

MINUTES
Board of Regents
June 7, 2022

The Board of Regents of Washington State University (WSU) met pursuant to call in Open Meeting at 7:30 a.m., Tuesday, June 7, 2022, at the Davenport Grand Hotel, Spokane, Washington.

Present: Regent Marty Dickinson, Chair; Regents, Brett Blankenship, Enrique Cerna, Lura Powell, Jenette Ramos, Heather Redman, Lisa Schauer, John Schoettler, and Shain Wright. Also present was WSU Faculty Representative to the Board Dave Turnbull and WSU staff members President Kirk Schulz, Provost and Pullman Chancellor Elizabeth Chilton, WSU Everett Chancellor Paul Pitre, WSU Tri-Cities Chancellor Sandra Haynes, WSU Vancouver Chancellor Mel Netzhammer, Vice President and WSU Health Sciences Spokane Chancellor Daryll DeWald, WSU Global Campus Chancellor Dave Cillay, Vice President for Finance and Administration and CFO Stacy Pearson, Interim Vice President for Student Affairs Ellen Taylor, Vice President for Research Chris Keane, Vice President for Marketing and Communications Phil Weiler, Vice President for Information Technology Services and CIO Sasi Pillay, Vice President for External Affairs and Government Relations & Chief Legislative Officer Colleen Kerr, Associate Vice President and Chief Human Resource Officer Theresa Elliot-Cheslek, Vice President for International Programs Asif Chaudhry, Senior Assistant Attorney General Nathan Deen, Executive Director for Policy and Governance Danielle Hess, Communications Coordinator Kylie Condosta, and Executive Assistant to the Board of Regents Desiree Jacobsen.

Chair Dickinson opened the meeting and announced that the Regents would convene in executive session with the University's legal counsel to review the performance of a public employee. She further instructed the session would be closed and said it would conclude at 8:00 a.m. unless it was extended by further announcement. Chair Dickinson stated that if any action were to be taken due to these discussions, it would be taken during open session later in the day. Chair Dickinson asked that everyone but legal counsel leave the room.

At the conclusion of the executive session, the Regents reconvened in open session.

The following presentations and focused discussions were reviewed:

- OneWSU – System Update provided by President Schulz and Provost and Pullman Chancellor Chilton
- President Schulz – 2022-2023 Goals and Objectives provided by President Schulz
- Roles and Responsibilities of the Board – Powers Which Have Not Been Delegated and Require Regent's Actions provided by Senior Assistant Attorney General Nathan Deen
- 2022 Board of Regents Self-Assessment provided by Chair Dickinson

Additionally, Regents participated in a WSU Spokane Campus Tour.

Following the presentations, President Schulz and Executive Director for Policy and Governance Danielle Hess presented the following Action Items for Regents consideration:

Action Item 1: Proposed Amendments to the Board of Regents Committee Charters Policy. Following Board discussion, it was moved and seconded that the Board of Regents adopt amendments to the Committee Charters Policy as proposed. Carried. (*Exhibit A*)

Action Item 2: Proposed Amendments to the Board of Regents Bylaws. Following Board discussion, it was moved and seconded that the Board of Regents adopt amendments to the Bylaws proposed. Carried. (*Exhibit B*)

Other Business: Chair Dickinson announced that the Regents met in Executive Session that morning to discuss the performance of a public employee. During that Executive Session, the Regents discussed and provided the President's annual review. She further said, after discussing the President's performance and accomplishments, in accordance with Section VII of President Schulz's employment contract, the Regents also discussed President Schulz's compensation package. Based on those discussions and President Schulz's exemplary service to the University, Chair Dickinson moved that the Regents amend President Schulz's contract as follows:

- Add an additional retention incentive payment of \$75,000.00, provided the President remains employed on July 31, 2022, and he otherwise meets the current vesting requirements for the retention incentive;
- Increase the President's future retention incentive payment to \$200,000.00 starting with the period of August 1, 2022, to June 30, 2023, and annually thereafter, provided he meets the current vesting requirements for the retention incentive;
- Increase the President's base salary to \$750,000.00 annually beginning July 1, 2022;
- Provide a monthly housing stipend of \$2,500.00, effective in July of this year, provided that President Schulz is employed as president on the final day of each month; and
- Clarify that if the President returns to the faculty following his appointment as president, such appointment will be a nine-month appointment.

