

**RECORD OF THE SPECIAL MEETING OF THE
UNIVERSITY OF WISCONSIN SYSTEM BOARD OF REGENTS**

Tuesday, May 11, 2021
4:00 p.m.

Via Webex Videoconference

-President Petersen presiding-

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The recording of this meeting's open session is available at: [May 11, 2021 Webcast](#)

President Petersen welcomed the two newest members of the Board, Dr. Ashok Rai and UW-Stevens Point student Brianna Tucker, and promised a formal introduction for both at the Board's next regular meeting in June.

CALLING OF THE ROLL

[\[Recording: 00:01:10\]](#)

PRESENT: Regents Robert Atwell, Amy Bogost, Héctor Colón, Michael Grebe, Eve Hall, Mike Jones, Tracey Klein, Becky Lezvow, John Miller, Andrew Petersen, Cris Peterson, Ashok Rai, Brianna Tucker, Karen Walsh, and Kyle Weatherly

Regent Corey Saffold joined the meeting at 4:16 p.m.

Regent Scott Beightol joined the meeting at 4:17 p.m.

UNABLE TO ATTEND: Regents Edmund Manydeeds and Carolyn Stanford Taylor

DECLARATION OF CONFLICTS

[\[Recording: 00:02:27\]](#)

Before considering any items on the open session agenda, President Petersen asked if any Board members wished to declare any conflicts of interest as per Regent Policy Document

2-4, "Ethics and Conflict of Interest Policy for the UW System Board of Regents." No conflicts were declared.

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REPORT OF THE SYSTEM PRESIDENT

[\[Recording: 00:02:38\]](#)

President Thompson informed the Board that, as part of their regular spring maintenance, UW-Madison staff identified a potential concern regarding an expansion joint on the northwest section of the Humanities building on the Madison campus. The Department of Administration subsequently brought in a structural engineering team to assess the situation, and they recommend that the 1st, 2nd, 6th, and 7th floors on the northwest side of the building be vacated. (There are no 3rd, 4th, or 5th floors in that part of the building.) These areas will remain closed until all recommended repairs are completed. A full engineering assessment of the Humanities building is ongoing.

Due to excellent weather conditions, President Thompson said he was pleased to report that the concrete panels along the 3rd and 4th floor of Van Hise Hall have been removed and temporary edge and railing materials have been installed. A project to design and install permanent railings and edge materials as well as to stabilize the 19th floor will be considered by the State Building Commission in late May. Inspections are expected to take place later in the week to ascertain when faculty and staff can fully return to Van Hise.

Finally, President Thompson reported that the Procure to Pay (P2P) automation project known as ShopUW+ was successfully launched on April 16th. This project started in the fall of 2019 to support UW System's \$1.5 billion in annual goods and services expenditures, with the goal of creating one systemwide platform to replace outdated systems and modernize and standardize the Procure-to-Pay environment. He thanked System and campus leadership for their efforts in getting ShopUW+ up and running on schedule.

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CONTRACTUAL AGREEMENT BETWEEN UW-SUPERIOR AND INTERLAKE MARITIME SERVICES, INC.

[\[Recording: 00:07:10\]](#)

Chancellor Renee Wachter and Chief Business Officer Jeff Kahler provided an overview of a contractual agreement between UW-Superior and Interlake Maritime Services, Inc. related to a research project focused on ballast water management and monitoring.

Regent Atwell moved to adopt Resolution 11616. The motion was seconded by Regent Klein and approved on a voice vote.

Approval of Contractual Agreement with Interlake Maritime Services, Inc., UW-Superior

Resolution 11616 That, upon recommendation of the Chancellor of the University of Wisconsin-Superior and the President of the University of Wisconsin System, the Board of Regents approves the contractual agreement between the Board of Regents of the University of Wisconsin System, doing business as UW-Superior, and Interlake Maritime Services, Inc. for the period through December 2022.

UW SYSTEM ALL-AGENCY MAINTENANCE AND REPAIR PROJECT

[\[Recording: 00:12:34\]](#)

Senior Associate Vice President Alex Roe provided an overview of an all-agency maintenance and repair project request to replace the underground utility system and pits at UW-Stout.

Regent Jones moved to adopt Resolution 11617. The motion was seconded by Regent Klein and approved on a voice vote.

Authority to Construct an All Agency Maintenance and Repair Project, UW-System

Resolution 11617 That, upon the recommendation of the President of the UW System, the UW System Board of Regents authorizes construction of a maintenance and repair project at an estimated total cost of \$974,800 (\$575,100 General Fund Supported Borrowing and \$399,700 Program Revenue Supported Borrowing).

PROPOSED AMENDMENT TO THE BYLAWS OF THE BOARD OF REGENTS REGARDING THE ELECTION OF OFFICERS

[\[Recording: 00:13:53\]](#)

President Petersen noted that this item was previously introduced at the Board's April 9th meeting but was withdrawn from consideration at the time due to process concerns. Reiterating the importance of the Board operating in an open and transparent manner, he moved for the adoption of the following resolution:

That, upon the recommendation of the President of the University of Wisconsin System Board of Regents, the Board of Regents approves the attached amendment

to the Bylaws of the Board of Regents of the University of Wisconsin System to require a roll call vote for the election of officers of the Board whenever there is more than one nominee for an office.

