda would increase efficiency

ACTION ITEM #2

Board of Regents Policy Manual (Kirk H. Schulz)

August 24, 2016

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Proposed adoption of Board of Regents Policy Manual

PROPOSED: That the Board of Regents approve the proposed adoption of a Board of Regents Policy Manual

SUBMITTED BY: Kirk H. Schulz, President

SUPPORTING INFORMATION: The Board of Regents Policy Manual will contain policies relating to the Board's governance of Washington State University, as well as policies and procedures relating to the administration and functioning of the Board of Regents.

The Manual will be available online with other Washington State University policy manuals. It will be maintained by the board professional and shared with new board members as part of their orientation. Maintaining these policies in a central, accessible location will improve transparency and provide helpful information to both Board members and University employees.

Existing Board of Regents policies currently in the University's Executive Policy Manual will be moved to the new Board of Regents Policy Manual. In addition, policies under development, such as the Conflict of Interest Policy, the Policy Regarding Delegation of Authority, and the detailed Board committee charters, will be housed in the new Manual.

ACTION ITEM #3

Board of Regents – Committee Charters Policy (Kirk H. Schulz)

August 24, 2016

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Proposed adoption of Board of Regents Committee Charters Policy

PROPOSED: That the Board of Regents adopt the proposed Committee Charters that will be incorporated into a policy document within the Board of Regents Policy Manual

SUBMITTED BY: Kirk H. Schulz, President

**SUPPORTING
INFORMATION:** [Background Information](#)

There are six standing committees proposed for consideration in the attached committee charter document entitled, "Board of Regents Standing Committee Charters." They are: Executive and Governance; Research and Academic Affairs; Student Affairs and Athletics; Institutional Infrastructure; Finance and Compliance; and Strategic and Operational Excellence.

Also attached for reference are (1) the committee charter document in "redline" format that tracks the changes to the existing committee charters; and (2) the "Proposed Committee Structure and Meeting Flow" discussion document. The current committee structure and charters can also be found at <https://regents.wsu.edu/bylaws/article3.html>.

The proposed changes to the charters and the board schedule are intended to provide a structure that will enhance the purpose and advance and productivity of the full board. Working in tandem, the charters and the schedule will allow the board to better focus its work, which largely occurs in its committees, by providing more opportunity for discussion of key institutional issues and responsibilities that align with the board's governance role. For example, the proposal to hold concurrent meetings for three of the board committees is advanced as an appropriate division of the board's work to provide opportunities to gain a deeper understanding of specific areas or issues, to leverage various board members' expertise, and to maximize engagement of individual board members. On the other hand, the two committees of the whole are intended to engage the full board in strategic, direction-setting discussions and consider matters with significant financial implications, among other issues.

The Process

- May 18, 2016 – Board Assessment Survey. This survey addressed issues concerning board roles and responsibilities, board organization and performance, and productivity of board meetings. The results of this survey were discussed and considered at the Board of Regents retreat.
- June 3, 2016 – Board of Regents Retreat. The outcome from the retreat discussion was the establishment of two ad hoc groups to research and offer recommendations to the Regents on topics in two areas: (1) board bylaws and policies (led by Regent Durkan); and (2) board committee structure and charters (led by Regent Baseler).
- Summer 2016 – Research and Redrafting Proposed Committee Structure and Schedule. Board staff from the President’s Office, with the assistance and guidance provided by the Office of the Attorney General, assessed the board’s existing committees and practices, researched practices at other institutions of higher education, and utilized resources from the Association of Governing Boards to identify the proposed committee structure to assist the board in accomplishing its goals and objectives. Preliminary recommendations were shared with Regent Baseler and Regent Chair Powell, and feedback was also gathered from the university’s senior leadership group. Suggestions were then incorporated into the committee charters.

ATTACHMENT: Board of Regents Standing Committee Charters (clean copy with track changes accepted)
Board of Regents Standing Committee Charters (with track changes)
Discussion document: Proposed Committee Structure and Meeting Flow

Board of Regents Standing Committee Charters

Executive and Governance Committee

Purpose. The Executive and Governance Committee has three central responsibilities: first, act as a monitor of and advocate for best practices in higher education governance; second, act on behalf of the board between meetings to address emergency situations; and third, serve as a sounding board for the university president and facilitate presidential evaluation and compensation.

Composition. The Executive and Governance Committee shall consist of the chair of the board, the vice chair of the board, and the immediate past chair of the board. The university president shall serve as an ex officio member of the committee. Committee membership shall change concurrent with the schedule for board elections as outlined in Article I, Section 3, of the Board of Regents Bylaws.

Authority. The Executive and Governance Committee shall have a broad mandate from the board to work with the board chair and the university president to help the board function effectively and efficiently in service to Washington State University and to the public it serves. It shall be vested with the authority to act on behalf of the board on emergency matters that cannot or should not be delayed until the board's next regularly scheduled meeting or until a special meeting of the full board is called, such action taking place at a meeting of the Executive and Governance Committee that has been properly noticed in accordance with the requirements of Washington law.

Three members of the Executive and Governance Committee shall constitute a quorum for the conduct of business of the committee. If three members of the committee are not available, the chair of the Board of Regents may designate any member of the board to temporarily fill the role as a member of the committee.

