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AGENDA ITEM: Amendments to the Bylaws of the Board of Regents

☐ Review  ☐ Review + Action  ☒ Action  ☐ Discussion

☐ This is a report required by Board policy.

PRESENTERS: Jason Langworthy, Board Associate, Policy & Committees

PURPOSE & KEY POINTS

The purpose of this item is to act on proposed amendments to the Bylaws of the Board of Regents.

In response to committee feedback from September, the following change has been made:

- Article VIII, Section C – added more descriptive language to define when a Regent is unable to serve.

The other proposed amendments are unchanged and include:

- Elimination of the requirement that meeting notices and other reports be sent by United States mail. Instead, those items would be sent via electronic communication.
- A new requirement that a special meeting must be called by the Chair within 30 calendar days of receiving a written request.
- Aligning with current practice how the Board determines its standing committees.
- Elimination of the requirement that the Board has to vote to allow a Regent to participate via telephone.
- A new emergency provision to allow the Board to function in a limited capacity if a quorum of the Board is unable to serve.
- Other changes that seek to align the policy with current practice and/or clarify language.

The amendments reflect feedback received from the committee at the June 2018 meeting, areas previously identified by Regents, and the results of a comprehensive review by the Office of the Board of Regents. As a part of the comprehensive review, senior leaders and the Office of the General Counsel were also consulted.

The Bylaws require that any proposed changes be sent to the Board 30 calendar days in advance of when the amendments will be considered. Given the committee’s reaction in September and the timing between the September and October meetings, the resolution included in the docket materials seeks to suspend the 30 calendar day notification requirement so that the committee and
Board can take action at the October meeting. Suspending the Bylaws and approving the proposed amendments both require a two-thirds vote of the Board of Regents.

BACKGROUND INFORMATION

The Bylaws of the Board of Regents were adopted on December 10, 1889. They were last amended on July 12, 2001. Those amendments expanded Article VII, Delegation of Authority, to include executive officers; added the use of facsimile for meeting notices; and changed the voting requirement to amend the Bylaws from a majority of the Board to two-thirds of the Board.
REGENTS OF THE UNIVERSITY OF MINNESOTA

RESOLUTION RELATED TO

Amendments to the Bylaws of the Board of Regents

WHEREAS, the Governance & Policy Committee reviewed proposed amendments to the Bylaws of the Board of Regents on September 14, 2018; and

WHEREAS, the Bylaws require that any proposed changes be sent to the Board 30 calendar days in advance of the date when amendments will be considered.

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents hereby suspends pursuant to Article X of the Bylaws the 30 calendar day notification requirement of Article IX of the Bylaws.

BE IT FURTHER RESOLVED that the Board of Regents approves the proposed amendments to the Bylaws as presented to the Governance & Policy Committee on October 12, 2018.
INTRODUCTION
The Board of Regents of the University of Minnesota was established by the University Charter passed by the Legislative Assembly of the Territory of Minnesota in the Territorial Laws 1851, Chapter 3; and this establishment was perpetuated by the Constitution of the State of Minnesota, Article XIII, Section 3.

ARTICLE I. CORPORATE NAME AND SEAL
The name of the body corporate shall be Regents of the University of Minnesota. The corporation shall have a seal on which shall be inscribed the name of the corporation.

ARTICLE II. AUTHORITY AND RESPONSIBILITY
The government of the University of Minnesota shall be vested in a Board of twelve Regents as provided in the University Charter and act as approved in 1851 by the Legislative Assembly of the Territory of Minnesota and affirmed in 1857 in the Constitution of the State of Minnesota, and as amended thereafter.

ARTICLE III. OFFICERS OF THE BOARD OF REGENTS
Section A. Officers
The officers of the Board of Regents shall consist of the Chancellor as ex officio President, Chair, Vice Chair, Secretary, and Treasurer. The Chair and Vice Chair shall be elected from members of the Board of Regents, but the Secretary and Treasurer need not be members of the Board of Regents.

Section B. Term of Office
The officers of the Board of Regents, except the President, shall be elected for a two-year term which shall commence on July 1 of the odd-numbered year following the annual meeting or shall serve until their successors are elected. The Board of Regents shall have the power to remove any officer when in its judgement the interest of the University requires it.

Section C. Duties and Responsibilities
1. **Chancellor.** The Board of Regents by formal action on June 12, 1943, resolved that the Chancellor shall also be known and designated as the President of the University of Minnesota. The President shall be ex officio, non-voting, President of the Board of Regents and shall perform such duties as set forth in these bylaws or otherwise required by the Board.

The President of the University shall be elected by the Board of Regents whenever there is a vacancy and shall hold office at the pleasure of the Board. If the President is unable to serve, as determined by the Board of Regents, the Board may designate an Acting President.

2. **Chair.** The Chair shall preside at the meetings of the Board of Regents. The Chair shall name and identify the duties and responsibilities of all committees, and shall fill committee vacancies arising from any cause whatsoever in the same manner. The Chair shall be empowered and authorized to execute such instruments and documents which would devolve upon the principal corporate officer.

