A. Calling of the Roll

B. Declaration of Conflicts

C. Recommendation to Reorder and Amend the Bylaws of the Board of Regents

D. Enhancing Focus on Research, Economic Development, and Innovation Across the UW System

E. Move into closed session to: a) consider a recommendation for the employment of an Executive Director and Corporate Secretary, Office of the Board of Regents, as permitted by s. 19.85(1)(c), Wis. Stats.

F. Adjourn
EXECUTIVE COMMITTEE
November 28, 2022

Item C

PROPOSED AMENDMENTS TO BOARD BYLAWS

REQUESTED ACTION

Approval of a recommendation that the Board of Regents adopt Resolution C.

Resolution C. That, upon the recommendation of the President of the Board and the Executive Committee, the UW System Board of Regents approves the attached amendments to the Bylaws of the Board of Regents.

Amendment of the Board's bylaws currently requires approval by a simple majority of the full Board of Regents. If approved, the recommendation of the Executive Committee will be forwarded for consideration at the December 8-9, 2022, Board of Regents meeting.

SUMMARY

On August 2, 2022, the Executive Committee supported a recommendation to undertake a comprehensive review of the Bylaws of the Board of Regents of the University of Wisconsin System (“the Bylaws”).

The Office of the Board of Regents, in consultation with the Office of General Counsel, prepared a draft of proposed changes to the Bylaws following a detailed review of best practices and common standards from national experts, such as the Association of Governing Boards of Universities and Colleges (AGB), and the bylaws of boards of varying sizes and fiduciary portfolios, including but not limited to: State University of New York (SUNY) Board of Trustees, University System of Georgia Board of Regents, Minnesota State Colleges and Universities Board of Trustees, and University of Illinois System Board of Trustees.

The initial proposed Bylaws revisions (Attachment A) include formatting changes and additions of language to reflect current practices, as well as some changes to conform with best governance practices. A copy of the current Bylaws is included as Attachment B.

In their review, the Office of the Board of Regents and the Office of General Counsel also identified areas of the Bylaws in need of additional review and potential revision, and plan to take a phased approach to this effort over the next year. These would potentially include further streamlining or clarifying language in Article II (“Meetings”), Article III
(“Officers of the Board”), and Article IV (“UW System Officials”), as well as updating and moving language related to the requirements, processes, and standards of review for student appeals and personnel matters from Article V, Sections 9 and 10 into new Regent Policy Documents.

**Presenter**

- Megan Wasley, Interim Executive Director, Office of the Board of Regents

**BACKGROUND**

In 1971, the merger of the University of Wisconsin and Wisconsin State Universities created a new Chapter 36 of the Wisconsin State Statutes, and in doing so, formed the University of Wisconsin System Board of Regents. The Board's current bylaws originated through the comparison and modification of the respective bylaws of the Board of Regents of the University of Wisconsin and the Board of Regents of the Wisconsin State Universities. To this day, much of the original structure and language of the 1971 bylaws remains.

Many of the proposed changes are a result of reformatting for conciseness and readability.

**Proposed Revisions for Clarity and Conciseness**

**Reorganization:** As stated above, the bylaws, in their current form, are almost a direct reflection of the bylaws created in 1971. The revision history showed new Chapters were added to the end of the bylaws, as opposed to organized within. To enhance the readability of the bylaws, “Chapter V: UW System Administration” has been moved from the end of the bylaws, to follow “Article III: Board Officers”. Additionally, all Chapters will be renamed to Articles to follow common practices and bylaw standards.

**Other Modifications:** Language in “Article V: Board Committees” was altered to eliminate unnecessary repetition. Additionally, small modifications have been made to language throughout the bylaws to reflect standardization of terms (i.e., “President of the Board,” “President of the System,” etc.) and make other edits for clarity and conciseness.

**Proposed Additions to Codify Current Practices**

**Membership and Resignation:** Article I was added to define the body to which the document pertains. The membership of the Board and the resignation process for state public officials is outlined in state statute, but are also worth including in the Bylaws.
**Closed Session:** It is proposed that Article II, Section 8 be added to the Bylaws in line with AGB best practices to state that the Board may hold meetings in closed session subject to the requirements of state law, and to clarify who may participate in closed session.

**Subordination to State Code:** In line with best practices, it is proposed to include Article IV, Section 2 to clarify that if the state code conflicts with the Bylaws, the state code controls.

**Proposed Revisions to Conform with Best Practices**

**Committee Charters:** Currently, only the Audit Committee has a committee charter. Committee charters are best practice as they are more flexible than Bylaws and allow for committees to set a strategic focus each year. It is recommended that each standing committee establish a committee charter to be reviewed each year at the Board meeting immediately following the annual meeting.

**Executive Committee:** AGB best practice, as well as most other board bylaws, include a provision in the Executive Committee’s purpose that prohibits them from voting on a limited number of items reserved for the full Board. The proposed language will not alter current Board practices but will codify the limits of the Executive Committee to adhere to best governance practices.

**2/3 Majority:** For any governing body, bylaws are a crucial document and changing them should be done with the utmost care. Currently, altering the Bylaws requires a simple majority, while suspending any part of them requires 2/3 majority. To ensure consistency and in line with best practices, the proposed language would require a 2/3 majority vote to alter or suspend the Bylaws.

**ATTACHMENTS**

A) Proposed Bylaws, with tracked changes  
B) Current Bylaws
<table>
<thead>
<tr>
<th>Original Bylaws Chapter/Section Reference</th>
<th>Proposed Revised Bylaws</th>
</tr>
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</table>
| **NEW** ARTICLE I: Board  
Section 1. Board Members  
The membership of the Board of Regents of the University of Wisconsin System ("the Board") is prescribed by s. 15.91, Wis. Stats. |
| **NEW** Section 2. Resignation  
Any Board member may resign prior to the end of their term by submitting a written notice to the public officer having power to appoint a successor, as prescribed by s. 17.01, Wis. Stats. Such resignation shall take effect at the time specified in the written resignation, or on the date of receipt, whichever is later. |
| **ARTICLE II: Meetings**  
Section 1. Regular and Annual Meetings  
I.1. Each Annual Meeting of the Board of Regents of the University of Wisconsin System ("the Board") shall be held, unless otherwise specially ordered, on the Thursday and Friday following the first Monday in June. |
| I.2. Unless otherwise specially ordered, regular meetings of the Board shall be held at regular intervals six (6) times each calendar year on the Thursday and Friday following the first Monday in a month, except that the August meeting shall be held on the Thursday and Friday following the third Monday. In addition, twice each year, a one-day meeting may be held on the Thursday following the first Monday in a month. Annually, the Board shall adopt a 12-month calendar of meeting dates and locations, after consideration of a related recommendation from the Secretary of the Board. |
| If, in the judgment of the President of the Board, the Board's business can be conducted during only one day of a previously-scheduled two-day meeting, then the President of the Board may cancel either the Thursday or Friday meeting, upon reasonable notice to the members of the Board. A cancellation under this section may occur only if more than half of the members of the Executive Committee have consented and only for a regular meeting hosted by the Office of the Board of Regents, but not for a meeting hosted by a UW institution. |
Section 2. Special Meetings

I.3. A special meeting of the Board may be called at any time, upon request of at least five (5) members of the Board or by the President of the Board. The notice calling any special meeting of the Board shall be sent by the Secretary to each member of the Board in writing, by mail, personal service or email, at least five (5) days before the time of the meeting. If, in the judgment of the President of the Board, following consultation with available members of the Executive Committee, it is determined that a special Board meeting is required with notification of less than five (5) days, but not less than two (2) days, such a meeting may be called, provided the subject is limited and two-thirds of Board members have consented to the meeting.

III.1. Special meetings of the Executive Committee may be held at the call of the President of the Board or any five (5) Executive Committee members. Meetings of the other committees may be called by the Chair or by the Secretary of the Board upon the request of two (2) members, or upon the request of the President of the UW System Board.

Section 3. Location

I.4. Meetings of the Board shall be held in Madison, except that up to four (4) meetings each year may be held at UW institutions throughout the UW System, on a rotating basis.