Responsibilities. The committee's responsibilities shall, at a minimum, include:

- Reviewing and recommending best practices in higher education governance to board members;
- Ensuring that a substantive orientation process is provided to all new board members;
- Encouraging all board members to continue to learn about the institution and their responsibilities and participate periodically in in-service education opportunities;
- Overseeing the timing and process of periodic board self assessment;
- Ensuring the board adheres to its policies, bylaws, and the Washington State Ethics in Public Service Law;
- Serving as a sounding board for the university president, when needed; and

- Monitoring the president's performance and facilitating presidential assessment and compensation.
-

Research and Academic Affairs Committee

Purpose. The Research and Academic Affairs Committee facilitates the board's ultimate responsibilities for the teaching, research, and service missions of the university. The committee provides guidance and recommendations to the board on matters essential to the advancement of its strategic research and academic priorities and ensuring educational quality for its students.

This committee may consider matters relating to the institution's research enterprise; intellectual property; academic standards and requirements; the effectiveness and integrity of academic programs, including the assessment of student learning; the organization of departments, colleges, and statewide research and extension centers; research and academic policies, including those related to academic personnel.

Composition. There shall be at least four members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of committee agenda and for submitting recommendations to the board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following:

- **Advancement of Research.** This committee shall consider matters related to strengthening and advancing research, scholarship, and creativity -- statewide, nationally, and internationally. It shall also consider matters pertaining to economic development and engagement activities to enhance the university's efforts in helping to build the state and global economies, including advancing the culture of innovation and entrepreneurship at the university.
- **Intellectual Property.** This committee shall consider matters related to the university's intellectual properties. It shall also review management of the institution's intellectual property assets, as well as technology transfer activities conducted on behalf of the university by the WSU Office of Commercialization in support of the university's goals of ensuring that innovations and discoveries by WSU researchers are evaluated, protected where possible, and prepared for potential third-party licensing or other actions.
- **Academic Policy.** This committee shall consider matters relating to the educational policies of the university, including curriculum; instruction; educational technology; online education; research; public service; admission requirements; the establishment and discontinuation of educational and research departments, colleges, and units; and the establishment and discontinuation of degree programs.

- Enrollment Management and Planning. This committee shall consider matters pertaining to enrollment management and planning for the university, including enrollment levels for each campus, overall levels of domestic and international undergraduate and graduate enrollment, and graduation rates.
 - Equity, Diversity, and Inclusion. This Committee shall consider matters relating to equity and diversity and shall support the institution's efforts to promote academic excellence through the pursuit of equity, diversity, and inclusion in its programs and operations.
 - Faculty Affairs. This Committee shall consider matters relating to the faculty, including certain revisions to the Washington State University *Faculty Manual* and composition of the faculty.
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Student Affairs and Athletics Committee

Purpose. The Student Affairs and Athletics Committee is responsible for policies and matters relating to student life and education outside the classroom. It advises the board on student affairs issues and topics to help the board make informed decisions on matters directly affecting the students and supports institutional efforts to improve the quality of the student experience. The committee shall also consider issues and policies related to intercollegiate athletics and other programs that promote school spirit and the quality of student life.

Composition. There shall be at least three members appointed by the board chair, one of whom shall be the student regent, as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following:

- Student Policies. This committee shall consider policies, practices, and procedures that create conditions to enhance student success, such as the institution's standards of conduct, housing and food service policies, health and safety policies, and policies governing student organizations and extracurricular activities. Working with other committees, it shall also consider issues related to student service areas of the university, including admissions, registration, financial aid, student advising, and housing.
- Student Experience. This committee shall develop an understanding of the non-academic programs and services that create conditions for student success and shall advise the board in its decision making on matters affecting the students. It shall support programs that help create a diverse, vibrant learning environment and student-oriented campus culture, such as civic engagement and leadership activities, education abroad, academic support programs, career services programs, intramural and club sports, and recreation, and other co-curricular activities.

- Athletics. This committee shall review matters related to intercollegiate athletics and athletic policies and planning.
-

Institutional Infrastructure Committee

Purpose. The Institutional Infrastructure Committee is responsible for ensuring that the necessary infrastructure is in place to support research, academic, residential, extra curricular, and co-curricular programs and services. The committee considers matters related to university buildings, grounds, facilities, roads, and related structures. It also considers matters related to the institution's information technology infrastructure and campus safety and security.

Composition. There shall be at least three members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following:

- Real Property. This committee shall consider the ownership, management, leasing, acquisition, and disposition of the university's real property.
- Physical Facilities. This committee shall consider the following:
 - Long-range physical planning, including capital and campus master plans;
 - Capital-asset preservation and renewal, including monitoring deferred maintenance and overseeing the repairs, replacements, modernization, and renovations of buildings and infrastructure systems (e.g., relating to roofs, electrical and infrastructure technology systems, fire-protection, etc.);
 - Major capital projects, with focus on evaluating institutional needs, prioritizing projects, and exploring funding scenarios;
 - Research infrastructure, including major research facilities, core instrumentation laboratories, and other capabilities;
 - Plant operations and maintenance, with focus on ensuring adequate funding to maintain the physical plant at appropriate standards; and
 - Facilities-related policies and procedures, ensuring that the institution has appropriate policies and procedures in place (e.g., bidding processes); is in compliance with regulatory requirements (e.g., regarding safety and the Americans with Disabilities Act); and addresses other special issues, as appropriate (e.g., sustainability initiatives).
- Information Technology. This committee shall consider the needs of, and coordination among, the various campuses in areas such as information technology, research computing, telephone services, and other technologies used or proposed for use by the university.

