



BOARD OF REGENTS OF THE UNIVERSITY OF WISCONSIN SYSTEM

December 8-9, 2022
Gordon Dining & Event Center, 2nd Floor
770 W. Dayton Street, Madison
& via Zoom Videoconferences

Wednesday, December 7, 2022

5:00 p.m. – 7:00 p.m. **Wisconsin Statesmanship Reception***
The Edgewater Hotel
1001 Wisconsin Place, Madison, Wisconsin

Event is by invitation only. Please contact mwasley@uwsa.edu for more information.

Thursday, December 8, 2022

7:45 a.m. – 8:45 a.m. **Joint Meeting of the Audit Committee and the Business & Finance Committee**
Overture Room, 2nd Floor

9:00 a.m. – 10:30 a.m. **Business & Finance Committee**
Overture Room, 2nd Floor

9:00 a.m. – 10:30 a.m. **Education Committee**
Symphony Room, 2nd Floor

10:45 a.m. – 12:00 p.m. **Audit Committee**
Overture Room, 2nd Floor

10:45 a.m. – 12:00 p.m. **Capital Planning & Budget Committee**
Symphony Room, 2nd Floor

12:00 p.m. Lunch*
Sonata Room

1:00 p.m. **I. All Regents**
Symphony Room, 2nd Floor

Closed Session
Symphony Room, 2nd Floor

5:00 p.m. – 7:00 p.m. **Reception hosted by President Rothman***
Brittingham House
6010 Old Sauk Road, Madison, Wisconsin

Event is by invitation only. Please contact mwasley@uwsa.edu for more information.

Friday, December 9, 2022

9:00 a.m. **II. All Regents**
Symphony Room, 2nd Floor

Optional Closed Session
Symphony Room, 2nd Floor

**A quorum of the Board of Regents may be present; no Board business will be conducted.*

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.

BOARD OF REGENTS OF THE UNIVERSITY OF WISCONSIN SYSTEM

I. Board of Regents

Thursday, December 8, 2022
1:00 p.m.

Symphony Room, 2nd Floor
Gordon Dining & Event Center
770 W. Dayton Street, Madison
& Via Zoom Videoconference

1. Calling of the Roll
2. Declaration of Conflicts
3. Updates and Introductions
4. Possible visit by Governor Evers
May occur at any time during the Board of Regents meetings on Thursday, December 8, or Friday, December 9.
5. Approval of the record(s) of the November 10, 2022 meeting of the UW System Board of Regents; the November 27, 2022, special meeting of the UW System Board of Regents; and the November 28, 2022 meeting of the Executive Committee of the Board of Regents
6. Report of the Board President
 - A. Report(s) of the Wisconsin Technical College System Board
 - B. Update on the UW-Platteville Chancellor Search Process
 - C. Update on the UW-Whitewater Chancellor Search Process
7. Report of the System President
 - A. Increasing Graduates
 - B. UW-Platteville Richland Campus
 - C. Winter Commencements
 - D. Digital Learning Updates
 - E. Special Accomplishments in the UW System
8. Presentation and Approval of the UW System's 2023-2028 Strategic Plan
9. Closed Session – Symphony Room
Move into closed session to:
 - A. Consider the acceptance of a confidential gift and the naming of a facility and a school at UW-Stevens Point, as permitted by s. 19.85(1)(e), Wis. Stats.;
 - B. Consider pay plan/compensation adjustments for the UW System chancellors, as permitted by s. 19.85(1)(c), Wis. Stats.; and

- C. 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.

The closed session agenda also may be considered on Friday, December 9, 2022, as the Board's needs may dictate. In addition, the Board may reconvene in open session regarding matters taken up in the closed session, including voting, where applicable.

APPROVAL OF THE 2023-2028 UW SYSTEM STRATEGIC PLAN

REQUESTED ACTION

Adoption of Resolution 8., approving the 2023-2028 UW System Strategic Plan.

Resolution 8. That, upon the recommendation of the President of the University of Wisconsin System, the Board of Regents adopts the proposed UW System Strategic Plan for 2023-2028.

SUMMARY

President Jay Rothman will provide the Board with an update on the UW System's proposed strategic plan for 2023-2028 and seek the Board's approval of the plan.

