



**BOARD OF REGENTS OF THE UNIVERSITY OF WISCONSIN SYSTEM
EXECUTIVE COMMITTEE**

Tuesday, August 2, 2022
2:30 p.m.

Via Webex Videoconference

AGENDA

1. Calling of the roll
2. Declaration of conflicts
3. Proposed Consent Agenda
 - a. UW-Madison: Authority to Construct the UW-Managed Engineering Centers MOCVD Lab Renovation Project
 - b. UW System: Authority to Construct All Agency Maintenance and Repair Projects
 - c. UW System: Authority to Construct Minor Facilities Renewal Projects
4. UW-Madison: Approval to Appoint Natalie Erdman to University Research Park's Design Review Board
5. UW-La Crosse: Authority to Construct the Graff Main Hall HVAC System
6. Discussion: Enhancing Governance Functions
7. Adjourn

Webex videoconference registration information and meeting materials can be found at <https://www.wisconsin.edu/regents/meetingmaterials> or may be obtained from Megan Wasley, Interim Executive Director, Office of the Board of Regents, 1860 Van Hise Hall, 1220 Linden Drive, Madison, WI 53706, (608) 262-2324.

**AUTHORITY TO CONSTRUCT THE UW-MANAGED ENGINEERING
CENTERS MOCVD LAB RENOVATION PROJECT, UW-MADISON**

REQUESTED ACTION

Adoption of Resolution 3.A., authorizing the completion of design and construction of the Engineering Centers MOCVD Lab Renovation project.

Resolution 3.A. That, upon the recommendation of the Chancellor of UW-Madison and the President of the UW System, the UW System Board of Regents authorizes the completion of design and construction of the Engineering Centers MOCVD Lab Renovation project for estimated total project cost of \$1,655,000 Gift/Grant funds.

SUMMARY

This UW Managed project renovates approximately 600 assignable square feet (ASF) in the Engineering Centers Building (ECB), room 2064A and an adjacent corridor to expand the Metal Organic Chemical Vapor Deposition (MOCVD) research capabilities of the College of Engineering.

Currently, MOCVD research at ECB is conducted with an oxide reactor. UW-Madison recruited researcher and assistant professor Shubhra Pasayat to conduct MOCVD research using a nitride reactor. Ultimately, the MOCVD process enables everyday electronics products such as LEDs, and other electronic applications such as high-frequency telecommunications.

The renovated space is being changed from non-lab, dry support space to highly technical lab space with two fume hoods and significant mechanical ventilation, electrical power and laboratory gas services to support the new Metal Organic Chemical Vapor Deposition equipment. In addition, the space will be able to accommodate the installation of new Methane Chemical Vapor Deposition (CVD) and new Hybrid Physical Chemical Vapor Deposition (HPCVD) units at a future date.

Presenter

- Alex Roe, Senior Associate Vice President for Capital Planning and Budget, UW System

BACKGROUND

In 2014, a study was initiated to identify additional space within ECB that can be remodeled to meet current building codes for active MOVCD labs. In 2016, DFD project #16C1Y (Metal-Organic Chemical Vapor Deposition Laboratory Remodeling) renovated ECB room 2062 and constructed a H-5 designation MOCVD lab with a nitride reactor. This project expands on that work by remodeling room 2064A and an adjacent corridor to accommodate the new researcher.

Budget/ Schedule

Construction	\$ 1,252,000	A/E Selection	Mar 2022
Design	160,000	BOR Approval	Aug 2022
Contingency	188,000	Bid Opening	Dec 2022
Equipment	5,000	Start Construction	Jan 2023
Management Fees	50,000	Substantial Completion	Sep 2023
TOTAL	\$1,655,000	Final Completion	Sep 2024

Previous Action

- None

Related Policies

- Regent Policy Document 19-16, "[Building Program Planning and Approval](#)"

August 2, 2022

AUTHORITY TO CONSTRUCT ALL AGENCY MAINTENANCE AND REPAIR PROJECTS, UW SYSTEM

REQUESTED ACTION

Adoption of Resolution 3.B., authorizing construction of various maintenance and repair projects.

Resolution 3.B. That, upon the recommendation of the President of the UW System, the UW System Board of Regents grants authority to construct various maintenance and repair projects at an estimated total cost of \$17,617,400 (\$4,992,700 General Fund Supported Borrowing; \$5,827,000 Program Revenue Supported Borrowing; \$5,797,700 Cash; and \$1,000,000 Gifts/Grants).

SUMMARY

FACILITY MAINTENANCE AND REPAIR

INST	PROJ. NO.	PROJECT TITLE	GFSB	PRSB	CASH	GIFTS	TOTAL
MIL	20B3N	Kenilworth Square Chiller Replacement	\$1,547,200	\$1,430,800			\$2,978,000
OSH	21C1V	Scott Hall/Student Recreation & Wellness Center Roof Replacement		\$2,985,100			\$2,985,100
RVF	21G2G	Prucha Hall/Stratton Hall Electrical Distribution System Replacement			\$1,831,000		\$1,831,000
FACILITY MAINTENANCE AND REPAIR SUBTOTALS			\$1,547,200	\$4,415,900	\$1,831,000	\$0	\$7,794,100