Section 4. Agenda

V.1. All items to be brought before the Board of Regents for action, except matters which come to the Board pursuant to its administrative rules or existing policies and those initiating in the Board itself, should reach the Board through the President of the UW System ("President of the System") and carry his or her recommendation. If an item arises at or is related to an institution, the President of the System shall ensure that it has first been through the established institution governance process and carries the Chancellor's recommendation; if it has not been through the institution governance process, the President of the System shall request that it be so considered by the institution.

On appeals of matters which have been through the institution governance process, the President of the System shall verify that all institution procedures have been exhausted and will then determine whether, in the President of the System's judgment, the Board of Regents should consider the matter. A decision by the President of
the System that the matter should not be considered by the Board can be appealed directly to the President of the Board. If the President of the Board determines that the matter should not be considered by the Board, any member of the Board may request that the matter be considered by the Board.

A request that an item be considered by the Board which comes from other than the President of the System or any member of the Board must be in writing. Persons making such requests shall be advised in writing of determinations by the President of the UW System and President of the Board regarding their requests. Failure by the President of the UW System or the President of the Board to act on a written request that an item be considered by the Board within sixty (60) days of its receipt shall be deemed a denial of the request.

I.6. The agenda for all two-day meetings shall include at least the following:
(1) Calling of the roll
(2) Approval or amendment of the minutes of the proceedings of prior meetings
(3) Report of the President of the Board
(4) Report of the President of the UW System
(5) Reports of standing committees
(6) Communications, petitions, and memorials

Section 5. Notice
It shall be the duty of the Secretary to give notice of all meetings of the Board and its committees consistent with the requirements of the open meetings law (Wis. Stat. §§ 19.81 to 19.98).

Section 6. Quorum and Voting
I.5. A majority of the members of the Board shall constitute a quorum of the Board. A majority of the members of a committee of the Board shall constitute a quorum of that committee. Ex-officio members of Board committees shall not be counted in determining the number required for a quorum but may be counted in determining that a quorum is present at a meeting of the committee.

I.6. Except as otherwise provided in the Bylaws, Regent policies, or s. 15.07(4), Wis. Stats., all matters coming before the Board or relevant Board committees shall be determined by a majority of votes cast by Regents present, excluding abstentions and recusals. Upon the request of any Regent, the vote shall be by a call of the roll.
Section 7. Parliamentary Rules
General parliamentary rules as set forth in *Robert's Rules of Order*, current edition, and as modified by rules and regulations of the Board, shall be observed in conducting the business of the Board and its committees.

Section 8. Closed Sessions
Subject to the requirements of state law, the Board, or any of its committees, may hold any regular or special meeting, or any part thereof, in closed session with participation limited to Board members. Other individuals may be invited to attend all, or portions, of a closed session as deemed necessary by the President of the Board or committee chair.

ARTICLE III: Board Officers
Section 1. Officers of the Board
The officers of the Board shall consist of a president, a vice president, a secretary, and such assistant secretaries as the Board from time to time shall determine, and a trust officer and such assistant trust officers as the Board from time to time shall determine.

Section 2. President
The President of the Board shall preside at all Board and Executive Committee meetings, shall appoint the members of all standing and special committees of the Board, shall be an ex-officio voting member of all committees, and shall discharge the ordinary duties of such officer in the pursuance of parliamentary law.

The President of the Board shall, with the President of the UW System, sign all diplomas and, with the Secretary countersigning, shall sign all contracts and instruments authorized or issued by authority of the Board, except such contracts and instruments as the Board or its Executive Committee may authorize any officer or employee of the UW System to sign.

The President of the Board shall, with the President of the UW System, present budget requests to the Governor and the Legislature and shall act as spokesperson for the Board before the Governor and before all legislative groups in matters of educational program planning, the use of existing facilities and personnel, budgetary issues, and building priorities.
Section 3. Vice President

II.4. The Vice President of the Board shall be an ex-officio voting member of all committees and shall, in the absence of the President, perform all the duties of the President.

Section 4. Duties of the President Pro Tem

II.5. In the absence of the President and the Vice President, the Board may appoint a president pro tem, who shall perform the duties of presiding officer of the Board.

Section 5. Secretary and Assistant Secretaries

II.6. It shall be the duty of the Secretary to give notice of all meetings of the Board consistent with the requirements of the open meetings law (Wis. Stat. §§ 19.81 to 19.98), to keep a record of the proceedings of the Board at all its meetings, to keep a separate record of the proceedings of the Executive Committee, and a record of the proceedings of each of the standing committees; to keep the corporate seal and by countersigning execute with the President of the Board instruments and contracts ordered by the Board; and to preserve all documents pertaining to his or her office. The Secretary shall perform such other duties as are imposed on him or her by law and the rules and orders of the Board.

The Secretary shall, as soon as practicable after the record of proceedings of meetings has been perfected, transmit to each Regent a copy of the record of the meetings of the Board, and of the committees thereof. The Secretary shall maintain an up-to-date codification of all policy actions of the Board as referred to in Section 1 of Chapter V of the Bylaws.

The Board shall, at the same time and in the same manner as it elects its Secretary, also elect such number of Assistant Secretaries as it shall deem necessary. The duties of the Assistant Secretaries shall be to assist the Secretary in the performance of his or her duties, and they shall perform such duties as may be assigned to them by the Secretary or the Board of Regents. In the absence of the Secretary, an Assistant Secretary shall act as and perform all the duties of the Secretary.

Section 6. Trust Officer and Assistant Trust Officers

II.8. It shall be the duty of the Trust Officer to receive, manage, and maintain records of all trust funds of the UW System and to perform such other duties relating to trust funds as are imposed upon him or her.
II.2. The Assistant Trust Officers shall assist the Trust Officer in the performance of his or her duties and shall perform such other duties as may be assigned to them by the Trust Officer, the Board or the Business and Finance Committee of the Board.

The Trust Officer and Assistant Trust Officers are authorized and empowered to do all things necessary to affect the transfer, receipt or other disposition of gifts and bequests (i.e., assets that will become university trust funds) for the sole benefit of the Board of Regents of the UW System.

### Section 7. Election and Terms

The officers of the Board shall be elected by ballot at the annual meeting, and shall hold their respective offices for one (1) year and until their successors shall be elected. Their terms of office shall begin immediately after the annual meeting at which they are elected. If there is only one (1) nominee for each office, the election shall be by voice vote.

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<tr>
<th>V.1.</th>
<th><strong>ARTICLE IV: UW System Officials</strong></th>
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<tr>
<td></td>
<td><strong>Section 1. President</strong></td>
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<td>The President of the University of Wisconsin System has full executive responsibility for the operation and management of the UW System. He or she shall carry out the duties prescribed in Wisconsin Statutes for this office, and such other duties as may be assigned by the Board or be implicit in policy actions of the Board. The President of the UW System shall see to the appropriate staffing of UW System administrative offices, and direct and coordinate the activities of these offices as needed to fulfill his or her responsibilities.</td>
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<th>V.2.</th>
<th><strong>Section 2. Vice Presidents</strong></th>
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|     | The President of the System shall, with the approval of the Board, establish such vice-presidential offices as may be necessary to provide administrative direction and coordination for the several major functions of UW System Administration as these are defined by the President and the Board. The President of the System shall assign such responsibilities to each of the vice presidents as may best promote effective administration of the responsibilities of his or her office, and shall, with the approval of the Board, title each
vice-presidential office in the way best suited to designate its major area of concern.

III.1. ARTICLE V: Board Committees

Section 1. Standing and Special Committees

There shall be eight standing committees of the Board of Regents as follow:

a. Education Committee consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

b. Business and Finance Committee consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

c. Capital Planning and Budget Committee consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

d. Executive Committee consisting of the President of the Board, who shall serve as Chair; the Vice President of the Board; the Chair of the Education Committee; the Chair of the Business and Finance Committee; the Chair of the Capital Planning and Budget Committee; the Chair of the Research, Economic Development and Innovation Committee; the Chair of the Audit Committee; the 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.
e.—Personnel Matters Review Committee consisting of at least three members appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members. The President shall designate the Chair of the Committee.

f.—Committee on Student Discipline and Other Student Appeals consisting of at least three members appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members. The President shall designate the Chair of the Committee.

g.—Research, Economic Development, and Innovation Committee consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

h.—Audit Committee consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

The Board shall establish such standing and special regent committees as it deems appropriate to discharge its responsibilities.