- **Campus Safety and Security.** This committee shall consider safety and security matters in the exercise of its responsibilities to enhance the safety of its students, faculty, staff, and visitors, as well as to protect the institution's infrastructure and information assets.
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Finance and Compliance Committee

Purpose. The Finance and Compliance Committee is responsible for ensuring the institution is operating in a financially sustainable manner, balancing its long-term and short-term financial obligations. This committee works in coordination with other committees, where appropriate, and may consider matters and policies relating to the following: internal and external audits; the accounting and financial controls of the university; risk management; operating and capital budgets; debt management; and financial and investment policies. This committee may also consider matters related to the institution's classified and administrative/professional employees.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following:

- **Investments.** Consistent with the Investment Policy Statement for the Washington State University Foundation Consolidated Endowment Fund (the Fund), this committee is responsible for:
 - Reviewing and recommending the Investment Policy, inclusive of the spending policy, and changes to the Investment Policy as it relates to the university endowed assets;
 - Reviewing and recommending Regents-appointed members to the WSU Foundation Investment Committee (the Committee);
 - Annually reviewing the operational performance of the Fund and the actions of the WSU Foundation, its Governors, and its Committee in their role as manager of university endowed assets in order to monitor performance and compliance with the scope of the delegation of management of university endowed assets; and
 - Reviewing and recommending the de-selection recommendations from the Committee of Regents-appointed members. De-selection does not include normal end-of-term roll-off of members.

This committee shall also review and recommend any other financial or investment policies of the university; monitor the performance of the treasurer and other officers charged with implementation of such policies; and monitor the performance of any other managed funds.

- **Audit and Compliance.** This committee shall assist the board in fulfilling its fiduciary oversight responsibilities relating to: the financial health of the university

and the integrity of the its financial statements, systems of internal control and risk management, the performance of the auditors and internal audit function, and the university's compliance with legal and regulatory requirements. The committee shall review matters related to audit, risk management, and other compliance matters, as appropriate, and will make recommendations when board action is required.

- This committee, in its audit role, shall meet a minimum of four times per year with the university's chief audit executive to discuss the integrity of the university's systems of internal control, and the performance of the internal audit activity in carrying out audit-related responsibilities, including updates the Audit Plan and review of results of audit activities. Sufficient opportunity for the internal and independent auditors to meet with the committee should be provided. This committee or the committee chair shall meet quarterly with the internal auditor in the absence of university officers.
 - This committee, in its audit role, may investigate any matter brought to its attention with full access to all records, facilities, and personnel of the university and the authority to engage other individuals as necessary to carry out its duties, consistent with applicable laws.
 - The responsibilities of this committee, in its audit role include, but are not limited to, a review of the internal audit plan, a review of the audits completed, and a review of annual audited financial statements.
 - This committee may also consider policies regarding discrimination and harassment, Title IX, equal opportunity, and fairness and equality in all activities and practices at the university.
- Operating and Capital Budget Endorsement. This committee shall oversee the annual and long-range operating and capital budgets for the university and review and provide recommendations to the board concerning all proposed requests for appropriation of state funds for the university's operating and capital budgets, prior to submission to the legislature or other state authorities.
 - Student Fees, Tuition, Policies, and Charges. This committee shall consider rates and resulting fees directly affecting students, such as tuition; Housing and Dining policies and fees; Student Health and Wellness policies and fees; Student Recreation Center policies and fees; the Student Technology fee rate and allocations; and Services and Activities fee rate and allocations.

In accordance with RCW 28B.15.067, any proposal for tuition and fee increases must be made public 21 days before the Board considers adoption of such increases. Exceptions to the 21-day period shall be as provided in RCW 28B.15.067.

- Borrowing and Debt Management. This committee shall consider the long-term financing of capital projects and any other borrowing, which may be required by the university.
- Trust Lands. This committee shall consider matters related to the university's trust lands and regularly review the management of these assets to ensure that they are

being managed in appropriate ways to maximize income to the university over the long term.

- Classified and Administrative/Professional Employees. This committee considers matters relating to classified and administrative/professional employees, including revisions to the Administrative and Professional Personnel Handbook, composition of the university's workforce; and collective bargaining agreements for those employees who are represented by an exclusive bargaining representative.

Strategic and Operational Excellence Committee

Purpose. The Strategic and Operational Excellence Committee shall ensure that the university is operating in fulfillment of its stated mission and goals and meeting broadly-accepted higher education standards of quality and excellence. This committee will facilitate the board's engagement in strategic planning and oversight of the strategic plan and the accreditation process. It will also consider the university's strategies for institutional advancement and reputational enhancement, statewide, nationally, and internationally. It may also consider matters pertaining to the efficiency and effectiveness of system-wide operations. This committee will work in coordination with other committees, as appropriate.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

Responsibilities. This committee shall make recommendations and provides governance oversight on the following:

- Strategic and Organizational Planning. This committee will facilitate appropriate board engagement in the development and approval of the university's strategic plan and overseeing its implementation, ensuring that the university's goals are directly related to its mission. The committee will periodically monitor overall performance, including review of meaningful performance metrics. This committee will also participate, as appropriate, in the university's accreditation process, as well as other processes that impact the institution's ability to fulfill its mission and meet high standards of operational excellence. The committee will also discuss issues of strategic importance or major issues in higher education that will deepen the board's understanding of and enhance its ability to make decisions on other key institutional issues.
- Advancement. This committee will consider policies and plans for acquiring the financial support required to achieve annual and capital fundraising goals, ensuring alignment between fundraising efforts and the institution's strategic priorities. This committee will also consider programs and activities for meeting the needs of alumni for involvement with the institution, and the institution for alumni support.

- Government Affairs. This committee will consider the institution's public policy agendas and long-range planning efforts aimed toward elevating the status of public higher education and the university's strategic priorities to all local, state and federal constituencies and agencies, including the Washington Legislature and the general public.
- Marketing and Communications. This committee will consider policies and plans for a broad program of public relations, marketing, and communications to represent WSU's achievements and advance the WSU brand and support fulfillment of its strategic goals and objectives across all areas of the university.
- System-wide operations. This committee will consider the efficiency, effectiveness, and quality of administrative services, including system-wide shared services, to ensure adequate support for fulfillment of the university's strategic initiatives.