3. **Vice Chair.** In the absence of the Chair, the Vice Chair shall perform the duties ordinarily performed by the Chair of the Board of Regents.

4. **Secretary.** It shall be the duty of the Secretary to record all of the proceedings of the Board of Regents and all committees of the Board of Regents and to carefully preserve all of its books and papers. The Secretary shall be the custodian of the corporate seal of the Regents of the University of Minnesota and shall duly execute for and on behalf of the "Regents of the University of Minnesota" or the "University of Minnesota" such instruments and documents which would devolve upon a corporate officer and would be usual to that office. The Secretary shall cause all notices to be duly given in accordance with the Bylaws of the Board of Regents and shall perform such other duties as the Board of Regents may direct.

5. **Treasurer.** The Treasurer shall keep a true and faithful account of all moneys received and paid out and shall give such bonds for faithful performance as the duties of the Board of Regents may require.

### Section D. Election of Officers

The election of the officers of the Board of Regents shall be conducted at the annual meeting in June of the odd-numbered year in accordance with the following procedure:

1. The Nominating Committee, as described in Article V, Section C, shall prepare a slate of at least one candidate for Chair, Vice Chair, Secretary, and Treasurer of the Board of Regents.

2. The report of the Nominating Committee shall be sent by United States mail or facsimile electronic communication to each member of the Board of Regents at least ten calendar days prior to the annual meeting.

3. After the report of the Nominating Committee has been presented at the annual meeting, nominations may be received from the floor.

4. If there is only one nominee for each office, a member may move election of the nominated slate. The vote shall be by unanimous consent.

5. If there are two or more nominees, election of each officer shall be conducted separately by roll call. The first nominee receiving at least seven votes is elected.

6. If there are three or more nominees and no one is elected on the first four ballots, the nominee who received the least number of votes on the fourth ballot will be dropped. This procedure shall be used until two nominees remain or a nominee has been elected. In case
of a tie for the least number of votes, balloting shall continue on all candidates until the tie is broken.

Section E. Vacancy of an Office of the Board of Regents

In the event of a vacancy in the office of the Chair, the Vice Chair shall assume the position of Chair and shall serve out the Chair’s term of office. In the event of a vacancy of any other office of the Board of Regents, including the position of Vice Chair when the Vice Chair assumes the office of the Chair, an election shall be held for the unexpired term at a subsequent meeting of the Board of Regents. Nominations may be made from the floor. Voting shall be conducted according to Section D.

Written Notice shall be sent to each member of the Board by United States mail or facsimile electronic communication ten days prior to the date of the meeting at which the election shall be conducted.

ARTICLE IV. MEETINGS OF THE BOARD OF REGENTS

Section A. Annual Meeting

The annual meeting of the Board of Regents shall be held on the second Friday in June each year unless otherwise determined by the Board of Regents. Written Notice shall be mailed sent via electronic communication ten calendar days prior to the annual meeting. The Board of Regents shall set its schedule of Regular Meetings for the ensuing year at the annual meeting.

Election of officers of the Board of Regents shall be held at the annual meeting of the odd-numbered years. Standing committees of the Board of Regents shall be appointed by the Chair at or immediately following the annual meeting of the odd-numbered years.

Section B. Regular Meetings

Regular meetings of the Board of Regents shall be held in accordance with the schedule of meetings approved at the annual meeting. The Board of Regents may vote to change the date of any regular meeting. Written Notice of regular meetings shall be mailed sent via electronic communication ten calendar days prior to the meeting.

The Order of Business at regular meetings of the Board of Regents shall include, but not be limited to, the following:

1. Approval of Minutes
2. Report of the President of the Board
3. Report of the Chair of the Board
4. Receive and File Reports
5. Reports of Committees
   a) Standing Committees
   b) Special Committees
6. Old Business
7. New Business

Section C. Special Meetings

Special meetings of the Board of Regents or of its committees to consider specific items of business may be called by the Chair of the Board, and shall be called by the Chair at the written request of any five members thereof at such time and place, and in such form as the Chair may deem
appropriate. A special meeting must be held within 30 calendar days of the Chair receiving the written request.

The Secretary shall provide reasonable public notice of special meetings, and the Chair may in special circumstances waive the requirement of written notice provided that other appropriate public notice is given.

ARTICLE V. COMMITTEES OF THE BOARD OF REGENTS

Section A. Standing Committees

The Chair of the Board of Regents shall name and identify the responsibilities of standing committees through Board of Regents Policy: Board Operations and Agenda Guidelines.

1. Membership. The Chair of the Board of Regents shall appoint the Regents to all standing committees and shall designate the Committee Chair and Vice Chair of each. The Chair of the Board of Regents may replace Committee Chairs or Vice Chairs at any time. Vacancies arising from any cause whatsoever shall be filled in the same manner.

2. Meetings. Regular meetings of the standing committees shall meet occur prior to the regular meetings of the Board of Regents. A special meeting of a standing committee to consider specific items of business may be called by the Chair of the Board, and shall be called at the request of the majority of the members thereof at such time and place and in such form and with reasonable notice, as the Chair may deem appropriate.