The Board shall have eight (8) standing committees as follows: Executive; Audit; Business and Finance; Capital Planning and Budget; Education; Research, Economic Development, and Innovation; Personnel Matters Review; and Student Discipline and Other Student Appeals. Each standing committee shall have a charter approved by the Board.

Special Regent committees may be created from time to time as necessity demands by an affirmative majority vote of the Board, and the President of the Board shall appoint the members thereto and the Chair thereof. A Special Regent Committee shall not be created for any matter which is properly before any of the standing committees.
V.3. The **System President of the System** shall, with the approval of the **Board**, designate a vice president as principal staff officer for the Education Committee; Business and Finance Committee; Capital Planning and Budget Committee; **Research, Economic Development and Innovation Committee**; and Audit Committee of the Board or, in the event of the unavailability of an appropriate vice president, an associate vice president or other major administrative officer to perform this function. The persons so designated shall provide to the committee such materials and papers as may be required for the agenda of the committee, and be prepared to respond to such other requests for information or interpretation as the committee or its members may require. The **Vice Presidents** shall designate staff to serve as recording secretaries of these five (5) committees.

**Section 2. Committee Membership**

Each committee shall have at least three (3) members. Each committee shall have a chair, who shall serve for a one-year term. All chairs, vice chairs, and members of each standing committee shall be current members of the Board. All chairs and at least a majority of members of each special committee shall be current members of the Board.

The chair, vice chair, and members of each standing committee shall be appointed by the President of the Board, except the Executive Committee which shall have members as described in Article V, Section 3.

The President and Vice President of the Board shall serve as ex-officio voting members of all committees.

**Section 3. Executive Committee**

The Executive Committee shall have nine (9) members, as follows:

i. The President of the Board and Vice President of the Board.

ii. The chairs of the Audit; Business and Finance; Capital Planning and Budget; Education; and Research, Economic Development and Innovation Committees.

iii. The member of the Board who has most recently served as a past President of the Board.

iv. One (1) member of the Board appointed by the President of the Board.
When there is no past President on the Board, this seat shall be filled by another member of the Board appointed by the President of the Board.

The President of the Board shall serve as chair, and the Vice President of the Board shall serve as vice chair.

The Executive Committee shall have the powers of the Board, when the Board is not in session, and shall provide for the execution of orders and resolutions not otherwise specially committed or provided for—The Executive Committee is empowered to act for the Board between regular Board meetings on all matters except for the following which shall be reserved for the Board: (i) Presidential selection and termination; (ii) Board officer election; (iii) changes in mission and purposes of institution; (iv) amendments to the bylaws; (v) administrative rule changes; (vi) adoption of annual and biennial budget.

A separate record of the proceedings of this Committee shall be kept by the Secretary, and the same shall be submitted to the Board for inclusion in the record at the next regular or special meeting.

Section 4. Business and Finance Committee

The Business and Finance Committee shall have charge of consideration of all matters related to operating budget, finances, trust funds, business operations, and non-academic personnel.

Section 5. Education Committee

The Education Committee shall have charge of consideration of all matters of an educational nature related to the instruction, research, and public service functions of the UW System; the academic personnel; and to student services and welfare.

Section 6. Audit Committee

As outlined in the committee's charter as adopted by the Board of Regents, the Audit Committee shall have charge of the oversight of: all audit-related matters, internal and external; compliance with laws and regulations; internal controls; enterprise risk management; and ethics.

Section 7. Capital Planning and Budget Committee

The Capital Planning and Budget Committee shall have charge of consideration of all matters related to the physical environment of the UW System institutions, as outlined below:
III.8.

- Establish standards and identify resources to maintain, renew and replace (when needed) existing capital assets
- Promulgate policies related to the development of the biennial capital budget
- Explore innovative funding strategies to help address the facilities needs of university campuses
- Establish policies for the appropriate use of internal and external sources of funds for capital needs
- Review long range development plans, master plans, and transportation plans
- Review campus boundaries and authorize real estate transactions
- Review design reports and authorize construction of capital projects
- Review namings of facilities
- Determine disposition of decommissioned facilities
- Ensure compliance with local, state and federal regulations related to zoning, environmental protection, physical safety and removal of architectural barriers

Section 8. Research, Economic Development, and Innovation Committee

The Research, Economic Development, and Innovation Committee shall have the following responsibilities:

- Adopt policies and develop strategies designed to strengthen the UW System's overall contribution to the economic development of the state and to support professional development, outreach, and research at all UW System institutions within the context of their unique missions.
- Consider any matters related to the University’s role in enhancing its research enterprise and bolstering the state's economy. Such matters may include the advancement and growth of basic, applied, and clinical research; technology transfer; entrepreneurship; industry partnerships; and the development of intellectual capital for the benefit of the state of Wisconsin.
- Highlight successful research and economic development efforts, partnerships, and innovations involving UW System institutions.
• Focus attention on the Board's statutory responsibilities to report on and ensure accountability for research and economic development activities at UW System institutions.

Section 9. Personnel Matters Review Committee

The President of the Board may refer faculty and staff personnel matters involving requests for hearing, petitions for review, and appeals to the Board to the Personnel Matters Review Committee.

a. Mandatory review. Where an opportunity to be heard, a review or an appeal to the Board is required by s. 36.115(4), Wis. Stats.; by the Board's administrative rules, such as ss. UWS 4.08, 5.14(3) or 11.10, Wisconsin Administrative Code; or under Board policies, the Committee may conduct the hearing, review or appeal. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

b. Discretionary review. Where consideration of a matter by the Board is discretionary either under the Board's administrative rules, such as ss. UWS 5.14(2), 6.01(5), 6.02, 11.07, or 12.05(8), Wisconsin Administrative Code, or under Board policies, or on any other basis, it shall first be determined whether the request for Board consideration should be granted. In making the determination, the following factors shall be considered:

(1) The case involves substantial constitutional claims;
(2) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;
(3) The decision made at the institutional level could have systemwide implications; or
(4) The final institutional decision is based upon facts not supported by the record, resulting in material prejudice to the individual seeking review.

c. If the Board determines that a request for Board consideration should be granted, the Committee may conduct the review or hearing. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.
III.7. **Section 10. Committee on Student Discipline and Other Student Appeals**

The President of the Board may refer requests for hearing, petitions for review, and appeals involving student discipline or student governance matters or student discrimination complaints under s. 36.12, Wisconsin Statutes, to the Committee on Student Discipline and Other Student Appeals.

a. Student discipline matters.

(1) Under ss. UWS 14.10 and UWS 17.14, Wisconsin Administrative Code, the Board may, at its discretion, grant a review upon the record of the final institutional decision in a student discipline case. In such cases, the Committee on Student Discipline and Other Student Appeals shall make an initial determination and recommendation to the full Board as to whether the request for review should be granted. A written request for review under s. UWS 17.14, Wis. Admin. Code, must be submitted to the Secretary of the Board within 14 days of the final institutional decision. In determining whether to grant a request for review, the following factors shall be considered:

   (a) The case involves substantial constitutional claims;
   
   (b) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;
   
   (c) The decision made at the institutional level could have systemwide implications; or
   
   (d) The final institutional decision is based upon facts not supported by the record, resulting material prejudice to the individual seeking review.

(2) The Committee's recommendation as to whether the request for review should be granted shall be transmitted to the Board for action. If the Board determines that the request for consideration should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare findings and a decision, and shall transmit them to the full Board for final action.

b. Student governance appeals.
### (1) Mandatory review.
Where review of a student governance matter is required by the Board's policies, such as by Regent Policy Document 30-3, Guidelines for Student Governance, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

### (2) Discretionary review.
Where review of a student governance matter is discretionary under the Board's policies, such as Regent Policy Document 30-3, Guidelines for Student Governance, the Committee shall first consider whether the request for Board review should be granted. In making that determination, the following factors shall be considered:

1. Whether there is a serious concern that the chancellor or the president has abused his/her discretion or exceeded his/her authority; or
2. Whether the decision of the chancellor or the president could have systemwide implications.