Board of Regents Standing Committee Charters

~~The Committees of the Board shall be established to facilitate the business of the Board, communicate with the University administration, study issues of concern to the Board and matters to be brought before the Board, and to provide recommendations to the Board for approval.~~

~~No Committee may act for the Board on matters requiring Board action, except for the Executive Committee as noted under Subsection A below. 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 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 Academic and Student Affairs Committee.~~

Executive and Governance Committee

Purpose. The Executive and Governance Committee has three central responsibilities: first, act as a monitor of and advocate for best practices in higher education governance; second, act on behalf of the board between meetings to address emergency situations; and third, serve as a sounding board for the university president and facilitate presidential evaluation and compensation.

Composition. ~~The Executive and Governance Committee is the governance committee of the Board. It~~ shall consist of the chair of the board, the vice chair of the board, and the immediate past chair of the board. The university president of the university shall serve as an ex officio member of the committee. ~~—————The~~ Committee membership shall change concurrent with the schedule for board elections as outlined in Article I, Section 3, of these Board of Regents Bylaws.

Authority. The Executive and Governance Committee shall have a broad mandate from the board to work with the board chair and the university president of the university to help the board function effectively and efficiently in service to Washington State University and to the public it serves. It shall be vested with the authority to act on behalf of the board on emergency matters that cannot or should not be delayed until the board's next regularly scheduled meeting or until a special meeting of the full board is called, such action taking place at a meeting of the Executive and Governance Committee that has been properly noticed in accordance with the requirements of Washington law.

Three members of the Executive and Governance Committee shall constitute a quorum for the conduct of business of the ~~Executive C~~committee. If three members of the ~~Executive C~~committee are not available, the chair of the Board of Regents may designate any member of the board to temporarily fill the role as a member of ~~that the~~ committee.

Responsibilities. The committee's responsibilities shall, at a minimum, include:

- Reviewing and recommending best practices in higher education governance to board members;
 - Ensuring that a substantive orientation process is ~~in place for~~ provided to all new board members;
 - Encouraging all board members to continue to learn about the institution and their responsibilities and participate periodically in in-service education opportunities;
 - Overseeing, ~~or determining with the board chair and university president,~~ the timing and process of periodic board self assessment;
 - ~~Encouraging board members to participate periodically in in-service education opportunities;~~
 - Ensuring the board adheres to its ~~policies, bylaws, rules of conduct~~ and the Washington State Ethics in Public Service Law;
 - ~~Supporting and advising~~ Serving as a sounding board for the university president, when needed; and
 - ~~and~~ Monitoring the president's performance and facilitating presidential assessment and compensation.
- ~~In sum, this Committee is responsible for good governance, and shall review and recommend to the Board policies and practices affecting the performance of the governing board and its members in service to Washington State University and to the public trust.~~

Research and Academic ~~and Student~~ Affairs Committee

Purpose. The Research and Academic Affairs Committee facilitates the board's ultimate responsibilities for the teaching, research, and service missions of the university. The committee provides guidance and recommendations to the board on matters essential to the advancement of its strategic research and academic priorities and ensuring educational quality for its students.

This committee may consider matters relating to the institution's research enterprise; intellectual property; academic standards and requirements; the effectiveness and integrity of academic programs, including the assessment of student learning; the organization of departments, colleges, and statewide research and extension centers; research and academic policies, including those related to academic personnel.

Composition. There shall be at least three members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, ~~the~~ the president shall appoint ex officio members from among the officers of the university who, in consultation with the

committee chair, shall be responsible for development of committee agenda and for transmitting-submitting committee recommendations to the board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following Matters within the purview of this committee include, but are not limited to:

- Advancement of Research. This committee shall consider ~~and make recommendations on matters related to strengthening and advancing research, scholarship, and creativity -- statewide, nationally, and internationally~~ the University's advancement of research. It shall also consider matters pertaining to
- Economic Development and Extension. ~~Reviewing policies pertaining to economic development, -- and engagement, and Extension activities to enhance the University's efforts in helping to build the state and global's economies, including advancing the culture of innovation and entrepreneurship at the university.~~
- Intellectual Property. This committee shall consider ~~and make recommendations concerning matters related to~~ the university's intellectual properties, ~~and shall~~ It shall also review management of these institution's intellectual property assets, as well as technology transfer activities conducted on behalf of the University by the WSU Research Foundation Office of Commercialization, and shall propose policies to ensure that income to the University will be maximized over the long term, in support of the university's goals of ensuring that innovations and discoveries by WSU researchers are evaluated, protected where possible, and prepared for potential third-party licensing or other actions.
- Academic Policy. This committee shall consider ~~and make recommendations on~~ matters relating to the educational policies of the university, including curriculum; instruction; educational technology; ~~distance-online learning~~ education; research; public service; admission requirements; the establishment and ~~disestablishment discontinuation~~ of educational and research ~~units~~ departments, colleges, and units; and the establishment and ~~disestablishment discontinuation~~ of degree programs.
- Enrollment Management and Planning. This committee shall consider ~~and make recommendations on~~ matters pertaining to enrollment management and planning for the university, including enrollment levels for each campus, overall levels of domestic and international undergraduate and graduate enrollment, and graduation rates.
- Equity, and Diversity, and Inclusion-Affairs. This Committee shall consider ~~and make recommendations on~~ matters relating to equity and diversity; and shall support the institution's efforts to promote academic excellence through the pursuit of equity, diversity, and inclusion in its programs and operations. ~~assist the Vice President for Student Affairs to take a leadership role in these areas.~~
- Faculty Affairs. This Committee shall consider ~~and make recommendations on~~ matters relating to the faculty, including certain revisions to the Washington State University *Faculty Manual* and composition of the faculty.

