

# **BOARD OF GOVERNORS BYLAWS**

Revised November 28, 2007

## 1.1 Meetings of the Board of Governors and its Committees

1.1.1 Meetings of the Board of Governors (hereinafter referred to in these Bylaws as the Board) shall be held at such times as the Board shall determine.

1.1.2 Subject to the provisions of applicable statutes, formal meetings of the Board of Governors and its committees (other than the Executive Committee and its sub-committees, if any, when meeting for purposes specified in Section 3.2) shall be open to the public.

## 1.2 Notice of Meetings

1.2.1 Notice to Members of the Board. The Secretary to the Board of Governors shall cause to be delivered to each member of the Board, by regular mail, electronic mail or otherwise, not less than seven (7) days before any regularly scheduled meeting, a notice of the time and place of the meeting together with all available, pertinent material.

1.2.2 Public Notice of Meetings. Notice of the dates, times, and places of all the regularly scheduled meetings of the Board and its committees during the fiscal year shall be posted within ten (10) days after the first meeting of the Board or one of its committees in each fiscal year. Said notice shall be posted at the place of the meeting, on the Board of Governors' official website, and in such other public places as may be designated by the President. Notice of the regularly scheduled meetings of the Board shall also be published in an appropriate newspaper on two (2) successive days following the first meeting of the Board during the fiscal year.

1.2.3 Change in Schedule of Meetings. If there is a change in the schedule of a regular meeting of the Board or one of its committees, there shall be posted within three (3) days after the meeting at which the change is made a public notice stating the new date, time and place, such posting to occur at the place of the meeting.

1.2.4 Rescheduled or Special Meetings. If there is a rescheduled regular meeting or a special meeting of the Board or one of its committees, a public notice

stating the date, time and place of the meeting shall be posted at least 18 hours before the meeting.

- 1.2.5 Recessed Meetings. If a meeting of the Board or one of its committees is recessed for more than two days, it can be reconvened only after public notice, which is equivalent to that required for a rescheduled regular or special meeting, has been posted.
- 1.2.6 Notice to Public Media. A copy of any notice of meeting shall be sent free of charge to any newspaper, radio or television station or wire service in the State, upon written request.
- 1.2.7 Notice to Private Individuals. Upon the written request of an individual, organization, firm, or corporation, and upon the requesting party's payment of a yearly fee set by the Secretary, the Secretary to the Board shall send to the requesting party by first-class or electronic mail a copy of any notice required to be posted pursuant to this Bylaw.
- 1.2.8 Notice of Special Meetings to Board Members. Notice of special meetings shall be given to each member of the Board not less than two days in advance, and shall state the purpose or purposes of the meeting, provided, however, that the members of the Board may, in their discretion, waive such notice before, during or after the meeting.
- 1.2.9 Emergency Action. Nothing in these Bylaws shall prohibit or bar the Board from meeting in emergency session. Such an emergency meeting may be held by the Board if, in the opinion of five members of the Board, an emergency exists which requires Board action. The Board may also take action in such emergency situation by an affirmative vote by telegram, telephone, electronic mail or regular mail from five members of the Board, subject to ratification and confirmation at the next regular meeting of the Board.

### 1.3 Quorum

A quorum for business shall be five members of the Board. Whenever any vacancy shall occur in the Board of Governors by reason of death, resignation, or otherwise, a quorum for the transaction of business shall be a majority of the members of the Board then in office. Unless otherwise required by law or by these Bylaws, action requires a majority vote of the members in attendance at a duly constituted meeting.

### 1.4 Guidelines for Conducting Meetings of the Board and its Standing Committees

- 1.4.1 Board Meetings. It shall be the business of the meetings of the Board:

- (a) To receive from the President such report as he/she may choose to make, and reports, if any, requested by the Board, and to take appropriate action thereon;
- (b) To receive reports and recommendations from standing committee meetings and to take appropriate action thereon;
- (c) When appropriate, to receive reports and recommendations of the Executive Committee;
- (d) To receive proposals from the administration, approved by the President, for discussion and action;
- (e) To receive presentations from persons making proper requests to appear.

