BYLAWS
BOARD OF REGENTS

University of Houston System

August 17, 2011

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UNIVERSITY OF HOUSTON SYSTEM

Sec. 1 Authority and Responsibility of Governing Board

1.1 The Texas Legislature has vested the organization and control of the University of Houston System (hereafter referred to as "system") to the Board of Regents (hereafter referred to as "board"). Section 111.11, Texas Education Code.

1.2 **Section 51.352. Responsibility of Governing Boards**, Texas Education Code, sets forth the responsibility of the board as follows:

(a) It is the policy of this state that the governing boards of institutions of higher education, being composed of lay members, shall exercise the traditional and time-honored role for such boards as their role has evolved in the United States and shall constitute the keystone of the governance structure. In this regard each governing board:

1) is expected to preserve institutional independence and to defend its right to manage its own affairs through its chosen administrators and employees;

2) shall enhance the public image of each institution under its governance;

3) shall interpret the community to the campus and interpret the campus to the community;

4) shall nurture each institution under its governance to the end that each institution achieves its full potential within its role and mission; and

5) shall insist on clarity of focus and mission of each institution under its governance.

(b) The governing board of an institution of higher education shall provide the policy direction for each institution of higher education under its management and control.

(c) In making or confirming appointments to a governing board, the governor and senate shall ensure that the appointee has the background and experience suitable for performing the statutory responsibility of a member of the governing board.

(d) In addition to powers and duties specifically granted by this code or other law, each governing board shall:

1) establish, for each institution under its control and management, goals consistent with the role and mission of the institution;

2) appoint the chancellor or other chief executive officer of the system, if the board governs a university system;

3) appoint the president or the chief executive officer of each institution under the board's control and management and evaluate the chief executive officer of each component institution and assist the officer in the achievement of performance goals;

4) set campus admission standards consistent with the role and mission of the institution and considering the admission standards of similar institutions nationwide having a similar role and mission, as determined by the coordinating board; and

5) ensure that its formal position on matters of importance to the institution under its governance is made clear to the coordinating board when such matters are under consideration by the coordinating board.

(e) Each member of the governing board has the legal responsibilities of a fiduciary in the management of funds under the control of institutions subject to the board's control and management.

(f) The governing board of each general academic teaching institution and each public junior college within a 100-mile radius of that institution shall adopt a policy to enhance the transfer of students based on the recommendations of the permanent advisory committee under Section 51.3521 of this code.

1.3 The members of the Board shall exclude themselves both individually or collectively from access to any and all material considered classified by the federal government and/or other classified information which may be entrusted to the University and shall periodically designate appropriate officers of the University as the managerial group with full authority and responsibility for maintaining the necessary facilities clearance and negotiating, executing and administering classified contracts of the Department of Defense or other user agencies of the U.S. Government awarded to the University of Houston System.

Sec. 2 **<u>Responsibility and Organization of the System</u>**

2.1 The system is composed of all those institutions and entities which are currently, and which may be, from time to time, assigned by specific legislative act to be under the governance, control, jurisdiction, and management of the board. Section 111.20(a) and (b), Texas Education Code.

2.2 Section 51.353. Responsibility of System Administration, Texas Education Code, sets forth the responsibility of system administration as follows:

(a) The system administration of each system shall coordinate the activities of component institutions within the system.

(b) In addition to other powers and duties provided by this code or other law, each system administration shall:

1) initiate, monitor, approve, and coordinate long-range planning for the system;

2) approve short-range institutional plans for operations and expenditures;

3) provide to component institutions technical assistance such as legal and financial services;

4) evaluate each component institution and assist the institution in the achievement of performance goals; and

5) perform such other duties as may be delegated to it by the governing board of its system.

2.3 Section 51.354. Institutional Responsibility, Texas Education Code sets forth the responsibility of system component institutions as follows:

In addition to specific responsibilities imposed by this code or other law, each institution of higher education has the general responsibility to serve the public and, within the institution's role and mission, to:

(a) transmit culture through general education;

(b) extend knowledge;

(c) teach and train students for professions;

(d) provide for scientific, engineering, medical, and other academic research;

(e) protect intellectual exploration and academic freedom;

(f) strive for intellectual excellence;

(g) provide educational opportunity for all who can benefit from post secondary education and training; and

(h) provide continuing education opportunities.