The motion was seconded by Regent Heather Redman. *Carried.*

Public Comment: No public comments were made.

The meeting adjourned at 3:20 p.m.

Approved by the Board of Regents at its meeting held September 16, 2022, at Pullman, Washington.

SIGNED COPIES AVAILABLE IN THE PRESIDENT'S OFFICE

ACTION ITEM #1

Proposed Amendments to Board of Regents Committee Charters Policy (Kirk Schulz/Danielle Hess)

June 7, 2022

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Proposed amendments to the Board of Regents Committee Charters Policy (BOR Policy #3)

PROPOSED: That the Board of Regents adopt amendments to the Committee Charters Policy (1) consolidating the six current committees into four, (2) adding inclusion, diversity, equity, and access to all committee charters, (3) strengthening language in the Executive and Governance Committee responsibilities regarding presidential evaluation and compensation, (4) providing a designated primary liaison to each committee, and (5) adding corporate engagement and WSU Extension to the purview of the Strategic and Operational Excellence committee.

SUBMITTED BY: Kirk Schulz, WSU System President
Danielle Hess, Division Chief, WSU Division of Attorney General's Office

SUPPORTING INFORMATION: In 2016, the Regents created a six-committee structure, with an Executive and Governance Committee, two large committees of the whole, and three smaller concurrent committees. Over time, several downsides to this structure have been noted, including challenges with identifying appropriate agenda items for the smaller committees and concerns by Regents about missing important discussions and presentations. There also have been logistical issues with live-streaming multiple concurrent committee meetings.

We are proposing a return to a "committee of the whole" structure, with substantive modifications as follows:

(1) Consolidation of committees

- The Student Affairs and Student Life Committee would be consolidated with the Research and Academic Affairs Committee. The new committee would be the "Academic and Student Affairs Committee."
- The Institutional Infrastructure Committee would be consolidated with the Finance and Compliance

Committee. The new committee would be the “Finance and Administration Committee.”

- (2) Inclusion, diversity, equity, and access
 - Each committee would have responsibility for inclusion, diversity, equity, and access matters within that committee’s purview.
 - The Strategic and Operational Excellence Committee would have a coordinating role and would receive presentations and information from WSU’s diversity and equity experts and/or Executive Director for Tribal Relations no less than once per year.
- (3) Presidential assessment and compensation: Language would be added to the Executive and Governance Committee charter emphasizing responsibilities in the area of presidential assessment and compensation, including annual and comprehensive performance evaluations in accordance with Board of Regents Policy for Presidential Performance Evaluation (BOR #6).
- (4) Designated primary liaison. The University President would appoint a single designated primary liaison from the officers of WSU for each committee.
- (5) Expansion of Strategic and Operational Excellence Committee. The purview of this committee would be expanded to specifically include corporate engagement and WSU Extension.

Per the Board of Regents Bylaws, the Regents also have the ability to create ad hoc committees as needed.

**ADDITIONAL
INFORMATION:**

The current committee structure and charters can be found at <https://policies.wsu.edu/prf/index/manuals/bor00-table-contents/bor3-policy-on-committee-charters/>.

ATTACHMENTS:

Proposed Changes to Board of Regents Policy on Committee Charters (BOR #3)

BOARD OF REGENTS POLICY ON COMMITTEE CHARTERS

Overview

Board of Regents (BOR) standing committees assist it in focusing and organizing its work around institutional issues and responsibilities that align with the BOR’s governance role. Committee charters delineate committee structure and responsibilities and help advance the productivity of the BOR.

BOR committees include an Executive and Governance Committee and three committees of the whole: (1) the Academic and Student Affairs Committee, which encompasses Academic Affairs, Research, and Student Life; (2) the Finance and Administration, Committee, which encompasses Finance, Compliance, Audit, Infrastructure, and Athletics; and (3) the Strategic and Operational Excellence Committee, which encompasses Inclusion, Diversity, Equity, and Access, Planning, Governmental Affairs, Advancement, Corporate Engagement, and WSU Extension.