The motion was seconded by Regent Jones. President Petersen opened the floor to discussion.

Stating that it would be inappropriate to change voting procedures in the middle of what is anticipated to be a contested election, Regent Atwell suggested deferring this matter until after the annual elections during the June meeting.

Regent Walsh stated that following the Board's discussion on this topic in April, she would feel more comfortable if a small group of Regents were appointed to discuss this item and other governance matters. She noted that Regents have been asking for a governance committee since the failed search for a new UW System President last year, though she acknowledged that responding to the pandemic had necessarily required everyone's attention during that time.

President Petersen agreed that a broader review of the Board's bylaws and governance practices would be appropriate and noted that the next agenda item would establish a special Regent committee to conduct that review.

Noting that both ballot votes and voice votes are widely used for board elections, Regent Jones stated that he would be comfortable with either method.

Regent Klein said she felt comfortable that the concerns she raised during the April meeting related to process issues and the need to establish a committee to review the bylaws had been addressed, and indicated that she would be comfortable with either method of voting.

Stating that he would take responsibility for the process issues which arose at the Board's last meeting, President Petersen said he hoped that through this amendment and the creation of a bylaws review committee the Board would be able to address both short-term and long-term governance matters.

Noting that he was unable to attend the April meeting, Regent Colón asked what issue this bylaws change was intended to address. President Petersen explained that upon a review of previous elections, he was astonished to discover that the Board used ballot voting, despite using voice votes or roll call votes for all other matters. In an attempt to be fully open and transparent, President Petersen said he felt the right approach for a public board is to use a roll call vote.

Regent Colón asked if this is a best practice used by other higher education governing boards. President Petersen answered that a review by legal counsel found that roll call votes and ballot votes are both used by other boards.

Regent Tucker stated that greater transparency would overall benefit the UW System and its reputation.

Regent Rai noted that Wisconsin Statute s. 19.88, which is designed to protect the best interest of citizens and ensure transparent government, includes an exception allowing ballot voting for officer elections. He added that the latest edition of Robert's Rules of Order states that some form of election by ballot is "generally appropriate" but that, "although unusual," an election can be held by roll call – suggesting that the proposed amendment to the Board's bylaws an "abnormal" change. Finally, Regent Rai quoted parliamentarian C. Alan Jennings: "Ballot voting is by far the surest way to allow for the free will of the membership."

Regent Rai observed, "Our votes when cast for those who lead us are generally by ballot – whether it be a citizen vote or a board vote – for reasons to allow for free will." He concluded that there seems to be a balance between transparency and making sure that individuals can elect future leaders of their own free will and without fear of repercussion.

Regent Bogost stated that many boards use the ballot voting method for elections to ensure that anyone is elected can lead with confidence that they have the goodwill and support of the majority of members. She added that one of the biggest concerns for many boards in the past year has been how to conduct ballot elections virtually.

Regent Levzow thanked Regent Rai for sharing his research which provides an interesting perspective on this topic, and said she was encouraged that a committee would be established to review other bylaws and policy matters. Citing her experience on other boards, she also expressed her agreement with Regent Bogost's comments that ballot voting demonstrates confidence in the leaders who are elected.

Regent Klein stated that she would value having an opportunity for all Regents to discuss and deliberate with the Board's next leaders on the direction of the UW System.

Regent Rai asked if legal counsel had reviewed the election methods of Wisconsin's other public boards which operate under the same laws as the UW System Board of Regents, noting that his own research found that Wisconsin county boards do conduct elections by ballot. President Petersen said that legal counsel's review did not include county boards.

Regent Colón stated that he had initially been prepared to vote in favor of the proposed amendment until hearing Regent Rai's research. He added that due to the partisan nature of the process for confirming appointments to the Board of Regents, it is possible that

Regents who vote the “wrong” way in officer elections may not have their appointments confirmed by the Senate.

Regent Beightol affirmed that in his experience advising board both public and private, the use of ballots in matters of peer review and peer election is done for the good of the body, allowing members to move forward in an effective and cohesive manner. He noted that officer elections are distinct from matters of public policy, which the Board does vote on in an open manner.

President Petersen clarified that when this amendment was initially proposed in April, he did not intend for it to have any negative impacts on his Regent colleagues who are waiting for their appointments to be confirmed.

Regent Walsh said that she felt “disturbed” when five Regents were asked during their recent confirmation hearings to commit in writing which candidate they planned to support for Board president and whether they intended to retain Tommy Thompson as interim president of the UW System through June 2022. She said that the proposed amendment to the bylaws raises an important question if the Board intends to continue operating as an independent governance body.