Section B. Nominating Committee

The Chair of the Board of Regents shall appoint a Nominating Committee of three members of the Board and designate the Committee Chair at the regular May meeting of the odd-numbered years. The Nominating Committee shall conduct itself according to Article III, Section D.

Section C. Special Committees

The Chair of the Board of Regents shall appoint the members, designate the Committee Chairs and identify the responsibilities of special committees.

ARTICLE VI. RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF REGENTS AND ITS COMMITTEES

Section A. Parliamentary Procedures

Robert’s Rules of Order, in its most recent revised edition, shall guide the business of the Board of Regents for all meetings to the extent that they are consistent with law and these Bylaws. The University General Counsel shall rule on all disputed questions of procedure.

Section B. Open Meetings

The Board of Regents adopts as its policy the Minnesota Open Meeting Law as set forth in Minnesota statute. A motion to hold a non-public meeting must be put to a vote at a public meeting of the Board.

Section C. Quorum

A majority of the members of the Board of Regents, or of a committee, shall be necessary to constitute a quorum for meetings of the Board or meetings of a committee.

Section D. Voting the Question
The decision of the majority voting on the question shall prevail. The Secretary shall record the vote of each Regent. A Regent may abstain from voting. Voting by proxy or by mail shall not be permitted.

Participation and voting by Regents via telephone or video conferencing is permissible in special circumstances on approval of a majority of the members of the Board present, provided the Regent or Regents are available to participate in the items presented, discussed, and voted upon at that meeting, and they shall be counted towards determination of a quorum.

Section E. Business Before the Board of Regents

The Chair of the Board, in consultation with the President and Vice Chair and consistent with the Board of Regents Policy: Board Operation and Agenda Guidelines, approves items of business and the agenda to be considered at meetings of the Board of Regents and the standing or special committees. Any Regent may suggest items for the agenda or move to have an item discussed at a meeting.

All items shall be submitted to the Secretary for referral to the appropriate committee for review and consideration. Items and supporting documentation to be included in the docket should be in the office of the Secretary at least ten calendar days before the meeting at which consideration is expected.

A request to appear before a meeting of the Board of Regents or its standing or special committees shall be submitted in writing to the Secretary, in advance of the meeting. The Chair shall rule on all requests. If the request is to appear before a committee, the Chair may consult with the Committee Chair.

The Chair of the Board of Regents or one of the standing or special committees of the Board of Regents shall not ordinarily allow individuals who are not on the agenda to speak at meetings. The chairs of the various committees may allow such individuals to speak when they determine it is in the best interests of the University and will not unduly delay the matters before the particular committee.

A request to appear before a meeting of the Board of Regents or its standing or special committees shall be submitted in writing to the Secretary, in advance of the meeting. The Chair shall rule on all requests. If the request is to appear before a committee, the Chair may consult with the Committee Chair.

The recommendations of Board committees shall be reported to and be subject to approval by the Board of Regents, unless otherwise provided for in Board policy.

Section F. Protocol for Meetings of the Board of Regents

1. All those in attendance at meetings of the Board of Regents may be asked to identify themselves to the Secretary or a designee upon entry to the meeting.
2. Only members of the Board of Regents, the President, and those recognized by the Chair may address the Board.
3. If space is limited in the meeting room, those with business before the Board of Regents and the members of the press shall have priority over those who are visitors.
4. No flags, banners, signs, or similar displays shall be permitted in meetings of the Board of Regents.
5. No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Regents or its committees. Further, no person shall
intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any meeting.

6. Visitors to meetings of the Board of Regents shall observe the reasonable requests of the Chair.

These rules and regulations are adopted for purposes of Minnesota Statute § 624.72.

Section G. Minutes of the Board of Regents Meetings

Approved Minutes of the proceedings of the Board of Regents shall be kept by the Secretary, who shall cause them to be printed, bound, and preserved and who shall transmit copies accessible to the members of the Board of Regents, University officers, administration, libraries, and to other places where it is deemed appropriate members of the University community, and the public. All lengthy reports shall be included in the docket materials and referred to in the minutes, and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Regents. The minutes shall reflect the votes cast in Board of Regents meetings and in committee meetings on matters recommended to the Board of Regents for action. The Secretary shall ensure that the minutes, docket materials, and all video recordings are preserved by University Archives.

Section H. Telephone or Video Meetings

The Chair may decide that regular or special meetings of the Board or any of its committees and regular meetings may be held by telephone or video conferencing. For purposes of such a telephone meeting, all Regents who are connected by telephone or video conference shall count toward a quorum and may participate and vote. The Secretary shall give reasonable public notice of such meetings and shall make arrangements for the public to hear the telephone discussion, unless it is a non-public meeting.

ARTICLE VII. DELEGATION OF AUTHORITY

Section A. President, Executive Officers, and Administrators

The Board of Regents may authorize appropriate executive officers to act on behalf of the University, consistent with Board of Regents Policy: Reservation and Delegation of Authority and other Board policies. As the highest authority that can act on behalf of the University, the Board of Regents shall be the University General Counsel’s ultimate client, unless the Board directs otherwise.