BOR STANDING COMMITTEE CHARTERS

EXECUTIVE AND GOVERNANCE COMMITTEE

Purpose and Authority

The Executive and Governance Committee has a broad mandate from the BOR to work with the BOR chair and the WSU president to help the BOR function effectively and efficiently in service to WSU and to the public it serves. It is vested with the authority to act on behalf of the BOR on emergency matters that cannot or should not be delayed until the BOR’s next regularly scheduled meeting or until a special meeting of the full BOR is called, such action taking place at a meeting conducted 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 BOR chair may designate any member of the BOR to temporarily fill the role as a member of the committee.

Composition

The Executive and Governance Committee shall consist of the BOR chair, the BOR vice chair, and the immediate past BOR chair. The WSU president shall serve as an *ex officio* member of the committee, except when the committee is considering matters of the president’s hiring, evaluation, or compensation. Committee membership shall change concurrently with the schedule for BOR elections as outlined in Article I, Section 3, of the Board of Regents Bylaws.

Responsibilities

This committee's responsibilities include:

- Monitoring the president's performance and overseeing presidential assessment and compensation, including annual and comprehensive performance evaluations in accordance with BOR Policy #6.
- Monitoring, reviewing, advocating for, and implementing best practices in higher education governance;
- Ensuring that a substantive, comprehensive orientation program is provided to all new BOR members;
- Ensuring that all BOR members continue to learn about the institution and their responsibilities, including participation in regular in-service education opportunities;
- Overseeing the timing and process of periodic BOR self-assessment;
- Ensuring the BOR adheres to its policies, bylaws, applicable state and federal laws, and principles that advance inclusion, diversity, equity, and access;
- Serving as a sounding board for the WSU president; and
- Acting on behalf of the BOR in emergency matters.

ACADEMIC AND STUDENT AFFAIRS COMMITTEE (ACADEMIC AFFAIRS, RESEARCH, AND STUDENT LIFE)

Purpose

This committee facilitates the BOR's responsibilities for teaching, research, and other academic matters, as well as matters relating to student affairs, student life, and education and activities outside the classroom.

Composition

This is a committee of the whole. The BOR chair shall appoint a chairperson, as provided in the Board of Regents Bylaws. Additionally, the WSU president shall appoint one *ex officio* primary liaison from among the officers of WSU and may appoint other *ex officio* members. The primary liaison, in consultation with the committee chairperson, the Office of the President, and other appropriate WSU officials, shall be responsible for development of the committee agenda.

Responsibilities

This committee shall consider matters, make recommendations, and provide governance oversight in the following areas:

- Academic policy and programs, including accreditation; curriculum; instruction; educational technology; online education; student advising; 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;

- Research, scholarship, and creativity statewide, nationally, and internationally, including economic development activities;
- Intellectual property, technology transfer, and commercialization activities;
- Enrollment management and planning, including enrollment levels for each campus and system-wide; admissions; financial aid; student retention; and graduation rates;
- Inclusion, diversity, equity, and access, in all matters pertaining to academics, research, and student life;
- Faculty affairs, including matters relating to recruitment, retention, promotion, composition of the faculty, and other policies and matters that impact faculty; and
- Student affairs and student life, including policies, practices, and procedures that impact students; housing and dining services; health and safety; student organizations; career services; student support programs; education abroad; recreation, civic engagement and leadership; and extracurricular and cocurricular activities.

FINANCE AND ADMINISTRATION COMMITTEE (FINANCE, COMPLIANCE, AUDIT, INFRASTRUCTURE, AND ATHLETICS)

Purpose

This committee facilitates the BOR's responsibilities for the financial and administrative operations of WSU, including fiscal and compliance matters related to intercollegiate athletics. The committee also is responsible for physical and information technology infrastructure, as well as other infrastructure matters.

Composition

This is a committee of the whole. The BOR chair shall appoint a chairperson, as provided in the Board of Regents Bylaws. Additionally, the WSU president shall appoint one *ex officio* primary liaison from among the officers of WSU and may appoint other *ex officio* members. The primary liaison, in consultation with the committee chairperson, the Office of the President, and other appropriate WSU officials, shall be responsible for development of the committee agenda.