Regent Beightol stated his agreement with Regent Walsh’s concerns about “the partisan nature of the legislature trying to impute politics into what we do as an independent governing board,” citing similar experiences during his own confirmation process, though from the opposite political perspective, and concluded, “At the end of the day we serve at the pleasure of the citizens of Wisconsin and for the good of this System.”

Vice President Grebe indicated that he planned to abstain from voting on this item as one of the prospective candidates in the Board’s upcoming election. He added his agreement with Regent Walsh and Regent Beightol’s comments regarding the “unfortunate collision that sometimes occurs between politics and our roles on the Board,” and stated that avoiding partisanship and preserving Regents’ independence are essential to the Board’s ability to protect and serve the best interests of the University of Wisconsin.

Regent Peterson said she is optimistic that resuming in-person meetings and getting to know each other will make a huge difference in how the Board leads the university and how the Regents work together.

With no further discussion, the motion failed on a roll call vote with Regents Jones, Klein, Petersen, and Tucker voting in favor; Regents Atwell, Beightol, Bogost, Colón, Levzow, Miller, Peterson, Rai, Saffold, Walsh, and Weatherly voting against; and Regent Grebe abstaining.

ESTABLISHMENT OF A SPECIAL REGENT COMMITTEE TO REVIEW AND RECOMMEND BYLAWS CHANGES

[\[Recording: 00:55:59\]](#)

President Petersen stated that the Association of Governing Boards of Universities and Colleges (AGB) identifies bylaws as one of the primary policy documents that guide the governance of a university system, establishing the rules by which a governing board organizes itself and describing the board's responsibilities and structure. AGB also recommends that boards regularly review their bylaws.

Following conversations with Regents related to the overall governance of the Board of Regents over the past several months, President Petersen proposed that the Board create a special committee to undertake a comprehensive review of the Board's bylaws, as well as policies, operations, traditions, and processes, and during the next several months develop recommendations designed to nurture and sustain good governance practices.

President Petersen moved for the adoption of Resolution 11618. The motion was seconded by Regent Walsh.

Regent Klein expressed appreciation to Board leadership for putting this item on the agenda and said she looks forward to the opportunity to consider how the Board can be more effective in its deliberations through this review of its bylaws.

Creation of a Special Committee to Review the Board's Bylaws, Policies, Operations, Traditions, and Processes

Resolution 11618 That, upon the recommendation of the President of the UW System Board of Regents, the Board of Regents approves the creation of a special committee of the Board to review the Board's bylaws, policies, operations, traditions, and processes, and recommend changes designed to nurture and sustain good governance practices.

President Petersen asked Regents to let him know in the next week or so if they are interested in serving on this committee.

CLOSED SESSION

[\[Recording: 01:00:04\]](#)

President Petersen called upon Vice President Grebe to read the motion to move into closed session. The motion was seconded by Regent Jones and adopted on a roll-call vote,

with Regents Beightol, Bogost, Colón, Grebe, Jones, Klein, Levzow, Miller, Petersen, Peterson, Rai, Saffold, Tucker, Walsh, and Weatherly voting in the affirmative. There were no dissenting votes and no abstentions. (Regent Atwell briefly left the meeting and rejoined following the vote to go into closed session.)

Closed Session Resolution

Resolution 11619 That the Board of Regents move into closed session to: (a) consider a salary adjustment for a UW-Madison employee, as permitted by s. 19.85(1)(c), Wis. Stats.; (b) consider the appointment of a Chancellor of UW-River Falls, as permitted by s. 19.85(1)(c) and (e), Wis. Stats.; and (c) confer with legal counsel regarding potential litigation in which it is likely to become involved regarding a contract, as permitted by s.19.85(1)(g), Wis. Stats.

Before considering any items on the closed session agenda, President Petersen asked if any Board members wished to declare any conflicts of interest as per Regent Policy Document 2-4, "Ethics and Conflict of Interest Policy for the UW System Board of Regents."

During the closed session, adoption of Resolution 11620 was moved by Regent Atwell, seconded by Regent Grebe, and approved on a voice vote.

Approval of Salary Adjustment for Rob Cramer, Interim Vice Chancellor for Finance and Administration, UW-Madison

Resolution 11620 That, upon the recommendation of the President of the UW System and the Chancellor of the University of Wisconsin-Madison, the Board of Regents approves an annual salary for \$390,000 for Rob Cramer, Interim Vice Chancellor for Finance and Administration at the University of Wisconsin-Madison, effective May 24, 2021.

Adoption of Resolution 11621 was moved by Regent Beightol, seconded by Regent Levzow, and approved on a voice vote.

Appointment of Maria Gallo as Chancellor, University of Wisconsin-River Falls

Resolution 11621 That, upon the recommendation of the Special Regent Committee for the UW-River Falls Chancellor Search and the President of the UW System, Maria Gallo be appointed Chancellor of the University of

Wisconsin-River Falls, effective July 15, 2021, at an annual salary of \$268,200.

The meeting was adjourned at 5:43 p.m.

Submitted by:

/s/ Jess Lathrop _____

Jess Lathrop
Executive Director & Corporate Secretary
Office of the Board of Regents
University of Wisconsin System