- ~~• (4) Student Affairs. This Committee shall consider and make recommendations on matters concerning student programs and services, such as academic support programs, and concerning the general welfare of the student body, and shall consider policies that promote healthy surroundings to ensure student safety, high quality environment, and academic excellence.~~
- ~~• (5) Student Policies. This Committee shall consider and make recommendations on policies governing student discipline, conduct, and student organizations.~~
- ~~• (6) Equity and Diversity Affairs. This Committee shall consider and make recommendations on matters relating to equity and diversity, and assist the Vice President for Student Affairs, Equity and Diversity to take a leadership role in these areas.~~
- ~~• Information Technology Policy. This Committee shall consider and make recommendations on policy matters relating to the use and acquisition of computer services, telephone services, and other technologies used or proposed for use by the University.~~

Student Affairs and Athletics Committee~~External Affairs Committee~~

Purpose. ~~This Student Affairs and Athletics Committee is responsible for policies and matters relating to student life and education outside the classroom. It advises the board on student affairs issues and topics to help the board make informed decisions on matters directly affecting the students and supports institutional efforts to improve the quality of the student experience. The committee shall also consider issues and policies related to intercollegiate athletics and other programs that promote school spirit and the quality of student life.~~

Composition. ~~There shall be at least three members appointed by the board chair, one of whom shall be the student regent, as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for transmitting submitting committee recommendations to the board.~~

~~Committee may consider matters relating to student affairs, student life, discipline in the University and athletic policy and programs, and transmit its recommendations regarding these matters to the full Board.~~

Responsibilities. ~~This committee shall make recommendations and provide governance oversight on the following. Matters within the purview of this committee include, but are not limited to:~~

- ~~• is responsible for review of external activities and marketing efforts of the University. The President shall appoint ex officio members from among the~~

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~~officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.~~

~~Matters within the purview of this committee include, but are not limited to, considering and making recommendations to the full Board regarding the following:~~

- ~~Student Policies. This committee shall consider ~~consider~~ and ~~make recommendations on policies, practices, and procedures that create conditions to enhance student success, such as the institution's standards governing student discipline, of conduct, housing and food service policies, health and safety policies, and policies governing student organizations and extracurricular activities, and student organizations. Working with other committees, it shall~~ also consider issues related to student service areas of the university, including admissions, registration, financial aid, student advising, and housing.~~

- ~~Student Affairs Experience. This committee shall develop an understanding of ~~consider and make recommendations on the non-academic programs and services that create conditions for student success and shall advise the board in its decision making on matters affecting the students. It shall support programs that help create a diverse, vibrant learning environment and student-oriented campus culture, such as civic engagement and leadership activities, education abroad, academic support programs, career services programs, intramural and club sports, and recreation, and other co-curricular activities.~~ matters concerning student programs and services, such as academic support programs, and concerning the general welfare of the student body, and shall ~~consider policies that promote healthy surroundings to ensure student safety, high-quality environment, and academic excellence.~~~~

~~(1) External Affairs. Coordinating policy and planning relative to institutional relations with outside constituencies. This may include activities pertaining to government affairs, alumni affairs, community relations, parent organizations, the media, and athletics.~~

~~(2) Planning and Government Affairs. Supporting the long-range planning efforts of the Board by developing plans aimed toward elevating the status of public higher education to all local, state and federal constituencies and agencies, including the Washington Legislature and the general public.~~

- ~~Athletics. This committee shall reviewing issues matters related to ~~the Department of Intercollegiate Athletics~~ and athletic policies and planning. ~~also consider issues related to student service areas of the University, including admissions, registration, financial aid, student advising, and housing~~~~

~~(4) Development. Reviewing policies pertaining to development activities of the University and the WSU Foundation.~~

~~(5) Economic Development and Extension. Reviewing policies pertaining to economic development, engagement, and Extension activities to enhance the University's efforts in helping build the state's economy.~~

Institutional Buildings, Facilities and Grounds Infrastructure Committee

Purpose. The Institutional Infrastructure Committee is responsible for ensuring that the necessary infrastructure is in place to support research, academic, residential, extra curricular, and co-curricular programs and services. The committee considers matters related to university buildings, grounds, facilities, roads, and related structures. It also considers matters related to the institution's information technology infrastructure and campus safety and security.

~~— This Committee may consider matters relating to University buildings, facilities and grounds, and campus safety and transmit its recommendations regarding these matters to the full Board.~~

Composition. There shall be at least three members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for transmitting committeesubmitting recommendations to the board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the followingMatters within the purview of this committee include, but are not limited to:

- Real Property. This committee shall consider ~~and make recommendations concerning~~ the ownership, management, leasing, acquisition, and disposition of the university's real property.
- Physical Facilities. This committee ~~shall shall be the buildings and grounds committee of the board. It shall~~ consider ~~and make recommendations~~the following:
 - Long-range physical planning, including capital and campus master plans;
 - Capital-asset preservation and renewal, including monitoring deferred maintenance and overseeing the repairs, replacements, modernization, and renovations of buildings and infrastructure systems (e.g., relating to roofs, electrical and infrastructure technology systems, fire-protection, etc.);
 - Major capital projects, with focus on evaluating institutional needs, prioritizing projects, and exploring funding scenarios;
 - Research infrastructure, including major research facilities, core instrumentation laboratories, and other capabilities;
 - Plant operations and maintenance, with focus on ensuring adequate funding to maintain the physical plant at appropriate standards; and
 - Facilities-related policies and procedures, ensuring that the institution has appropriate policies and procedures in place (e.g., bidding processes); is in compliance with regulatory requirements (e.g., regarding safety and the Americans with Disabilities Act); and addresses other special issues, as appropriate (e.g., sustainability initiatives).
 - ~~as to matters relating to the planning, building, maintenance, operation, and naming of the physical facilities of the university, and the purchasing of equipment and supplies utilized by the university.~~