The current version of the proposed strategic plan incorporates feedback provided by Regents at the Board's September and November 2022 meetings, and identifies systemwide targets for measuring success of the strategies. These targets, which include among others, growing Wisconsin's talent pipeline by graduating 41,000 students annually, are ambitious and aspirational, and will require creativity, prioritization, and substantial effort on the part of our universities and UW System Administration to achieve. In addition, the UW System will need resources to invest in the identified strategies in order to reach the targets. While some of these resources will come through internal prioritization and cost efficiencies at UW System Administration, the UW System will need the state of Wisconsin to be an active investment partner in order to achieve the targets set forth in the plan.

Presenters

- Jay Rothman, UW System President

BACKGROUND

Since May 2022, the UW System has been engaged in a strategic planning process. As part of this process, President Rothman has met with, among others, chancellors, senior leadership teams at each university and System Administration, and shared governance leaders from across the UW System.

ATTACHMENTS

A) 2023-2028 UW System Strategic Plan (Draft)

FINAL DRAFT: NOVEMBER 30, 2022



2023-2028 Strategic Plan

Purpose

The University of Wisconsin System will deliver transformative educational outcomes and research that expands the boundaries of knowledge. We will work to extend the value of our universities beyond the boundaries of the campuses, seeking to enhance the quality of life for all in Wisconsin and beyond, in fulfillment of the Wisconsin Idea.

Core Values

Purpose-driven: Our purpose drives all that we do.

- Student-centered: A primary reason for our existence is to serve our students. We do so by fostering excellence in teaching and learning, research, scholarship, creative activity, and community service, and by supporting our students to reach their full potential.
- Pursuit of truth: We support the pursuit of truth that drives the core research mission and serves as a foundation for teaching and learning.
- Advancement of knowledge: The dissemination of knowledge, discovery of new truths and areas of inquiry, and the search for a deeper understanding of our world and our place in it are central to our work.
- Service: An essential aspect of the System and the universities that comprise it is to serve the State of Wisconsin and the public good.

People-focused: We value and promote all who work, live, and learn in the System, as well as those in communities we serve across the state.

- Collaboration and teamwork: We appreciate and understand that our best work is done working together in teams in a collaborative and supportive environment.
- Diversity: We are committed to diversity, equity, inclusion, and belonging. These principles are key to our long-term success.
- Mutual respect and trust: We support an environment of civility, trust, collegiality, open and honest communication, and mutual respect by building a sense of community and caring among faculty, staff, students, and community partners.

Commitment to Stewardship: We are accountable to each other, to the System, and to the Wisconsin Idea. The decisions we make are focused on the best interests of those who work and learn at the universities in the System and the State of Wisconsin.

- Accountability: We are committed to live our core values and deliver excellence every day. As a premier public university system, we are committed to providing an excellent educational experience for our students while ensuring accessibility, affordability, and cost-effectiveness.
- Integrity: We adhere to high standards of ethics and professionalism and safeguard the reputation of our universities and the System.
- Innovation: We understand the importance of adapting to changing conditions in the world by being open to new ideas and continuously seeking solutions to challenges.
- Sustainability: We take the long-term view to ensure we are structured and supported to serve the people of Wisconsin for generations to come. We will leave the System better than we found it.

Strategic Objectives

- Enhance the student experience and social mobility.
- Foster civic engagement and serve the public good.
- Create and disseminate knowledge that contributes to innovation and a better understanding of the human condition.
- Advance economic prosperity.

