

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

Monday, November 28, 2022
9:30 a.m.

Via Zoom Videoconference

-President Walsh presiding-

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CALLING OF THE ROLL

PRESENT: Regents Robert Atwell, Amy Bogost, Edmund Manydeeds, John Miller, Ashok Rai, Karen Walsh, and Kyle Weatherly.

UNABLE TO ATTEND: Regents Scott Beightol and Mike Jones

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DECLARATION OF CONFLICTS

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

No conflicts were declared.

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RECOMMENDATION TO AMEND THE BYLAWS OF THE BOARD OF REGENTS

Megan Wasley, Interim Executive Director and Corporate Secretary, presented a recommendation to reorder and amend the *Bylaws of the Board of Regents* for clarity and consistency, and to adopt amendments relating to disbanding the Research, Economic Development, and Innovation (REDI) Committee. She also presented proposed additions to the Bylaws to codify current practices.

President Walsh noted that previously, Regent President Petersen appointed a Special Regent Committee on Governance Issues which was tasked with reviewing the Bylaws. After an August 2, 2022 meeting of the Executive Committee, it was decided the Special Regent Committee on Governance Issues would be disbanded and the work would be taken up by the Executive Committee.

Regent Rai moved for the Executive Committee to approve a recommendation that the Board of Regents to adopt Resolution C., approving the proposed amendments to the Bylaws. The motion was seconded by Regent Manydeeds.

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

President Walsh opened the floor up for discussion.

Regent Manydeeds asked about the future of the Board's Research, Economic Development, and Innovation (REDI) Committee. Regent Atwell asked for clarification on whether the proposed amendments to the Bylaws referenced in Resolution C. would affect the status of the REDI Committee. Ms. Wasley noted the proposed Bylaws document would retain all current references to the REDI Committee, but that additional changes could be included in the Bylaws proposal pending the outcome of the Executive Committee's discussion on the next agenda item related to the REDI Committee.

President Walsh asked for any additional discussion on the proposed Bylaws changes, other than those related to the REDI Committee. Regent Bogost asked if there will be a timeline for future review to ensure the Bylaws maintain relevancy and clarity. Regent Walsh said the intent is for the Executive Committee to review the Bylaws on a regular ongoing basis in the future.

Regent Rai moved to table the discussion on Resolution C., in order to further discuss the future of the REDI Committee. The motion was seconded by Regent Manydeeds and approved on a voice vote.

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

President Walsh reminded Executive Committee members that, following the recent retirement of its long-time staff liaison, the REDI Committee was suspended and its discussion topics were instead presented to the full Board.

President Walsh invited Jeff Buhrandt, Vice President for University Relations, to share some of the feedback about this change. Vice President Buhrandt said the overall feedback has been positive, noting presenters are excited to have the opportunity to present to the full Board. He highlighted a few presentation topics for upcoming Board of Regents meetings, noting they previously would have been presentations heard by the REDI Committee.

Regent Manydeeds noted he was on the Ad Hoc Committee on Board Roles and Responsibilities (the “Bradley Committee”) when the REDI Committee was created. He said the original intent of the committee was to show what the individual campuses and the UW System were doing to help the state. Stating that how the committee has evolved over the years was not the intent when it was created, Regent Manydeeds said Vice President Buhrandt’s proposal more accurately aligns with the original mission of the REDI Committee.

During the ensuing discussion, Executive Committee members acknowledged the trade-offs between holding more in-depth discussions during committee meetings, and the higher-profile platform offered by presentations to the full Board. Members expressed support for increased engagement and oversight by the Board of Regents related to the UW System’s economic development activities and research enterprise.

Vice President Buhrandt offered suggestions for how this objective could be achieved if the REDI Committee were to be disbanded, such as providing annual reports to the Board on the UW System’s relationships with partner agencies and affiliate organizations, including the Small Business Development Centers (SBDCs), University Research Park (URP), Wisconsin Alumni Research Foundation (WARF), Wisconsin Economic Development Corporation (WEDC), Wisconsin Technical College School System, and WiSys.

Another suggestion discussed by the Executive Committee was establishing a task force to examine potential policy changes that would make it easier for universities to expand private-sector research activities.

Ms. Wasley said if the REDI Committee was to be disbanded, additional amendments to the Bylaws would be needed to remove references to the REDI Committee; and in order to

maintain the Executive Committee's membership at nine members, the loss of the Chair of the REDI Committee would be balanced by changing the number of members appointed by the Board President from one to two.

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Regent Rai moved to resume discussion of his earlier motion for approval of a recommendation for the Board of Regents to adopt Resolution C., with the additional amendments to the Bylaws related to the removal of the REDI Committee. The motion was seconded by Regent Atwell.

Regent Rai raised a question about how the UW System Board of Regents is informed about the activities of other boards that individual Regents are appointed to serve on as voting members, such as the Wisconsin Technical College System Board or the University Research Park Board, and whether the Bylaws should address this point.

President Walsh asked General Counsel Quinn Williams to weigh in on the reporting requirements when Regents serve on other boards. Attorney Williams said the reporting obligations may differ depending on the agreements made with the other boards and whether the relationships are defined in state statutes. He noted that Regents' primary fiduciary responsibility is to the UW System Board of Regents.

Executive Committee members discussed which reports the Board has received from outside boards in the past, and whether requesting regular reports in the future would be helpful. Regent Manydeeds suggested that this issue be considered by the Office of the Board of Regents and the Office of General Counsel and brought back to the Executive Committee for additional discussion.

With no further discussion, the motion for the Executive Committee to approve a recommendation that the Board of Regents adopt Resolution C. approving proposed amendments to the Bylaws, including changes related to the removal of the REDI Committee, was approved on a voice vote.

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CLOSED SESSION

President Walsh read the motion to move into closed session. The motion was moved by Vice President Bogost, seconded by Regent Atwell, and adopted on a roll call vote, with Regents Atwell, Bogost, Manydeeds, Miller, Rai, Walsh, and Weatherly voting in the affirmative. There were no dissenting votes and no abstentions.

Closed Session Resolution

Resolution 11943 That the Executive Committee of the Board of Regents move into closed session to 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.

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The meeting was adjourned at 10:30 a.m.

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Submitted by:

/s/ Megan Wasley

Megan Wasley
Interim Executive Director & Corporate Secretary
Office of the Board of Regents
University of Wisconsin System