Responsibilities

This committee shall consider matters, make recommendations, and provide governance oversight on the following:

- Investments, including:
 - Reviewing and approving changes to the Investment Policy Statement for the Washington State University Foundation Consolidated Endowment Fund (Fund) Investment Policy, as it relates to the WSU endowed assets;
 - Reviewing and recommending BOR-appointed members to the WSU Foundation Investment Committee (Committee); and
 - Annually reviewing the operational performance of the Fund and the actions of the WSU Foundation, its Governors, and the Committee;

- Borrowing and debt management, including the financing of capital projects;
- Operating and capital budget endorsement, including overseeing annual and long-range operating and capital budgets; and reviewing, providing recommendations, and approving all requests for appropriation of state funds;
- Student fees and tuition;
- Audit, including meeting a minimum of two (2) times per year with WSU's chief audit executive to discuss the effectiveness of the WSU's internal controls, significant status updates on corrective action plans, the audit plan, and internal audit activity; review of the audit charter, as needed; this committee or the committee chairperson shall meet at least once per year with the internal auditor in the absence of WSU officers;
- Finance, including oversight of the financial health of WSU and the integrity of its financial statements; sufficient opportunity for the independent external auditor to meet with the committee or the committee chairperson shall be provided;
- Compliance, including meeting a minimum of two (2) times per year with WSU's chief compliance officer to receive updates, reports on the status of corrective action plans, presentations and/or recommendations on compliance issues, including discrimination, harassment, and Title IX issues, and reports regarding any significant non-compliance issues; in addition, the committee will review the compliance charter as needed; sufficient opportunity for the chief compliance officer to meet with the committee shall be provided; this committee or the committee chairperson shall meet at a minimum of once per year with the chief compliance officer in the absence of WSU officers.;
- Investigation of any matter brought to the committee's attention with full access to all records, facilities, and personnel of WSU and the authority to engage other individuals, including professionals external to WSU as necessary to carry out its duties, consistent with applicable laws; the committee will receive any required education and sign any necessary forms to review regulated, confidential, and/or privileged records and information;
- Risk Management, including meeting a minimum of once per year with WSU's chief risk officer to discuss significant enterprise and operational risks and WSU's risk management plan;
- Campus safety and security;
- WSU trust lands;
- Classified and administrative professional employees, including matters relating to recruitment, retention, promotion, policies, collective bargaining, and other matters that impact employees;
- Real property, including ownership, management, leasing, acquisition, and disposition;
- Inclusion, diversity, equity, and access (IDEA) as they relate to matters within the purview of this committee, including ensuring that IDEA principles are being considered and followed in all areas of WSU administrative operations;
- Physical facilities, including:
 - 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;
 - Major capital projects;
 - Research infrastructure, including major research facilities, core instrumentation laboratories, and other capabilities;

- Plant operations and maintenance; and
- Facilities-related policies and procedures (*e.g.*, bidding processes, safety, sustainability, ADA compliance);
- Information technology, including the needs of, and coordination among, the various campuses in all information technology areas, research computing, telephone services, and other technologies; and
- Athletics, including budget, policies, compliance, Pac-12 and NCAA, and matters pertaining to student athletes

STRATEGIC AND OPERATIONAL EXCELLENCE COMMITTEE (INCLUSION, DIVERSITY, EQUITY AND ACCESS, PLANNING, GOVERNMENTAL AFFAIRS, ADVANCEMENT, CORPORATE ENGAGEMENT, AND EXTENSION)

Purpose

This committee facilitates the BOR's engagement in strategic planning, institutional advancement, development, corporate engagement, and governmental relations. It also considers matters pertaining to the efficiency and effectiveness of system-wide operations and has broad oversight of WSU's activities and progress in the areas of inclusion, diversity, equity, and access system-wide.

Composition

This is a committee of the whole. The BOR chair shall appoint a chairperson, as provided in the Board of Regents Bylaws. Additionally, the WSU president shall appoint one *ex officio* primary liaison from among the officers of WSU and may appoint other *ex officio* members. The primary liaison, in consultation with the committee chairperson, the Office of the President, and other appropriate WSU officials, shall be responsible for development of the committee agenda.

