

March 21, 2018

MEMORANDUM

TO: State Board of Regents  
FROM: David L Buhler  
SUBJECT: Revision of Policy R120, *Bylaws of the Board of Regents*

Issue

Utah Code 53B-1-104(9) authorizes the Board of Regents to establish bylaws for its governance. Recent changes by the Utah Legislature to Chapter 53B require non-substantive revisions to Regent policy R120 for better alignment with statutory language.

Background

The Board of Regents has enacted bylaws for its governance and for governance of the institutions within the Utah System of Higher Education. The bylaws must be consistent with the Board's governing statute. As the Legislature revises the statute from time to time, the Board must make similar revisions to adopt common terminology or make substantive changes as needed. The recent changes to 53B required some non-substantive changes to the Regents' bylaws to reflect differences in the Regents membership, duties of the trustees and presidents, and new terminology. Additionally, these revisions clarify existing language for easier reference and understanding.

Commissioner's Recommendation

The Commissioner recommends the Regents approve revisions to policy R120, *Bylaws of the Board of Regents* effective immediately.

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David L Buhler  
Commissioner of Higher Education

DLB/GTL  
Attachments

**R120-1. Purpose:** To provide bylaws for the government of the State Board of Regents.

## R120-2. References

- 2.1. Policy and Procedure R110, Utah Code Title 53B (State System of Higher Education)
- 2.2. Utah Code §53B-1-104(98) (State Board of Regents: Enact Bylaws)

## R120-3. Bylaws

### 3.1. The State Board of Regents

**3.1.1. Powers:** The State Board of Regents ~~consisting of sixteen voting members and four non-voting members (two of the Utah State Board of Education, one of the Utah College of Applied Technology, and one Student Regent Elect)~~ is vested with the power to govern the state system of higher education. ~~(Utah Code §53B-1-101) As such, the Board is vested with the control, management and supervision of the institutions composing the state system of higher education in the State of Utah, as set forth in Utah Code Title 53B in a manner consistent with the policy and purpose of that title and the specific powers and responsibilities granted to it. The State Board of Regents succeeds to the powers, duties, authority and responsibilities heretofore held and exercised by the governing boards of the University of Utah, Utah State University, Weber State University, Southern Utah University, Snow College, Dixie State University, Utah Valley University, and Salt Lake Community College. The board may modify the name of an institution under its control and management, as designated in Section 53B-1-102, to reflect the role and general course of study of the institution. (Utah Code §53B-1-103) Utah Code Title 53B is made a part hereof by reference.~~

**3.1.2. Governing Board for System; Commissioner is Chief Executive Officer:** The ~~State~~ Board of Regents is the governing board for the state system of higher education. ~~In such capacity the~~The Commissioner of Higher Education serves as its chief executive officer, and communications to and from the ~~State~~ Board of Regents and member institutions shall be made through the Commissioner.

**3.1.3. Governing Board for Institutions; Presidents are Chief Executive Officers:** The ~~State~~ Board of Regents ~~also~~ is the governing board of the institutions in the system. ~~In such capacity the~~The pPresidents of each institution serves under the direction of the ~~State~~ Board of Regents as ~~the~~ chief executive officers for ~~her or his~~their institutions, and shall have such duties, powers and functions as are provided in these bylaws.

**3.1.4. Commissioner's Office a Channel of Communication**the Point of Contact and Communications: ~~Committee Chairmen, Regents and Presidents shall use the Commissioner's Office as the channel of communication for placing items on the State Board of Regent's agenda.~~  
~~Official~~

<sup>1</sup> Adopted June 17, 1970; amended July 28, 1970, September 11, 1970, January 20, 1971, July 27, 1971, December 20, 1973, July 22, 1975, July 14, 1980, August 31, 1981, October 11, 1985, September 12, 1986, August 6, 1987, December 16, 1988 and Bylaws February 24, 1989, June 18, 1993, May 31, 2002, September 11, 2003, March 30, 2012 and March 29, 2013.

~~Communications~~contacts with ~~other~~ state agencies, ~~such as~~ the Governor's office, ~~the Legislature or its staff~~legislative officials, ~~or other federal, state and local government officials shall come from the Commissioner's office~~Building Board, Attorney General's office, State Auditor, State Treasurer and others should flow through the Commissioner's Office if the subject matter involves State Board of Regents actions, policies, programs, or issues relating to matters ~~reserved to the jurisdiction of the State Board of~~under the Regents' purview by law or by State Board of Regents action pursuant to Utah Code §53B-2-106.

### 3.2. Officers of the State Board of Regents

**3.2.1. Chair:** ~~The Chair shall be elected by the State~~The Board of Regents shall elect a chair at its May/June meeting in each even numbered year. ~~Beginning on the date of election, the chair and~~shall serve for ~~a term of~~two years, or until his or her successor is elected and qualified. ~~No A Regent may not~~State Board of Regents member shall be eligible to serve more than two terms as Chair. The Chair shall preside at all meetings of the State Board of Regents and, as directed by the Board, shall have such other duties, powers and responsibilities as are assigned ~~to him or her by the Board, provided that the Board may also authorize its executive and other officers to execute such business, including contracts and other documents, as the Board may from time to time authorize and direct.~~

**3.2.2. Vice chair:** The ~~Vice chair shall be elected by the State~~Board of Regents shall elect a ~~vice-chair~~ at its May/June meeting in each even numbered year. ~~The vice-chair and~~shall serve for a term of two years ~~concurrently with the chair~~ or until her or his successor is elected and qualified. The ~~v~~Vice-chair shall act as ~~c~~Chair in the absence or disability of the ~~c~~Chair and shall have such other duties, powers and responsibilities as ~~the Board may be assigned to him or her by the Chair and the State Board of Regents~~assign. In the event the office of ~~c~~Chair becomes vacant during the term for which he or she was elected, the ~~v~~Vice-chair shall act as ~~temporary-interim c~~Chair until the next regular meeting, at which time ~~the Board shall elect a new c~~Chair shall be elected to fill the vacancy and to serve ~~serve~~the balance of the unexpired term. If the office of ~~v~~Vice-~~c~~chair is similarly vacated, the ~~Board shall elect a new vice-chair~~vacancy shall be filled by ~~election~~at the next regular meeting.

**3.2.3. Secretary:** The ~~State~~Board of Regents shall appoint ~~from the staff of its executive officer a member of the Commissioner's to serve as Board secretary and at the Board's pleasure.~~ secretary to serve at the pleasure of the State Board of Regents. ~~The secretary shall be a full-time employee at such salary as the State Board of Regents may fix. She or he shall be charged with the responsibility of recording and maintaining~~The secretary shall make a record of all ~~State~~Board of Regents meetings and shall perform such other duties as the ~~State~~Board of Regents may direct. ~~(Utah Code §53B-1-104(5))~~

**3.2.4. Treasurer:** ~~The State Board of Regents shall appoint a Treasurer to serve at the pleasure of the Board. The Treasurer shall perform such duties as the State Board of Regents may prescribe. (Utah Code §53B-1-104(6).) The Treasurer shall file a bond with the State Treasurer in such amount as the State Board of Regents may deem appropriate. All checks drawn on account of the State Board of Regents shall bear the signature of either the Chair, the Vice chair, the Treasurer, or such officers as may be approved by the Board, such as the Commissioner or Associate Commissioners when so authorized.~~

### 3.3. The Utah State System of Higher Education and Its Governance

**3.3.1. Composition:** The Utah State System of Higher Education, ~~established by the Higher Education Act of 1969,~~ consists of the ~~State~~ Board of Regents, ~~its officers and staff,~~ the University of Utah, Utah State University, Weber State University, Southern Utah University, Snow College, Dixie State University, Utah Valley University, and Salt Lake Community College, ~~and such other public post high school education institutions as the Legislature may from time to time create. (Utah Code §53B-1-102.)~~

### **3.3.2. Governance and Administration of the System**

**3.3.2.1. Institutions:** ~~Member institutions, as specified by law, are governed by t~~The State Board of Regents shall control, manage, and supervise the institutions of higher education as authorized by law, ~~under law, these bylaws, and by such the~~ policies, rules and regulations ~~as the State Board of Regents~~ shall establish or authorize to be established.