2.4 The board shall appoint a chancellor and such other executive officers of the system central administration office as may be deemed appropriate. The term of appointment, salary, and duties of each such officer shall be determined by the board. Section 111.21(b), Texas Education Code

2.5 The board may appoint and remove the chancellor, a president, any faculty member, or other officer or employee of the system when, in its judgment, the interest of the university requires it. The board shall fix the respective salaries and duties of the officers and employees. Section 111.19, Texas Education Code.

2.6 All executive management employee appointments shall be approved by the board upon the recommendation of the chancellor. The board delegates to the chancellor, or his/her designee, the authority to approve all other faculty, professional, and administrative actions.

Sec. 3 Non-Voting Student Regent

3.1 Pursuant to Texas Education Code § 51.355, a student regent shall be appointed by the governor annually, to serve a one-year term, expiring on May 31st. The student regent must be enrolled as an undergraduate or graduate student at a component institution of the University of Houston System at the time of appointment and throughout the student regents' term.

3.2 The student regent is not a member of the board of regents of the University of Houston System. The student regent has the same powers and duties as the members of the board of regents, including the right to attend and participate in meetings of the board of regents, except that the student regent may not vote on any matter before the board or make or second any motion before the board. The student regent is not counted in determining whether a quorum exists for a meeting of the board or in determining the outcome of any vote before the board.

Sec. 4 Officers of the Board

4.1 Officers

The officers of the board shall consist of a chair, a vice chair, and a secretary who shall hold office for a term of one year from September 1 through August 31, or until his or her successor has been elected. No board member shall serve more than two consecutive terms as chair.

4.2 Election

Officers shall be elected at the regular meeting of the board in August. Fourteen days prior to this meeting, nominations shall be sent to the General Counsel in writing or by email; however, additional nominations may be made at the August meeting. A majority of votes cast by those present shall be required for election.

4.3 Duties of the Chair of the Board

The chair of the board shall:

4.3.1 preside at all meetings of the board;

4.3.2 call special meetings of the board;

4.3.3 review and approve the agenda for all meetings of the board;

4.3.4 appoint the standing and special committees of the board;

4.3.5 serve as the official spokesperson for the board; and

4.3.6 certify the minutes of the executive sessions of the board.

4.4 Duties of the Vice Chair of the Board

The vice chair of the board shall, upon the absence, death, resignation, disability or disqualification of the chair, perform the duties of the chair until the chair can resume his or her office or his or her successor shall have been elected, and such other duties as the chair may from time to time assign.

4.5 Duties of the Secretary of the Board

The secretary shall:

4.5.1 keep, or cause to be kept, full, accurate, and complete minutes of all meetings of the board; and

4.5.2 sign bond resolutions, investment resolutions, and banking resolutions executed on authority of the board.

Sec. 5 <u>Committees of the Board</u>

5.1 Executive and Compensation Committee

5.1.1 The executive and compensation committee shall consist of the chair, vice chair, secretary, and, if he or she is still serving as a regent, the immediate past chair of the board. Three members shall constitute a quorum.

The executive and compensation committee shall:

a) exercise the powers of the board when time is of the essence and a quorum of the board cannot be reasonably and practically established;

b) annually review the performance of the chancellor, the internal auditor, and the performance reports on the executive officers presented by the chancellor; and

c) keep a separate record of executive committee proceedings and submit that record for inclusion in the official record of the board at the next regular or special board meeting;

d) report all actions taken on behalf of the board at the next regular or special board meeting or sooner if practicable.

e) act as executive compensation committee to oversee the evaluation and assessment of Executive Officers and any other compensation contract of $1,000,000 or more in one fiscal year.

5.2 Standing Committees

5.2.1 The standing committees are Academic and Student Success, Finance and Administration, Audit and Compliance, Facilities, Construction, and Master Planning, and Endowment Management. The board shall adopt a charter for each committee.