Responsibilities

This committee shall consider matters, make recommendations, and provide governance oversight on the following:

- Inclusion, diversity, equity, and access (IDEA), including high-level coordination between and among BOR committees in this area, coordination and review of WSU's IDEA efforts system-wide, and receiving presentations and information from WSU's diversity and equity experts and/or the Executive Director for Tribal Relations no less than once per year regarding progress and challenges;
- Strategic and organizational planning, including development and approval of WSU's strategic plan, oversight of its implementation, and monitoring overall performance, including review of meaningful performance metrics;
- Advancement, development, and fundraising, including supporting the WSU Foundation in achieving its goals and aligning fundraising efforts and the institution's strategic priorities;
- Alumni relations, including working with the WSU Alumni Association to support programs and activities that encourage alumni involvement with, and support of, WSU;

- Government affairs, including the institution’s public policy agendas and long- and short-range planning and engagement efforts aimed toward advancing WSU’s strategic priorities to all local, state, and federal leaders, constituencies, and agencies, including the Washington Legislature and the general public;
- Marketing and communications, including strategic public relations, marketing, and communications efforts;
- Corporate engagement, including major sponsorships and relationships that advance WSU objectives; and
- WSU Extension and all of its operations statewide.

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ACTION ITEM #2

Proposed Amendments to the Board of Regents Bylaws (Kirk Schulz/Danielle Hess)

June 7, 2022

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Proposed Amendments to the Board of Regents Bylaws

PROPOSED: That the Board of Regents adopt amendments to the Bylaws (1) adding a faculty Regent and removing the faculty representative to the Regents, (2) allowing the Chair and Vice-Chair of the Board to hold office for up to two years in certain circumstances, (3) updating public comment provisions, and (4) updating the standing and ad hoc committee provisions.

SUBMITTED BY: Kirk Schulz, WSU System President
Danielle Hess, Division Chief, WSU Division of Attorney General's Office

SUPPORTING INFORMATION: Attached is a copy of the Board of Regents Bylaws with proposed changes tracked. The changes were prompted by new legislation as well as a desire to revise the Board of Regents committee structure. Substantive changes are as follows:

- **Faculty Regent:** In 2022, the legislature amended RCW 28B.30.100 to add a faculty Regent whose term will start October 1. The faculty Regent must be a full-time or emeritus WSU faculty member and will serve a term of three years. The WSU Faculty Senate is responsible for sending a list of 2-5 candidates to the Governor. The list for 2022 includes the most recent past chairs of the Faculty Senate; however, the Faculty Senate is developing a process for choosing nominees in the future. The proposed changes to the bylaws would remove the current faculty representative to the Regents and replace that position with a faculty Regent.
- **Officer Elections:** RCW 28B.30.125 requires the Regents to elect a chair "as soon as practicable after the first Wednesday in April" of each year. Current bylaws allow for a one-year

term for the Chair and Vice-Chair. However, in some cases, a two-year term for either or both positions may be desirable due to extenuating circumstances. The proposed changes to this section would allow the Regents to elect to extend the terms of the Chair and Vice-Chair by one year. The changes also clarify that the student and faculty Regents may not serve as Chair or Vice-Chair. This restriction is based on RCW 28B.30.100, which prohibits these Regents from participating in individual faculty personnel matters, including matters pertaining to the University President, as well as the shorter terms these Regents hold.

- **Public Comment:** New legislation passed in 2022, which amends the Open Public Meetings Act to require public comment at each meeting (except in emergencies), requires minor adjustments in the bylaws' public comment provisions. Accordingly, the proposed changes state that individuals with disabilities for whom attendance in person would be difficult must be allowed to provide oral comment remotely. In addition, an option to submit written public comment must be provided.
- **Committee Provisions:** The proposed amendments in this section are intended to facilitate the return to a committee of the whole structure as well as to provide increased guidance regarding the establishment of ad hoc committees.
- **Miscellaneous:** Several other minor updates and changes are tracked in the attachment, which should be self-explanatory.