UTILITY REPAIR AND RENOVATION

INST	PROJ. NO.	PROJECT TITLE	GFSB	PRSB	CASH	GIFTS	TOTAL
MSN	20I1X	Alumni Center Lift Station Renovation	\$304,600		\$136,900		\$441,500
MSN	20J1N	Linden Dr. & Chamberlin-Sterling Hall Utility Corridor Renovation	\$3,140,900	\$1,411,100			\$4,552,000
STP	21G1N	Athletic Fields Redevelopment			\$3,829,800	\$1,000,000	\$4,829,800
UTILITY REPAIR AND RENOVATION SUBTOTALS			\$3,445,500	\$1,441,100	\$3,966,700	\$1,000,000	\$9,823,300

	GFSB	PRSB	CASH	GIFTS	TOTAL
JULY 2022 TOTALS	\$4,992,700	\$5,827,000	\$5,797,700	\$1,000,000	\$17,617,400

Presenter

- Alex Roe, Senior Associate Vice President for Capital Planning and Budget, UW System

BACKGROUND**UW-Milwaukee – Kenilworth Square Chiller Replacement:**

This project replaces the 17-year-old HVAC chiller systems located within the six-story, Kenilworth Square East (KSE) building. Project work includes replacement of three air-cooled, chiller units that are beyond their service life and require extraordinary maintenance and frequent repair. New, air-cooled chillers with remote evaporators will be provided and installed. The piping, electrical connections, and controls will be replaced as required for the new units. Project work also includes adding structural steel reinforcing under the rooftop platforms and modification of the adjacent roofing to support the new chillers.

The Kenilworth building was turned over to the university by U.S. General Services in 1971. Kenilworth East (KSE) was built by the Ford Motor Company in 1913 and later owned by General Motors. During World War II it was used by A.C. Spark Plug for the manufacture of bombsights. In 1943, the west addition (now Kenilworth Apartments or KSA) was constructed. In 2005, a renovation funded through the Redevelopment Authority of the City of Milwaukee (RACM) and delivered by WEAS Development removed two bays between the original east building and west addition along with substantial interior remodeling work to form KSE and KSA as they are today.

The three 300-ton air-cooled packaged chillers were destined for another project overseas when they were purchased in 2005 at a discount when the overseas project order was cancelled. At start-up the chillers had operational problems, especially on the refrigeration side of the systems leading to the compressor failures. Due to the refrigeration and oil circulation problems, 16 of the original 36 compressors were replaced within warranty about 5 years ago. Since then, another nine compressors have failed prompting replacement of six last summer to make sure at least two chillers were completely functional. In addition to the compressor issues, campus refrigeration mechanics must travel to the facility on a regular basis over the summer months to fix refrigeration leaks, compressor oil leaks, and defective/unreliable controls. Due to the history of issues, ongoing problems, and obsolescence of the control parts, the units need to be replaced. To avoid a repeat of problems inherent with split systems, it is recommended that the evaporator/condenser packages remain as one outside and the chilled water circulating through the evaporator be glycol-treated to prevent late and early season freeze-up.

UW-Oshkosh - Scott Hall/Student Recreation & Wellness Center Roof Replacement:

The project replaces roofing systems and related flashings at Scott Hall (Areas 1, 4, 6, and 9) and the Student Recreation & Wellness Center (Areas 1 and 9). Project work includes replacing approximately 58,600 SF of roof coverings at Scott Hall (17,200 SF) and approximately 41,400 SF of roof coverings at the Student Recreation & Wellness Center. Saturated insulation will be replaced and new insulation will be installed where required to meet current energy code. A fully adhered Ethylene Propylene Diene Monomer (EPDM) roof system will be installed along with associated flashings, coping, pipe boots, gutters, downspouts, and other roof accessories. The project also provides select masonry repairs and sealant joint replacements at the affected roof areas.

The roof sections are more than 14 years old and have required multiple annual patching and repairs to correct leaks. Recent site inspections by the Physical Plant staff determined that these roof sections require replacement to address current leaking, weathered, worn, and/or damaged sections. These repairs will extend the life of the roof sections and prevent moisture from penetrating the building envelope.

UW-River Falls - Prucha Hall/Stratton Hall Electrical Distribution System Replacement:

This project resolves maintenance and reliability issues with the Prucha Hall and Stratton Hall electrical distribution systems and emergency power backup systems. Project work includes replacing aged electrical distribution systems including medium voltage equipment, main distribution panels, branch circuit panels, and feeders for both Prucha Hall and Stratton Hall. The project also will provide emergency and optional standby power for life safety systems and critical equipment necessary to prevent building freeze-up or flooding in an outage. Emergency and optional standby automatic transfer switches and distribution equipment will be provided. Circuits will be extended and connected to new distribution equipment and a connection to a generator recently installed as part of the May Hall project will also be provided.

Prucha Hall (96 double occupancy rooms and one apartment) and Stratton Hall (92 double occupancy rooms and one apartment) were built in 1960 and 1958, respectively. The electrical equipment in both buildings is original and has reached the end of its useful life. The primary 4,160 volt to 120/208-volt transformers are rated for 112.5 KVA; peak loads of 120 KVA and associated overheating have been reported. Breakers in a similar main distribution panel elsewhere on campus have failed and only refurbished parts are available. Electrical panels are full throughout both buildings with no room to install additional circuits. Maintenance calls for tripped breakers are common for the student resident rooms, as each circuit feeds multiple rooms. The hall manager apartments are fed from several separate electrical panels, which is a code violation. The addition of emergency panels will allow critical loads like radiant heat pumps to be powered by the new generator in May Hall, preventing winter freezing during a main electrical supply

interruption. This work will allow building residents to remain in their rooms during a power outage any time of the year.