- Information Technology. This committee shall consider ~~and make recommendations on policy matters relating to the~~ needs of, and coordination among, the various campuses in areas such as use and acquisition of computer services, information technology, research computing, telephone services, and other technologies used or proposed for use by the university.
- Campus Safety and Security. ~~This committee shall consider matters~~ safety and security matters in the exercise of its responsibilities to enhance the safety of its ~~of campus safety and security~~ students, faculty, staff, and visitors, as well as to protect the institution's infrastructure and information assets.

Finance and ~~Audit~~ Compliance Committee

Purpose. ~~This committee~~ The Finance and Compliance Committee is responsible for ensuring the institution is operating in a financially sustainable manner, balancing its long-term and short-term financial obligations. This committee works in coordination with other committees, where appropriate, and fiscal stability and long-term economic health of the University. It may consider matters and policies relating to the following: internal and external audits; the fiscal and accounting and financial controls functions of the university and associated programs and policies; the University's real and intellectual properties; risk management; operating and capital budgets; debt management;— and financial and investment policies. This committee ~~the physical assets of the University; may also consider matters related to the institution's~~ the deployment of technology by the University; and classified and administrative/professional employees and transmit its recommendations regarding these matters to the full Board.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the ~~U~~ niversity who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for ~~transmitting committee~~ submitting recommendations to the Board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following: ~~Matters within the purview of this committee include, but are not limited to:~~

- Investments. Consistent with the Investment Policy Statement for the Washington State University Foundation Consolidated Endowment Fund (the Fund), this committee is responsible for:
 - Reviewing and recommending the Investment Policy, inclusive of the spending policy, and changes to the Investment Policy as it relates to the university endowed assets;
 - Reviewing and recommending Regents-appointed members to the WSU Foundation Investment Committee (the Committee);
 - Annually reviewing the operational performance of the Fund and the actions of the WSU Foundation, its Governors, and its Committee in their role as manager of university endowed assets in order to monitor performance and

compliance with the scope of the delegation of management of university endowed assets; and

- o Reviewing and recommending the de-selection recommendations from the Committee of Regents-appointed members. De-selection does not include normal end-of-term roll-off of members.

This committee shall also review and recommend any other financial or investment policies of the university; ~~be the board committee on investments and shall consider and make recommendations concerning investment policies and guidelines;~~ monitor the performance of the treasurer and other officers charged with implementation of such policies; ~~monitor performance of the Consolidated Endowment Fund and~~ monitor the performance of any other managed funds as reported by the Investment Committee.

- Audits and Compliance. This committee shall ~~be the board committee on audit. In its audit function, it will~~ assist the board ~~of Regents~~ in fulfilling its fiduciary oversight responsibilities relating to: the financial health of the university and the integrity of the university's its financial statements, the systems of internal control and risk management, the performance of the auditors and internal audit function, and the university's compliance with legal and regulatory requirements. The committee shall review ~~all~~ matters related to audit, risk management, and other compliance matters, as appropriate, and ~~provide reports to the Board, with will make~~ recommendations when board action is required.
 - o This committee, in its audit role, shall meet a minimum of four times per year ~~to with the university's chief audit executive to discuss the integrity of the university's systems of internal control, and the performance of the internal audit activity in carrying out audit-related responsibilities, including updates the Audit Plan and review of results of audit activities~~ consider business related to its audit function. Sufficient opportunity for the internal and independent auditors to meet with the committee should be provided. ~~At least annually, this committee or the committee chair, as part of its audit function,~~ shall meet quarterly with the internal auditor in the absence of university officers.
 - o This committee, in its audit role, may investigate any matter brought to its attention with full access to all records, facilities, and personnel of the university and the authority to engage other individuals as necessary to carry out its duties, consistent with ~~Washington's competitive solicitation requirements and other~~ applicable laws.
 - o The responsibilities of this committee, in its audit role include, but are not limited to, a review of the internal audit plan, a review of the audits completed, and a review of annual audited financial statements.
 - o This committee may also consider policies regarding discrimination and harassment, Title IX, equal opportunity, and fairness and equality in all activities and practices at the university.
- Operating and Capital Budget Endorsement. This committee shall oversee the annual and long-range operating and capital budgets for the university and review and provide recommendations to the board concerning all proposed requests for

appropriation of state funds for the university's operating and capital budgets, prior to submission to the legislature or other state authorities.

- Student Fees, Tuition, Policies, and Charges. This committee shall consider ~~and make recommendations on~~ rates and resulting fees directly affecting students, such as tuition; Housing and Dining policies and fees; Student Health and Wellness policies and fees; Student Recreation Center policies and fees; the Student Technology fee rate and allocations; and Services and Activities fee rate and allocations.

In accordance with RCW 28B.15.067, any proposal for tuition and fee increases must be made public 21 days before the Board considers adoption of such increases. Exceptions to the ~~21-21~~-day period shall be as provided in RCW 28B.15.067.