ADDITIONAL
INFORMATION:

A current copy of the Board of Regents Bylaws is available at: <https://regents.wsu.edu/bylaws/index.html>.

ATTACHMENT:

Board of Regents Bylaws (with changes tracked)

Article I: Membership and Officers of the Board and Faculty Representative

1. Membership. The governance of Washington State University (University) shall be vested in a Board of Regents (Board) consisting of ~~ten-eleven~~ (11) members (Regents), one (1) of whom shall be a student, and one (1) of whom shall be a member of the faculty.

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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.

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3. Election and Appointment Process. At its regular meeting held after the first Wednesday in April of each year, the Board shall hold elections to fill the offices of Chair and Vice Chair. The Board shall elect a Vice Chair, as nominated by the Executive Committee, based upon the advice of the Board and in consultation with the President of the University. ~~The Vice Chair shall hold office for a one-year (1-year) term, commencing on July 1. Except in the case of resignation or removal, or other exigent circumstances, t~~he Vice Chair shall then automatically succeed as Chair of the Board after one (1) year, commencing on July 1. the following year and shall hold the office of Chair for one year (1-year), commencing on July 1. When warranted by extenuating circumstances, the Board may elect to extend the term of the Chair or Vice Chair by a maximum of one (1) additional year with no further extensions. The student Regent and the faculty Regent are not eligible to hold the position of Chair or Vice Chair but are eligible to vote in elections under this paragraph.

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

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Administration of the University, unless the Board in its discretion appoints another individual to this office.

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~~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 that~~ have been approved by the Board. The Chair of the Board shall have the authority and responsibility to perform the duties customarily attached to the office and shall have such other authority and duties as prescribed by these Bylaws, Board of Regents Policies (Board Policies), and the Board.

~~4.~~

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

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~~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.

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~~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.

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~~8.~~ **Vacancies in Office and Removal.** In the event of a vacancy in the office of Chair, the Vice Chair shall assume the office of the Chair, serving both the unexpired term of the Chair and the full term as Chair as provided in Article 1, Section 3, of these Bylaws. In the event of a vacancy in the office of Vice Chair, the Board shall elect a Vice Chair to complete the

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unexpired term of the Vice Chair. A new election is then required as provided in Article 1, Section 3.

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

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~~9. **Faculty Representative.** The Faculty Representative shall not have the right to vote but 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. The Faculty Representative serves a one (1) year term, commencing on July 1. The outgoing chair of the University's Faculty Senate is the presumptive nominee to serve as the Faculty Representative, subject to the approval by majority vote of the Faculty Senate. If the outgoing chair is not approved by the Faculty Senate or chooses not to serve all or any part of their term, the Faculty Senate shall nominate another member of the Faculty Senate Executive Committee by majority vote. In the event that legislation is passed authorizing a faculty member to serve as a member of the Board, such legislation shall supersede and replace this section.~~

Article II: Meetings of the Board

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

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~~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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3. **Committee Meetings.** Meetings of Board committees, as provided for in these Bylaws and in Board Policies, may be held before regular or special meetings, or at such time and such place as the Committee Chair person 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.

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~~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.

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~~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.

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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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~~6.~~ **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.

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~~7.~~ **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.

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~~8.~~ **8. Public Meetings.** Regular and special meetings of the Board and Committees shall be open to the public in conformance with the laws of the state of Washington governing such meetings.

~~8.~~

~~9.~~ **9. Executive Sessions.** During any regular or special meeting of the Board, the Board may hold an executive (closed) session to discuss matters as permitted by applicable laws of the state of Washington.

~~9.~~

~~10.~~ **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.

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

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

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

C. Scheduling of Speakers. Speakers who sign up in advance, ~~and~~ who are commenting on matters before the Board, and who are appearing in person (except for speakers with disabilities for whom physical attendance would be difficult) will be given priority during the public comment period. Speakers must register in advance with the Office of the President in order to appear via videoconferencing, telephone, or other electronic method. 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. ~~Speakers also have the option of providing written comment to the 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 or by public comment pursuant to this section.