**3.3.2.2. Commissioner:** The ~~State~~ Board of Regents, upon approval from the Governor and with the consent of the Senate for each appointee nominated, shall appoint a Commissioner of Higher Education to serve at its pleasure as its chief executive officer. The Commissioner may be terminated by the Board of Regents or the Governor, after consultation with the Board of Regents. The Board of Regents shall set the Commissioner's salary, ~~of the commissioner, prescribe establish his or her the~~ duties and functions ~~of the commissioner (see R141, Functions of the Commissioner of Higher Education),~~ and select a commissioner on the basis of outstanding professional qualifications. The Commissioner shall be responsible to the ~~State~~ Board of Regents to (1) ensure that the Board's policies and programs ~~of the Board~~ are properly executed, (2) advise the Board with regard to recommendations from the institutions ~~governed by the Board,~~ (3) furnish information about the state system of higher education and make recommendations regarding that information to the Board, (4) provide state level leadership in any activity affecting the system of higher education and any institution in the system of higher education ~~provide state level leadership in any activity affecting an institution in the state system of higher education,~~ and (5) perform other duties assigned by the Board in carrying out its duties and responsibilities. ~~(Utah Code §53B-1-105)~~

**3.3.2.3. Commissioner Interprets Board Policy:** The Commissioner shall be responsible for ~~interpretation of~~ interpreting State Board of Regents policy ~~to the Presidents of the institutions in the Utah System of Higher Education and to interpret policy to all others who may seek further clarification of Board policy.~~ The ~~p~~President of any institution may appeal the Commissioner's interpretation of Board to the State Board of Regents ~~any interpretation of Board policy if he or she feels that the Commissioner's interpretation is in error.~~

**3.3.2.4. Selection ~~of~~ and Evaluation of Presidents:** The ~~State~~ Board of Regents ~~after consulting with the Institutional Board of Trustees~~ shall appoint ~~and hire a~~ the presidents President for each ~~state research and teaching university, state metropolitan/regional university, state college, state community college, and other~~ institutions in the Utah state ~~S~~system of ~~H~~higher ~~E~~ducation, each to serve at the pleasure of the ~~State~~ Board of Regents and at such salary as it may determine and fix. ~~(Utah Code §53B-1-103, §53B-2-106 and §53B-2a-102)~~ Presidents of member institutions are responsible to the State Board of Regents. As provided in sections R208 and R209, the Board shall regularly

~~evaluate each president's performance~~ Presidents have the assistance of an Institutional Board of Trustees, as provided by law (Utah Code §53B-2-103 and §53B-2a-103), and such internal organs as constituted and authorized under law, by this State Board of Regents from time to time (Utah Code §53B-2-106), unless the State Board of Regents shall reserve to itself any of the institutional powers set forth in Utah Code §53B-2-106.

**3.3.2.5. Professional Staff:** Upon the Commissioner's recommendation ~~of the Commissioner as its chief executive officer~~, the ~~State~~ Board of Regents shall appoint and hire a staff of professional, legal and administrative personnel to serve at the pleasure of the Board at such salaries, retirement provisions and other benefits, and in such capacities as the Board may from time to time determine and direct. The ~~State~~ Board of Regents may also develop arrangements for any transfers of function, personnel, or other cooperative arrangements with member institutions, for the benefit of the work of the Board and the effective performance of its duties (~~See Utah Code §53B-1-106; also Section 3.3.3. of these bylaws.~~)

**3.3.2.6. Commissioner Represents Board:** In order to ensure that there is effective follow through in implementing ~~State~~ Board of Regents action, the Commissioner shall ~~represent the Board (when it is not in session) in giving~~ work with institutions on the Board's behalf ~~guidance and assistance to ensure institutions they effectively that will lead to timely and effective implementation of~~ implement the Board's actions policies or instructions ~~of the Board.~~

**3.3.2.7. Information, Reports, Audits:** The Commissioner is empowered to require information and reports from the institutions ~~in the System that will be of use to her or him in seeing that State Board of Regents actions are implemented.~~ The Commissioner has the authority, after giving due notice to the ~~p~~President, to assign his or her staff to audit records of institutions or otherwise, to verify data, and to make sure that the same are uniformly reported. Such audits shall be ~~closely connected to matters germane to recommendations that the Commissioner must make to the State~~ in response to Board of Regents instructions or to verify compliance with Regents policy or applicable law. The Regents audit committee shall prioritize for its action. ~~Audits by the Commissioner's staff shall be done under the priorities set by the Regents~~ audits. ~~The Commissioner shall be responsible for harmonizing the work of her or his audit staff with the actions and priorities set by the Regents.~~

**3.3.2.8. Response to Inquiries, Explanations and Advocacy:** The Commissioner shall ~~respond to inquiries and also take the initiative to see that actions of the State Board of Regents (such as budget adoptions, new roles and curriculum actions, building project priorities, etc.) are clearly explained and~~ is authorized to advocate on behalf of the Board of Regents ~~d~~ before the Governor and his or her staff, ~~legislative bodies~~ the Legislature, ~~the State Building Board,~~ and other officials and governmental entities.

**3.3.2.9. Board Policies Properly Executed:** After the ~~State~~ Board of Regents has adopted a new policy, program, or taken an action, the Commissioner shall ~~have the responsibility to see~~ ensure that it is properly carried out. The Commissioner and his or her staff will collaborate with the Council of Presidents, and relevant institutional staff to ~~is~~ responsibility shall entail: ~~follow-up conversation with Presidents, interpretation of the intent of the State Board of Regents' action, facilitating communication back to the Board on problems encountered, and making such progress reports as the Board may require~~ implement new policies or directives and to periodically follow up on the

implementation. ~~In carrying out these responsibilities, the Commissioner should be cognizant of the fact that responsibility for the internal operations of each institution has been delegated both by law and by State Board of Regents action to each President, with the approval of the institutional Board of Trustees. Presidents shall be mindful of the fact that the Commissioner has the responsibility by law and by State Board of Regents action to see that policies, programs and actions of the Board are~~cooperate with the Commissioner to properly executed and that her or his actions in this regard are being taken for and on behalf of the Board as she or he functions as chief executive officer of the Board~~the Board's policies and directives~~. The Commissioner shall function in close harmony with State Board of Regents policies and shall be in constant touch with the Chair and Executive Committee on matters about which he or she may have questions between regular Board meetings.