- Borrowing and Debt Management. This committee shall consider ~~and make recommendations concerning~~ the long-term financing of capital projects and any other borrowing, which may be required by the university.
 - ~~(6) Real Property. This Committee shall consider and make recommendations concerning the ownership, management, leasing, acquisition, and disposition of the University's real property.~~
 - ~~Intellectual Property. This Committee shall consider and make recommendations concerning the University's intellectual properties; shall review management of these assets, as well as technology transfer activities conducted on behalf of the University by the WSU Research Foundation; and shall propose policies to ensure that income to the University will be maximized over the long term.~~
- Trust Lands. This committee shall consider ~~and make recommendations for action, as appropriate, as to~~ matters related to the university's trust lands and regularly review the management of these assets to ensure that they are being managed in appropriate ways to maximize income to the university over the long term.
 - ~~(9) Physical Facilities. This Committee shall be the buildings and grounds committee of the board. It shall consider and make recommendations as to matters relating to the planning, building, maintenance, operation, and naming of the physical facilities of the University, and the purchasing of equipment and supplies utilized by the University.~~
- Classified and Administrative/Professional Employees. This committee ~~shall consider~~ ~~and make recommendations as to~~ matters relating to classified and administrative/professional employees, including revisions to the Administrative and Professional Personnel Handbook, composition of the university's workforce; and collective bargaining agreements for those employees who are represented by an exclusive bargaining representative.

Strategic and Operational Excellence Committee

Purpose. — ~~This~~ The Strategic and Operational Excellence Committee ~~committee is responsible for~~ shall ensure that the university is operating in fulfillment of its stated

mission and goals and meeting broadly-accepted higher education standards of quality and excellence. This committee will facilitate the board's engagement in strategic planning and oversight of the strategic plan and the accreditation process. It will also consider the university's strategies for institutional advancement and reputational enhancement, statewide, nationally, and internationally. It may also consider matters pertaining to the efficiency and effectiveness of system-wide operations. This committee will work in coordination with other committees, as appropriate.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

review of external activities and marketing efforts of the University.

The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.

Responsibilities. This committee shall make recommendations and provides governance oversight on the following. Matters within the purview of this committee include, but are not limited to:

- Strategic and Organizational Planning. This committee will facilitate appropriate board engagement in the development and approval of the university's strategic plan and overseeing its implementation, ensuring that the university's goals are directly related to its mission. The committee will periodically monitor overall performance, including review of meaningful performance metrics. This committee will also participate, as appropriate, in the university's accreditation process, as well as other processes that impact the institution's ability to fulfill its mission and meet high standards of operational excellence. The committee will also discuss issues of strategic importance or major issues in higher education that will deepen the board's understanding of and enhance its ability to make decisions on other key institutional issues.
- Advancement/External Affairs. Coordinating-This committee will consider policyies and planings for acquiring the financial support required to achieve annual and capital fundraising goals, ensuring alignment between fundraising efforts and the institution's strategic priorities. This committee will also consider programs and activities for meeting the needs of alumni for involvement with the institution, and the institution for alumni support relative to institutional relations with outside constituencies. This may include activities pertaining to government affairs, alumni affairs, community relations, parent organizations, the media, and athletics.
- Planning and Government Affairs. SThis committee will considerupporting_ the institution's public policy agendas and long-range planning efforts of the Board by developing plans aimed toward elevating the status of public higher education and

the university's strategic priorities to all local, state and federal constituencies and agencies, including the Washington Legislature and the general public.

- Marketing and Communications. This committee will consider policies and plans for a broad program of public relations, marketing, and communications to represent WSU's achievements and advance the WSU brand and support fulfillment of its strategic goals and objectives across all areas of the university.
- System-wide operations. This committee will consider the efficiency, effectiveness, and quality of administrative services, including system-wide shared services, to ensure adequate support for fulfillment of the university's strategic initiatives.
- ~~Development. Reviewing policies pertaining to development activities of the University and the WSU Foundation.~~

Discussion Draft: Meeting Schedule and Committee Structure – WSU Board of Regents

Number on Board: 10
 Meetings per Year: 6 Note: Currently, there are six regular meetings and an annual retreat
 Consent Agenda: Yes Note: Proposed
 Strategic Discussions: Yes When: Proposed during Strategic and Operational Excellence Committee and/or at full Board meeting

Proposed Committee Structure:

Committee	No. of Members	Membership
Executive and Governance Committee	3	Chair, Vice Chair, Past Chair
Research and Academic Affairs Committee	4	TBD
Student Affairs and Athletics Committee	3	TBD
Institutional Infrastructure Committee	3	TBD
Finance and Compliance Committee	10	Committee as a whole
Strategic and Operational Excellence Committee	10	Committee as a whole

Possible Board Schedule:

Day 1 – Thursday		Day 2 - Friday	
11:00am – Noon	Executive and Governance Committee Meeting (or could potentially occur the day before via phone)	7:15 – 8:00am	BOR Breakfast w/President
Noon – 1:00pm	BOR Lunch w/President	8:00 – 10:30am	Full Board Meeting
1:15 - 2:15pm	Concurrent Committee Meetings (3 committees, each with 3 or 4 members, best structure/focus TBD)		- Welcome and Summary
2:15 – 2:30pm	Break		- Consent Agenda
2:20 – 3:30pm	Finance and Compliance Committee (as a whole)		- Focused Discussion/Presentation
3:30 – 5:00pm	Strategic and Operational Excellence Committee (as a whole)		- Shared Governance Reports
			- Committee Reports
			- Action Item(s)
			- Public Comment
			- Adjourn
	<i>***(Executive Session When Needed)***</i>		
5:30 – 9:00pm	Reception and/or BOR Dinner w/President		