Section B. President, University Senate, and Faculties

All matters relating to the education and administrative affairs of the University, consistent with actions or policies of the Regents of the University of Minnesota heretofore or hereafter taken or established and including those incident to the management of the student body are, for the purpose of effectuating the government of the University under and by the Regents, committed to the President, the University Senate, and the several faculties, as provided in the Senate Constitution and as amended from time to time.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section A. Code of Ethics and Conflict of Interest

The members of the Board of Regents shall be guided by the provisions set forth in the Code of Ethics policy adopted by the Board on October 12, 1973, and as amended from time to time. Board of Regents Policy: Code of Ethics for Members of the Board of Regents.

Section B. Reimbursement for Expenses
Regents may be reimbursed for expenses incurred in the performance of official business in accord with the University’s policy and procedures.

Section C. Board Operations in Emergencies

In the event a quorum of the Board, as defined in Article VI, Section C, is unable to discharge the powers and duties of their office due to death or incapacity and it becomes necessary to convene a meeting of the Board of Regents to ensure the continuity of University Operations, the remaining Regents may convene a meeting and act as follows:

1. Designate an acting chair if the chair and vice chair are unable to serve.
2. Designate an acting president if the president is unable to serve.
3. Authorize necessary emergency funding.
4. Other actions necessary to ensure the continuity of University operations.

The remaining Regents may continue to act to ensure the continuity of University operations until a quorum of the Board is restored.

ARTICLE IX. AMENDMENTS TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the Board of Regents at any meeting, provided, however, that notice of any proposed changes shall be sent by United States mail-electronic communication to the members of the Board of Regents 30 calendar days in advance of the meeting scheduled to consider such changes.

ARTICLE X. SUSPENSION OF BYLAWS

Any provision of these Bylaws other than those contained in Article VIII, Section A, may be suspended in connection with the consideration of a matter before the Board of Regents by an affirmative vote of two-thirds of the Board of Regents.

REVISION HISTORY

Adopted: December 10, 1889
INTRODUCTION
The Board of Regents of the University of Minnesota was established by the University Charter passed by the Legislative Assembly of the Territory of Minnesota in the Territorial Laws 1851, Chapter 3; and this establishment was perpetuated by the Constitution of the State of Minnesota, Article XIII, Section 3.

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*University of Minnesota Charter
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Written Notice shall be sent to each member of the Board by United States mail or facsimile electronic communication ten days prior to the date of the meeting at which the election shall be conducted.

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appropriate. A special meeting must be held within 30 calendar days of the Chair receiving the written request.

The Secretary shall provide reasonable public notice of special meetings, and the Chair may in special circumstances waive the requirement of written notice provided that other appropriate public notice is given.

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2. Meetings. Regular meetings of the standing committees shall meet prior to the regular meetings of the Board of Regents. A special meeting of a standing committee to consider specific items of business may be called by the Chair of the Board, and shall be called at the request of the majority of the members thereof at such time and place and in such form and with reasonable notice, as the Chair may deem appropriate.

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Section C. Special Committees

The Chair of the Board of Regents shall appoint the members, designate the Committee Chairs and identify the responsibilities of special committees.

ARTICLE VI. RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF REGENTS AND ITS COMMITTEES

Section A. Parliamentary Procedures

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Section C. Quorum

A majority of the members of the Board of Regents, or of a committee, shall be necessary to constitute a quorum for meetings of the Board or meetings of a committee.

Section D. Voting the Question
The decision of the majority voting on the question shall prevail. The Secretary shall record the vote of each Regent. A Regent may abstain from voting. Voting by proxy or by mail shall not be permitted.

Participation and voting by Regents via telephone or video conferencing is permissible in special circumstances on approval of a majority of the members of the Board present, provided the Regent or Regents are available to participate in the items presented, discussed, and voted upon at that meeting, and they shall be counted towards determination of a quorum.

**Section E. Business Before the Board of Regents**

The Chair of the Board, in consultation with the President and Vice Chair and consistent with the Board of Regents Policy: *Board Operation and Agenda Guidelines*, approves items of business and the agenda to be considered at meetings of the Board of Regents and the standing or special committees. Any Regent may suggest items for the agenda or move to have an item discussed at a meeting.

All items shall be submitted to the Secretary for referral to the appropriate committee for review and consideration. Items and supporting documentation to be included in the docket should be in the office of the Secretary at least ten calendar days before the meeting at which consideration is expected.

A request to appear before a meeting of the Board of Regents or its standing or special committees shall be submitted in writing to the Secretary, in advance of the meeting. The Chair shall rule on all requests. If the request is to appear before a committee, the Chair may also consult with the Committee Chair.

The Chair of the Board of Regents or one of the standing or special committees of the Board of Regents shall not ordinarily allow individuals who are not on the agenda to speak at meetings. The chairs of the various committees may allow such individuals to speak when they determine it is in the best interests of the University and will not unduly delay the matters before the particular committee.

A request to appear before a meeting of the Board of Regents or its standing or special committees shall be submitted in writing to the Secretary, in advance of the meeting. The Chair shall rule on all requests. If the request is to appear before a committee, the Chair may also consult with the Committee Chair.