### (3) Where the review of a student governance matter is discretionary, the Committee shall prepare a recommendation as to whether the request for review should be granted, and shall transmit it to the full Board for action. If the Board determines that a request for review should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare a recommended decision, and shall transmit it to the full Board for final action.

c. Appeals of decisions on student discrimination complaints.

#### (1) Mandatory review.
Section 36.12 Wisconsin Statutes, affords students the right to appeal to the Board from institutional decisions on discrimination complaints. In such cases, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional level. The Committee shall prepare recommended findings and a
decision, and shall transmit them to the full Board for final action.

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<tr>
<th>IV.1.</th>
<th>ARTICLE VI: Bylaws</th>
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<tbody>
<tr>
<td><strong>Section 1. Amendments and Suspension</strong></td>
<td>These Bylaws may be added to or amended or suspended at any meeting of the Board by an affirmative vote of a two-thirds majority of the members of the Board, provided, however, that notice of the substance of the proposed amendment(s) or suspension(s) shall be specifically set forth in the notice of such meeting.</td>
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<tr>
<td><strong>NEW</strong></td>
<td>The Bylaws or any of them may be suspended at any meeting by an affirmative vote of two-thirds of the total members of the Board and not otherwise.</td>
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<th>IV.2.</th>
<th><strong>Section 2. Subordination to State Code</strong></th>
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<tr>
<td>NEW</td>
<td>To the extent that any of these bylaws may be inconsistent with the Wisconsin State Statutes, the statutes shall control.</td>
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<th>Revision History:</th>
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Bylaws

of the

Board of Regents

of the

University of Wisconsin System

Adopted 11-5-71, Last amended 03-07-2019
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Bylaws
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CHAPTER I
MEETINGS AND BUSINESS OF THE REGENTS

Annual Meetings
Section 1. Each Annual Meeting of the Board of Regents of the University of Wisconsin System (“the Board”) shall be held, unless otherwise specially ordered, on the Thursday and Friday following the first Monday in June.

Regular Meetings
Section 2. Unless otherwise specially ordered, regular meetings of the Board shall be held at regular intervals six times each calendar year on the Thursday and Friday following the first Monday in a month, except that the August meeting shall be held on the Thursday and Friday following the third Monday. In addition, twice each year, a one-day meeting may be held on the Thursday following the first Monday in a month. Annually, the Board shall adopt a 12-month calendar of meeting dates and locations, after consideration of a related recommendation from the Secretary of the Board.

If, in the judgment of the President of the Board, the Board’s business can be conducted during only one day of a previously-scheduled two-day meeting, then the President of the Board may cancel either the Thursday or Friday meeting, upon reasonable notice to the members of the Board. A cancellation under this section may occur only if more than half of the
members of the Executive Committee have consented and only for a regular meeting hosted by the Office of the Board of Regents, but not for a meeting hosted by a UW institution.

Special Meetings
Section 3. A special meeting of the Board may be called at any time, upon request of at least five members of the Board or by the President of the Board. The notice calling any special meeting of the Board shall be sent by the Secretary to each member of the Board in writing, by mail, personal service or email, at least five days before the time of the meeting. If, in the judgment of the President of the Board, following consultation with available members of the Executive Committee, it is determined that a special Board meeting is required with notification of less than five days, but not less than two days, such a meeting may be called, provided the subject is limited and two-thirds of Board members have consented to the meeting.

Place of Meetings
Section 4. Meetings of the Board shall be held in Madison, except that up to four meetings each year may be held at UW institutions throughout the UW System, on a rotating basis.

Quorum
Section 5. A majority of the members of the Board shall constitute a quorum of the Board. A majority of the members of a committee of the Board shall constitute a quorum of that committee. Ex-officio members of Board committees shall not be counted in determining the number required for a quorum, but may be counted in determining that a quorum is present at a meeting of the committee.

Parliamentary Rules and Order of Business
Section 6. General parliamentary rules as set forth in Robert's Rules of Order, current edition, and as modified by rules and regulations of the Board, shall be observed in conducting the business of the Board and its committees.
Except as otherwise provided in the Bylaws, Regent policies, or s. 15.07(4), Wis. Stats., all matters coming before the Board or relevant Board committees shall be determined by a majority of votes cast by Regents present, excluding abstentions and recusals. Upon the request of any Regent, the vote shall be by a call of the roll.

The agenda for all two-day meetings shall include at least the following:

1. Calling of the roll
2. Approval or amendment of the minutes of the proceedings of prior meetings
3. Report of the President of the Board
4. Report of the President of the UW System
5. Reports of standing committees
6. Communications, petitions, and memorials

CHAPTER II
OFFICERS OF THE BOARD AND THEIR DUTIES

Section 1. The officers of the Board shall consist of a president, a vice president, a secretary, and such assistant secretaries as the Board from time to time shall determine, and a trust officer and such assistant trust officers as the Board from time to time shall determine.

Mode of Election

Section 2. The officers of the Board shall be elected by ballot at the annual meeting, and shall hold their respective offices for one year and until their successors shall be elected. Their terms of office shall begin immediately after the annual meeting at which they are elected. If there is only one nominee for each office, the election shall be by voice vote.

Duties of the President of the Board

Section 3. The President of the Board shall preside at all meetings, shall appoint the members of all standing and special committees of the Board, shall be an ex-officio voting member of all committees, and shall discharge the ordinary duties of such officer in the
pursuance of parliamentary law. The President of the Board shall, with the President of the UW System, sign all diplomas and, with the Secretary countersigning, shall sign all contracts and instruments authorized or issued by authority of the Board, except such contracts and instruments as the Board or its Executive Committee may authorize any officer or employee of the UW System to sign. The President of the Board shall, with the President of the UW System, present budget requests to the Governor and the Legislature and shall act as spokesperson for the Board before the Governor and before all legislative groups in matters of educational program planning, the use of existing facilities and personnel, budgetary issues, and building priorities.

**Duties of the Vice President of the Board**

Section 4. The Vice President of the Board shall be an ex-officio voting member of all committees and shall, in the absence of the President, perform all the duties of the President.

**Duties of the President Pro Tem**

Section 5. In the absence of the President and the Vice President, the Board may appoint a president pro tem, who shall perform the duties of presiding officer of the Board.

**Duties of the Secretary**

Section 6. It shall be the duty of the Secretary to give notice of all meetings of the Board consistent with the requirements of the open meetings law (Wis. Stat. §§ 19.81 to 19.98), to keep a record of the proceedings of the Board at all of its meetings, to keep a separate record of the proceedings of the Executive Committee, and a record of the proceedings of each of the standing committees; to keep the corporate seal and by countersigning execute with the President of the Board instruments and contracts ordered by the Board; and to preserve all documents pertaining to his or her office. The Secretary shall perform such other duties as are imposed on him or her by law and the rules and orders of the Board.

The Secretary shall, as soon as practicable after the record of proceedings of meetings has been perfected, transmit to each Regent a copy of the record of the meetings of the Board, and of the committees thereof. The Secretary shall maintain an up-to-date codification of all policy actions of the Board as referred to in Section 1. of Chapter V of the Bylaws.
**Assistant Secretaries**

Section 7. The Board shall, at the same time and in the same manner as it elects its Secretary, also elect such number of Assistant Secretaries as it shall deem necessary. The duties of the Assistant Secretaries shall be to assist the Secretary in the performance of his or her duties, and they shall perform such duties as may be assigned to them by the Secretary or the Board of Regents. In the absence of the Secretary, an Assistant Secretary shall act as and perform all the duties of the Secretary.

**Trust Officer and Assistant Trust Officers**

Section 8. It shall be the duty of the Trust Officer to receive, manage, and maintain records of all trust funds of the UW System and to perform such other duties relating to trust funds as are imposed upon him or her by law and the rules and orders of the Board or the Business and Finance Committee of the Board. The Assistant Trust Officers shall assist the Trust Officer in the performance of his or her duties and shall perform such other duties as may be assigned to them by the Trust Officer, the Board or the Business and Finance Committee of the Board.