### 3.3.3. Institutional Governance and Administration

**3.3.3.1. Responsibility of Presidents:** The ~~p~~Presidents are responsible to the ~~State~~ Board of Regents for the governance and administration of their respective institutions. Presidents, with the assistance of their ~~institutional b~~Boards of trustees, are responsible (1) for the property, both personal and real, established at their respective institutions, together with such additions thereto as the ~~State~~ Board of Regents may from time to time approve ~~(See Utah Code §53B-20-101)~~; and (2) for the education, safety and welfare, for the good of education in the state and their respective institutions, of all persons admitted and enrolled, employed, or otherwise entering their premises, under such rules and regulations as the institution shall establish.

~~**3.3.3.2. Required Information:** The President of each institution, through the Commissioner, shall provide the State Board of Regents with such information relating to the operation of each institution and in such form as may be required from time to time by regulation or order of the Board.~~

~~**3.3.3.2.3. Institutional Employees:** The Presidents, with the approval of their institutional b~~Boards of trustees, ~~under paragraph (2)(a) of Utah Code §53B-2-106,~~ are authorized to appoint and, ~~prescribe the duties, provide and under general State Board of Regents policies~~ fix the salaries of the ~~faculties~~faculty, staffs, officers and employees of their respective institutions, reporting to the Board ~~periodically~~ their actions on personnel as ~~may be required~~requested by the State Board of Regents.

~~**3.3.3.4.3. Institutional Rules and Regulations:** The President~~Presidents of each ~~institution,~~ with the approval of the ~~institutional b~~Boards of ~~t~~rustees, shall have the authority to and shall issue institutional ~~rules~~policies and ~~regulations~~administrative rules governing the ~~ir well being of persons and the security of property at their institutions,~~ consistent with law and the ~~policies of the State Board of Regents~~ policies, and to ~~implement paragraphs (2)(b), (c), and (d) of Utah Code §53B-2-106. And, until or unless the State Board of Regents shall reserve to itself any of the provisions of Utah Code §53B-2-106 the President of each institution, acting with the approval of the Institutional Board of Trustees, shall be responsible to the State Board of Regents for the enactment and the execution of rules for regulating and safeguarding the health, welfare, and the rights of all persons at, in, or using the property, facilities and resources existent at each institution and pertaining to its various operations and property. Each President shall be responsible for filing a copy of the minutes of each institutional Board of Trustees meeting with the State Board of Regents.~~



**3.3.3.54. Institutional Members; Government:** The ~~p~~President, faculty~~ies~~, staff, students, ~~alumni, and institutional Board of Trustees of each institution, when duly appointed, or admitted and qualified,~~ are members of their respective ~~universities, colleges and institutions.~~ Presidents, with the approval of the boards of trustees, shall enact policies governing academic admission to the institution and employment by the institution. The policies shall establish criteria and procedures for disciplinary action or removal from the institution, and, with the exception of the President (who serves at the pleasure of the State Board of Regents), may be suspended, removed from, or otherwise subjected to discipline in their respective categories of membership in accordance with law and the various rules and regulations governing the institutions of which they are members. Presidents, with the approval of the institutional Boards of Trustees, are encouraged to consult with, provide and develop such arrangements for institutional government, involving appropriate participation in institutional affairs of these classes of institutional membership, as may serve the interest of each institution and promote the good of education thereat.

**3.3.3.65. Advocacy Consistent with Board Actions:** ~~Except as expressly required by Title 53B, Chapter 2a, under no circumstances shall~~ ~~T~~he Commissioner, any ~~p~~President, or other officer of an institution ~~shall not~~ present or advocate budget items, capital facilities priorities, or other legislation to legislators, legislative committees, the Legislature, the Governor, or any other state agency that are inconsistent with actions, priorities or policies of the Board of Regents ~~on such matters~~. The Commissioner and such other persons as may be designated by the State Board of Regents shall be the spokespersons for the Board at all official hearings before ~~the legislators,~~ legislative committees, the Legislature, the Governor, or any other state agency. Nothing herein shall preclude a ~~p~~President or other officer of an institution from appearing at hearings involving his or her institution.

### 3.3.4. ~~Institutional~~ Boards of Trustees

**3.3.4.1. Responsibilities:** Boards of trustees are authorized to (1) In addition to authority delegated to Presidents in Section 3.3.3. of this Section, to be exercised by them with the approval of the institutional Board of Trustees, facilitate communication between the institution and the community; (2) assist in planning, implementing, and executing fund raising and development projects aimed at supplementing institutional appropriations; (3) perpetuate and strengthen alumni and community identification with the college or university's tradition and goals; (4) select recipients of honorary degrees; and (5) approve changes to the institution of higher education's programs, in accordance with Section 53B-16-102. ~~each institutional Board of Trustees shall act in behalf of its institution in facilitating communication between the institution and the community, in assisting in planning, implementing and executing fund raising and development projects aimed at supplementing institutional appropriations, in perpetuating and strengthening alumni and community identification with the institution's tradition and goals, and in selecting those persons to be recipients of honorary degrees to be granted by the institution. (Utah Code §53B-2-103)~~

**3.3.4.2. Honorary Degrees:** Each ~~university and college of the system~~ institution is authorized to award honorary degrees in recognition of outstanding achievement or distinctive public service, as selected for such consideration by the institutional ~~b~~Board of ~~T~~rustees. ~~(Utah Code §53B-2-103(2)(d))~~

**3.3.4.3. Degrees, Diplomas and Certificates:** Each ~~Institutional~~<sup>b</sup>Board of ~~t~~Trustees is authorized to approve ~~all~~ candidates for earned degrees and diplomas authorized by law and the Board of Regents, conferred by the institution. The president shall recommend ~~(Utah Code §53B-16-103) Such candidates~~ for degrees to the board of trustees. ~~shall be recommended to the institutional Board of Trustees by the President and faculties in accordance with institutional rules, provided that no degree or diploma shall be conferred except as authorized by law and the Board of Regents.~~ Upon trustee approval, the president shall confer all degrees and certificates ~~shall be conferred in each institution by the President ther~~<sup>accordingly</sup>~~ef.~~ The general style for conferring degrees shall be: "As authorized by law and the Utah State Board of Regents." Diplomas ~~attesting thereto~~ shall bear the signature of the ~~p~~President of the institution, the ~~c~~Chair of the ~~institutional~~<sup>b</sup>Board of ~~t~~Trustees, the ~~c~~Chair of the ~~State~~ Board of Regents, and the Commissioner of Higher Education. Non-~~degree~~ certificates ~~signifying completion of short, correspondence, or extension courses~~ may be distributed and awarded by each institution, ~~provided that the State Board of Regents may direct the termination of any such when inconsistent with the institutional role prescribed by law or the Board. New or additional degrees, diplomas, or certificates shall be subject to the approval of the State Board of Regents.~~

**3.3.4.4. Trustees Bylaws:** Each ~~institutional~~<sup>b</sup>Board of ~~t~~Trustees may enact such bylaws for its own government as it deems necessary, ~~provided such bylaws are not in conflict with these bylaws,~~ including provision for regular meetings of the institutional Board of Trustees, consistent with Regents policies. ~~Copies of the institutional Board of Trustees' bylaws shall be submitted to the State Board of Regents. (Utah Code §53B-2-104(5) and §53B-2a-103)~~

**3.3.4.5. Bylaws, Institutional Rules, and Other Reports Submitted to State Board of Regents:** ~~The President of each institution is~~<sup>Presidents are</sup> responsible for submitting to the ~~State~~ Board of Regents ~~or making available electronically copies of both~~ (1) the institutional ~~b~~Board of ~~t~~Trustees' bylaws for its own government, and (2) copies of the institutional rules and regulations governing the institution, to be issued by the ~~P~~resident with the approval of the ~~Institutional~~<sup>b</sup>Board of ~~t~~Trustees, ~~as set forth and delegated in Sections 3.3.3.1. and 3.3.3.4. of these bylaws above,~~ and any other reports ~~of institutional business required by the State~~ Board of Regents requires.

