

# ACTION ITEM #1

## Amendments to the Bylaws of the Board of Regents (Sharyl Kammerzell)

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Amendments to the Bylaws of the Board of Regents

PROPOSED: That the Board of Regents approve amendments to the Bylaws of the Board of Regents

SUBMITTED BY: Sharyl Kammerzell, Director of Legal Affairs

SUPPORTING  
INFORMATION:

Amendments to the Bylaws of the Board of Regents are being proposed primarily to comply with recent changes in state law. The 2012 legislature enacted Substitute House Bill 2313 (effective June 7, 2012), which amends RCW 28B.30.120 to require the Board of Regents to provide for public comment at each meeting. It also amends RCW 28B.15.067 to require publication of tuition and fee increases 21 days in advance of any final Board action.

Most of the proposed amendments are in Article II, Section 11 (Appearance Before the Board). In sum, these amendments:

- Provide for public comment at each meeting;
- Provide for sign up for those individuals who want to comment;
- Give the Board chair the ability to reasonably limit the overall time of the comment period, and the time for each speaker, and
- Set the priority for speakers based on signing up and relevance to the agenda.

Amendments are also proposed for Article III, Section 1.D(4) (Student Fees, Tuition, Policies, and Charges). These amendments address the 21day notice period regarding tuition and fee increases.

In addition to the above amendments, there are some minor changes proposed in Article II, Sections 11 and 12 regarding who may appear before, and submit agenda items to the Board of Regents.

ATTACHMENTS: [Proposed Amendments to the Bylaws of the Board of Regents Red-line Version and Clean Version](#)

**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 Business and Finance 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 ~~chairs of the Committees, the University~~ Regents, President, ~~the University~~ Provost, ~~and the University~~ 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. Where appropriate, public testimony regarding a special issue may be permitted provided that the hearing of such testimony has been approved by the University President and the Chair of the Board. The Chair of the Board may reasonably limit the total amount of time allocated for public testimony on particular issues for each speaker and may limit testimony to assure that it is germane to the specific matter under consideration. Individuals seeking to address the Board shall communicate their request to the University President no fewer than seven (7) calendar days prior to the regular 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

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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.

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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 Executive Director of Planning and Budget, Director of Intercollegiate Athletics, Director of Internal Audit, 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. This requirement may be suspended by the Chair of the Board as to any action item.

C. 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. Committees of the Board. 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.

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.

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 Committee** – The Executive 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 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** – This Committee may consider matters relating to 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:

- (1) *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.
- (2) *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.
- (3) *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.
  - (7) *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. **External Affairs 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, considering and making recommendations to the full Board regarding the following:

- (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) *Athletics.* Reviewing issues related to the Department of Intercollegiate Athletics and athletic policies and planning.
  - (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.
- D. **Finance and Audit 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.

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.
- (7) *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.
- (8) *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.
- (10) *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.
- (11) *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.

#### **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 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, 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 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.

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: 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 VIII: 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**

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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 Business and Finance 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.

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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.

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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.

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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. This requirement may be suspended by the Chair of the Board as to any action item.

C. 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. Committees of the Board. 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.

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.

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 Committee** – The Executive 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 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** – This Committee may consider matters relating to 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:

- (1) *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.
- (2) *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.
- (3) *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.
- (7) *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. **External Affairs 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, considering and making recommendations to the full Board regarding the following:

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

- D. **Finance and Audit 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.

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.
- (7) *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.
- (8) *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.
- (10) *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.
- (11) *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.

#### **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 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, 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 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.

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: 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 VIII: 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.