The recommendations of Board committees shall be reported to and be subject to approval by the Board of Regents, unless otherwise provided for in Board policy.

**Section F. Protocol for Meetings of the Board of Regents**

1. All those in attendance at meetings of the Board of Regents may be asked to identify themselves to the Secretary or a designee upon entry to the meeting.

2. Only members of the Board of Regents, the President, and those recognized by the Chair may address the Board.

3. If space is limited in the meeting room, those with business before the Board of Regents and the members of the press shall have priority over those who are visitors.

4. No flags, banners, signs, or similar displays shall be permitted in meetings of the Board of Regents.

5. No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Regents or its committees. Further, no person shall
intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any meeting.

6. Visitors to meetings of the Board of Regents shall observe the reasonable requests of the Chair.

These rules and regulations are adopted for purposes of Minnesota Statute § 624.72.

Section G. Minutes of the Board of Regents Meetings

Approved minutes of the proceedings of the Board of Regents shall be kept by the Secretary, who shall cause them to be printed, bound, and preserved and who shall transmit copies accessible to the members of the Board of Regents, University officers, administration, libraries, and to other places where it is deemed appropriate members of the University community, and the public. All lengthy reports shall be included in the docket materials and referred to in the minutes, and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Regents. The minutes shall reflect the votes cast in committee meetings on matters recommended to the Board of Regents for action. The Secretary shall ensure that the minutes, docket materials, and all video recordings are preserved by University Archives.

Section H. Telephone or Video Meetings

The Chair may decide that regular or special meetings of the Board or any of its committees and regular meetings may be held by telephone or video conferencing. For purposes of such a telephone meeting, all Regents who are connected by telephone or video conference shall count toward a quorum and may participate and vote. The Secretary shall give reasonable public notice of such meetings and shall make arrangements for the public to hear the telephone discussion, unless it is a non-public meeting.

ARTICLE VII. DELEGATION OF AUTHORITY

Section A. President, Executive Officers, and Administrators

The Board of Regents may authorize appropriate executive officers to act on behalf of the University, consistent with Board of Regents Policy: Reservation and Delegation of Authority and other Board policies. As the highest authority that can act on behalf of the University, the Board of Regents shall be the University General Counsel's ultimate client, unless the Board directs otherwise.

Section B. President, University Senate, and Faculties

All matters relating to the education and administrative affairs of the University, consistent with actions or policies of the Regents of the University of Minnesota heretofore or hereafter taken or established and including those incident to the management of the student body are, for the purpose of effectuating the government of the University under and by the Regents, committed to the President, the University Senate, and the several faculties, as provided in the Senate Constitution and as amended from time to time.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section A. Code of Ethics and Conflict of Interest

The members of the Board of Regents shall be guided by the provisions set forth in the Code of Ethics policy adopted by the Board on October 12, 1973, and as amended from time to time. Board of Regents Policy: Code of Ethics for Members of the Board of Regents.

Section B. Reimbursement for Expenses
Regents may be reimbursed for expenses incurred in the performance of official business in accord with the University's policy and procedures.

Section C. Board Operations in Emergencies

In the event a quorum of the Board, as defined in Article VI, Section C, is unable to discharge the powers and duties of their office due to death or incapacity and it becomes necessary to convene a meeting of the Board of Regents to ensure the continuity of University Operations, the remaining Regents may convene a meeting and act as follows:

1. Designate an acting chair if the chair and vice chair are unable to serve.
2. Designate an acting president if the president is unable to serve.
3. Authorize necessary emergency funding.
4. Other actions necessary to ensure the continuity of University operations.

The remaining Regents may continue to act to ensure the continuity of University operations until a quorum of the Board is restored.

ARTICLE IX. AMENDMENTS TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the Board of Regents at any meeting, provided, however, that notice of any proposed changes shall be sent by United States mail or electronic communication to the members of the Board of Regents 30 calendar days in advance of the meeting scheduled to consider such changes.

ARTICLE X. SUSPENSION OF BYLAWS

Any provision of these Bylaws other than those contained in Article VIII, Section A, may be suspended in connection with the consideration of a matter before the Board of Regents by an affirmative vote of two-thirds of the Board of Regents.

REVISION HISTORY

Adopted: December 10, 1889
AGENDA ITEM: Overview of Board Minutes

☐ Review ☐ Review + Action ☐ Action ☒ Discussion

☐ This is a report required by Board policy.

PRESENTERS: Jason Langworthy, Board Associate, Policy & Committees

PURPOSE & KEY POINTS

The purpose of this item is to discuss and demonstrate the new format for the Board’s minutes. The discussion will include:

- An overview of the new format for the Board’s minutes.
- A demonstration of how the new minutes interact with the video recordings of the Board meeting.
- Additional information on redundancy measures to protect the Board’s records.
- Next steps that will be taken by the Office of the Board of Regents to ensure long-term access to the Board’s records in a format that is easy to use by the public and University community.

Draft minutes from the September Governance & Policy Committee meeting are included in the docket. The full set of September minutes is included in the Board of Regents docket.
A meeting of the Governance & Policy Committee of the Board of Regents was held on Friday, September 14, 2018 at 7:45 a.m. in the Boardroom, 600 McNamara Alumni Center.