**3.3.4.6. Questions of Institutional Role, Authority and Operations:** Questions regarding the scope of institutional role and authority and operations of institutional ~~b~~Boards of ~~t~~Trustees under these bylaws and the ~~State~~ Board of Regent's authority, shall be referred initially by the ~~President~~<sup>president</sup> ~~of each institution~~ to the Commissioner of Higher Education for ~~transmittal, examination, review and necessary consideration by~~ the Board of Regents to consider.

### 3.3.5. The State Board of Regents and its Professional Staff

**3.3.5.1. Participation in Academic Life:** The Commissioner and members of the ~~his or her~~ professional staff ~~of the Board of Regents~~ may qualify and hold positions as members of the faculties of the ~~member~~<sup>system</sup> institutions ~~of the system,~~ in accordance, ~~in each individual case,~~ with institutional rules, regulations, and practices. The ~~extent of participation of a State Board of Regents staff member in the academic life of any member institution shall be in harmony with the practices and regulations of the member institution, and must be approved by the~~ Commissioner must ensure and approve that a staff member's participation in the academic activities of an institution as is not



~~inconsistent~~consistent with the efficient and timely discharge of the individual's duties ~~as a staff employee of the~~to the Commissioner and the Board.

**3.3.5.2. Compensation Through Institutional Payroll System:** The ~~State~~ Board of Regents' staff, professional or otherwise, may, with the joint approval of the Commissioner and the ~~p~~President of the concerned institution, be paid his or her approved compensation ~~, for service as a member of the Board's staff,~~ through the payroll system of a member institution. ~~In connection therewith, the~~The staff member shall be eligible for and enjoy, in accordance with institutional policies, all benefits provided by the institution to its equivalent faculty and staff personnel, including but not limited to retirement and insurance programs, ~~vacation, sick leave, and other leaves~~leave, and tuition reduction; ~~provided, however, that the Board of Regents shall advance funds to, or reimburse, the institution for the full amount of any compensation paid and for the institutional share of the cost of any benefits provided under this provision.~~

**3.3.5.3. Transfer of Staff Functions and Funds:** This section is subject to, and does not impair or otherwise affect, the power of the Board of Regents to transfer staff functions, and funds for the performance of such functions, from member institutions to the staff of the ~~State~~ Board of Regents pursuant to law. ~~(Utah Code §53B-1-106)~~

#### 3.4. Offices

**3.4.1. Location of Offices:** The principal office of the ~~State~~ Board of Regents shall be located in Salt Lake City, State of Utah. The ~~State~~ Board of Regents may have such other offices within the State of Utah and at member institutions as its duties may require.

#### 3.5. Meetings

##### ~~3.5.1. Regular Meetings~~

~~3.5.1.1. Scheduled, as Called, or by Request:~~ The ~~State~~ Board of Regents shall meet regularly as it shall determine, and when specifically called to convene, in full or executive session, ~~by the Chair of the Board~~ chair, by the ~~executive officer of the Board~~ Commissioner, or by request of five ~~members of the Board~~ Regents. ~~(Utah Code §53B-1-104(9)) The regular meetings of the Board shall be held at locations, dates and time of day as may be determined by the Board.~~

~~3.5.1.2. Communication to the Board:~~ ~~With the exception of the Commissioner and staff, Presidents of institutions or their designated alternate, the executive or legislative officers of the State, communications or representations from persons other than the foregoing~~ Communications with the Board from the general public; ~~not members of the State Board of Regents,~~ shall be submitted to the Board in writing. Communications received less than fourteen days preceding any ~~State~~ Board of Regents meeting may either be deferred ~~by the Board~~ to a later meeting ~~at its discretion,~~ or, referred the Board chair by the Chair to may refer the communication to a committee, the Commissioner, or other officer of the System. Persons other than ~~members~~ Regents, or those listed for business on the regular agenda, ~~or their designated alternates,~~ may address the State Board of Regents while in session only on the recognition of the cChair or by consent of a quorum of ~~members~~ Regents present.

~~3.5.3.2. Special Meetings:~~ The ~~State~~ Board of Regents may be called to convene in a special meeting, in full or executive session, by the ~~Chair of the Board~~ chair, by request ~~or call of any~~ five

~~members~~ Regents, or by the ~~executive officer of the Board~~ Commissioner. (Utah Code §53B-1-104(9).)

**3.5.43. Notice of Meetings:** The Board secretary shall provide nNotice of the time and place of each regular and special meeting of the ~~State~~ Board of Regents ~~shall be mailed by the Commissioner, or staff member directed by him or her,~~ to each member of the Board and institutional ~~p~~President, ~~to her or his last known address,~~ at least seven days before each regular meeting, together with an agenda ~~um showing, with particularity, explaining~~ the nature of the business to be acted upon ~~at such meeting. Less~~ Shorter notice may be given in case of special or emergency meetings.

**3.5.54. Agenda and Regular Order of Business:** The Board chair and the Commissioner shall set the agenda for Board meetings. The official agenda shall constitute the principal business at regular meetings of the ~~State~~ Board of Regents. ~~The regular order of business on the Board's agenda shall be determined by the Chair and the Commissioner.~~

### **3.5.65. Categories of Agenda Items**

**3.5.65.1. Agenda Categories:** ~~The several items of State~~ Board of Regents business shall be listed ~~upon~~ in the agenda ~~by the Commissioner~~ within the following categories to serve the interests of the Board: (A) Action ~~Calendar~~ Items: Items, recommended for action, that involve the determination of basic planning or policy questions, program changes of more than routine nature, or issues with substantial financial or budgetary implications; (B) Consent Calendar: Items, recommended for action, that are routine in character or of relatively minor importance and do not require full discussion by the Board; ~~and~~ (C) Information ~~Calendar~~ Items: Presentation of institutional reports by heads of institutions and other items for informational purposes.

**3.5.65.2. Consent Calendar:** The Board may act on the ~~Items on the Consent Calendar that are not so transferred shall be acted upon, without debate, either as a group or individually, as the State Board of Regents may elect.~~ Any item listed upon the Consent Calendar may, by majority vote of the ~~State Board of Regents~~, be transferred to the Action ~~Calendar~~ Items at the same or a subsequent meeting and made subject to full discussion and deliberation ~~prior to the taking of action thereon. Items on the Consent Calendar that are not so transferred shall be acted upon, without debate, either as a group or individually, as the State Board of Regents may elect.~~

**3.5.6. Agenda Preparation Procedures:** ~~All matters submitted by member~~ institutions shall submit items for Board consideration to ~~to the State Board of Regents for its approval shall be directed to the Commissioner or designees and be who will determine referred by her or him to the appropriate standing committees of the Board unless the Commissioner or the Board, by majority vote, decides to consider a particular matter initially as a committee of the whole~~ its appropriate placement on the agenda, as approved by the Board chair. Presidents whose institutions are on the agenda shall have appropriate notice as provided in these bylaws. Items submitted to the State Board of Regents by the institutions shall be placed on the agenda of the Board committees by the Commissioner or his or her designee, and the President of each institution submitting an item which is on the agenda of a Board committee shall be given notice of committee meetings in the manner provided in these bylaws.