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

~~B. 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:

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

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

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

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

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

~~13.~~

Article III: Committees of the Board

1. Standing Committees of the Board. In addition to an Executive and Governance Committee, the Board will have standing committees to consider matters and address issues in the following areas, including but not limited to: ~~r~~Research, ~~a~~Academic ~~a~~Affairs, ~~s~~Student Affairs, ~~l~~life, ~~b~~udget, ~~f~~inance, ~~p~~ersonnel, ~~F~~inance and Administration, ~~c~~Compliance, ~~a~~nd ~~a~~Audit, ~~i~~ntercollegiate ~~a~~Athletics, ~~i~~nfrasturcture, ~~s~~Strategic

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planning, government affairs, and Institutional advancement, and diversity, equity, and inclusion.- Through the Committees, Board members explore critical governance issues and communicate with University administration and others who share in the governance of the University. Detailed committee charters are set forth in Board Policies.

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

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

~~4.~~

2. **Ad Hoc Committees of the Board.** Ad hoc committees may be established by the Chair, from time to time, as ~~the Chair he or she~~ may deem necessary or advisable to focus on specific matters or make recommendations to the Board for the handling of ~~handle~~-specific tasks or objectives in fulfillment of ~~the~~ duties and responsibilities of the Board. Each ad hoc committee must have, at a minimum, a written

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committee charge and a designated Board chairperson. Ad hoc committees are advisory only, and n~~However, o ad hoc committee may act on behalf of the Board on matters requiring Board actions~~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. A list of current ad hoc committees shall be made available on the Board of Regents website. All ad hoc committees automatically sunset after two (2) calendar years from the date of establishment, absent written extension by the Chair.

Article IV: Officers of the University

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

~~4.~~

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

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

1. The Chair of the Faculty Senate, the Chair of the Administrative Professional Advisory Council, the President of the Graduate and Professional Student Association, the President of the Associated Students of Washington State University for a particular campus (as determined by the Board Chair), the President of the Alumni Association, and the Chair of the WSU Foundation Board of Governors shall periodically report, as a representative of their respective organizations, to the Board of Regents at its public meetings. The Chair of the Board, in consultation with the University President, shall establish on an annual basis the frequency of oral reports from these organizations.
2. The President or Chair of each of these organizations may designate the Vice President or Vice Chair, or the University Vice President responsible for that area, to represent him or her at the meetings of the Board, but may not designate any other person.
3. Participation is at the expense of the organizations of the aforementioned representatives and not an expense obligation of the Board. Appearance via videoconferencing, ~~or telephone,~~ or other electronic method 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. When scheduled to speak, s~~S~~uch representatives shall be entitled to speak during the public meeting through ~~scheduled~~-presentations to the Board as set forth in the Board of Regents meeting Agenda. The

representatives shall not be entitled to vote on matters brought before the Board.

7. Prior to any meeting at which a representative is scheduled to speak, the representative of each group shall submit a one-page (1-page) report to the Board to be included in the Agenda in accordance with the guidelines for submittal of Agenda material as outlined in Article II, Section 12, of these Bylaws.

Article VI: Exercise of Powers

1. **Suspension of the Bylaws.** Any provision of the Bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members of the Board.

~~4.~~

2. **Student Regent.** The student regent ~~may not participate or vote on matters relating to the hiring, discipline, or tenure of faculty members and personnel 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.

- ~~2-3.~~ **Faculty Regent.** The faculty regent may not participate or vote on matters related to the hiring, discipline, or tenure of specific faculty members per RCW 28B.30.100.

Article VII: Board of Regents Policies

- ~~4.~~ The Board may adopt Board Policies not inconsistent with these Bylaws, for the governance of the University and the regulation of the business of the Board. Except as otherwise specified in a particular Board Policy, the Board may amend or repeal any Board Policy in whole or in part at any meeting of the Board.

Article VIII: Amendments

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4. **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.

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Article IX: Special Provisions Relating to Regents

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

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Commented [HDA1]: See 2022 amendments to RCW 43.03.220
<https://lawfilesexternal.wa.gov/biennium/2021-22/Pdf/Bills/Senate%20Passed%20Legislature/5793-S2.PL.pdf#page=1>

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