UW-Madison - Alumni Center Lift Station Renovation:

This project completely renovates the sanitary lift station serving the Alumni Center. This renovation is critical to maintain continuous and reliable sanitary service and to prevent any environmental damage that would be caused by a system failure. The equipment is beyond its intended useful life and the station requires frequent monitoring and repairs to maintain an acceptable level of operation. The physical layout of the station makes it difficult and unsafe to perform routine maintenance and/or emergency operations. The pump controls are located in the wet well, which presents a high probability of system failure because controls could be inundated with sewage. If the wet well floods, there are few options to access the pump controls for repair or for emergency operation. There is no hoist or rail system to allow safe removal and maintenance of the pumps. This renovation is critical to maintain continuous and reliable sanitary service and to prevent any environmental damage that would be caused by a system failure.

UW-Madison - Linden Dr. & Chamberlin-Sterling Hall Utility Corridor Renovation:

This project renovates the utility corridors along Linden Dr. between Babcock Hall and the Dairy Cattle Center and between Chamberlin Hall and Sterling Hall. Sterling Hall utility work includes removal and replacement of existing steam pit, removal and replacement steam box conduit and piping, installation of primary electrical duct bank, upgrade of a power switch, and installation of domestic water service. All this work will happen in the vicinity of Charter Street and Sterling Hall. Linden Drive utility work includes replacing domestic water main along Linden Dr. reinsulating high-pressure steam and pumped condensate return piping from Babcock Hall to Pit 84/9, and replacement of the western portion of Steam Pit 120/10 located on the south side of Parking Lot 40.

Underground utilities along Lathrop Dr. from Charter St. to the east between Sterling Hall and Chamberlin Hall is in poor condition and requires repair and replacement of the concrete pavement. There are several utilities located in this corridor that require attention prior to repairing the surface pavement. Adjacent to this corridor is a failing steam box conduit that serves Sterling Hall. The roof of the walkable steam tunnel below this corridor leaks ground water. The addition of a domestic water line will improve reliability and redundancy in the area. There is not adequate electrical distribution to convert the entire Sterling Hall building from a 5 kV to a 15kV service. The redevelopment of this corridor now will lower cost and complexity of underground utility construction work required in the future.

The oldest section of water main between Babcock Hall and the Dairy Cattle Center dates back to 1899. Since 2016, there have been five recorded pipe failures causing disruption and closure of Linden Dr. for repair. Due to the failures and washout of the soils below the road, several sink holes developed after each occurrence, which also required repair. One

of the failures resulted in flooding of the utility tunnel at Babcock Hall and the steam box conduit to the west of the tunnel. The tunnel was repaired but the steam box conduit insulation has failed and needs to be replaced.

UW-Stevens Point - Athletic Fields Redevelopment:

This project redevelops athletic and recreational fields north of the Marshfield Clinic Champions Hall (MCCH) facility. The newly developed fields will include multiuse artificial turf fields, improved outdoor lighting, bleachers, and fencing. Redeveloped fields will provide a safe outdoor facility for classes, athletics, and student recreation while relieving scheduling pressures within MCCH. Project work includes excavation of the former football practice fields to create a multi-purpose artificial turf field. The soils will be replaced with filtration fabric, engineered fill, and drain tile to provide the required support and drainage for the installation of the artificial turf field. Adjacent bleachers, lighting, and related infrastructure will be required, as well as protective fencing around the fields.

UW-Stevens Point has 19 NCAA Division III sports, 31 club sports, as well as numerous student organizations who utilize their athletic facilities. Outdoor athletic facilities are in a deteriorated state, many of which are due to poor drainage and short growing seasons. Deteriorated field conditions, drainage issues, and lack of outdoor lighting reduce opportunities for use by academics, athletics, and student recreation which has resulted in scheduling pressures for spaces within MCCH. Redeveloping the existing outdoor football practice fields as multi-use artificial turf fields will alleviate the scheduling congestion by allowing multiple activities to take place outdoors as well as extend the season in which outdoor facilities are usable.

Previous Action

None.

Related Policies

- Regent Policy Document 19-1, "[Funding of University Facilities Capital Costs](#)"
- Regent Policy Document 19-15, "[Physical Development Principles](#)"
- Regent Policy Document 19-16, "[Building Program Planning and Approval](#)"

**AUTHORITY TO CONSTRUCT MINOR FACILITIES RENEWAL PROJECTS,
UW SYSTEM****REQUESTED ACTION**

Adoption of Resolution 3.C., authorizing construction of minor facilities renewal projects.

Resolution 3.C. That, upon the recommendation of the President of the UW System, the UW System Board of Regents grants authority to construct minor facilities renewal projects at an estimated total cost of \$10,747,500 General Fund Supported Borrowing.