**3.5.6.1. Commissioner's Recommendations:** ~~On all items on the agenda, the Commissioner shall make a recommendation as to what action should be taken~~ The

Commissioner shall provide recommended actions to the Board regarding all action items or consent calendar items on the agenda. ~~Institutions and the Commissioner's staff shall engage in appropriate due diligence to provide the Commissioner with the necessary information to make recommendations. Since the Commissioner is required to make a recommendation on all State Board of Regents action items on the agenda, it is incumbent upon committee Chairpersons and Presidents to keep the Commissioner fully informed and involved in discussions and deliberations that may have implications for Board action.~~

**3.5.7. Recording of Votes:** Any member so requesting shall have her or his vote recorded in the minutes, or on request of any member the vote of each member shall be recorded.

**3.5.8. Meeting Rules:** The Board and its committees shall follow Robert's Rules of Order ~~shall be followed~~ in conducting all meetings ~~of the State Board of Regents, and of the meetings of the committees of the Board.~~

**3.5.9. Open and Public Meetings:** The ~~State~~ Board of Regents shall comply with the Utah Open and Public Meetings Act as established in 52-4-101, ~~under the laws of Utah, exists to serve the public interest and govern the state system of higher education. As provided by law, "all matters requiring Board determination shall be presented to and deliberated upon by the Board as a whole or as an executive committee properly convened." (Utah Code §53B-1-104(7))~~

**3.5.10. Executive sessions:** ~~Meetings of the State~~ Board of Regents meetings shall be open and public, except that the Board may meet in executive session under the conditions and for the purposes authorized by the Utah Open and Public Meeting Act, ~~t (Utah Code Title 52, Chapter 4);~~ provided that all resolutions, rules, regulations, contracts, appropriations, and other actions shall be taken in open session.

### 3.6. Committees

#### 3.6.1. ~~Enumeration~~ Establishment of Committees and Selection of Members

**3.6.1.1. Committee Appointments:** The ~~Board~~ re shall establish ~~be three~~ standing committees ~~of the State Board of Regents~~ and such other special committees as the Board or the Board cChair may determine ~~from time to time~~ to be necessary or appropriate. With the exception of the Executive Committee, the Board chair shall appoint the membership and chair of all standing and special committees ~~and their Chair shall be appointed by the Chair of the State Board of Regents.~~ The members and cChair of any subcommittee of a standing committee shall be appointed by the cChair of the standing committee. Each standing committee shall serve concurrent two-year terms with the cChair who appointed them, immediately following his or her election in each even numbered year.

**3.6.1.2. Staff Support:** The Commissioner shall provide ~~such~~ staffing and support ~~services as may be necessary~~ to each standing and special committee and any subcommittee thereof.

**3.6.1.3. Standing Committees:** The standing committees of the ~~State~~ Board of Regents are:

(1) Executive Committee ~~(see Section 3.6.2, below);~~

(2) ~~Academic and Student Affairs Committee; and~~

(3) ~~Finance and Facilities Committee; and~~

(4) Audit Committee;

(5) Compensation Committee; and

(6) Capital Facilities Committee

**3.6.1.4. Budget hearings:** The Finance and Facilities Committee shall convene as a Committee of the Whole ~~Board~~ during budget hearings with the institutions on budget matters.

**3.6.1.5. Definition of Committee Role:** The Board cChair may, ~~from time to time,~~ define or redefine the role and responsibilities of, and may make specific assignments to, a standing committee.

**3.6.1.6. Committee Membership and Voting of Board Chair and Vice Chair:** The cChair and vVice-chair ~~of the State Board of Regents~~ may be appointed to and serve as regular members of one or more standing committees, with full power to vote. The cChair and vVice-chair ~~of the State Board of Regents~~ shall also be *ex officio* members of each standing committee to which they are not appointed on a regular basis, but in such *ex officio* capacity shall be without power to vote.

### 3.6.2. Executive Committee

**3.6.2.1. Composition:** The Executive Committee shall be ~~composed~~ comprised of the cChair of the ~~State~~ Board of Regents, vVice-chair of the Board, the immediate past cChair of the Board if still serving on the Board, the chairs of the academic and student affairs and finance and facilities standing committees ~~of the Board~~, and one committee member at large appointed by the Board ~~Chair~~ chair.

**3.6.2.2. Authority:** The Executive Committee ~~may meet to address issues, identify areas of concern, set priorities or agenda items, or conduct other business during the interim period between Board meetings, but may not take action on behalf of the Board without a full quorum of the Board~~ shall have the full authority of the ~~State Board of Regents to act upon routine matters during the interim between Board meetings, but shall act upon non-routine matters only under extraordinary and emergency circumstances.~~ Actions-Activities of the Executive Committee shall be reported to the ~~State~~ Board of Regents at its next regular meeting following such action. ~~(Utah Code §53B-1-104(7))~~

~~**3.6.2.3. Strategic Planning:** For purposes of strategic planning discussions, an additional Regent may be added to the Executive Committee.~~

**3.6.3. Committee Meetings:** Meetings of all committees of the ~~State~~ Board ~~of Regents~~ may be held upon the call of the ~~Chair of the~~ committee chair, the ~~Chair of the~~ Board chair, or at the request of the Commissioner. The ~~State~~ Board of Regents may also meet as a committee of the whole on the call of the Chair chair. ~~Notice of the time and place of every committee meeting and of~~

~~the business to be acted upon shall be given to the members of the committee and the Commissioner and institutional Presidents by the person calling such meeting, by mail or other personal communications.~~

### 3.7. Quorum

**3.7.1. State Board of Regents and Committees:** ~~Only a~~ may quorum of the ~~State~~ Board of Regents ~~necessary to~~ may conduct and transact its business; a quorum shall consist of nine members of the Board ~~Regents; shall consist of nine members of the Board. (Utah Code §53B-1-104(10))~~ A quorum of any committee of the ~~State~~ Board of Regents shall consist of a majority of its members. If less than a quorum ~~are is~~ present at the time and place for any such meeting called, the ~~State~~ Board of Regents or committee meeting may be adjourned ~~from time to time~~ without further notice.

**3.7.2. Proxy Voting:** Proxy voting shall not be permitted at meetings of the ~~State~~ Board of Regents or the meetings of its committees.