1.4.2 It shall be the business of each meeting of a standing committee to consider and take appropriate action on such items as may properly appear on its agenda. Neither the Board nor any of its committees will hear appeals in any cases except where the Board has provided by statute that it will do so, or where the final administrative procedure designates the Board of Governors as the hearing board. However, committees may hear opposing views on policy questions referred to them.

## 1.5 Communications to and from the Board

1.5.1 Communications to the Board regarding Board issues from members of the University community, including faculty, staff, the administration and students, shall be directed through the President. Members of the Board, when communicating with members of the University community, shall keep the President advised concerning such communications.

1.5.2 There will be occasions when an individual member of the Board may be called upon to express an opinion regarding a public matter related to Wayne State University in a capacity other than that of a Board member. In such instances, the member of the Board should make it clear that the opinion being expressed is not that of the Board or the University.

## Article II. Officers

### 2.1 Chair and Vice Chair

The Board shall elect a Chair and a Vice Chair annually at the first regular meeting of the calendar year.

The Chair of the Board shall preside when the Board convenes as a committee of the whole, and shall preside at formal meetings of the Board of Governors in the absence of the President.

The Vice Chair shall serve as Chair of the committee of the whole in the absence of the Chair, and shall serve as Chair of the Board of Governors in the absence of both the Chair and the President. The Vice Chair shall assume any and all other responsibilities of the Chair of the Board in the absence of the Chair.

## 2.2 The President of the University

The President shall be the Chief Executive Officer of the University and shall be elected by a majority of the members of the Board. The President is an ex-officio member of the Board without vote and, except as provided in Section 2.1, shall preside at the meetings of the Board. The administration of the University is vested in the President, who shall carry out the policies established by the Board. The President may appoint advisory committees of faculty members, deans and other persons for such purposes as the President deems necessary.

The President shall designate such other Executive Officers of the University as the President deems necessary and shall designate their duties and responsibilities. The President shall recommend their appointment to the Board for approval. The President shall make a report of all significant decisions and activities at each meeting of the Board of Governors for the preceding period.

The President or his/her designee is empowered to execute contracts, agreements, leases or other financial obligations on behalf of the University, as authorized by Statute or resolution.

## 2.3 Treasurer

The Board shall elect the Treasurer for a term of one year and until a successor has been elected and qualified at the first regular meeting of the calendar year. The Treasurer shall file a bond with the State with such sureties and in such sums as the Board may designate. The Treasurer shall serve under the direction and control of the President. A member of the Board shall not be eligible to election as Treasurer.

The Treasurer shall have the general supervision of and responsibility for the collection, the custody of, and the accounting for all moneys belonging to the University, and it shall be his/her duty to demand and receive all such moneys when due from the State Treasurer, or any other person or persons.

The Treasurer shall pay all demands upon the University after such payment has been duly authorized by the Board of Governors, or any other proper authority or authorities.

The Treasurer shall have general supervision of and responsibility for proper management of all operating funds, including working capital, for the conduct of the University, of all gift funds made to and trusts created for the benefit of the University and all investments of University funds.

The Treasurer may designate Assistant Treasurers as he/she deems necessary to carry out the duties and responsibilities of his/her office.

## 2.4 Secretary to the Board

The Board shall elect the Secretary for a term of one year and until a successor has been elected and qualified at the first regular meeting of the calendar year. The Secretary shall serve under the direction and control of the President. A member of the Board shall not be eligible to election as Secretary

The Secretary to the Board shall be responsible for the performance of the duties customarily associated with this office, including the following:

- 2.4.1 Minutes of Meetings. The Secretary shall keep Minutes of the meetings of the Board and of all committees, except the Executive Committee indicating the person making and seconding any motion and the vote, an abstract of the arguments presented, and significant statements made by the members, University officers, or others permitted to speak at the meeting. These Minutes are to be open for inspection by members of the Board of Governors and by the public. Minutes of meetings of the Board shall be known as "Official Proceedings."
- 2.4.2 Notices. The Secretary shall give all notices required by these Bylaws or by resolution adopted by the Board.
- 2.4.3 Agendas. The President, upon consultation with the Chair and Vice Chair of the Board, shall establish the agenda for the meetings of the Board and its standing committees. Any member of the Board may request that items be placed on the agenda, by fourteen (14) days written request.
- 2.4.4 Notice of Board Action. The Secretary shall notify all officers and persons concerned of actions taken by the Board, and execute any necessary certifications of official action.
- 2.4.5 Correspondence. The Secretary shall handle all correspondence appropriate to this office and report to the Board all communications addressed to the Board.
- 2.4.6 Assistant Secretary. The President and the Board may designate a person or persons to assist the Secretary in the performance of the responsibilities of that office.

Article III. Committees

3.1 Standing Committees

Board membership to standing committees shall be appointed by the Chair by the second regular meeting of the calendar year, after consultation with the President. A majority of the membership of a standing committee shall constitute a quorum. The standing committees shall be as follows:

1. The Budget and Finance Committee
2. The Personnel Committee
3. The Student Affairs Committee
4. The Academic Affairs Committee

Each standing committee shall consist of at least three (3) members of the Board, of whom one (1) shall serve as Chair. The Chair and the Vice Chair of the Board shall also be voting members of all standing committees of the Board. The standing committees shall hold meetings open to the public to consider such matters as are referred to them as particularly described herein.

3.1.1 Budget and Finance Committee. The Budget and Finance Committee shall have the responsibility for reviewing the operating and capital budgets of the University, and shall submit them, with recommendations, to the Board for consideration and adoption prior to their submittal to State officials. It shall determine adjustments to the Contingency Reserve, the Reserve for Non-Recurring Projects and other fund reserves based on recommendations from the Treasurer and the President. Such adjustments are to be reported to the Board.

This Committee shall also have the responsibility for reviewing and recommending to the Board for action appropriate policies to govern the award of any contracts, agreements, leases, or other financial obligations contemplated by the University. A quorum shall consist of a majority of the members of the Committee, including at least two (2) members of the Board of Governors.

3.1.2 Personnel Committee. The Personnel Committee shall have the responsibility for reviewing general policies which affect University employees and shall make recommendations to the Board in regard thereto. It will hear appeals only where provided by Board statutes. A quorum shall consist of a majority of the members of the Committee, including at least two (2) members of the Board of Governors.

3.1.3 Student Affairs Committee. The Student Affairs Committee shall be responsible for reviewing and making recommendations to the Board regarding student affairs. A quorum shall consist of a majority of the

members of the Committee, including at least two (2) members of the Board of Governors.

- 3.1.4 Academic Affairs Committee. The Academic Affairs Committee shall be responsible for reviewing and making recommendations to the Board regarding academic and educational policies and goals. A quorum shall consist of a majority of the members of the Committee, including at least two (2) members of the Board of Governors.
- 3.1.5 Faculty and Student Participation in Board Committees. A representative of the faculty and a designated alternate, and a student representative and a designated alternate are entitled to participate in all deliberations of the Budget and Finance Committee, the Personnel Committee, the Student Affairs Committee, the Academic Affairs Committee, and all such special committees as the Board may designate. Such representatives, or in the absence of the representative, the alternate, shall have a vote in all matters which come before their respective committees, except as to those matters where the Board has delegated final decision-making power to the committee. Upon the request of any member of the Board, without regard to whether that member of the Board is a member of the standing committee in question, any agenda item or other matter shall be removed from the jurisdiction of the committee to that of the committee of the whole for consideration therein.

The student member and alternate member shall be appointed by the Student Council for a one-year term beginning in June and ending in May, and the faculty member and alternate member shall be appointed by the Academic Senate for a one-year term beginning in September and ending in August. The student appointments shall be subject to the approval of the President or his/her designee.