SUMMARY**2019-21 MINOR FACILITIES RENEWAL, GROUP 3**

INST	PROJ. NO.	PROJECT TITLE	GFSB	PRSB	TOTAL
MSN	19G2N	Multi-Building Exterior Envelope Repair	\$6,949,500		\$6,949,500
2019-21 MFR, GROUP 3 SUBTOTALS			\$6,949,500	\$0	\$6,949,500

2021-23 MINOR FACILITIES RENEWAL, GROUP 2

INST	PROJ. NO.	PROJECT TITLE	GFSB	PRSB	TOTAL
SUP	21E3A	Barstow Science Laboratory & Applied Research Renovation	\$3,798,000		\$3,798,000
2021-23 MFR, GROUP 2 SUBTOTALS			\$3,798,000	\$0	\$3,798,000

	GFSB	PRSB	TOTAL
OCTOBER 2021 TOTALS	\$10,747,500	\$0	\$10,747,500

Presenter

- Alex Roe, Senior Associate Vice President for Capital Planning and Budget, UW System

BACKGROUND

UW-Madison – Multi-Building Exterior Envelope Repair:

This project repairs and/or replaces failed building envelope elements on Lathrop Hall and Van Vleck Hall. Lathrop Hall project work includes window refurbishment, installation of storm windows, exterior stone repairs and metal cornice repairs. Van Vleck Hall project work includes repairs to precast and concrete cladding, sealant joints, and soffit. Building envelopes have deteriorated and water damage is evident throughout the building causing building occupant complaints and concerns regarding mold growth and indoor air quality.

UW-Superior – Barstow Science Laboratory & Applied Research Renovation:

This project renovates 6,500 ASF of instructional space to create new multi-discipline research laboratories for the biology, chemistry, and environmental science departments. Project work includes demolition and removal and replacement of the laboratory bench and casework, epoxy countertops, and associated sinks and power; augmenting the mechanical, electrical, low voltage and plumbing systems infrastructure and distribution to accommodate the new room functions and space layouts; replacing all architectural finishes, casework, lighting fixtures and controls, and technology equipment; and installing appropriate laboratory bench utility services for the new room configuration and space uses. Existing exhaust hoods and chemical storage cabinets shall remain and have been confirmed by campus to meet operational and safety requirements. Chairs and teacher stations will also be provided.

The spaces specified in this project have not been substantially renovated since the 1959 construction of Barstow Science Hall. Updates to safety, technology and ventilation are also needed to provide safe and vibrant spaces and increase their utilization. Although several spaces in Barstow Science Hall have been recently remodeled under former projects, spaces on first and third floors have remained untouched and in need of renovation. The renovated labs will provide universal research spaces to fulfill the increased instructional research needs, the renovation of outdated teaching labs to consolidate classes and create multi-disciplinary labs with updated technology and configurations that support active learning models. Research conducted in Barstow Science Hall includes studies in water quality, microplastics and bees as well as ballast water treatment.

Related Policies

- Regent Policy Document 19-1, "[Funding of University Facilities Capital Costs](#)"
- Regent Policy Document 19-15, "[Physical Development Principles](#)"
- Regent Policy Document 19-16, "[Building Program Planning and Approval](#)"

**APPROVAL TO APPOINT NATALIE ERDMAN TO UNIVERSITY
RESEARCH PARK'S DESIGN REVIEW BOARD, UW-MADISON**

REQUESTED ACTION

Adoption of Resolution 4., approving the appointment of Natalie Erdman to serve on the Design Review Board for the University Research Park.

Resolution 4. That, upon the recommendation of Chancellor of UW-Madison and the President of the UW System, the UW System Board of Regents approves the appointment of Natalie Erdman to serve on the Design Review Board for University Research Park.

SUMMARY

Decisions regarding design and appearance of landscape and the built environment within University Research Park are made by a Design Review Board whose members are appointed by the UW System Board of Regents. There is currently a vacancy on the Design Review Board. Its members have nominated Natalie Erdman to fill the vacant position per the adopted covenants of University Research Park, which established the Design Review Board.

Natalie Erdman is an experienced real estate professional whose career includes serving as the City of Madison's Director of Planning and Community and Economic Development and working as a real estate developer and commercial lender.

Presenter(s)

- Alex Roe, Senior Associate Vice President for Capital Planning and Budget, UW System

BACKGROUND

University Research Park, Incorporated, was established in 1984 as a UW-Madison-supporting nonprofit corporation and enjoyed an exclusive right to purchase land within University Research Park from the UW Board of Regents.

In anticipation of development, in 1983, the UW Board of Regents directed the creation of a Design Review Board to review all future construction in the University Research Park. At one time, this body also served as the Architectural Control Committee for the Plat of University Hill Farms. The role of the Design Review Board, its powers, and its procedures were documented in restrictive covenants that were recorded on UW-owned land prior to its sale to University Research Park, Incorporated.

These covenants provide for an unpaid volunteer Design Review Board and charge this body with the authority to approve, reject, or require modifications to plans and designs of property within University Research Park. The Covenants further provide that “in the event of death, resignation, or other retirement of any member of the Design Review Board, the remaining members shall have full authority to nominate a successor, subject to the appointment of the Regents, and the remaining members shall have full authority to act until the vacancy is filled.”

The vacant seat was previously filled by a professional with banking and real estate development experience. The other four members of the Design Review Board are design professionals with architecture, landscape architecture, or urban planning backgrounds.

Previous Action

June 8, 1984 Resolution 3091	Approved the expansion of the Hill Farms Architectural Control Committee to function as a Design Review Board for University Research Park.
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Related Policies

- Regent Policy Document 19-15, [“Physical Development Principles”](#)

ATTACHMENTS

- A) Letter from University Research Park Managing Director, Aaron Olver
- B) Resume of Natalie Erdman



June 16, 2022

Karen Walsh
President
UW Board of Regents
1860 Van Hise Hall, 1220 Linden Drive
Madison, WI 53706

Dear President Walsh,

I am writing to you on behalf of University Research Park's Design Review Board to request that the Board of Regents consider their nomination of Natalie Erdman to the Design Review Board.