Staff present: President Eric Kaler; Chancellors Michelle Behr, Lendley Black, Lori Carrell, and Mary Holz-Clause; Senior Vice President Brian Burnett; Vice Presidents Matt Kramer and Allen Levine; Interim Vice President Michael Goh; General Counsel Douglas Peterson; Executive Director Brian Steeves; Associate Vice President Michael Volna.

The docket materials for this meeting are available here.

2018-19 COMMITTEE WORK PLAN

Regent Rosha and Executive Director Steeves reviewed the 2018-19 Committee Work Plan, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is available here.

POTENTIAL AMENDMENTS TO THE BYLAWS OF THE BOARD OF REGENTS

Regent Rosha invited Jason Langworthy, Board Associate, Policy & Committees to review potential amendments to the Bylaws of the Board of Regents, as detailed in the docket.

The docket materials for this item begin on page 6. The closed captioned video of this item is available here.

ROLE AND FUNCTION OF BOARD MINUTES

Regent Rosha invited Maggie Flaten, Board Associate, Communications & Committees and Jason Langworthy, Board Associate, Policy & Committees to discuss the role and function of Board minutes, as detailed in the docket.

The docket materials for this item begin on page 14. The closed captioned video of this item is available here.
BOARD INPUT INTO THE REGENT SELECTION PROCESS

Regent Rosha invited Executive Director Steeves and Jason Langworthy, Board Associate, Policy & Committees to discuss Board input into the Regent selection process, as detailed in the docket.

The docket materials for this item begin on page 58. The closed captioned video of this item is available here.

The meeting adjourned at 9:14 a.m.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary
Overview of Board Minutes

REVISED

Jason Langworthy
Board Associate, Policy & Committees

Governance & Policy Committee
October 12, 2018
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The docket materials for this item begin on page 6. The closed captioned video of this item is available here.
Redundancy Measures

- The Board’s records include the agenda, minutes, docket materials, and video recordings with transcript.
- The Office of the Board of Regents (OBR) currently maintains an electronic version of all files on a redundant University server.
- University Achieves currently maintains an electronic version on a redundant University server.
Current Redundancy Measures

OBR
- Server A and local backup
- Server B and local backup

University Archives
- Server A and local backup
- Server B and local backup
Current Redundancy Measures

OBR - Digital records kept on server permanently and the Board’s website for 10 years. Physical records kept in office for 10 years.

University Archives - Obtains copy of digital records quarterly and maintains records permanently. Physical records transferred from OBR after 10 years.
Next Steps

• Continue with new minutes format.
• OBR will maintain both an electronic and physical copy of the Board’s records.
• OBR is working with the Office of Information Technology and University Archives to explore additional redundancy for the Board’s records and ensure public access to all elements in perpetuity.
Overview of Board Minutes

Jason Langworthy
Board Associate, Policy & Committees

Governance & Policy Committee
October 12, 2018
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• Continue with new minutes format.
• OBR will maintain both an electronic and physical copy of the Board’s records.
• OBR is working with the Office of Information Technology and University Archives to explore additional redundancy for the Board’s records and ensure public access to all elements in perpetuity.
AGENDA ITEM: Ethics and Responsibilities of the Board and Regents

☐ Review  ☐ Review + Action  ☐ Action  ☑ Discussion

☐ This is a report required by Board policy.

PRESENTERS: Brian Steeves, Executive Director & Corporate Secretary
Douglas Peterson, General Counsel

PURPOSE & KEY POINTS

The purpose of this item is for the committee to discuss how the Board defines the responsibilities and ethical principles that guide how the Board functions. The item will include a discussion of the code of ethics and responsibilities of the Board and individual Regents. Feedback from this discussion will inform the comprehensive review of Board of Regents Policy: Code of Ethics for Members of the Board of Regents, along with any complementary changes to Board of Regents Policy: Responsibilities of the Board and Individual Regents.

BACKGROUND INFORMATION

Board of Regents Policy: Code of Ethics for Members of the Board of Regents was adopted on February 9, 1996. The last comprehensive review of the policy took place in 2013 and no changes were recommended at that time.
CODE OF ETHICS FOR MEMBERS OF THE BOARD OF REGENTS

This policy governs the activities of members of the Board of Regents (Board) of the University of Minnesota (University) regarding financial disclosure, gifts, expense reimbursement, and conflicts of interest.

SECTION I. GUIDING PRINCIPLES.

The following principles shall guide the accountability of Regents:

Subd. 1. Public Trust. The Board is responsible for the governance of the University. In carrying out this constitutionally conferred public trust, Regents must be accountable in the areas of financial disclosure, gifts, expenses, and conflicts of interest, and shall not use the authority, title, or prestige of their office to solicit or otherwise obtain private financial, social, or political benefit that in any manner is inconsistent with the public interest. In serving the people of Minnesota, Regents shall adhere to the highest ethical standards.

Subd. 2. Paramount Interest. Regents bring to their task varied backgrounds and expertise, but they are expected to put aside parochial interests, keeping the welfare of the entire University, not just a particular constituency, at all times paramount.