If the names of the student appointee(s) have not been submitted to the President by the first of July of each year, the President shall immediately proceed to appoint the representative(s) in an appropriate manner, and student representative(s) so appointed shall continue in office until the first of October, at which time the President may reappoint the representative(s) for the balance of the term of office if Student Council appointee(s) have not been presented to him/her. In the event that it is necessary to replace a student representative during a regular term of office, the President or his/her designee shall so notify the Student Council in writing. If appointees(s) have not been presented to the President within thirty (30) days from the date of the President's letter, the President shall then appoint a student representative as provided for herein.

## 3.2 Executive Committee

The Executive Committee shall consist of all of the members of the Board of Governors then in office and the President. It shall consider all matters brought before it by the President and members of the Board. It shall meet in private session only for such purposes as deemed appropriate by the Board and permitted by law.

3.2.1 Calling an Executive Session. The Board may at its annual meeting or from time to time schedule regular meetings of the Executive Committee. In the event the Board elects to meet in Executive Session, it shall do so by convening a meeting of the Executive Committee. A two-thirds vote of members of the Board then in office shall be required to schedule regular meetings of the Executive Committee or to call a meeting of the Executive Committee. The vote shall be entered into the Minutes of the meeting at which the vote is taken.

3.2.2 Executive Committee Minutes. The President or the President's designee shall take Minutes of the Executive Committee of the Board of Governors. They shall be retained by the Secretary. Said Minutes will be open for inspection by members of the Board of Governors and provided to Board members upon request. They shall not be available to the public and shall only be disclosed pursuant to proper court order. These Minutes may be destroyed one (1) year and one (1) day after approval of the Minutes of the regular meeting at which the executive session was approved.

3.2.3 Subcommittees of the Executive Committee. Subcommittees of the Executive Committee may be appointed from time to time by the Board of Governors.

### 3.3 Subcommittees of the Executive Committee.

#### 3.3.1 Audit Subcommittee.

The Audit Subcommittee is a standing subcommittee of the Executive Committee. The Board of Governors adopted an Audit Subcommittee Charter in September 2004, which defines the purpose, authority and composition, terms of appointment, frequency of meetings, and responsibilities of the Audit Subcommittee. The Audit Subcommittee shall consist of no more than three members of the Board of Governors, who shall serve a three-year term, staggered to the extent possible, to provide continuity of service. The purpose of the Audit Subcommittee, as more fully defined by its Charter, is to assist the Board of Governors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the University's process for monitoring compliance with laws and regulations. The Audit Subcommittee shall review annually the account structure of the President's Office and the annual Audit and financial statements of the University and shall report to the Board through the Executive Committee.



3.4 Special Committees

Special committees may be appointed from time to time by the Board, after consultation with the President, as is deemed to be appropriate. The membership of such committees shall be determined by the Board and the President.

Article IV. Miscellaneous

4.1 Rules of Procedure

In the absence of specific provisions to the contrary, the rules of parliamentary procedure which shall be followed by the Board and its committees shall be the procedure prescribed in Robert's Rules of Order.

4.2 Conflict of Interest

Pursuant to its Conflict of Interest Policy, not later than the first meeting of the Board of every fiscal year, the Secretary shall distribute a copy of the Conflict of Interest Policy to each Board member. It shall be the responsibility of each member of the Board to promptly report and disclose any potential conflict of interest to the Board, using the process identified in Sections V and VII of the Board's Conflict of Interest Policy, a copy of which is attached.

Article V. Amendments

5.1 Amendments

Any Bylaw may be suspended by a two-thirds vote of the members present provided that said two-thirds vote shall constitute a majority of the membership of the Board.

Additional Bylaws may be adopted and any Bylaw may be rejected or amended by a majority of the membership of the Board provided that notice thereof in writing has been sent by mail or messenger to all members at least five (5) days prior to a regular meeting at which action is to be taken.

## Board of Governors Bylaws



### Wayne State University Board of Governors

#### Conflict of Interest Policy Adopted: 11/28/07

The Constitution of the State of Michigan provides that the members of the governing board of Wayne State University and their successors in office constitute a body corporate known as the Board of Governors of Wayne State University. The Board consists of eight members elected by the people of the State of Michigan for eight-year terms. Members of the Board serve without compensation but are entitled to necessary expenses incurred in connection with the duties of their office.