ENHANCE THE STUDENT EXPERIENCE AND SOCIAL MOBILITY

STRATEGIES	UW SYSTEM ADMINISTRATION ROLE	SUCCESS MEASURES
S1. We will increase access to higher education and improve rates of success for historically underserved students.	<p>1.1 Relentlessly pursue student aid resources as a means of removing financial barriers</p> <p>1.2 Coordinate with the universities to identify and support best practices in collaboration with K-12 schools, technical colleges, and other educational partners to promote transition into, and success at, our universities</p> <p>1.3 Conduct regular affordability reviews to ensure our universities remain a top value in higher education compared to their peers</p>	<p>Increase access and improve rates of success of historically underserved populations, including low-income, first generation, and underrepresented racial/ethnic minorities.</p> <ul style="list-style-type: none"> • Close gap in participation of underrepresented students after high school by 50%, increasing participation rates by 7 percentage points for Hispanics, 11 percentage points for Native Americans, and 12 percentage points for African-Americans • Increase Pell-eligible in-state students to 35,000 from 26,000 • Increase enrollment of first-generation new freshmen to 10,000 from 8,400 • Significantly reduce the retention and graduation rate gaps for underserved students, improving System-wide graduation rates for that cohort by 12 percentage points
S2. We will champion student success across the higher education life cycle.	<p>2.1 Support the universities in the provision of robust academic advising, career advising, and mental health support to students</p> <p>2.2 Assist the universities in expanding high-impact practices to students across the curriculum</p> <p>2.3 Enhance our focus on achieving a more diverse, equitable, and inclusive environment for our students</p> <p>2.4 Work in collaboration with the universities to develop greater online capacity to support hybrid learning for in-residence students</p> <p>2.5 Assist the universities in enhancing online educational opportunities for adult learners</p> <p>2.6 Coordinate with the universities to provide state-of-the-art facilities and digital platforms for student learning and academic excellence</p>	<p>Ensure excellence in teaching and learning through evidence-based practices and be national leaders in educating and developing lifelong learners and engaged citizens.</p> <ul style="list-style-type: none"> • Ensure that all students participate in at least two high impact practices while undergraduate students, primarily focused on educational advancement or enhancing job opportunities • Increase participation of undergraduate students in research activity to at least 25% at each institution • Double the number of proactive engagements with students through (to the extent applicable) the Navigate Student Success platform • Implement and promote use of System-provided virtual well-being services programs on all campuses

	2.7 Review and modify or eliminate any System policies that have a negative impact on the ability of the universities to meet the academic and career advising and student mental health needs	<ul style="list-style-type: none"> • Increase the number of adult learners enrolled through exclusively online programs across all universities from 5,700 to 10,000
S3. We will promote excellence in teaching and prioritize the recruitment, development, and retention of high-quality, diverse faculty and staff.	3.1 Advance an inclusive and engaging workplace 3.2 Secure the resources to provide competitive compensation packages 3.3 Coordinate with universities to enhance professional development that fosters career progression 3.4 Assist the universities in recruiting, developing, and retaining a high-quality, diverse, and innovative faculty and staff	<ul style="list-style-type: none"> • Periodically measure employee engagement levels and take appropriate actions to enhance engagement • Increase overall compensation delivered by System institutions to be competitive with peers, through enhancing benefit offerings and salary increases • Distribute \$300,000 in competitive grants annually to the universities to enhance faculty and instructional staff professional development • Identify areas of priority staffing needs across the System and develop and implement plans to address those needs • Improve retention, progress to tenure and time- at-institution of individuals from under- represented groups

FOSTER CIVIC ENGAGEMENT AND SERVE THE PUBLIC GOOD

STRATEGIES	UW SYSTEM ADMINISTRATION ROLE	SUCCESS MEASURES
S4. We will champion the democratic principles of free expression, academic freedom, and civil discourse.	<p>4.1 Amplify the efforts of the universities to be public advocates and a resource for K-12 schools around free expression, academic freedom, and civil discourse</p> <p>4.2 Measure student understanding of the First Amendment and principles of civil discourse</p> <p>4.3 Develop resources for our universities to utilize to preserve and promote these values</p> <p>4.4 Work with the universities to identify priority areas for strengthening or clarifying policies on cultivating critical thinking, civil discourse, freedom of expression, and academic freedom on all campuses and for all communities</p>	<p>Demonstrate success through survey results reflecting:</p> <ul style="list-style-type: none"> • Heightened awareness of critical thinking, civil discourse, freedom of expression, and academic freedom • Robust instructional climate of open inquiry and critical thinking
S5. We will ensure our universities are financially and environmentally sustainable so that they are positioned to fulfill their strategic missions.	<p>5.1 Build strong relationships with key stakeholders, including the legislature and business community</p> <p>5.2 Implement shared services in a cost-effective manner that preserves benefits for our universities</p> <p>5.3 Assess a campus-flexible approach for periodic tuition adjustments and expanding differential tuition opportunities to fund higher-cost programs</p> <p>5.4 Provide support to the universities to grow philanthropic giving, including leveraging national foundation requests and System specific grants to support System-wide initiatives</p> <p>5.5 Champion the effort to allow universities to retain the full benefit of the Wisconsin/Minnesota reciprocity arrangement</p>	<p>Seek to position university budgets to support the objectives of the strategic plan</p> <ul style="list-style-type: none"> • Increase actions focused on driving cost efficiencies, including increasing the level of shared services offered to the universities, with the goal of achieving cost savings of 10% to 15% • Secure PR bonding authority • Ensure that all capital projects incorporate sustainability and resiliency measures • Increase returns on current resources through prudent management and commonly accepted investment practices <p>Maintain a CFI of 1.1 or greater at all universities, as a general marker of financial health</p> <p>Eliminate structural financial deficits at all universities</p> <p>Improve cybersecurity across the System to protect sensitive and confidential information</p>