**3.7.3. Participation by Telecommunications:** Members may participate in a meeting of the ~~State~~ Board of Regents, the Executive Committee, or other committee of the Board by means of electronic communication ~~telecommunications~~. Members who participate by electronic communication ~~telecommunications~~ may be counted in the quorum necessary to conduct and transact ~~State~~ Board of Regents or committee business. Such participation does not alter the requirements of notice, open and public meetings, and other applicable rules of the ~~State~~ Board of Regents. To hold an electronic meeting, the Board must establish one or more "anchor locations," at least one of which is in the building and city where the Board would normally meet, and where there is adequate space and facilities for interested persons and the public to attend and monitor the open portions of the meeting. ~~(Utah Code §52-4-7.8)~~

### 3.8. Public Information

**3.8.1. Official Pronouncements:** The ~~Chair of the State~~ Board of Regents chair is the only member of the Board authorized to make official pronouncements for the Board, and then only as ~~instructed~~ authorized by the Board. The Commissioner as executive officer of the ~~State~~ Board of Regents is ~~ex officio~~ authorized to speak for the Board and the state system of higher education with respect to any policy matters that have received the approval of the Board, and on administrative matters which have been entrusted to him or her by law or by the Board.

**3.8.2. Releases and General Information:** The Commissioner ~~of Higher Education, as executive officer of the State Board of Regents, or~~ designee in her or his absence a designated deputy, may issue ~~such~~ news releases, general information and other communications regarding administration of the system of higher education, ~~as will serve its interests, such~~ provided the releases to be are consistent with Board policies and ~~practices~~ directives.

**3.8.3. Institutional Releases:** The ~~r~~ Presidents of each institution, as chief executive officers of their respective institutions, are responsible for all releases and information issued from their institutions.

### 3.9. Pecuniary Interest

**3.9.1. State Board of Regents Members:** No ~~State Board of Regents member shall be~~ may have pecuniarily pecuniary interest, ~~either~~ red directly, or indirectly, in any contracts made with the

[Board of Regents, the Office of the Commissioner of Higher Education or ~~in~~-on](#) behalf of any institutions of higher education in the state of Utah.

### 3.10. Amendments

**3.10.1. Method:** These bylaws may be amended or repealed at any regular meeting of the ~~State~~ Board of Regents, by an affirmative vote of nine or more members, provided that copies of any proposed amendments shall be submitted in writing to each member and to the Commissioner at least seven days before the meeting at which they are to be proposed.



**R120-1. Purpose:** To provide bylaws for the government of the State Board of Regents.

## R120-2. References

- 2.1. Policy and Procedure **R110**, Utah Code Title 53B (State System of Higher Education)
- 2.2. Utah Code §53B-1-104(9) (State Board of Regents: Enact Bylaws)

## R120-3. Bylaws

### 3.1. The State Board of Regents

**3.1.1. Powers:** The State Board of Regents is vested with the power to govern the state system of higher education.

**3.1.2. Governing Board for System; Commissioner is Chief Executive Officer:** The Board of Regents is the governing board for the state system of higher education. The Commissioner of Higher Education serves as its chief executive officer, and communications to and from the State Board of Regents and member institutions shall be made through the Commissioner.

**3.1.3. Governing Board for Institutions; Presidents are Chief Executive Officers:** The State Board of Regents is the governing board of the institutions in the system. The presidents of each institution serve under the direction of the Board of Regents as chief executive officers for their institutions and shall have such duties, powers and functions as are provided in these bylaws.

**3.1.4. Commissioner's Office the Point of Contact and Communications:** Communications with state agencies, the Governor's office, the Legislature or its staff, or other federal, state and local government officials shall come from the Commissioner's office if the subject matter involves Board of Regents actions, policies, programs, or issues relating to matters under the Regents' purview.

### 3.2. Officers of the State Board of Regents

**3.2.1. Chair:** The Board of Regents shall elect a chair at its May/June meeting in each even numbered year. Beginning on the date of election, the chair shall serve for two years, or until his or her successor is elected and qualified. A Regent may not serve more than two terms as Chair. The Chair shall preside at all meetings of the State Board of Regents and, as directed by the Board, shall have such other duties, powers and responsibilities as are assigned.

**3.2.2. Vice chair:** The Board of Regents shall elect a vice-chair at its May/June meeting in each even numbered year. The vice-chair shall serve for a term of two years concurrently with the chair or until her or his successor is elected and qualified. The vice-chair shall act as chair in the absence or disability of the chair and shall have such other duties, powers and responsibilities as

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<sup>1</sup> Adopted June 17, 1970; amended July 28, 1970, September 11, 1970, January 20, 1971, July 27, 1971, December 20, 1973, July 22, 1975, July 14, 1980, August 31, 1981, October 11, 1985, September 12, 1986, August 6, 1987, December 16, 1988 and Bylaws February 24, 1989, June 18, 1993, May 31, 2002, September 11, 2003, March 30, 2012 and March 29, 2013.

the Board may assign. In the event the office of chair becomes vacant during the term for which he or she was elected, the vice-chair shall act as interim chair until the next regular meeting, at which time the Board shall elect a new chair to serve the balance of the unexpired term. If the office of vice-chair is similarly vacated, the Board shall elect a new vice-chair at the next regular meeting.

**3.2.3. Secretary:** The Board of Regents shall appoint a member of the Commissioner's to serve as Board secretary and at the Board's pleasure. The secretary shall make a record of all Board of Regents meetings and shall perform such other duties as the Board of Regents may direct.

### 3.3. The Utah State System of Higher Education and Its Governance

**3.3.1. Composition:** The Utah State System of Higher Education consists of the Board of Regents, the University of Utah, Utah State University, Weber State University, Southern Utah University, Snow College, Dixie State University, Utah Valley University, and Salt Lake Community College.

#### 3.3.2. Governance and Administration of the System

**3.3.2.1. Institutions:** The Board of Regents shall control, manage, and supervise the institutions of higher education as authorized by law and by the policies, rules and regulations the Board shall establish or authorize to be established.

**3.3.2.2. Commissioner:** The Board of Regents, upon approval from the Governor and with the consent of the Senate for each appointee nominated, shall appoint a Commissioner of Higher Education to serve at its pleasure as its chief executive officer. The Commissioner may be terminated by the Board of Regents or the Governor, after consultation with the Board of Regents. The Board of Regents shall set the Commissioner's salary, establish his or her duties and functions, and select a commissioner on the basis of outstanding professional qualifications. The Commissioner shall be responsible to the Board of Regents to (1) ensure that the Board's policies and programs are properly executed, (2) advise the Board with regard to recommendations from the institutions, (3) furnish information about the state system of higher education and make recommendations regarding that information to the Board, (4) provide state level leadership in any activity affecting the system of higher education and any institution in the system of higher education, and (5) perform other duties assigned by the Board in carrying out its duties and responsibilities.

**3.3.2.3. Commissioner Interprets Board Policy:** The Commissioner shall be responsible for interpreting Board of Regents policy. The president of any institution may appeal the Commissioner's interpretation of Board to the Board of Regents.

**3.3.2.4. Selection and Evaluation of Presidents:** The Board of Regents shall appoint the presidents for institutions in the Utah System of Higher Education, each to serve at the pleasure of the Board and at such salary as it may determine and fix. As provided in sections R208 and R209, the Board shall regularly evaluate each president's performance.

**3.3.2.5. Professional Staff:** Upon the Commissioner's recommendation, the Board of Regents shall appoint and hire a staff of professional, legal and administrative personnel

to serve at the pleasure of the Board at such salaries, retirement provisions and other benefits, and in such capacities as the Board may from time to time determine and direct. The Board of Regents may also develop arrangements for any transfers of function, personnel, or other cooperative arrangements with member institutions, for the benefit of the work of the Board and the effective performance of its duties

**3.3.2.6. Commissioner Represents Board:** In order to ensure that there is effective follow through in implementing Board of Regents action, the Commissioner shall work with institutions on the Board's behalf to ensure they effectively implement the Board's policies or instructions.