University Research Park's recorded Declaration of Covenants provide for an unpaid volunteer Design Review Board and charge this body with the authority to approve, reject, or require modifications to plans and designs of property within University Research Park. The Covenants further provide that "in the event of death, resignation, or other retirement of any member of the Design Review Board, the remaining members shall have full authority to nominate a successor, subject to the appointment of the Regents, and the remaining members shall have full authority to act until the vacancy is filled."

In making the nomination, the Design Review Board considered the current composition of the board from both a skill and experience point of view as well as from a diversity lens. Currently, all members of the Board are design professionals. The vacant seat has traditionally been held by an individual who can bring construction, development, and/or real estate experience to the deliberations. In addition, there are currently three men and one woman serving on the Board and expanding representation was identified as a goal in considering candidates.

I'm pleased to report that the Design Review Board discussed Natalie Erdman at their May 19, 2022 meeting and unanimously voted to nominate Natalie Erdman for the vacant seat. Natalie has experience in both the public and private sectors related to planning, public review and approvals, real estate development, real estate lending, and property management. I've attached her resume for the Board of Regent's review and can personally testify that Natalie's track record of public service, her relevant expertise, and her character are all exemplary.

I appreciate the Board of Regent's consideration of the nomination.

Best regards,

Aaron Olver
Managing Director

505 S. Rosa Road, Suite 201
Madison, WI 53719

P. 608.441.8000
F. 608.441.8010

universityresearchpark.org



Natalie Erdman

608 279-2358

nlbock@aol.com

Madison, WI 53705

SUMMARY

Accomplished professional offering 35 years of experience in commercial real estate finance and development with a specialization in affordable housing. Extensive experience managing complex transactions and organizations. Dependable and collaborative leader who values community and believes in community service.

EXPERIENCE

Director

City of Madison

- Directed and managed the daily operations of the City of Madison's Department of Planning, Community, and Economic Development.
- The Department included the Planning Division, Building Inspection, Economic Development Division, Community Development Division and the Community Development Authority.
- Supervised a wide range of City activities related to real estate and land use, community services for low and moderate income people, affordable housing, economic development, and small business support.

Executive Director

City of Madison Community Development Authority

- Directed and managed the City of Madison's Public Housing and Redevelopment Authority.
- Oversaw the management of more than 1,250 affordable housing units, a commercial/retail development and administration of the City's Section 8 voucher program which provides 1,700 low-income households with rental assistance.
- Had direct responsibility for redevelopment of a 147 apartments and the development of 50 apartments for seniors .

Vice President and Development Project Manager

The Alexander Company, Inc

- Directed and managed all phases of urban development projects in communities throughout the central and eastern United States.
- Responsible for land acquisition, feasibility analysis, financial structuring, land use approvals, design/construction management, and operation oversight.
- Extensive experience in the use of affordable housing tax credits, historic tax credits, tax incremental finance, and other traditional and non-traditional sources of funding.

Acquisitions Specialist

Heartland Properties

- Underwrote, negotiated and documented the acquisition of affordable housing.
- Represented limited partners' and construction lender's interest during the construction and lease up phases of the properties' development.

Corporate Banking

Commercial Real Estate Lender

- From 1985-1995 worked in Commercial Banking for First Bank Systems, Citicorp Real Estate, Inc. and Travelers Realty Investment Co. managing portfolios of \$100 Million to \$500 Million in loans secured by commercial real estate.
- Progressed from Account Officer to Vice President, Manager.
- Developed a specialization in troubled debt restructuring.

EDUCATION AND TRAINING

BBA: Finance, Investment and Banking and Real Estate Finance and Land Economics

University of Wisconsin

Graduated with Honors May 1985

AUTHORITY TO CONSTRUCT THE GRAFF MAIN HALL HVAC SYSTEM RENOVATION, UW-LA CROSSE

REQUESTED ACTION

Adoption of Resolution 5., authorizing the completion of design and construction of the Graff Main Hall HVAC Renovation project.

Resolution 5. That, upon the recommendation of the Chancellor of UW-La Crosse and the President of the UW System, the UW System Board of Regents authorizes construction of the Graff Main Hall HVAC System Renovation project for an estimated total cost of \$13,822,000 General Fund Supported Borrowing.

SUMMARY

This project replaces all the outdated, worn out, and under-performing HVAC equipment in Graff Main Hall and installs a new variable air volume system with reheat and variable-air-volume terminal units. Existing ductwork that is functionally adequate will be cleaned, repaired, and returned to service. The scope will include replacement of three air handling units with five air handling units; replacement of twelve existing exhaust fans with one heat recovery unit; installation of a new central hot water heating system, new variable frequency drives, and motor starters; improvements in cooling for data and telecommunication rooms; and updated ventilation and controls.