	<ul style="list-style-type: none">5.6 Advocate for resources for the university, helping stakeholders understand the significant positive economic impact of our institutions and positive consequences for the state of a strong system of higher education5.7 Identify sound financial vehicles and revenue-securing opportunities for the universities5.8 Employ zero-based budgeting principles at the UW System Administration level5.9 Work with applicable universities to develop action/sustainability plans for the two-year campuses to ensure that they are financially viable5.10 Apply principles of environmental sustainability with respect to the built environment	
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CREATE AND DISSEMINATE KNOWLEDGE THAT CONTRIBUTES TO INNOVATION AND A BETTER UNDERSTANDING OF THE HUMAN CONDITION

STRATEGIES	UW SYSTEM ADMINISTRATION ROLE	SUCCESS MEASURES
S6. We will focus on being a global leader in research, scholarship, and creative activity, as well as knowledge dissemination that benefits society.	<p>6.1 Champion the production of knowledge and world-class research within the System, with particular emphasis on support and enhanced funding for the two R1 universities</p> <p>6.2 Assist our comprehensive universities in identifying and securing enhanced funding for research and creative activities, which are important across all of our campuses</p> <p>6.3 Work with the universities to expand the focus on environmental sustainability across both the curriculum and the research enterprise</p> <p>6.4 Coordinate with the universities to respond to state and local challenges with research and policy support</p> <p>6.5 Assist the universities in increasing research collaborations with industry partners</p>	<p>Ensure a strong research infrastructure</p> <ul style="list-style-type: none"> • Increase research expenditures throughout the System, including by 15% at UW-Milwaukee and by 10% at comprehensive institutions • Increase the national HERD ranking of UW-Madison to no. 6 • Strengthen UW-Madison's status as a top 10 public university and UW-Milwaukee's R1 status
S7. We will foster a culture of innovation in support of advancing human knowledge and economic prosperity.	<p>7.1 Establish and convene, periodically, a System-wide "think tank" to identify and evaluate innovative concepts</p> <p>7.2 Create an innovation fund to support new, pilot initiatives at the universities</p> <p>7.3 Modify Regent and System policies, and advocate for changes in state and federal regulations and statutes, that unnecessarily impede innovation</p> <p>7.4 Encourage a culture that recognizes that failure is a necessary by-product of an innovative process</p>	<p>Award \$1 million annually to support new university-driven initiatives</p>

ADVANCE ECONOMIC PROSPERITY

STRATEGIES	UW SYSTEM ADMINISTRATION ROLE	SUCCESS MEASURES
S8. We will provide support for the universities to drive enrollment to meet the needs of the state and the knowledge economy.	<p>8.1 Coordinate with the universities to support pilot innovative enrollment and transfer initiatives, and create policy flexibility to facilitate innovation</p> <p>8.2 Leverage the UW brand through an umbrella marketing campaign to drive enrollment</p> <p>8.3 Work with the universities to develop and evaluate, as appropriate, distance learning resources to complement the needs of adult learners</p> <p>8.4 Assist the universities in differentiating themselves in the marketplace and establishing centers of excellence</p>	<p>Grow the talent pipeline by graduating 41,000 students annually across the universities.</p> <ul style="list-style-type: none"> • Increase participation rates of high school graduates from 27% to 34% • Increase the number of transfer students from outside the System from 7,000 to 10,000 per year • Improve overall graduation rates by five percentage points from 70% to 75% • Recruit back and graduate 1,000 former students per year who opted out prior to degree completion
S9. We will engage thoughtfully with the employer community to identify and address employer talent, support, and research needs.	<p>9.1 Encourage and celebrate efforts to provide an exceptional, effective, high-quality education to students that leaves graduates able to succeed professionally and personally</p> <p>9.2 Work (in consultation with state government agencies) to understand present and future workforce needs for Wisconsin and how our universities can provide a strong talent pipeline</p> <p>9.3 Seek input from Wisconsin employers regarding curriculum development and program array approvals in light of existing and anticipated talent needs</p> <p>9.4 Expand access for entrepreneurs and businesses to System consulting resources, networks, and educational resources</p> <p>9.5 Collaborate with the technical colleges and other institutions of higher education in Wisconsin to address educational opportunities and program array</p> <p>9.6 Develop, as appropriate, micro-credentials and certificates and professional development activities</p>	<p>Engage 500,000 state residents per year in Workforce/ Career Education/Professional Development, Community Engagement, and other high-demand programs.</p> <ul style="list-style-type: none"> • Ensure professional development activities remain 75% of total of all activity • Increase non-credit students served by each institution by a specific percentage per year • Develop and document a broad-based array of micro-credential programs to support specific workforce demand areas <p>Increase the percentage of new System graduates who remain in Wisconsin three years after graduation from 72% to 80%</p> <p>Periodically survey Wisconsin employers and provide resulting data to the universities to inform their academic planning and career advising</p>