5.2.2 The chair of the board shall appoint a chair and vice chair for each standing committee. Standing committee chairs and vice chairs shall serve one-year terms from September 1 through August 31. A vacancy in a committee chair or vice chair position shall be filled by appointment of the board chair.

5.2.3 Committee meetings shall be called by the committee chair and duly posted, convened and conducted in accordance with the Texas Open Meetings Act. Any board member may attend and participate in

discussion at any such committee meetings. Committees will meet no more than once monthly without prior approval from the board chair. All committees will have not less than three regents, nor more than four. Each committee will have a committee chair, vice chair, and one or two additional regents, all of whom shall be appointed by the chair of the board.

The chairman will serve as voting ex officio for all committees and will count for purposes of determining a quorum. A quorum is three for all committees. A quorum shall be declared as soon as a majority of the committee members are in attendance at the appointed committee meeting.

A majority vote of a quorum of a committee is required for a committee recommendation from an appointed committee to be presented to the full board for consideration. A committee recommendation, however, does not constitute a final board action and therefore, does not bind the board, except as provided in 5.1.1(a).

5.2.4 One to four advisory members may be appointed to each respective committee with the unanimous approval of the chair of the board, the chancellor, and the chair of the committee. The advisory members will serve one-year terms from September 1 through August 31 and may be reappointed each year for up to three consecutive years. They may serve again after one off year. Advisory members will not have voting authority.

5.2.5 The authority of a board committee is subject to the bylaws and policies of the board. Committees shall report and make recommendations to the board. Unless specifically authorized by official action of the board, a committee shall not act for the board.

5.2.6 Official Business. No business other than that placed on the Agenda and posted as required by law shall be officially transacted at a meeting of the Board of Regents or its committees.

5.3 Academic and Student Success Committee

The academic and student success committee has oversight of instruction, research, and service policy and performance, including review of the Chancellor's recommendations on academic programs. It also has oversight of all matters related to student success, including academic and student support programs.

5.4 Finance and Administration Committee

The finance and administration committee has oversight of budget, finance, and business operations policy and performance, including reviewing the Chancellor's recommendations on annual budgets and tuition and fees.

5.5 Audit and Compliance Committee

The audit and compliance committee has oversight of all audit matters and all compliance activities, including ensuring sound fiscal and management policies and practices. It also provides oversight to ensure full compliance with all applicable local, state, and federal laws and regulations.

5.6 Facilities, Construction and Master Planning Committee

The facilities, construction and master planning committee has oversight of policy and performance related to the physical assets, including reviewing the Chancellor's recommendations on capital priorities. It also provides oversight of physical master plans for each location.

5.7 Endowment Management Committee

The endowment management committee has oversight of all investment assets and activities, outside investment managers, investment consultants, and any other matters pertaining to endowed and non-endowed assets for the System. It also provides oversight of investment policies and performance. The chair of the Finance and Administration Committee shall be a member of this committee.

5.8 Special Committees

Special committees may be established by the chair of the board to report to the board, and they shall function until discharged. Membership normally will include regents and may also include persons not on the board.

5.9 Staff Services to the Board Committees

With the approval of the chair of the board, the chancellor will designate a member of his or her staff as liaison for each standing board committee and subcommittee. The administrator designated shall provide information and assistance as needed to the chair of the committee or subcommittee to prepare the agenda and conduct the business of the committee or special committee.

Sec. 6 <u>Meetings of the Board</u>

6.1 Procedure

Robert's Rules of Order shall govern the procedure at meetings unless modified by standing or special rules of the board or by a majority vote of a quorum.

6.2 Quorum

A quorum shall consist of a majority of the members of the board, and the action of a majority of a quorum shall be action of the board except as otherwise specified herein.

6.3 Committee Meetings

The regular meetings of the committees shall be held at such time and place the committee shall designate. Normally, committee meetings will be held quarterly for the purpose of conducting standing committee business.

6.4 Regular Meetings

The regular meetings of the board shall be held at such time and place the board shall designate. Normally, regular meetings will be held quarterly for the purpose of conducting standing committee business and board action.