The Trust Officer and Assistant Trust Officers are authorized and empowered to do all things necessary to affect the transfer, receipt or other disposition of gifts and bequests (i.e., assets that will become university trust funds) for the sole benefit of the Board of Regents of the UW System.

**CHAPTER III**

**COMMITTEES OF THE BOARD**

Section 1. There shall be eight standing committees of the Board of Regents as follow:

a. **Education Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice
President shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

b. **Business and Finance Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

c. **Capital Planning and Budget Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

d. **Executive Committee** consisting of the President of the Board, who shall serve as Chair; the Vice President of the Board; the Chair of the Education Committee; the Chair of the Business and Finance Committee; the Chair of the Capital Planning and Budget Committee; the Chair of the Research, Economic Development and Innovation Committee; the Chair of the Audit Committee; the 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.

e. **Personnel Matters Review Committee** consisting of at least three members appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members. The President shall designate the Chair of the Committee.
f. **Committee on Student Discipline and Other Student Appeals** consisting of at least three members appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members. The President shall designate the Chair of the Committee.

g. **Research, Economic Development, and Innovation Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

h. **Audit Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

Special Regent committees may be created from time to time as necessity demands by an affirmative majority vote of the Board, and the President shall appoint the members thereto and the Chair thereof. A Special Regent Committee shall not be created for any matter which is properly before any of the standing committees.

Meetings of the committees may be called by the Chair or by the Secretary of the Board upon the request of two members, or upon the request of the President of the UW System.

**Duties of the Education Committee**

Section 2. The Education Committee shall have charge of consideration of all matters of an educational nature related to the instruction, research, and public service functions of the UW System; the academic personnel; and to student services and welfare.
Duties of the Business and Finance Committee

Section 3. The Business and Finance Committee shall have charge of consideration of all matters related to operating budget, finances, trust funds, business operations, and non-academic personnel.

Duties of the Capital Planning and Budget Committee

Section 4. The Capital Planning and Budget Committee shall have charge of consideration of all matters related to the physical environment of the UW System institutions, as outlined below:

- Establish standards and identify resources to maintain, renew and replace (when needed) existing capital assets
- Promulgate policies related to the development of the biennial capital budget
- Explore innovative funding strategies to help address the facilities needs of university campuses
- Establish policies for the appropriate use of internal and external sources of funds for capital needs
- Review long range development plans, master plans, and transportation plans
- Review campus boundaries and authorize real estate transactions
- Review design reports and authorize construction of capital projects
- Review namings of facilities
- Determine disposition of decommissioned facilities
- Ensure compliance with local, state and federal regulations related to zoning, environmental protection, physical safety and removal of architectural barriers
Duties of the Executive Committee

Section 5. The Executive Committee shall have the powers of the Board, when the Board is not in session, and shall provide for the execution of orders and resolutions not otherwise specially committed or provided for. A separate record of the proceedings of this Committee shall be kept by the Secretary, and the same shall be submitted to the Board for inclusion in the record at the next regular or special meeting.

Duties of the Personnel Matters Review Committee

Section 6. The President of the Board may refer faculty and staff personnel matters involving requests for hearing, petitions for review, and appeals to the Board to the Personnel Matters Review Committee.

a. Mandatory review. Where an opportunity to be heard, a review or an appeal to the Board is required by s. 36.115(4), Wis. Stats.; by the Board's administrative rules, such as ss. UWS 4.08, 5.14(3) or 11.10, Wisconsin Administrative Code; or under Board policies, the Committee may conduct the hearing, review or appeal. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

b. Discretionary review. Where consideration of a matter by the Board is discretionary either under the Board's administrative rules, such as ss. UWS 5.14(2), 6.01(5), 6.02, 11.07, or 12.05(8), Wisconsin Administrative Code, or under Board policies, or on any other basis, it shall first be determined whether the request for Board consideration should be granted. In making the determination, the following factors shall be considered:

(1) The case involves substantial constitutional claims;
(2) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;
(3) The decision made at the institutional level could have systemwide implications; or
(4) The final institutional decision is based upon facts not supported by the record, resulting in material prejudice to the individual seeking review.

c. If the Board determines that a request for Board consideration should be granted, the Committee may conduct the review or hearing. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

Duties of the Committee on Student Discipline and Other Student Appeals

Section 7. The President of the Board may refer requests for hearing, petitions for review, and appeals involving student discipline or student governance matters or student discrimination complaints under s. 36.12, Wisconsin Statutes, to the Committee on Student Discipline and Other Student Appeals.

a. Student discipline matters.

(1) Under ss. UWS 14.10 and UWS 17.14, Wisconsin Administrative Code, the Board may, at its discretion, grant a review upon the record of the final institutional decision in a student discipline case. In such cases, the Committee on Student Discipline and Other Student Appeals shall make an initial determination and recommendation to the full Board as to whether the request for review should be granted. A written request for review under s. UWS 17.14, Wis. Admin. Code, must be submitted to the Secretary of the Board within 14 days of the final institutional decision. In determining whether to grant a request for review, the following factors shall be considered:

(a) The case involves substantial constitutional claims;

(b) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;

(c) The decision made at the institutional level could have systemwide implications; or
(d) The final institutional decision is based upon facts not supported by the record, resulting material prejudice to the individual seeking review.

(2) The Committee’s recommendation as to whether the request for review should be granted shall be transmitted to the Board for action. If the Board determines that the request for consideration should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare findings and a decision, and shall transmit them to the full Board for final action.

b. Student governance appeals.

(1) Mandatory review. Where review of a student governance matter is required by the Board's policies, such as by Regent Policy Document 30-3, *Guidelines for Student Governance*, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

(2) Discretionary review. Where review of a student governance matter is discretionary under the Board's policies, such as Regent Policy Document 30-3, *Guidelines for Student Governance*, the Committee shall first consider whether the request for Board review should be granted. In making that determination, the following factors shall be considered:

(a) Whether there is a serious concern that the chancellor or the president has abused his/her discretion or exceeded his/her authority; or

(b) Whether the decision of the chancellor or the president could have systemwide implications.

(3) Where the review of a student governance matter is discretionary, the Committee shall prepare a recommendation as to whether the request for review should be granted, and shall transmit it to the full Board for action. If
the Board determines that a request for review should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare a recommended decision, and shall transmit it to the full Board for final action.

c. Appeals of decisions on student discrimination complaints.
Mandatory review. Section 36.12 Wisconsin Statutes, affords students the right to appeal to the Board from institutional decisions on discrimination complaints. In such cases, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional level. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

**Duties of the Research, Economic Development, and Innovation Committee**

Section 8. The Research, Economic Development, and Innovation Committee shall have the following responsibilities:

- Adopt policies and develop strategies designed to strengthen the UW System’s overall contribution to the economic development of the state and to support professional development, outreach, and research at all UW System institutions within the context of their unique missions.
- Consider any matters related to the University’s role in enhancing its research enterprise and bolstering the state’s economy. Such matters may include the advancement and growth of basic, applied, and clinical research; technology transfer; entrepreneurship; industry partnerships; and the development of intellectual capital for the benefit of the state of Wisconsin.
- Highlight successful research and economic development efforts, partnerships, and innovations involving UW System institutions.
Focus attention on the Board’s statutory responsibilities to report on and ensure accountability for research and economic development activities at UW System institutions.

Duties of the Audit Committee
Section 9. As outlined in the committee’s charter as adopted by the Board of Regents, the Audit Committee shall have charge of the oversight of: all audit-related matters, internal and external; compliance with laws and regulations; internal controls; enterprise risk management; and ethics.

CHAPTER IV
BYLAWS

Amendments
Section 1. These Bylaws may be added to or amended at any meeting of the Board by an affirmative vote of a majority of the members of the Board provided, however, that proposed amendments shall be specifically set forth in the notice of such meeting.