11/30/2022

BOARD OF REGENTS OF THE UNIVERSITY OF WISCONSIN SYSTEM

II. Board of Regents

Friday, December 9, 2022
9:00 a.m.

Symphony Room, 2nd Floor
Gordon Dining & Event Center
770 W. Dayton Street, Madison
& Via Zoom Videoconference

1. Calling of the Roll
2. Declaration of Conflicts
3. Possible visit by Governor Evers
May occur at any time during the Board of Regents meetings on Thursday, December 8, or Friday, December 9.
4. Report of the joint meeting of the Audit Committee and Business & Finance Committee
5. Report of the Audit Committee
6. Report and approval of actions taken by the Business & Finance Committee
7. Report and approval of actions taken by the Education Committee
8. Report and approval of actions taken by the Capital Planning & Budget Committee
9. Panel Discussion: Dairy Innovation Hub Research and Partnerships
10. Approval of Amendments to the Bylaws of the Board of Regents
Related to approval threshold for bylaws amendments; committee duties and membership; new language codifying current and/or best practice; and reorganization and technical changes for clarity or conciseness.
11. Regent communications, petitions, and memorials
12. Optional Closed Session

Adjourn

The closed session agenda for Thursday, December 8, 2022, may also be considered on Friday, December 9, 2022, as the Board's needs may dictate. In addition, the Board may reconvene in open session regarding matters taken up in the closed session, including voting, where applicable.

DAIRY INNOVATION HUB RESEARCH AND PARTNERSHIPS

REQUESTED ACTION

For information and discussion.

SUMMARY

The Dairy Innovation Hub, which receives \$7.8 million per year in support from the State of Wisconsin, harnesses research and development at UW-Madison, UW-Platteville and UW-River Falls to keep Wisconsin's \$45.6 billion dairy community at the global forefront in producing nutritious dairy products in an economically, environmentally and socially sustainable manner. The Dairy Innovation Hub has four key priority areas:

- Stewarding land and water resources
- Enriching human health and nutrition
- Ensuring animal health and welfare
- Growing farm businesses and communities

In three years, the Hub funded more than 130 research projects and hired 15 faculty at the three campuses who research topics and teach classes related to dairy production and processing. More than 400 undergraduate and graduate students across the three campuses are conducting research on or learning more about the dairy industry thanks to support from the Hub.

A moderated discussion with stakeholder panelists will focus on how the Dairy Innovation Hub has impacted their farm, business, studies, and research.

Panelists

- *Farmer*, Andy Buttles, Stone-Front Farm, Lancaster, WI
- *Processor*, Paul Bauer, CEO, Ellsworth Cheese Cooperative, Ellsworth, WI
- *Student*, Kaylee Reisgraf, master's student in Dairy Science at UW-Madison, collaboratively funded by UW-River Falls
- *Hub-funded faculty*, Luis Peña-Lévano, Agricultural Economics, UW-River Falls
- *Moderator*, Heather White, faculty director

About the presenters

Andy Buttles, Stone-Front Farm, stonefront@tds.net

Andy Buttles owns and manages Stone-Front Farm with his wife Lyn. Together, Andy and Lyn successfully own and manage the dairy as equal partners. The dairy is home to 1,200 cows, 1,200 youngstock and employs 25 team members. Andy is a graduate of UW-Madison and received his degree in dairy science. He also serves on the UW-Platteville Dairy Innovation Hub regional advisory council.

Paul Bauer, Ellsworth Cooperative Creamery, paulb@ellsworthcreamery.net

Paul Bauer is the CEO of Ellsworth Cooperative Creamery, based in Ellsworth, Wisconsin. Active in the region as a business leader, Bauer and the cooperative believe in giving back to the community to make it better for all. The Cooperative was founded in 1910 and is now 250 patron dairy families strong. All three of the Cooperative's production facilities, which specialize in cheese curds and cheese, are based in Wisconsin. The cooperative is a partner in the UW-River Falls dairy pilot plant that is currently under construction.