Subd. 3. Time Commitment. In undertaking the duties of the office, Regents shall make the necessary commitment of time and diligence to fulfill their public governance responsibilities.

SECTION II. FINANCIAL DISCLOSURE REQUIREMENTS.

Upon election to office and annually on March 31 thereafter, Regents shall file a financial disclosure statement with the executive director/secretary of the Board in a form consistent with the financial disclosure required for senior University officials. The general counsel shall review the disclosure forms for compliance with this policy.

SECTION III. GIFTS.

No Regent shall accept any gift or accommodation, except as permitted by Board policy. This prohibition does not apply to complimentary tickets to University events furnished in accordance with guidelines on file in the Board Office.

SECTION IV. EXPENSES.

Regents serve without compensation, but they are entitled to reimbursement for expenses incurred while representing the University in an official capacity in accordance with guidelines on file in the Board Office.
SECTION V. DEFINITIONS.

Subd. 1. Recusal. Recusal shall mean noninvolvement of a Regent in any discussion of, and decision regarding, the relevant matter to ensure that the Regent's independence of judgment is not compromised, that the public's confidence in the integrity of the Board is preserved, and that the University's public mission is protected.

Subd. 2. Financial Conflict of Interest. A financial conflict of interest exists whenever a Regent, a Regent's family member, and/or a business associated with a Regent or a Regent's family member has an actual or potential financial interest or any other interest in a matter pending before the Board that may impair independence of judgment or objectivity in the discharge of the Regent's public governance responsibilities.

Subd. 3. Family Member. Family member shall mean a spouse, parent, sibling, child, domestic partner, or any person residing in the Regent's household.

Subd. 4. Business Associated with a Regent. Business associated with a Regent shall mean an organization, corporation, partnership, proprietorship, or other entity if either the Regent or a member of the Regent's family:

(a) receives compensation in excess of $500 in any month or has any contractual right to future income in excess of $6,000 per year;
(b) serves as an officer, director, partner, or employee; or
(c) holds a financial interest valued in excess of $10,000.

For purposes of this policy, compensation shall not include reimbursement for expenses under Section IV above, any non-employment related funds from a governmental source, investment or savings income, retirement or insurance benefits, or alimony.

Subd. 5. Financial Interest. Financial interest shall mean a foreseeable, nontrivial financial effect that may result from Board action.

Subd. 6. Employment-Related Conflict of Interest. An employment-related conflict of interest exists whenever a Regent's employment relationships may impair independence of judgment.

SECTION VI. FINANCIAL AND EMPLOYMENT-RELATED CONFLICT OF INTEREST PROCEDURES.

Subd. 1. Interpretation and Application. The conflict of interest provisions of this policy shall be interpreted and applied to best serve the interests of the University. In some cases, full disclosure and consideration of the particular facts may indicate that a potential conflict of interest is insubstantial so that the University's interests are best served by the Regent's participation. If doubt remains regarding the need for recusal, the Regent involved must elect recusal. Recusal on a particular matter because of a
conflict does not reflect adversely on the Regent involved; rather, it simply recognizes that in a complex and interconnected society conflicts cannot be entirely avoided and will occur.

Subd. 2. Disclosure or Acknowledgment of Actual or Potential Conflicts. Actual or potential conflicts of interest shall be brought to the attention of the chair of the Board at the earliest opportunity. Such actual or potential conflicts may be reported by an individual Regent or by any other person. Disclosure or acknowledgment of such a conflict of interest and recusal shall be noted appropriately in Board minutes.

Subd. 3. Consultation with General Counsel. A Regent with a conflict of interest question is encouraged to consult with the general counsel who, if requested, shall provide a written opinion on whether a conflict of interest exists under this policy. A copy of any such opinion shall be provided to the chair. The chair also may request an opinion from the general counsel on any conflict of interest question.

Subd. 4. Disputed Conflicts of Interest. Any disputed issues relating to the existence of a conflict of interest requiring recusal shall be decided by the chair, who may choose to refer the question to an ad hoc group of Regents consisting of the chair, the vice chair, and one other Regent appointed by the chair. If the chair or vice chair is the subject of the conflict of interest dispute, another Regent shall be appointed by the ranking Regent. The chair (or the ad hoc group if appointed) shall determine whether there is a conflict of interest and report the decision to the Board; however, in all cases the Board is the final authority on conflict questions.

Subd. 5. Deliberations and Voting. Regents who declare or have been found to have an actual or potential financial or employment-related conflict of interest shall recuse themselves regarding the matter determined to be a conflict and shall not take any action to influence the outcome of the matter.

SECTION VII. CANDIDACY FOR PUBLIC OFFICE.

A Regent shall resign from the Board upon officially announcing candidacy for any partisan elective public office.

SECTION VIII. UNIVERSITY EMPLOYMENT.

Notwithstanding any other provision of this policy, a Regent shall not serve as a compensated University employee, except that the Regent elected to hold the seat designated for a student may engage in student employment at the University.

SECTION IX. ANNUAL REVIEW OF POLICY.