Presenter(s)

- Alex Roe, Senior Associate Vice President for Capital Planning and Budget, UW System

BACKGROUND

Graff Main Hall was constructed in 1909 as the La Crosse Normal School and it was the original building on campus. In 1997 the building was renamed in honor of Maurice O. Graff, a longtime vice chancellor at the university. The facility was completely renovated in 1979, but no significant capital reinvestment has occurred since that time. Graff Main Hall is heated using campus steam and steam heating terminals located beneath the windows

at exterior walls. The facility has been heated with steam terminals since its original construction in 1908. The vast majority of steam convectors and fin radiation units are at least 50 years old. The majority of the HVAC equipment and components in Graff Main Hall are more than 40 years old

The HVAC system also does not have reheat coils, which makes it difficult to provide users with desirable levels of temperature control and ventilation. Updating the building management system will allow better control of the heating and cooling schedules, resulting in a more efficient use of energy. The majority of roof exhaust fans that were installed as part of a 1979 remodeling project are in fair to poor condition and have exceeded their useful life expectancy. Most steam heating terminals, pneumatic steam control valves, pneumatic room thermostats, and steam traps have exceeded their life expectancy and require replacement. Heating a large volume building like Graff Main Hall completely with steam heating terminals requires high maintenance costs for steam trap repairs or replacements, and many areas of the building have banging steam pipes caused by steam condensate water hammer phenomena. Many of the steam control valves leak and cause overheating of the spaces. The entire air distribution system for Graff Main Hall was replaced in 1979. The supply air terminals and controls are now 36 years old and are at the end of their useful life expectancy.

Budget / Schedule

Construction	\$10,639,000	SBC Approval	Aug 2022
Design	\$1,097,700	A/E Selection	Mar 2021
DFD Mgt	\$489,400	Design Report	Jul 2022
Contingency	\$1,595,900	Bid Opening	May 2023
Equipment	\$0	Start Construction	Jul 2023
Other Fees	\$0	Substantial Completion	Mar 2025
TOTAL	\$13,822,000	Final Completion	May 2025

Previous Action(s)

August 23, 2018
Resolution 11079

Recommended that the Graff Main Hall HVAC Renovation project for an estimated total cost \$13,822,000 GFSB be submitted to the Department of Administration as part of the UW System 2019-21 Capital Budget Request

Related Policies

- Regent Policy Document 19-1, "[University Facilities, Space, and Physical Development Capital Funding and Costs](#)"
- Regent Policy Document 19-15, "[Physical Development Principles](#)"
- Regent Policy Document 19-16, "[Building Program Planning and Approval](#)"

ENHANCING GOVERNANCE FUNCTIONS

REQUESTED ACTION

Discussion and feedback on proposed options for enhancing the Board's governance practices.

SUMMARY

Following the work of the 2021-22 Special Regent Committee on Governance Issues, which paved the way for identifying and establishing practices for positive governance structure, the Executive Committee is asked to provide feedback on proposed options for enhancing the ongoing governance functions of the Board of Regents. These options include:

- 1) Assigning governance functions to the Executive Committee, as described in Attachment A;
- 2) Alternatively, creating a standing Governance Committee with similar duties to those listed in Attachment A; and/or
- 3) Creating a standing Bylaws Review Committee to periodically review and recommend updates to the bylaws of the Board.

BACKGROUND

What is Board Governance?

Governance functions are primarily concerned with ensuring board members are prepared to exercise their fiduciary responsibilities through, for example, reviewing and maintaining up-to-date Board bylaws and policies; aligning the Board's committee structure and meeting format with the strategic needs of the organization; setting expectations for the onboarding, conduct, and ongoing education of individual board members; and assessing the performance of both the Board itself and senior university leadership.¹

¹ Carol Cartwright, *The Governance Committee (Public Institutions)*, Association of Governing Boards of Universities and Colleges (2019).

In turn, committees which serve a *governance* function are generally focused on enhancing the effectiveness of the Board's internal operations and its individual members, rather than on directly addressing *strategic* or *operational* issues which are more appropriately the responsibility of either the full Board or its other regular standing committees.

Special Regent Committee on Governance Issues

On May 11, 2021, the Board of Regents adopted Resolution 11618 approving the creation of a special committee "to review the Board's bylaws, policies, operations, traditions, and processes, and recommend changes designed to nurture and sustain good governance practices."

The Special Regent Committee on Governance Issues subsequently met throughout the 2021-22 academic year to address several issues, including recommending amendments to the chancellor search process, reviewing best practices related to the evaluation of chancellors and the UW System President, and approving enhancements to Board member orientation and education.

The work of the Special Regent Committee on Governance Issues has identified a need to establish ongoing mechanisms for addressing internal board governance issues. Identified governance functions would generally include the regular review of Board bylaws and Regent policies, consideration of best practices for board operations and Regent development, and the assessment of UW System leadership.

Option 1: Assigning Governance Functions to the Executive Committee

One option is to assign board governance functions to the Executive Committee, as described in Attachment A.

This option is recommended because the Board's bylaws already grant the Executive Committee the authority to act on behalf of the Board in most matters, and the Executive Committee's existing membership includes an important cross-section of Board members - including current and past Board leadership and the chairs of each of the five regular standing committees - all of whom bring a valuable perspective to internal governance matters. The assignment of governance functions to an executive committee is a practice adopted by other governing boards for university systems and institutions across the country.

If this option is favored, it is recommended that the Executive Committee meet more frequently and regularly to effectively address its new governance duties. Attachment B includes sample workplans - one for quarterly meetings, another for meetings six times per year - which are based on one possible annual cycle for addressing various items.