Considerations:

- Travel/air schedules, particularly related to Pullman
- Concurrent meeting issues: Staffing and logistics – Who supports and goes to what? (Board staff, President, and VPs)
- Board’s responsibilities and delegations: Update of delegations will help decrease number of agenda items
- Board’s procedures related to the submission of action items: Eliminating the future action item requirement for routine items will increase efficiency and decrease number of agenda items
- Consent agenda: Use of a consent agenda would increase efficiency

ACTION ITEM #4
Board of Regents – Conflict of Interest Policy
(Kirk H. Schulz)

August 24, 2016

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Proposed adoption of Board of Regents Conflict of Interest Policy

PROPOSED: That the Board of Regents adopt the proposed Conflict of Interest Policy

SUBMITTED BY: Kirk H. Schulz, President

SUPPORTING INFORMATION: The Association of Governing Boards recommends that all governing boards have a conflict of interest policy. In addition, Washington state law imposes obligations on members of the Board of Regents regarding disclosure of financial interests and recusal from participation in certain matters.

The proposed policy includes a broad definition of conflict of interest and also incorporates state law requirements. It requires Regents to annually complete a statement that they have read, understand, and will comply with the policy. It also includes a procedure for disclosure of conflicts of interest and for determining when recusal is necessary. Lastly, the policy delineates exceptions for Student Regents participating in matters of general interest to students and for situations in which recusal could result in significant harm to the institution.

ATTACHMENT: Board of Regents Conflict of Interest Policy

DRAFT

Washington State University BOARD OF REGENTS POLICY MANUAL

Regents Policy #____
Approved by Board of Regents, _____, 2016

Washington State University Board of Regents Conflict of Interest Policy

POLICY

The members of the Board of Regents, as well as all Washington State University faculty and staff, hold positions of public trust and should adhere to the highest ethical standards in carrying out their duties to the University. These standards include maintaining objectivity and independent judgment to ensure all actions are taken in the best interests of the University, and avoiding activities that could impair the public's trust in the institution.

PURPOSE

This policy protects the interests of the University by providing guidance to the Regents in recognizing and handling conflicts of interest and meeting their obligations under the Washington State Ethics in Public Service Act (Ethics Act).

The Ethics Act prohibits state officers and employees from having an interest, financial or otherwise, direct or indirect, or engaging in a business or transaction or professional activity, or incurring an obligation of any nature, that is in conflict with the state officer's or employee's duties. [RCW 42.52.020](#).

In addition to these statutory obligations, members of the Board of Regents have fiduciary responsibilities to the University, which require them to avoid conflicts of interest and exercise their authority solely on the basis of promoting the best interests of the institution and the public good.

DEFINITION OF CONFLICT OF INTEREST

A conflict of interest is a personal interest, financial, familial, professional, or otherwise, that might impair or reasonably appear to an objective, outside observer to impair a Regent's independent, unbiased judgment in the discharge of his or her responsibilities to the University.

For purposes of this policy, the Student Regent shall not be deemed to have a conflict of interest for purposes of participation in or voting on matters of general interest to Washington State University students.

PROCEDURE

The following procedures apply:

- Each Regent will file annually a personal financial affairs disclosure, as required by the Washington Public Disclosure Act, [RCW Chapter 42.17A.700](#).
- Within thirty (30) days of appointment to the Board of Regents, and each year annually, each Regent will sign a statement certifying they have read, understand, and will comply with this Conflict of Interest Policy and that they have filed the required annual personal financial affairs disclosure with the Public Disclosure Commission. The completed statements are retained in the Office of the President for the applicable retention period.
- For financial transactions involving the University: If the Board of Regents is called upon to consider a transaction in which a Regent owns a beneficial interest, as defined in [RCW 42.52.010](#), the Regent shall disclose the precise nature of his or her interest to the Chair of the Board of Regents and shall refrain from participating in the Board's consideration of the transaction. [RCW 42.52.030](#).
- For building contracts, improvements, or building supplies. No Regent shall have a financial interest, either directly or indirectly, in any contract for any building or improvement at the University, or for furnishing supplies for any building or improvement. [RCW 28B.30.140](#).
- For other matters: All Regents should be sensitive to matters that could involve a conflict of interest. If a Regent becomes aware of any personal, financial, familial, or professional relationship that could give rise to a conflict of interest with respect to a particular matter, the Regent shall promptly disclose the relationship to the Chair of the Board of Regents (or Vice Chair, if the Chair is unavailable or is the Regent with the possible conflict). In turn, legal counsel may be consulted. The Chair (or Vice Chair, if applicable) makes the final decision regarding whether a conflict of interest exists. A recess may be taken if needed to address an issue arising during a Regents meeting.
- Recusal: Regents should err on the side of caution and shall recuse themselves from participating in, influencing, or voting on matters when a conflict of interest exists. The Regent's recusal (or the decision not to recuse and the basis for that decision) shall be noted on the record. In the event of recusal, the Regent's presence will not be counted when determining whether there is a quorum for action on that matter.

- Exception: Except when prohibited by law, in the event that a conflict of interest arises but recusal would, in the judgment of the Chair (or Vice Chair, if applicable) cause significant harm to the institution, the Chair (or Vice Chair, if applicable), after consultation with legal counsel, may authorize limited participation under carefully defined conditions. An explanation of the conflict, the justification for allowing participation, and the conditions of participation shall be noted on the record.

ASSISTANCE

Questions or complaints regarding this policy should be directed to the Chair of the Board of Regents, the University's Chief Audit Executive, or the Attorney General's Office.

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