At the beginning of each fiscal year, the Board, with the assistance of the general counsel, shall publicly review the requirements and procedures of this policy.
CODE OF ETHICS FOR MEMBERS OF THE BOARD OF REGENTS

Adopted: February 9, 1996
Amended: May 12, 2006; February 10, 2012
Supersedes: (see end of policy)

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS POLICY

Page 1 of 2

RESPONSIBILITIES OF THE BOARD AND INDIVIDUAL REGENTS

Subd. 1. Responsibilities of the Board of Regents. Responsibilities of the Board of Regents (Board) include the following:

(a) Clarify the mission of the University of Minnesota (University) and approve programs necessary to fulfill that mission.
(b) Monitor and evaluate the performance of the institution in achieving its goals and fulfilling its mission.
(c) Appoint, monitor, advise, motivate, support, evaluate, and, if necessary or advisable, replace the president.
(d) Approve major policies, long-range plans, educational programs, and annual budgets, while clearly delegating administrative responsibilities.
(e) Accept fiduciary responsibility for the long-term welfare of the University.
(f) Ensure adequate resources - human, financial, physical- and effective management of those resources.
(g) Preserve institutional autonomy, recognizing that the preservation of autonomy requires accountability.
(h) Foster collaboration with other educational systems and institutions, consistent with the University's mission.
(i) Serve as a court of appeals when appropriate.
(j) Enhance the public image of the University.
(k) Regularly evaluate the Board's performance and strive to improve it.
(l) Ensure that the University remains an equal opportunity institution.

Subd. 2. Individual Regent Responsibilities. Responsibilities of individual members of the Board include the following:

(a) To support the mission of the University.
(b) To maintain loyalty to the entire institution rather than to any part of the University or constituency within it.
(c) To maintain the highest ethical standards, abiding by Board policies with respect to ethics and conflicts of interest.
(d) To seek to be fully informed about the University and its role in the state and in higher education and to be responsive to the changing environments that affect it.
(e) To speak forthrightly at Board meetings and to support Board decisions when determined.
(f) To understand that the Board's role is policy making rather than involvement in administration or management.
(g) To strengthen and sustain the president while being an active, energetic, and probing Board member who exercises critical judgment on policy matters.
(h) To communicate promptly to the president any significant concern or complaint for administrative disposition.
(i) To defend the autonomy and independence of the University.
RESPONSIBILITIES OF THE BOARD AND INDIVIDUAL REGENTS

Adopted: February 10, 1989
Amended: October 10, 2003

(j) To represent all the people of Minnesota and no particular interest, community, or constituency.

(k) To enhance the public image of the University and the Board.

(l) To recognize that authority rests only with the Board as a whole and not in its individual members.

(m) To recognize that the president is the primary spokesperson for the University, and the chair of the Board is the only other person authorized to speak for the Board.

(n) To foster openness and trust among members of the Board, the administration, the faculty, the students, state government, and the public.

(o) To maintain respect for the opinions of Board colleagues and a proper restraint in criticism of colleagues and officers.

(p) To recognize that no Board member shall make any request or demand for action that violates the written policies, rules, or regulations of the Board or the University.
Ethics and Responsibilities of the Board and Regents

Brian Steeves
Executive Director & Corporate Secretary

Doug Peterson
General Counsel

October 12, 2018
Overview

• Board of Regents Policy: *Code of Ethics for Members of the Board of Regents* is currently under comprehensive review.

• Discussion will focus broadly on the role of a code of ethics and how it interacts with articulation of the role and responsibilities of the Board and individual Regents.

• Feedback will inform any potential changes to Board policy.
Fiduciary Duties

- Duty of Care
- Duty of Loyalty
- Duty to Act in Good Faith
- Duty of Obedience (fidelity to law and mission)
Standard of Conduct

• Minnesota State Statute

For-Profit and Non-Profit Entities

- “A director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the corporation...”

- In addition, for-profit directors may consider the best interests of the corporation and the interests of internal and external groups and other factors.
Components of an Ethical Culture
Striking the Right Balance

- Rules and Regulations
- Compliance Activities
- Culture
Code of Ethics

• Current policy sets expectations to uphold public trust and set aside parochial interests for welfare of entire University.
• Conflicts of Interest
  – Financial and employment.
  – Process for resolving disputed conflicts of interest.
• Candidacy for Public Office
• Annual Review of Policy
• “Front Page Test” – Unwritten
Responsibilities of the Board and Individual Regents

- Outlines responsibilities of both the full Board and individual Regents.
- Seeks to establish shared expectations for how the Board does its work.
- Three main categories – the University’s constituencies, the administration, and fellow Regents.
Remedies

- Currently no process in Board policy for resolving disputes about conduct.
- Robert’s Rules of Order establishes a process for adjudicating disputes. Sanctions generally fall under four categories:
  - Censure
  - Fine (if authorized in the bylaws)
  - Suspension
  - Expulsion (requires a two-thirds vote)
Discussion Questions

• Should policy articulate specific responsibilities, or should it outline a broader set of principles?
• Do the policies clearly outline expectations now? If not, where is greater clarity needed?
• Should specific remedies be added to policy?
• Should the Board consider consolidating these two policies into one?