Kaylee Riesgraf, Department of Animal and Dairy Sciences, UW-Madison, kawarner2@wisc.edu

Kaylee Riesgraf is a graduate student pursuing a master's degree in dairy science from UW-Madison. Her graduate assistantship is collaboratively mentored and co-funded by UW-River Falls. Riesgraf grew up on her family's farm, A&L Lisowe Acres, near Fond du Lac, Wis. and received a bachelor's degree in dairy science from UW-River Falls. Previous experience on her home farm and an internship at Holsum Dairies in Hilbert, Wis. sparked a passion for diagnosing sick dairy cows and developing subsequent treatment plans.

Luis Peña-Lévano, Department of Agricultural Economics, UW-River Falls, luis.penalevano@uwrf.edu

Luis Peña-Lévano is an assistant professor in agricultural economics at UW-River Falls, whose position is funded entirely by the Dairy Innovation Hub. His research focuses on dairy-related economics, finance, and international trade and will leverage new and established connections with the agribusiness community in Wisconsin and the surrounding area. Peña-Lévano started in August 2021.

Heather White, Faculty Director, Dairy Innovation Hub, Heather.white@wisc.edu

Heather White is a professor in the Department of Animal and Dairy Sciences at UW-Madison. Her research focuses on the health and nutrition of dairy cows during the transition period. In 2019, White was named faculty director of the Dairy Innovation Hub.

AMENDMENTS TO THE BYLAWS OF THE BOARD OF REGENTS

REQUESTED ACTION

Approval of Resolution II.10.

Resolution II.10. 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.

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.

On November 28, 2022, the Executive Committee met to consider and approve a recommendation for the Board of Regents to adopt the initial proposed Bylaws revisions, which include formatting changes and additions of language to reflect current practices, as well as some changes to conform with best governance practices.

During the discussion on November 28, 2022, the Executive Committee also considered and approved a recommendation to disband the Research, Economic Development, and Innovation (REDI) Committee in favor of elevating topics currently under its purview to the

full Board of Regents. Related changes to the bylaws have been included in the proposed amendments.

The proposed bylaws are included as Attachment A (with tracked changes) and Attachment B (clean copy). A copy of the current Bylaws is included as Attachment C.

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 resulting proposed changes include 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 in June.

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.

Disbanding the Research, Economic Development, and Innovation Committee

Finally, the proposed amendments include removing references in Article V ("Board Committees") to the Research, Economic Development, and Innovation Committee, including removing the section in current bylaws related to the REDI Committee's duties, as well as updating references to the number and names of the Board's standing committees in Section I. ("Standing and Special Committees") and Section 3. ("Executive Committee") of the proposed bylaws.

In order to maintain the size of the Executive Committee at nine (9) members, the proposed amendments would also fill the seat currently belonging to the Chair of the REDI Committee with an additional member appointed by the President of the Board.

Areas Identified for Future Review

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.

Regular ongoing review by the Executive Committee will offer future opportunities to identify areas of the bylaws in need of updates.

ATTACHMENTS

- A) Proposed Bylaws, with tracked changes
- B) Proposed Bylaws, clean copy
- C) Current Bylaws

Original Bylaws Chapter/Section Reference	Proposed Revised Bylaws
<p>NEW</p> <p>NEW</p>	<p>ARTICLE I: Board</p> <p>Section 1. Board Members</p> <p>The membership of the Board of Regents of the University of Wisconsin System ("the Board") is prescribed by s. 15.91, Wis. Stats.</p> <p>Section 2. Resignation</p> <p>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.</p>
<p>I.1.</p> <p>I.2.</p>	<p>ARTICLE II: Meetings</p> <p>Section 1. Regular and Annual Meetings</p> <p>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.</p> <p>Unless otherwise specially ordered, regular meetings of the Board shall be held at regular intervals six <u>(6)</u> 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.</p> <p>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.</p>