Suspension
Section 2. The Bylaws or any of them may be suspended at any meeting by an affirmative vote of two-thirds of the total members of the Board and not otherwise.
CHAPTER V
SYSTEM ADMINISTRATION

President of the University of Wisconsin System

Section 1. The President of the University of Wisconsin System has full executive responsibility for the operation and management of the UW System. He or she shall carry out the duties prescribed in Wisconsin Statutes for this office, and such other duties as may be assigned by the Board or be implicit in policy actions of the Board. The President of the UW System shall see to the appropriate staffing of UW System administrative offices, and direct and coordinate the activities of these offices as needed to fulfill his or her responsibilities.

All items to be brought before the Board of Regents for action, except matters which come to the Board pursuant to its administrative rules or existing policies and those initiating in the Board itself, should reach the Board through the President of the UW System and carry his or her recommendation. If an item arises at or is related to an institution, the President shall ensure that it has first been through the established institution governance process and carries the Chancellor's recommendation; if it has not been through the institution governance process, the President shall request that it be so considered by the institution.

On appeals of matters which have been through the institution governance process, the President shall verify that all institution procedures have been exhausted and will then determine whether, in the President's judgment, the Board of Regents should consider the matter. A decision by the President that the matter should not be considered by the Board can be appealed directly to the President of the Board. If the President of the Board determines that the matter should not be considered by the Board, any member of the Board may request that the matter be considered by the Board.
A request that an item be considered by the Board which comes from other than the President or any member of the Board must be in writing. Persons making such requests shall be advised in writing of determinations by the President of the UW System and President of the Board regarding their requests. Failure by the President of the UW System or the President of the Board to act on a written request that an item be considered by the Board within sixty days of its receipt shall be deemed a denial of the request.

**Vice Presidents**

Section 2. The President shall, with the approval of the Board, establish such vice presidential offices as may be necessary to provide administrative direction and coordination for the several major functions of UW System Administration as these are defined by the President and the Board. The President shall assign such responsibilities to each of the vice presidents as may best promote effective administration of the responsibilities of his or her office, and shall, with the approval of the Board, title each vice presidential office in the way best suited to designate its major area of concern.

**Staff Services to the Board of Regents**

Section 3. The President shall, with the approval of the Board, designate a vice president as principal staff officer for the Education Committee; Business and Finance Committee; Capital Planning and Budget Committee; Research, Economic Development and Innovation Committee; and Audit Committee of the Board or, in the event of the unavailability of an appropriate vice president, an associate vice president or other major administrative officer to perform this function. The persons so designated shall provide to the committee such materials and papers as may be required for the agenda of the committee, and be prepared to respond to such other requests for information or interpretation as the committee or its members may require. The Vice Presidents shall designate staff to serve as recording secretaries of these five committees.
Executive Committee
November 28, 2022

ENHANCING FOCUS ON RESEARCH, ECONOMIC DEVELOPMENT, AND INNOVATION ACROSS THE UW SYSTEM

REQUESTED ACTION

Discussion of options for enhancing the Board's focus on research, economic development, and innovation across the UW System, including the recommended dissolution of the Research, Economic Development, and Innovation Committee in favor of elevating topics under its purview to meetings of the full Board of Regents.

SUMMARY

In February 2012 the UW System Board of Regents established its Research, Economic Development, and Innovation (REDI) Committee to: “(1) elevate the knowledge economy as a priority topic for the Regents and signal the Board's recognition of the importance of the System’s scientific and technical work in moving the state forward; (2) highlight for state and local leaders the role and potential of UW System institutions in addressing the state’s economic development challenges; and (3) recognize that institutions from multiple sectors within the UW System are involved in important research and economic development work.”

Following the retirement of its long-time staff member in July 2022, meetings of the REDI Committee were temporarily suspended to allow time for Board leadership and UW System staff to assess the REDI Committee's body of work over the past ten years; solicit feedback from internal and external stakeholders on the Committee's focus, meeting format, and future direction; and consider new opportunities for highlighting the work of the UW System and its universities in this area.

Presenter

- Jeff Buhrandt, Vice President for University Relations, UW System
BACKGROUND

10 Years of Highlighting Research, Economic Development, and Innovation

The 2011-12 Ad Hoc Committee on Board Roles and Responsibilities (a.k.a. the “Bradley Committee”) was charged with identifying the key functions and responsibilities of the Board, and with examining how the Board can best meet those functions and responsibilities, including through potential changes to its committee structure. The ad hoc committee’s February 2012 report included a recommendation to create “a new Research, Economic Development, and Innovation Committee [which] would meet several important goals: (1) elevate the knowledge economy as a priority topic for the Regents and signal the Board’s recognition of the importance of the System’s scientific and technical work in moving the state forward; (2) highlight for state and local leaders the role and potential of UW System institutions in addressing the state’s economic development challenges; and (3) recognize that institutions from multiple sectors within the UW System are involved in important research and economic development work.”

On February 10, 2012, the Bylaws of the Board of Regents were amended to create the Research, Economic Development, and Innovation Committee, which was tasked with the following responsibilities:

- Adopt policies and develop strategies designed to strengthen the UW System’s overall contribution to the economic development of the state and to support professional development, outreach, and research at all UW System institutions within the context of their unique missions.
- Consider any matters related to the UW System’s role in enhancing its research enterprise and bolstering the state’s economy. Such matters may include the advancement and growth of basic, applied, and clinical research; technology transfer; entrepreneurship; industry partnerships; and the development of intellectual capital for the benefit of the state of Wisconsin.
- Highlight successful research and economic development efforts, partnerships, and innovations involving UW System institutions.
- Focus attention on the Board’s statutory responsibilities to report on and ensure accountability for research and economic development activities at UW System institutions.

From its first meeting in April 2012 to its most recent meeting in June 2022, the REDI Committee has heard presentations and held panel discussions on the following topics (see Attachment A for more details):

(35) Groundbreaking Research
(33) Business Engagement / Partnerships
With a great deal of overlap between these areas, roughly 40% of the REDI Committee's past presentations and discussions have been focused on economic and workforce development; roughly one-third have been focused on research activities; and one-fifth have been focused on innovations in technology, business, and inclusive approaches to teaching and learning. The remainder have included discussions on the REDI Committee's strategy for achieving its intended purpose.

**Recommendation on the Future of the REDI Committee**

During the REDI Committee's suspension, presentations related to its areas of focus have instead been presented to the full Board of Regents. Feedback from Regents and recent panelists suggests this venue change has added value by offering the entire Board an opportunity to learn about the university's innovative efforts and partnerships with the private sector, and by elevating the profile of these presentations to external audiences. For example, panel discussions related to talent engagement, workforce readiness, and industry collaborations at the August and September meetings resulted in increased conversation among the full Board and were followed up by a number of Board members requesting similar presentations moving forward.

Based on this feedback, it is recommended that topics related to research, economic development, and innovation in higher education continue to be highlighted at future meetings of the full Board of Regents. This change would serve as a strong signal that these efforts are a priority for the Board and the UW System.

If the Executive Committee agrees with this recommendation, the dissolution of the Research, Economic Development, and Innovation Committee would require Board approval of additional revisions to the *Bylaws of the Board of Regents* to eliminate Chapter V, Section 8 (proposed version) establishing the responsibilities of the committee, and to remove other references to the committee throughout the document.
In order to preserve the total number of members serving on the Executive Committee, Chapter V, Section 3 of the proposed bylaws would also be amended as follows:

“The Executive Committee shall have nine (9) members, as follows:

I. The President of the Board and Vice President of the Board.
II. The chairs of the Audit; Business and Finance; Capital Planning and Budget; and Education; and Research, Economic Development, and Innovation Committees.
III. The member of the Board who has most recently served as a past President of the Board.
IV. One (1)Two (2) members of the Board appointed by the President of the Board.”

Discussion Questions

Possible questions for the Executive Committee’s discussion include:

- Of the REDI Committee’s past presentations or panel discussions, which have been most valuable to Board members in performing their fiduciary duties to provide oversight and strategic direction to the UW System? Are there any topics that the Board should explore or revisit at future meetings?

- How might the format of future presentations or discussions be enhanced to better engage or produce greater value for the Regents, for the universities, and for external stakeholders and collaborators?

- Aside from meeting presentations and discussions, what other strategies should the Board of Regents and the UW System consider to support and strengthen the universities’ efforts in these areas?