6.5 Special Meetings

Special meetings of the board may be called by the chair, the vice chair when performing the duties of the chair, or upon written request of five members of the board.

6.6 Notice of Open Meetings

All meetings of the board and its committees are subject to the terms of the Open Meetings Act. The Open Meetings Act, Chapter 551 of the Texas Government Code, provides that meetings of governmental bodies must be open to the public, except for expressly authorized executive sessions, and that the public must be given notice of the time, place and subject matter of meetings of governmental bodies. Notice of a meeting must be posted with the Secretary of State's Office for at least 72 hours preceding the scheduled time of the meeting. In case of an emergency of urgent public necessity, which shall be clearly identified in the notice, it shall be sufficient if the notice is posted two hours before the meeting is convened.

6.7 Distribution of Agenda Material

Written notice of the time, place, and agenda of each regular or special meeting should be delivered to each member of the board no later than seven

(7) days before the day of such meeting. No business other than that placed on the agenda and the written notice, as required by law, shall be officially transacted at the meeting of the board or its standing committees or subcommittees.

6.8 Order of Business

Normally the order of business shall be:

6.8.1 Call the meeting to order;

6.8.2 Open Forum;

6.8.3 Approval of the minutes;

6.8.4 Resolutions, communications, petitions, and memorials;

6.8.5 Report and recommendations of the chair of the board;

6.8.6 Reports and recommendations of standing committees from the committee chair;

6.8.7 Reports and recommendations of special committees;

6.8.8 Approval of committee recommendations;

6.8.9 Approval of consent docket;

6.8.10 Reports and recommendations of the chancellor;

6.8.11 Executive Session

6.8.12 Reports and recommendations from executive session; and

6.8.13 Adjournment

6.9 Consent Docket

Items on the consent docket will go directly to the board for action after consideration by the standing committees at their meetings unless one or more regents request that an item(s) be removed from the docket and considered separately, in which case it will be considered by the full board outside of the

consent docket. The following may be placed on the consent docket and shall be enumerated specifically on the Board's agenda:

6.9.1 Investment resolutions and amendments.

6.9.2 Banking resolutions and amendments.

6.9.3 Texas Public Finance Authority resolutions and amendments.

6.9.4 TexPool investment authorization resolutions and amendments.

6.9.5 Intent to finance expenditures incurred or to be incurred for a campus construction project resolutions and amendments.

6.9.6 Annual write-off of accounts and notes receivables.

6.9.7 Annual write-off of obsolete equipment and other inventory.

6.9.8 Staff holiday schedule.

6.9.9 Outside Employment or Appointments of Executive Officers

6.9.10 Other routine items as appropriate for the consent docket and so designated by unanimous vote of the Standing Committee for which such item is a voting item and approved by the chairman of the board.

Sec. 7 Communications with the Board

7.1 Board members have the right and duty to be fully informed on all matters that influence their obligations as regents. Nothing herein shall be construed to prevent them from informing themselves as they deem proper; however, they shall not interfere in the administration of the system. The board shall at all times be free to seek and receive information to ensure that its policies and directives are effectuated.

7.2 The regular channel of communication to and from the board shall be through the chancellor and where appropriate, the president of the respective university.

7.3 A maximum of thirty minutes will be set aside at regularly scheduled board meetings for a public comment session. Persons wishing to address the regents may register their request with the Executive Administrator at least one week prior to the meeting. Each person will be given up to three minutes and may address the board on any topic.

7.4 All proposals for consideration by the board shall be presented to the chancellor according to the published calendar. The chancellor shall consider such proposals and make recommendations thereon in the agenda prepared for the board meeting. Except in the case of an emergency, proposals not

received by the chancellor within the time prescribed shall be automatically deferred for consideration until the next meeting of the board.

7.5 Board bylaws and policies require reports to be presented to the board and actions to be taken by the board on a periodic basis. It is the responsibility of the executive administrator of the Board to maintain the report/action schedule and ensure that all such reports and action items are included on the agenda for the appropriate board meeting.

Sec. 8 Amendment of Bylaws

8.1 A two-thirds majority vote of all members of the board shall be required to amend these bylaws.

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