I.3.	<p>Section 2. Special Meetings</p> <p>A special meeting of the Board may be called at any time, upon request of at least five <u>(5)</u> 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 <u>(5)</u> 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 <u>(5)</u> days, but not less than two <u>(2)</u> days, such a meeting may be called, provided the subject is limited and two-thirds of Board members have consented to the meeting.</p>
III.1.	<p><u>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.</u> Meetings of the <u>other</u> committees may be called by the Chair or by the Secretary of the Board upon the request of two <u>(2)</u> members, or upon the request of the President of the UW <u>System Board</u>.</p>
I.4.	<p>Section 3. Location</p> <p>Meetings of the Board shall be held in Madison, except that up to four <u>(4)</u> meetings each year may be held at UW institutions throughout the UW System, on a rotating basis.</p>
V.1.	<p>Section 4. Agenda</p> <p>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 (<u>"President of the System"</u>) and carry his or her<u>their</u> recommendation. If an item arises at or is related to an institution, the President <u>of the System</u> 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 <u>of the System</u> shall request that it be so considered by the institution.</p> <p>On appeals of matters which have been through the institution governance process, the President <u>of the System</u> shall verify that all institution procedures have been exhausted and will then determine whether, in the President <u>of the System</u>'s judgment, the Board of Regents should consider the matter. A decision by the President <u>of</u></p>

	<p><u>the System</u> 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.</p> <p>A request that an item be considered by the Board which comes from other than the President <u>of the System</u> 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 UWSystem and President of the Board regarding their requests. Failure by the President of the UWSystem or the President of the Board to act on a written request that an item be considered by the Board within sixty <u>(60)</u> days of its receipt shall be deemed a denial of the request.</p>
I.6.	<p>The agenda for all two-day meetings shall include at least the following:</p> <ol style="list-style-type: none"> (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 UWSystem (5) Reports of standing committees (6) Communications, petitions, and memorials
II.6.	<p>Section 5. Notice</p> <p>It shall be the duty of the <u>The</u> Secretary to shall give notice of all meetings of the Board <u>and its committees</u> consistent with the requirements of the open meetings law (Wis. Stat. §§ 19.81 to 19.98).</p>
I.5.	<p>Section 6. Quorum and Voting</p> <p>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.</p>
I.6.	<p>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.</p>

<p>I.6.</p> <p>NEW</p>	<p>Section 7. Parliamentary Rules General parliamentary rules as set forth in <i>Robert's Rules of Order</i>, 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.</p> <p>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.</p>
<p>II.1.</p> <p>II.3.</p>	<p>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.</p> <p>Section 2. President The President of the Board shall preside at all <u>Board and Executive Committee</u> 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.</p> <p>The President of the Board shall, with the President of the <u>UW</u>-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.</p> <p>The President of the Board shall, with the President of the <u>UW</u>-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.</p>

II.4.	<p>Section 3. Vice President</p> <p>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.</p>
II.5.	<p>Section 4. Duties of the President Pro Tem</p> <p>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.</p>
II.6.	<p>Section 5. Secretary and Assistant Secretaries</p> <p>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<u>their</u> office. The Secretary shall perform such other duties as are imposed on him or her<u>them</u> by law and the rules and orders of the Board.</p> <p>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.</p>
II.7.	<p>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.</p>
II.8.	<p>Section 6. Trust Officer and Assistant Trust Officers</p> <p>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</p>

	<p>vice-presidential office in the way best suited to designate its major area of concern.</p>
III.1.	<p>ARTICLE V: Board Committees</p> <p><i>Section 1. Standing and Special Committees</i></p> <p>There shall be eight standing committees of the Board of Regents as follow:</p> <ul style="list-style-type: none"> 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.

<p>III.1.</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p><u>The Board shall establish such standing and special regent committees as it deems appropriate to discharge its responsibilities.</u></p> <p><u>The Board shall have seven (7) standing committees as follows: Executive; Audit; Business and Finance; Capital Planning and Budget; Education; Personnel Matters Review; and Student Discipline and Other Student Appeals. Each standing committee shall have a charter approved by the Board.</u></p> <p>Special Regent committees may be created from time to time as necessity demands by an affirmative majority vote of the Board, and the. The Board <u>President of the Board</u> shall appoint the members thereto and the Cchair thereof. A Sspecial Regent Ccommittee shall not be created for any matter which is properly before any of the standing committees.</p>
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V.3.	<p>The System President <u>of the System</u> 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 <u>four (4)</u> committees.</p>
III.1.	<p><i>Section 2. Committee Membership</i></p> <p><u>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.</u></p> <p><u>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.</u></p> <p><u>The President and Vice President of the Board shall serve as ex-officio voting members of all committees.</u></p>
III.1.d.	<p><i>Section 3. Executive Committee</i></p> <p><u>The Executive Committee shall have nine (9) members, as follows:</u></p> <ul style="list-style-type: none"> <u>i. The President of the Board and Vice President of the Board.</u> <u>ii. The chairs of the Audit; Business and Finance; Capital Planning and Budget; and Education Committees.</u> <u>iii. The member of the Board who has most recently served as a past President of the Board.</u> <u>iv. Two (2) members of the Board appointed by the President of the Board.</u> <p><u>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.</u></p>