Feedback from the Executive Committee’s discussion will be used to identify potential topics for future meetings, and to guide the development of new strategies for highlighting the advancement of research, economic development, and innovation across the UW System.

Selected Previous Actions or Discussions

February 10, 2012 Resolution 10013
Approval of bylaw revisions to create a Research, Economic Development, and Innovation Committee.

Adopted in response to a recommendation of the 2011-12 Ad Hoc Committee on Board Roles and Responsibilities (a.k.a. the “Bradley Committee”).
ATTACHMENTS

A) List of Previous REDI Committee Topics by Category, April 2012-June 2022
**REDI Committee Presentations**

**Grouped by Category – 186 Total**

**August 2012 – June 2022**

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<tr>
<td>e. February 4, 2021: UW-Madison – Continuing Research Response to the COVID-19 Pandemic</td>
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<td>h. October 8, 2020: University of Wisconsin – Green Bay: Water Science Program Update from the “Coastal Campus” University (rescheduled from August meeting)</td>
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<td>k. February 6, 2020: UW-Madison Women in Science and Engineering (WISE): Nurturing Women’s Interests in STEM.</td>
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</table>
February 7, 2019: UW-Madison Update on UW2020 Research and Innovation Grants presented by Vice Chancellor Norman Drinkwater, Professor Victor Cabrera (Dairy Science), and Professor Emily Stanley (Zoology).

December 6, 2018: Approval of the University of Wisconsin School of Medicine and Public Health Appointments of Dr. Amy Kind, Sue Kunferman, Katherine Marks and Dr. Richard Moss to the Oversight and Advisory Committee of the Wisconsin Partnership Program.


June 7, 2018: UW-Milwaukee: Building UWM’s Innovation and Entrepreneurship Engine. Presentation Led by Brian Thompson, President, UWM Research Foundation & Director Lubar Entrepreneurship Center.


June 8, 2017: UW-Milwaukee – Building an Urban Research Enterprise and Developing a Vibrant Entrepreneurial Ecosystem – Led by Chancellor Mark Mone.


February 2, 2017: UW-Madison Presenters: Paul Weiss, Managing Director of Venture Investors, Dr. Nadine Connor, Professor of Communication Sciences and Disorders and Surgery, and Heidi Kletzien, PhD student in the Department of Biomedical Engineering.

February 2, 2017: Dairy Science at UW-River Falls: Supporting a Key Wisconsin Industry through Engaged Learning and Regional and Global Partnerships – Led by Chancellor Dean Van Galen and Dale J. Gallenberg, Dean of College of Agriculture, Food and Environmental Sciences.


z. December 8, 2016: UW-Madison Presenters: Dr. Pamela Herd, Professor of Public Affairs and Sociology and Dr. Katherine Magnuson, Professor of Social Work.


bb. October 6, 2016: Approval of School of Medicine and Public Health Appointments to the Oversight and Advisory Committee of the Wisconsin Partnership Fund for a Healthy Future.

cc. August 18, 2016: UW-Madison Research Update – Led by Associate Vice Chancellor for Research Steve Ackerman.


### Business Engagement / Partnerships

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<th>Presentations</th>
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<td><strong>33 Presentations</strong></td>
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b. April 7, 2022: UW-Stevens Point Presentation on Building Prosperous Communities Through Research, Collaboration, Innovation

c. October 7, 2021: UW Oshkosh: Building a Better Talent Pipeline Through Undergraduate Research, Economic Engagement, and Business Outreach
d. June 3, 2021: UW-Green Bay Partnership with Microsoft/LinkedIn Delivers Workforce Credentialing Across Multiple Disciplines

e. April 8, 2021: UW-Stout: How a Polytechnic Applies 21st Century Technology in the Development of Innovative Solutions to Support Wisconsin Workforce and Economic Growth

f. October 8, 2020: Wisconsin Economic Development Corporation (WEDC) Progress Report on the Governor’s Blue-Ribbon Commission on Rural Prosperity


i. October 10, 2019: Small but Mighty: Influence with Industry, Research and Workforce Development.

j. October 10, 2019: Challenges and Opportunities in High-Tech Agriculture.


m. February 7, 2019: UW-Eau Claire Finance Teams Create Innovative Partnerships discussion led by UW-Eau Claire Chancellor Jim Schmidt.


p. June 8, 2017: WEDC Update on Entrepreneurship, Innovation and University Partnerships – Led by WEDC Secretary and Chief Executive Officer Mark Hogan.

r. April 6, 2017: UW-Extension Report on Business Activity Research Leading to Economic and Workforce Insights for Wisconsin – Led by Mark Lange, Executive Director, Business and Entrepreneurship Division.


t. June 9, 2016: WEDC – Program and Leadership Update – Barb LaMue, WEDC Vice President, Business and Community Development.


w. October 8, 2015: WEDC – Program and Leadership Update – Assistant Secretary and Chief Operating Officer Tricia Braun.


z. October 9, 2014: Update and Strategic Review of UW-Stout Discovery Center, Research, Economic Development, and Innovation Activities – Led by Randy Hulke, Executive Director, Discovery Center.

aa. October 9, 2014: Wisconsin Economic Development Corporation (WEDC) – Update on Programs and Partnerships – Led by WEDC Vice President of Entrepreneurship and Innovation.

bb. June 5, 2014: Wisconsin Economic Development Corporation (WEDC) – Partnership Update with the UW System – Led by WEDC CEO and Secretary Reed Hall.


dd. August 23, 2012: UW-Milwaukee and UW-Parkside Corporate Engagement and Regional Development.


a. July 8, 2021: WiSys Technology Foundation – Chancellor Panel: Perspectives on Building an Entrepreneurial Ecosystem at the Comprehensive Universities [Note: Virtual Segments with Faculty and Student Presentations Were Postponed Due to Campus Power Outage]

b. June 3, 2021: WiSys Technology Foundation – Update on Faculty and Undergraduate Research, Technology Transfer, and Statewide Commercialization Initiatives

c. December 10, 2020: WiSys Technology Foundation Update and Chancellor Panel Discussion on the Growth and Impact of Faculty Research, Entrepreneurship, and Innovation


e. February 7, 2019: Regent Scholar Update – WiSys Perspective on the Growth of Innovation and Entrepreneurship provided by WiSys President Arjun Sanga and Regent Mark Tyler.

f. December 6, 2018: UW-La Crosse Highlights WiSys-funded “OnRamp” Project Designed to Provide Better Understanding of Interconnected Systems. Discussion led by Dr. Samantha Foley, Assistant Professor of Computer Science at UW-La Crosse.


h. December 8, 2018: UW-La Crosse Highlights WiSys-funded “OnRamp” Project Designed to Provide Better Understanding of Interconnected Systems. Discussion led by Dr. Samantha Foley, Assistant Professor of Computer Science at UW-La Crosse.


m. October 8, 2015: WiSys Quick Pitch Tournament – Executive Director Arjun Sanga.

n. April 9, 2015: WiSys Technology Foundation – Update on Faculty and Undergraduate Research, Technology Transfer, and Statewide Commercialization Initiatives.


r. February 6, 2014: Introduction of New WiSys Technology Foundation Executive Director – Arjun Sanga.

s. February 6, 2014: Discovery to Product (D2P) and Igniter: Revving the Start-Up Engine at UW-Madison.


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<th>Undergraduate Research</th>
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c. October 6, 2016: Creativity, Innovation, Teamwork – UW-Barron County Team Takes Top Honors at the Rube Goldberg National Competition – Led by UW Colleges Professor Christa James Byrnes.


g. September 10, 2015: Discussion of Faculty Incentives and Rewards Related to Research, Economic Development, and Innovation – Led by Chancellor Dean Van Galen [Resolution I.4.c.]

h. October 9, 2014: UW-Stevens Point Presentation on Building Prosperous Communities through Research, Collaboration, and Innovation.

i. August 21, 2014: Undergraduate Research and Discovery Grant and Regent Scholar Program Update [Resolution I.4.c.]


l. October 10, 2013: Chancellor’s Update on Research, Economic Development, and Innovation Activities at UW-Parkside.

m. October 10, 2013: Update and Overview of Wisconsin Institute for Sustainable Technology (WIST) Initiatives and Programs.


o. June 6, 2013: Update on Undergraduate Research, Technology Transfer, and Commercialization Support for the UW System Comprehensive Campuses [Resolution I.4. b.]


q. August 23, 2012: The Role and Impact of Undergraduate Research at UW Institutions.