**3.3.2.7. Information, Reports, Audits:** The Commissioner is empowered to require information and reports from the institutions. The Commissioner has the authority, after giving due notice to the president, to assign his or her staff to audit records of institutions or otherwise verify data. Such audits shall be in response to Board of Regents instructions or to verify compliance with Regents policy or applicable law. The Regents audit committee shall prioritize the Commissioner's audits.

**3.3.2.8. Advocacy:** The Commissioner is authorized to advocate on behalf of the Board of Regents before the Governor and his or her staff, the Legislature, and other officials and governmental entities.

**3.3.2.9. Board Policies Properly Executed:** After the Board of Regents has adopted a new policy, program, or taken an action, the Commissioner shall ensure that it is properly carried out. The Commissioner and his or her staff will collaborate with the Council of Presidents, and relevant institutional staff to implement new policies or directives and to periodically follow up on the implementation. Presidents shall cooperate with the Commissioner to properly execute the Board's policies and directives.

### **3.3.3. Institutional Governance and Administration**

**3.3.3.1. Responsibility of Presidents:** The presidents are responsible to the Board of Regents for the governance and administration of their respective institutions. Presidents, with the assistance of their boards of trustees, are responsible (1) for the property, both personal and real, established at their respective institutions, together with such additions thereto as the Board of Regents may from time to time approve; and (2) for the education, safety and welfare, for the good of education in the state and their respective institutions, of all persons admitted and enrolled, employed, or otherwise entering their premises, under such rules and regulations as the institution shall establish.

**3.3.3.2. Institutional Employees:** Presidents, with the approval of their institutional boards of trustees, are authorized to appoint and fix the salaries of the faculty, staff, officers and employees of their respective institutions, reporting to the Board their actions on personnel as requested.

**3.3.3.3. Institutional Rules and Regulations:** Presidents, with the approval of the boards of trustees, shall have the authority to and shall issue institutional policies and administrative rules governing their institutions, consistent with law and the Board of Regents policies.

**3.3.3.4. Institutional Members; Government:** The president, faculty, staff, students, are members of their respective institutions. Presidents, with the approval of the boards of trustees, shall enact policies governing academic admission to the institution and employment by the institution. The policies shall establish criteria and procedures for disciplinary action or removal from the institution.

**3.3.3.5. Advocacy Consistent with Board Actions:** The Commissioner, any president, or other officer of an institution shall not present or advocate budget items, capital facilities priorities, or other legislation to legislators, legislative committees, the Legislature, the Governor, or any other state agency that are inconsistent with actions, priorities or policies of the Board of Regents. The Commissioner and such other persons as may be designated by the State Board of Regents shall be the spokespersons for the Board at all official hearings before legislative committees, the Legislature, the Governor, or any other state agency. Nothing herein shall preclude a president or other officer of an institution from appearing at hearings involving his or her institution.

### **3.3.4. Boards of Trustees**

**3.3.4.1. Responsibilities:** Boards of trustees are authorized to (1) facilitate communication between the institution and the community; (2) assist in planning, implementing, and executing fund raising and development projects aimed at supplementing institutional appropriations; (3) perpetuate and strengthen alumni and community identification with the college or university's tradition and goals; (4) select recipients of honorary degrees; and (5) approve changes to the institution of higher education's programs, in accordance with Section 53B-16-102.

**3.3.4.2. Honorary Degrees:** Each institution is authorized to award honorary degrees in recognition of outstanding achievement or distinctive public service, as selected for such consideration by the institutional board of trustees.

**3.3.4.3. Degrees, Diplomas and Certificates:** Each board of trustees is authorized to approve candidates for earned degrees and diplomas authorized by law and the Board of Regents, conferred by the institution. The president shall recommend candidates for degrees to the board of trustees. Upon trustee approval, the president shall confer all degrees and certificates accordingly. The general style for conferring degrees shall be: "As authorized by law and the Utah State Board of Regents." Diplomas shall bear the signature of the president of the institution, the chair of the board of trustees, the chair of the Board of Regents, and the Commissioner of Higher Education. Non-degree certificates may be distributed and awarded by each institution.

**3.3.4.4. Trustees Bylaws:** Each board of trustees may enact such bylaws for its own government as it deems necessary, including provision for regular meetings of the institutional Board of Trustees, consistent with Regents policies.

**3.3.4.5. Bylaws, Institutional Rules, and Other Reports Submitted to State Board of Regents:** Presidents are responsible for submitting to the Board of Regents (1) the institutional board of trustees' bylaws for its own government, and (2) copies of the institutional rules and regulations governing the institution, to be issued by the president with the approval of the I board of trustees and any other reports Board of Regents requires.

**3.3.4.6. Questions of Institutional Role, Authority and Operations:** Questions regarding the scope of institutional role and authority and operations of institutional boards of trustees under these bylaws and the Board of Regent's authority, shall be referred initially by the president to the Commissioner of Higher Education for the Board of Regents to consider.

### 3.3.5. The State Board of Regents and its Professional Staff

**3.3.5.1. Participation in Academic Life:** The Commissioner and members of the his or her professional staff may qualify and hold positions as members of the faculties of the system institutions, in accordance, with institutional rules, regulations, and practices. The Commissioner must ensure and approve that a staff member's participation in the academic activities of an institution is consistent with the efficient and timely discharge of the individual's duties to the Commissioner and the Board.

**3.3.5.2. Compensation Through Institutional Payroll System:** The Board of Regents' staff, professional or otherwise, may, with the joint approval of the Commissioner and the president of the concerned institution, be paid his or her approved compensation through the payroll system of a member institution. The staff member shall be eligible for and enjoy, in accordance with institutional policies, all benefits provided by the institution to its equivalent faculty and staff personnel, including but not limited to retirement and insurance programs, leave, and tuition reduction.

**3.3.5.3. Transfer of Staff Functions and Funds:** This section is subject to, and does not impair or otherwise affect, the power of the Board of Regents to transfer staff functions, and funds for the performance of such functions, from member institutions to the staff of the Board of Regents pursuant to law.

## 3.4. Offices

**3.4.1. Location of Offices:** The principal office of the Board of Regents shall be located in Salt Lake City, State of Utah. The Board of Regents may have such other offices within the State of Utah and at member institutions as its duties may require.

## 3.5. Meeting

**3.5.1. Scheduled, as Called, or by Request:** The Board of Regents shall meet regularly as it shall determine, and when specifically called to convene in full or executive session by the Board chair, by the Commissioner, or by request of five Regents.

**3.5.2. Communication to the Board:** Communications with the Board from the general public shall be submitted to the Board in writing. Communications received less than fourteen days preceding any Board of Regents meeting may either be deferred to a later meeting or the Board chair may refer the communication to a committee, the Commissioner, or other officer of the System. Persons other than Regents, or those listed for business on the regular agenda, may address the State Board of Regents while in session only on the recognition of the chair or by consent of a quorum of Regents present.

**3.5.3. Special Meetings:** The Board of Regents may be called to convene in a special meeting, in full or executive session, by the Board chair, by request of five Regents, or by the Commissioner.