Option 2: Creation of a New Standing Governance Committee

An alternative option would be the creation of a new standing Governance Committee, which would assume the same specific and limited governance duties otherwise proposed for the Executive Committee in Attachment A. The establishment of a separate governance committee is another practice found among other governing boards of university systems and institutions nationwide. This option may be preferred if it is determined that members of the Executive Committee have too many demands on their time, given their other leadership roles, to take on these additional duties.

If this option is favored, consideration should be given to the preferred size and membership of the committee, as well as the regularity of its meetings and its reports to either Board leadership or the full Board.

Additional Option: Creation of a Standing Bylaws Review Committee

According to the Association of Governing Boards of Universities and Colleges (AGB), bylaws are 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. In AGB's publication, *Updating Board Bylaws: A Guide for Colleges and Universities*, author and former UW System President Robert M. O'Neil recommends that governing boards review their bylaws regularly, and at least annually, to ensure they are kept consistent with state law, legal standards, and current practices of the board.

The *Bylaws of the Board of Regents of the University of Wisconsin System* govern the activities of the Board, including the frequency of board meetings, the election and duties of board officers, and the functions of board committees. The Bylaws are established and revised by the Board of Regents under the authority granted to the Board in Ch. 36, Wis. Stats.

A comparison of governing boards at other university systems and institutions found that most have delegated the regular review of bylaws to their executive or governance committees. However, another option could be to create a separate Bylaws Review Committee, appointed by the Board President, to meet on a regular basis to review and consider recommended changes to the *Bylaws*, which would remain subject to Board approval.

This Bylaws Review Committee could be established in addition to either option above, if it is determined that a smaller committee composed of members with backgrounds in law or board governance could more efficiently and effectively evaluate the *Bylaws* for needed updates. Attachment C includes a potential charter for the proposed Bylaws Review Committee.

Discussion

Some questions for the Executive Committee's consideration and discussion include:

- Is there a preference between the assigning governance duties to the Executive Committee, or creating a new standing Governance Committee?
- Which governance functions could be assigned to the Executive Committee (or Governance Committee), which should be considered by the full Board, and which might be delegated to other committees (such as the proposed Bylaws Review Committee) or Board leadership?
- How regularly should the Executive Committee (or Governance Committee) meet to consider governance items (quarterly, six times per year, etc.)? What would be the ideal length and format of these meetings?

Selected Previous Actions or Discussions

May 11, 2021 Resolution 11618	Creation of a Special Committee to Review the Board's Bylaws, Policies, Operations, Traditions, and Processes
October 5, 2001 Resolution 8458	Approval of recommendations of the Committee on Board Effectiveness. Recommendations include focusing presentations to the Board on high-priority areas, conducting periodic self-evaluations of the Board, and establishing a process for periodic review and revision of Regent policies, bylaws, and new Regent orientation.

Related Board Bylaws and Policies

- [Bylaws of the Board of Regents of the University of Wisconsin System](#)
- [Regent Policy Document 2-2, "Statement of Expectations for Board Members"](#)

ATTACHMENTS

- A) Possible Governance Functions for the Executive Committee (or a new Governance Committee)
- B) Sample Workplans for Executive (or Governance) Committee Meetings (DRAFT)
- C) Bylaws Review Committee Charter (DRAFT)

**Possible Governance Functions/Responsibilities for BOR Executive Committee
(or New Governance Committee) - DRAFT 07/21/22**

Charge

To consider and report recommendations to the Board of Regents on matters concerning the governance, organization, and operations of the BOR, and the selection, evaluation, and compensation of senior leadership.

Authority and Responsibilities

Bylaws and Policies

- Reviews and recommends updates to Board bylaws (*if not delegated to the Bylaws Review Committee*).
- Reviews and identifies priorities for updating Regent Policy Documents.

Board Operations

- Assesses governance effectiveness and enhancements to Board and committee operations and processes, including meeting frequency and format, agenda and materials, committee structure and charters, etc.
- Develops comprehensive annual work plan for the Board and committees, aligned with the UW System's strategic plan, policy priorities, etc., and with a systematic process for reviewing and updating the Board's annual plan.

Regent Development

- Reviews and recommends updates to the Regent onboarding and orientation process.
- Identifies best practices in governance and opportunities for ongoing Regent education and development.

Performance Management

- Develops metrics to assess the performance of the President of the UW System on an annual basis, to be approved by the full Board.
- Conducts annual performance evaluation of the UW System President and reports to the full Board.
- Considers recommendations on compensation matters for the UW System President.

Current Membership/Structure of the Executive Committee

The Executive Committee shall consist of nine (9) members. The committee shall be comprised of the Board President, who shall serve as chair; Board Vice President; Chair of the Education Committee; Chair of the Business and Finance Committee; Chair of the Capital Planning and Budget Committee; Chair of the Research, Economic Development, and Innovation Committee; Chair of the Audit Committee; member of the Board who shall have most recently been the President of the Board; and one other member of the Board appointed by the President of the Board. In the event that there shall be no member of the Board who shall have previously been President of the Board, such position on the Executive Committee shall be filled by a member of the Board appointed by the President of the Board.

NOTE:

Proposed Option #1 calls for the Board's standing **Executive Committee** to take on the functions of a governance committee, maintaining its current membership as noted above, but meeting more frequently and regularly rather than convening on an as needed basis as is current practice.