### Innovation and Entrepreneurship 17 Presentations


b. October 7, 2021: UW-Madison School of Computer, Data & Information Sciences (CDIS): Driving a Strong Innovation Ecosystem and Educating Talent to Support Fast-Growing, Competitive Industry Needs

c. February 6, 2020: Ideadvance: Program Success Update Including Entrepreneurial Case Studies with Novel Economic Impacts.
d. December 5, 2019: Challenges and Opportunities in High-Tech Food Production and Lessons Learned for Wisconsin.


g. February 8, 2018: UW System Diversity/Inclusion Entrepreneurship Panel; Led by Regent Dr. Eve Hall. Panelists: 1) Jessica Cavazos, President of Latino Chamber of Dane County, 2) Craig Anderson, Board President American Indian Chamber of Commerce, 3) David Kircher, Board Member Hmong Wisconsin Chamber of Commerce; 4) Camille Carter, President & CEO of Madison Black Chamber of Commerce.

h. October 5, 2017: UW-Extension Update on Business & Entrepreneurship Unit and Big Data – Led by Chancellor Cathy Sandeen and Director Mark Lange.

i. July 6, 2017: Discussion on the Metrics of Entrepreneurship and WEDC Partnerships with UW System – Led by WEDC Vice President Aaron Hagar.


k. April 7, 2016: WEDC Entrepreneurship and Innovation Program Highlights – Led by Aaron Hagar, Vice President of Entrepreneurship and Innovation.

l. April 9, 2015: WEDC Seed Fund Expansion and Outlook for Entrepreneurship in Wisconsin.

m. February 5, 2015: UW-Extension Division of Business and Entrepreneurship Update.


o. April 4, 2013: Entrepreneurial / University Business Partnerships Panel Discussion.


q. October 4, 2012: Panel Discussion of Northwest Regional Entrepreneurs Highlighting Their Business Experiences and Partnership with UW-Stout.
a. June 9, 2022: University of Wisconsin-Stout: Strategic Visioning Energizes Career Pathways and Community Outreach at the State’s Polytechnic University


d. April 2, 2020: Student Veteran Engagement and Talent Initiatives Discussion.

e. October 10, 2019: UWIN – Northwest Wisconsin Regional Internship Initiative for Students at UW-Eau Claire, UW-River Falls, and UW-Stout.


h. February 7, 2019: UW-Eau Claire Finance Teams Create Innovative Partnerships discussion led by UW-Eau Claire Chancellor Jim Schmidt.

i. June 7, 2018: UW System: Preparing for the Future: Perspectives on How Internships Help UW System Students Build a Diverse and Inclusive Workforce – Discussion and Panel Led by Regent Dr. Eve Hall.

j. February 8, 2018: UW-Madison – Preparing Students for Success in the 21st Century Economy; Led by Dr. Karl Scholz, Dean of the College of Letters and Science.

k. February 8, 2018: UW-Whitewater – Student “FED Challenge” Team Delivers Strong Finish in National Federal Reserve Competition Event in Washington DC; Lead by Chancellor Beverly Kopper.

l. October 5, 2017: Wisconsin Economic Development Corporation (WEDC) – Channeling Tomorrow’s Talent through Partnerships, FabLab and More – Led by Chief Operating Officer Tricia Braun.


p. April 7, 2016: UW System Progress Report on Talent Development Initiative – Led by UW System Vice President Jim Villa.


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<tr>
<th>Regent Scholar Awards</th>
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<tbody>
<tr>
<td>a. April 7, 2022: UW System Regent Scholar Awards</td>
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<td>b. April 8, 2021: UW System Regent Scholar Grants – Led by President Tommy Thompson</td>
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<td>c. December 10, 2020: Regent Scholar Grant Program Preview</td>
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<tr>
<td>d. December 5, 2019: Regent Scholar Grant Program Preview.</td>
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<tr>
<td>e. March 7, 2019: 2019 Regent Scholars presented to full BOR.</td>
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<tr>
<td>i. October 8, 2015: Regent Scholar Award Program Preview for 2016 – Regent Tim Higgins.</td>
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<td>j. February 5, 2015: Regent Scholar Award Presentation.</td>
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<tr>
<th>Economic Development Incentive Grants</th>
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d. December 5, 2013: Incentive Grant Program Update [Resolution I.4.b.]

e. December 5, 2013: Incentive Grants – Panel Discussion. Panelists included John Koker, PhD, Dean of the College of Letters and Science; Douglass Stafford, PhD, Director of the Milwaukee Institute for Drug Discovery and Linda Young, PhD, CNE, CFLE, Dean of the College of Nursing and Health Sciences.

f. October 13, 2013: Discussion and Review of the UW System Economic Development Incentive Grant Program – Led by Regent Mark Tyler.


h. June 6, 2013: Overview and Discussion of Potential Faculty Incentives and Rewards Related to Research, Economic Development, and Innovation.

i. April 4, 2013: Update on UW System Economic Development Initiatives.

j. February 7, 2013: Update on UW System Economic Development Initiatives.

**REDI Committee Strategy**

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<tr>
<th>8 Presentations</th>
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<tr>
<td>e. August 23, 2012: Overview of REDI Committee Purpose and Strategic Initiatives – Led by Regent Mark Bradley.</td>
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<tr>
<td>f. December 6, 2012: Discussion of Economic Development Road Map for the UW System.</td>
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<tr>
<td>g. October 4, 2012: Overview of REDI Committee Linkage to Core Mission.</td>
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</tbody>
</table>
h. October 4, 2012: Wisconsin Economic Development Corporation (WEDC) Perspective of Strategic Priorities and Collaborative Partnerships from WEDC Secretary Jadin.

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<tr>
<th>Economic Impact/Accountability</th>
<th>6 Presentations</th>
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<tr>
<td>a. August 20, 2020: Opening Comments from Interim UW System President Tommy Thompson: Innovative Approaches to Economic Engagement During Uncertain Times</td>
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<td>b. August 20, 2020: Supporting Wisconsin Businesses During the Pandemic: The UW System Institute for Business &amp; Entrepreneurship (IBE) Showcases the “Wisconsin Idea” at Its Best</td>
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<tr>
<td>c. August 20, 2020: The Economic Impact of COVID-19 and the Quick Pivot of Business to Address the Challenge – Northern Wisconsin Perspective</td>
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<td>d. December 5, 2019: “Inspire, Engage, Transform” – Transforming Communities through Data.</td>
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<tr>
<td>e. April 5, 2018: Progress Report on Research to Update UW System Economic Impact – Presentation led by Jack McGovern, UW-Madison alumnus and former UW System intern, and Dr. David J. Ward, CEO of NorthStar Analytics.</td>
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<th>Foreign Direct Investment in Wisconsin</th>
<th>3 Presentations</th>
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<th>Public Affairs and Governmental Liaison</th>
<th>3 Presentations</th>
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<tbody>
<tr>
<td>a. August 23, 2018: Tommy G. Thompson on Public Leadership Regarding the Thompson Center’s Work. Presented by Dr. Ryan Owens, Acting Director.</td>
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<thead>
<tr>
<th>Venture Capital Investments in Wisconsin</th>
<th>3 Presentations</th>
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<tr>
<td>c. June 5, 2014: Presentation by Brightstar Wisconsin Foundation – Led by Vice President Lorrie Heinemann and Founder, President, and CEO Tom Shannon.</td>
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<tr>
<th>Equity, Diversity, and Inclusion</th>
<th>2 Presentations</th>
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<tr>
<td>b. April 5, 2018: UW-Madison Posse Program – An Initiative to Recognize Diverse, Extraordinary High School Scholars and to Support their Academic Journeys at the University. Led by Chancellor Rebecca Blank.</td>
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<th>Foxconn and Supplier Initiatives</th>
<th>1 Presentation</th>
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