**3.5.4. Notice of Meetings:** The Board secretary shall provide notice of the time and place of each regular and special meeting of the Board of Regents to each member of the Board and institutional president, at least seven days before each regular meeting, together with an agenda explaining the nature of the business to be acted upon. Shorter notice may be given in case of special or emergency meetings.

**3.5.5. Agenda and Regular Order of Business:** The Board chair and the Commissioner shall set the agenda for Board meetings. The official agenda shall constitute the principal business at regular meetings of the Board of Regents.

**3.5.6. Categories of Agenda Items**

**3.5.6.1. Agenda Categories:** Board of Regents business shall be listed in the agenda within the following categories to serve the interests of the Board: (A) Action Items: Items, recommended for action, that involve the determination of basic planning or policy questions, program changes of more than routine nature, or issues with substantial financial or budgetary implications; (B) Consent Calendar: Items, recommended for action, that are routine in character or of relatively minor importance and do not require full discussion by the Board; and (C) Information Items: Presentation of institutional reports by heads of institutions and other items for informational purposes.

**3.5.6.2. Consent Calendar:** The Board may act on the Consent Calendar without debate, either as a group or individually, as the Board may elect. Any item listed upon the Consent Calendar may, by majority vote of the Board, be transferred to the Action Items at the same or a subsequent meeting and made subject to full discussion and deliberation.

**3.5.7. Agenda Preparation Procedures:** Institutions shall submit items for Board consideration to the Commissioner or designees who will determine its appropriate placement on the agenda, as approved by the Board chair. Presidents whose institutions are on the agenda shall have appropriate notice as provided in these bylaws.

**3.5.7.1. Commissioner's Recommendations:** The Commissioner shall provide recommended actions to the Board regarding all action items or consent calendar items on the agenda. Institutions and the Commissioner's staff shall engage in appropriate due diligence to provide the Commissioner with the necessary information to make recommendations.

**3.5.8. Recording of Votes:** Any member so requesting shall have her or his vote recorded in the minutes, or on request of any member the vote of each member shall be recorded.

**3.5.9. Meeting Rules:** The Board and its committees shall follow Robert's Rules of Order in conducting all meetings.

**3.5.10. Open and Public Meetings:** The Board of Regents shall comply with the Utah Open and Public Meetings Act as established in 52-4-101.

**3.5.11. Executive sessions:** Board of Regents meetings shall be open and public, except that the Board may meet in executive session under the conditions and for the purposes authorized by



the Utah Open and Public Meeting Act, provided that all resolutions, rules, regulations, contracts, appropriations, and other actions shall be taken in open session.

### 3.6. Committees

#### 3.6.1. Establishment of Committees and Selection of Members

**3.6.1.1. Committee Appointments:** The Board shall establish standing committees and such other special committees as the Board or the Board chair may determine to be necessary or appropriate. With the exception of the Executive Committee, the Board chair shall appoint the membership and chair of all standing and special committees. The members and chair of any subcommittee of a standing committee shall be appointed by the chair of the standing committee. Each standing committee shall serve concurrent two-year terms with the chair who appointed them, immediately following his or her election in each even numbered year.

**3.6.1.2. Staff Support:** The Commissioner shall provide staffing and support to each standing and special committee and any subcommittee thereof.

**3.6.1.3. Standing Committees:** The standing committees of the Board of Regents are:

- (1) Executive Committee;
- (2) Academic and Student Affairs Committee;
- (3) Finance and Facilities Committee;
- (4) Audit Committee;
- (5) Compensation Committee; and
- (6) Capital Facilities Committee

**3.6.1.4. Budget hearings:** The Finance and Facilities Committee shall convene as a Committee of the Whole during budget hearings with the institutions on budget matters.

**3.6.1.5. Definition of Committee Role:** The Board chair may define or redefine the role and responsibilities of, and may make specific assignments to, a standing committee.

**3.6.1.6. Committee Membership and Voting of Board Chair and Vice Chair:** The chair and vice-chair may be appointed to and serve as regular members of one or more standing committees, with full power to vote. The chair and vice-chair shall also be *ex officio* members of each standing committee to which they are not appointed on a regular basis, but in such *ex officio* capacity shall be without power to vote.

#### 3.6.2. Executive Committee

**3.6.2.1. Composition:** The Executive Committee shall be comprised of the chair of the Board of Regents, vice-chair of the Board, the immediate past chair of the Board if still serving on the Board, the chairs of the academic and student affairs and finance and

facilities standing committees, and one committee member at large appointed by the Board chair.

**3.6.2.2. Authority:** The Executive Committee may meet to address issues, identify areas of concern, set priorities or agenda items, or conduct other business during the interim period between Board meetings, but may not take action on behalf of the Board without a full quorum of the Board. Activities of the Executive Committee shall be reported to the Board of Regents at its next regular meeting following such action.

**3.6.3. Committee Meetings:** Meetings of all committees of the Board may be held upon the call of the committee chair, the Board chair, or at the request of the Commissioner. The Board of Regents may also meet as a committee of the whole on the call of the chair.

### 3.7. Quorum

**3.7.1. State Board of Regents and Committees:** Only a quorum of the Board of Regents may conduct and transact its business; a quorum shall consist of nine Regents. A quorum of any committee of the Board of Regents shall consist of a majority of its members. If less than a quorum is present at the time and place for any such meeting called, the Board of Regents or committee meeting may be adjourned without further notice.

**3.7.2. Proxy Voting:** Proxy voting shall not be permitted at meetings of the Board of Regents or the meetings of its committees.

**3.7.3. Participation by Telecommunications:** Members may participate in a meeting of the Board of Regents, the Executive Committee, or other committee of the Board by means of electronic communication. Members who participate by electronic communication may be counted in the quorum necessary to conduct and transact Board of Regents or committee business. Such participation does not alter the requirements of notice, open and public meetings, and other applicable rules of the Board of Regents. To hold an electronic meeting, the Board must establish one or more "anchor locations," at least one of which is in the building and city where the Board would normally meet, and where there is adequate space and facilities for interested persons and the public to attend and monitor the open portions of the meeting.

### 3.8. Public Information

**3.8.1. Official Pronouncements:** The Board of Regents chair is the only member of the Board authorized to make official pronouncements for the Board, and then only as authorized by the Board. The Commissioner as executive officer of the Board of Regents is authorized to speak for the Board and the state system of higher education with respect to any policy matters that have received the approval of the Board, and on administrative matters which have been entrusted to him or her by law or by the Board.

**3.8.2. Releases and General Information:** The Commissioner or designee may issue news releases, general information and other communications regarding administration of the system of higher education, provided the releases are consistent with Board policies and directives.

**3.8.3. Institutional Releases:** The presidents of each institution, as chief executive officers of their respective institutions, are responsible for all releases and information issued from their institutions.

**3.9. Pecuniary Interest**

**3.9.1. State Board of Regents Members:** No Regent may have pecuniary interest, either directly or indirectly, in any contracts made with the Board of Regents, the Office of the Commissioner of Higher Education or on behalf of any institutions of higher education in the state of Utah.

**3.10. Amendments**

**3.10.1. Method:** These bylaws may be amended or repealed at any regular meeting of the Board of Regents, by an affirmative vote of nine or more members, provided that copies of any proposed amendments shall be submitted in writing to each member and to the Commissioner at least seven days before the meeting at which they are to be proposed.