The Board of Governors elects the President of the University, has general supervision of Wayne State University, and exercises control of all expenditures of University funds. It enacts bylaws and regulations for the conduct of its business and for the governance of the University. It sets tuition and other fees and charges, establishes the annual budget, confers degrees and sets policy for the management of gifts, grants, bequests, agreements and contracts, and leases or disposes of property.

Board members have a range of professional and personal associations with and interests in other entities outside of the university, and no policy statement can address every conceivable situation that might present a conflict of interest. As a general principle, board members should avoid any actions or situations that might result in or create the appearance of using their association with the university for private gain, according unwarranted preferential treatment to any outside individual or organization, losing independence or impartiality, or adversely affecting the university's reputation or public confidence in its integrity. To this end, in carrying out the duties of the office as a

member of the Board of Governors, the Board members understand the responsibility and trust placed in them by the people of the State of Michigan and shall act at all times in a manner consistent with their fiduciary responsibilities to the university.

### **I. Conflict of Interest**

For purposes of this policy, a conflict of interest is presumed to occur when the board member, or a relative of a board member (defined to include a spouse, child or household member), or an associate of a board member:

1. has an existing or potential financial or other interest which may impact or may appear to impact the Board member's independent judgment in the discharge of his or her responsibilities to the University, or
2. may receive a material, financial, or other benefit from knowledge of information confidential to the university.

An associate of a board member includes any person, trust, organization, or enterprise in or with which the Board member or any member of his or her family, with the actual knowledge of the Board member:

1. is a director, officer, employee, member, partner, or trustee; or
2. has a financial interest that represents 5% or more of his or her assets or any interest that provides an opportunity for a significant influence on policy

Board members shall exercise care that no detriment to the University results from conflicts between their interests and those of the University.

### **II. Contracts**

No Board member shall have a pecuniary interest in any contract with the University that would induce or have the potential to induce action on the part of the Board member to promote the contract. It shall be a conflict of interest for a Board member to be employed by or associated with a professional service firm which directly or indirectly provides services to the University. In the event that a firm is providing services to the University prior to one of its employees becoming a Board member, it may complete all work in progress for the University provided that the work is of a nature that would not require the board to vote on or directly supervise its activities, but may not be engaged for any additional work until the Board member is no longer employed by or associated with the professional service firm.

### **III. Use of Authority/Information**

Board members will not use their positions, or any privileges or information received by virtue of their positions as Board members, to receive or provide others with a benefit that is not consistent with the interests of Wayne State University. No Board member will accept gifts or loans from individuals outside the University which may influence the manner in which the Board member carries out his/her responsibilities to the University.

**IV. Non-Competition Policy**

Board members will not knowingly compete with the University for property, assets or opportunities, or divert to others opportunities which may be of interest to the University, unless the University has been informed of the opportunity on a timely basis and has declined to act on it.

**V. Disclosure of Conflicts**

If a Board member believes that he or she may have a conflict of interest, the Board member shall promptly and fully disclose the conflict to the Secretary of the Board of Governors and shall refrain from participating in any way in the matter to which the conflict relates until the conflict question has been resolved. The Secretary to the Board of Governors shall inform the Chairperson of the Board, the President and the General Counsel of all conflict of interest questions which have been disclosed to the Secretary. If it is determined that a conflict of interest exists, the Chairperson of the Board and the President shall work with the affected Board member to address the conflict.

**VI. Interpretation and Reference**

This conflict of interest policy shall be interpreted and applied in a manner that will best serve the interests of the University. This policy is in addition to any obligations imposed on a Board member by the State law on conflicts of interest, P.A. 1968, No. 317, MCL 15:321 *et seq.* or by other State law.

**VII. Distribution**

The secretary shall distribute a copy of this policy statement to each member of the Board of Governors on an annual basis. Each Board member shall thereupon be requested to sign an acknowledgement that he or she has read the current version of this policy and confirm his or her adherence to it.

Adopted: November 28, 2007

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Julie H. Miller, Secretary to the Board of Governors