If instead the proposed Option #2 for a standalone **Governance Committee** is preferred, some additional consideration would need to be given to its membership and meeting frequency.

DRAFT 07.21.22

Possible Work Plan – Quarterly Meetings

June/July [after BOR leadership election] – Report to BOR in July/August

- Approve upcoming year's work plan and policy priorities
- Discuss board assessment results and identify possible changes for further consideration
- Conduct mid-cycle performance evaluation for UW System President

August/September – Report to BOR in October

- Discuss/approve recommendations for bylaws revisions
- Discuss/approve recommendations for enhancements to Board/committee operations and processes (as identified in work plan and discussion of board assessment results)
- Review and update Board orientation process

December/January – Report to BOR in February

- Conduct end-of-year performance evaluation for UW System President
- Recommend goals/metrics for upcoming year for UW System President (for BOR approval)

April/May – Report to BOR in June

- Review progress on current year's work plan
- Begin developing upcoming year's work plan (discuss policy priorities, possible enhancements to operations/processes, timely presentation topics, opportunities for Regent education or development, alignment with strategic plan, etc.)

As needed:

- Action items that cannot wait for next BOR meeting
- Revisions to BOR/committee work plans

DRAFT 07.21.22

Possible Work Plan – Six Meetings Per Year

*Same basic schedule as quarterly plan, but adds additional checkpoints in November and March to prepare for the UW System President's performance evaluation and to develop annual work plans, respectively.

June/July [after BOR leadership election] – Report to BOR in July/August

- Approve upcoming year's work plan and policy priorities
- Conduct mid-cycle performance evaluation for UW System President

August/September – Report to BOR in October

- Discuss/approve recommendations for bylaws revisions
- Discuss/approve recommendations for enhancements to Board/committee operations/processes (as identified in work plan and discussion of board assessment results)
- Review and update Board orientation process

November – Report to BOR in December

- Prepare for end-of-year performance evaluation for UW System President
- Discuss potential goals/metrics for upcoming year for UW System President

January – Report to BOR in February

- Conduct end-of-year performance evaluation for UW System President
- Recommend final goals/metrics for upcoming year for UW System President (for BOR approval)

March – Report to BOR in April

- Review progress on current year's work plan
- Begin developing upcoming year's work plan (discuss policy priorities, possible enhancements to operations/processes, timely presentation topics, opportunities for Regent education or development, alignment with strategic plan, etc.)

May – Report to BOR in June

- Continue discussion of upcoming year's work plan
- Discuss board assessment results and identify possible changes for further consideration
- Prepare for mid-cycle performance evaluation for UW System President

As needed:

- Action items that cannot wait for next BOR meeting
- Revisions to BOR/committee work plans

DRAFT Bylaws Review Committee CharterCharge

The Bylaws Review Committee shall have the charge of reviewing and recommending updates to the Bylaws of the Board of Regents of the University of Wisconsin System and Board-level policies. The committee should ensure the Bylaws establish the Board's governance structure and define the duties, authority, and principal operating procedures of the Board and its committees, in accordance with best governance practices and the Board's established custom and preferences.

Authority and Responsibilities

The Bylaws Review Committee shall have the following responsibilities:

- Establish a regular cycle (for example, annually or every two to three years) for reviewing and ensuring compliance with the bylaws and Board-level policies, including Regent Policy Document (RPD) 2-2, "Statement of Expectations for Board Members," RPD 2-3, "Standards and Protocols for Regent Policy Documents," and RPD 2-4, "Ethics and Conflict of Interest Policy for the UW System Board of Regents."

The General Counsel and Executive Director & Corporate Secretary shall annually assess the bylaws and inform the Chair of the Bylaws Review Committee if there is a need to convene the Committee outside its established review cycle.

- Review and identify elements of the bylaws in need of revision, in keeping with best practices and with consideration given to clarifying ambiguous language; streamlining outmoded or overly cumbersome requirements; ensuring consistency with current board operations and compliance with federal or state regulations; and responding to major changes in the UW System's external environment or internal structure.

In its review the Bylaws Review Committee may rely on preliminary information from the annual review conducted by the General Counsel and Executive Director & Corporate Secretary, and/or upon additional guidance from the Board President and/or governance/executive committee.

- Report findings and recommendations to the governance/executive committee and/or full Board for further consideration. Where revisions to the bylaws are warranted, the full Board shall have responsibility for approving amendments.

The Chair of the Bylaws Review Committee shall communicate with the Board President on any matters that may arise during bylaws review which would most appropriately be addressed by another committee or office, including the potential need for new or revised operational policies or procedures.

Organization

Review of Charter

This charter shall be reviewed and reassessed by the Bylaws Review Committee in accordance with its established bylaws review cycle. All proposed changes shall be submitted to the full board for approval.

Membership/Structure

The Bylaws Review shall consist of at least three (3) members. The committee chair and all members shall be appointed by the Board President. The Board President and Vice President shall be ex-officio members.

Staff Designee

The Executive Director and Corporate Secretary of the Office of the Board of Regents shall serve as principal staff officer for the Bylaws Review Committee. The principal staff officer shall designate a recording secretary.

Agenda, Minutes, Reports

The chair, in collaboration with the principal staff officer, shall be responsible for establishing the agendas for meetings. Minutes for all meetings shall be drafted by the recording secretary designated by the principal staff officer, reviewed by the committee chair, and approved by committee members at the following meeting.