<p>III.5.</p>	<p><u>The President of the Board shall serve as chair, and the Vice President of the Board shall serve as vice chair.</u></p> <p>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. <u>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.</u></p> <p>A separate record of the proceedings of this cCommittee 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.</p>
<p>III.3.</p>	<p><i>Section 4. Business and Finance Committee</i></p> <p>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.</p>
<p>III.2.</p>	<p><i>Section 5. Education Committee</i></p> <p>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.</p>
<p>III.9.</p>	<p><i>Section 6. Audit Committee</i></p> <p>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.</p>
<p>III.4.</p>	<p><i>Section 7. Capital Planning and Budget Committee</i></p> <p>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:</p> <ul style="list-style-type: none"> • Establish standards and identify resources to maintain, renew and replace (when needed) existing capital assets

<p>III.8.</p>	<ul style="list-style-type: none"> • 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 <p><i>Section X. Research, Economic Development, and Innovation Committee</i></p> <p>The Research, Economic Development, and Innovation Committee shall have the following responsibilities:</p> <ul style="list-style-type: none"> • 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.
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<p>III.6.</p>	<p>Section 8. Personnel Matters Review Committee</p> <p>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.</p> <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> (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.
<p>III.7.</p>	<p>Section 9. Committee on Student Discipline and Other Student Appeals</p> <p>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.</p>

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

	<p>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.</p> <p>(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:</p> <ul style="list-style-type: none"> (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. <p>(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.</p> <p>c. Appeals of decisions on student discrimination complaints.</p> <p>(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.</p>
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***BYLAWS OF THE BOARD OF REGENTS
OF THE UNIVERSITY OF WISCONSIN SYSTEM***

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Revision History:

First adopted 11/05/1971. Revised 08/03/1973; 12/05/1975; 10/07/1977; 11/11/1977; 07/13/1984; 09/05/1986; 10/06/1989; 04/06/1990; 07/13/1990; 02/08/1991; 09/10/1993; 05/04/1994; 08/23/1996; 12/06/1996; 07/25/1997; 10/05/2001; 08/11/04; 05/09/2005; 07/07/2005; 11/11/2005; 06/23/2008; 07/12/2013; 06/10/2016; 11/10/2016; 02/03/2017; 12/07/2018; 03/07/2019; xx/xx/xxxx.

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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.

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

Each annual meeting of the Board shall be held, unless otherwise specially ordered, on the Thursday and Friday following the first Monday in June.

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

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.

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 Board.

Section 3. Location

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

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 their 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 System and President of the Board regarding their requests. Failure by the President of the 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.

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 System
- (5) Reports of standing committees
- (6) Communications, petitions, and memorials

Section 5. Notice

The Secretary shall 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

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.

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 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 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

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

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

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 their office. The Secretary shall perform such other duties as are imposed on them 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.

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

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 them 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.

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.

ARTICLE IV: UW SYSTEM OFFICIALS

Section 1. President

The President of the System has full executive responsibility for the operation and management of the UW System. They 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 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.

Section 2. Vice Presidents

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 their 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.

ARTICLE V: BOARD COMMITTEES

Section 1. Standing and Special Committees

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

The Board shall have seven (7) standing committees as follows: Executive; Audit; Business and Finance; Capital Planning and Budget; Education; 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 as necessity demands by an affirmative majority vote of the Board. 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.

The President of the System shall designate a vice president as principal staff officer for the Education Committee; Business and Finance Committee; Capital Planning and Budget 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 four (4) 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; and Education Committees.
- iii. The member of the Board who has most recently served as a past President of the Board.
- iv. Two (2) members 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 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:

- 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. 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.

Section 9. 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:
 - (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.

- (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.

ARTICLE VI: BYLAWS

Section 1. Amendments and Suspension

These Bylaws may be 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 that notice of the substance of the proposed amendment(s) or suspension(s) shall be specifically set forth in the notice of such meeting.

Section 2. Subordination to State Code

To the extent that any of these bylaws may be inconsistent with the Wisconsin State Statutes, the statutes shall control.

DRAFT

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
of the
Board of Regents
of the
University of Wisconsin System**

**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 U W 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.