BOARD OF HIGHER EDUCATION
REQUEST FOR BOARD ACTION

NO.: BHE 10-03
BOARD DATE: February 2, 2010

APPROVAL OF REVISED BOARD OF HIGHER EDUCATION BY-LAWS

MOVED: The Board of Higher Education hereby adopts the attached revised By-Laws, effective March 2, 2010.

Authority: Article IV, Section 1 of the By-Laws
Contact: Peter H. Tsaffaras, Acting General Counsel
Proposed Changes to the By-Laws of the Board of Higher Education

Background

There are several proposed changes to the By-Laws of the Board. According to the pre-existing By-Laws approved by the Board in 2004, amendments or revisions may be revised by a vote of two-thirds of the entire number of the members at any meeting but in no event fewer than six. Proposed changes must be sent to each BHE member at least 15 days before the meeting at which the action is to take place.

Proposed revisions are indicated below and will be discussed at the Board’s meeting on February 2, 2010. A complete copy of the proposed By-Laws is attached.

The title “Chancellor” has been replaced by “Commissioner” throughout.

Article II, Section 4

The order of business set forth in this section has been revised. The following sentence has been added to Section V - Other Business: “Unless otherwise specifically so determined by the Chairperson, it shall be the usual practice of the Board to refer any business not in the agenda to one of the Committees of the Board for review and further action.”

Article II, Section 4

A sentence was added at the end of this section that reads: “Notwithstanding the above provision, the Chairperson may exercise discretion to waive the notice of requirement set forth above and invite an individual(s) present at the meeting to address the Board.”

Article II, Section 5

This section has been revised to reflect the new requirements for a quorum.

Article IV, Section 1

This section has been revised to reflect the new requirements for a quorum.
ARTICLE I. ORGANIZATION AND OFFICERS OF THE BOARD OF HIGHER EDUCATION

SECTION 1. COMPOSITION AND FUNCTIONS OF THE BOARD. The composition, functions, duties, powers and responsibilities of the Board of Higher Education shall be as provided and authorized by the laws of the Commonwealth as in effect from time to time.

SECTION 2. OFFICERS OF THE BOARD. The officers of the Board of Higher Education shall be a Chairperson who is appointed by the Governor, a Vice Chairperson, a Secretary who is the Commissioner, and a Deputy Secretary appointed by the Chairperson. Each officer shall have the duties, functions, powers and responsibilities of his/her office as prescribed by the laws of the Commonwealth, by these By-laws, and parliamentary custom. The Deputy Secretary may be a person other than a Board member.

SECTION 3. CHAIRPERSON OF THE BOARD OF HIGHER EDUCATION. The Chairperson of the Board of Higher Education shall have the following powers and duties:

(a) To preside at all meetings of the Board of Higher Education at which he/she is present;

(b) To call special meetings of the Board of Higher Education;

(c) To serve as an ex officio voting member of all committees and task forces of which he/she is not a regular member;

(d) To appoint and remove, subject to the approval of the Board, the Vice Chairperson and committee members, and to appoint and remove task forces of the Board of Higher Education as in his/her discretion he/she may from time to time determine necessary;

(e) To appoint successor members of committees and task forces and chairpersons of the committees and task forces if for any reason a vacancy occurs in any such office;

(f) To appoint substitute members and chairpersons of the committees and task forces in the event that any such member or chairperson thereof declares his/her inability to serve for any period.

SECTION 4. VICE-CHAIRPERSON OF THE BOARD OF HIGHER EDUCATION. The Vice Chairperson of the Board of Higher Education shall perform the duties of the Chairperson in the event of his/her absence or illness and assist in the preparation and conduct of general business under the direction of the Chairperson.

SECTION 5. THE SECRETARY. The Secretary shall have the following duties:

(a) To give written notice of all regular and special meetings of the Board of Higher Education, the committees and task forces thereof, and to compile and distribute agendas therefor;
(b) To assist the Chairperson in scheduling and preparing agendas for other events including orientation for new members;

(c) To record the proceedings and to prepare minutes of the meetings of the Board of Higher Education, the committees and task forces thereof;

(d) To preserve all documents, papers and records of the Board of Higher Education determined by the Secretary to be part of its official records or necessary to the performance of its duties;

(e) To conduct correspondence on behalf of the Board of Higher Education and to certify official documents and proceedings;

(f) To perform duties, not inconsistent with those prescribed by these By-Laws or by the Board of Higher Education, as prescribed from time to time by the Chairperson.

SECTION 6. DEPUTY SECRETARY. The Deputy Secretary shall perform the duties of the Secretary in the event of his/her absence or illness and assist in the preparation and conduct of general business under the direction of the Secretary.

ARTICLE II. MEETINGS OF THE BOARD

SECTION 1. REGULAR MEETINGS. Regular meetings shall be held six times per year and at least once every two months from September through June. The time and place of meetings shall be fixed by the Chairperson in consultation with the Secretary. All meetings shall be held within the Commonwealth.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Higher Education may be held at any time and place within the Commonwealth when called by the Chairperson or by three members in writing given to the Secretary specifying the purpose(s) of said meeting. The time and place of such meeting shall be fixed by the Chairperson in consultation with the Secretary. Written or telephonic notice of such meeting shall be sent or made to each member at least three days prior to the date fixed for said meeting, which notice shall state the time, place and purpose(s) for which it has been called; provided that no notice need be given to any member who waives the same by a written waiver executed by him/her before or after the meeting. Each such waiver shall be filed with the records of the meeting.

SECTION 3. NOTICE OF REGULAR MEETINGS; WAIVER. Written notice of each regular meeting of the Board of Higher Education shall be sent to each member by mail at least seven days prior to the date fixed for said meeting, which notice shall state the time and place thereof; provided that no notice need be given to any member who waives the same by a written waiver executed by him/her before or after the meeting. Each such waiver shall be filed with the records of the meeting.

SECTION 4. AGENDA OF REGULAR BOARD MEETINGS. A written agenda of matters to be considered at each regular meeting of the Board of Higher Education shall be sent to each member by mail at least seven days prior to the date fixed for said meeting. Items to be included in the agenda for a regular meeting shall be submitted to the Secretary in writing by (a) recommendation of the committees or task forces of the Board of Higher Education, (b) the Chairperson, (c) the Commissioner, or (d) a member of the Board.
Unless otherwise determined by the Chairperson, the following shall be the order of business at meetings of the Board of Higher Education:

I. Call to Order

II. Consideration of Minutes of Prior Meeting

III. Commissioner's Report

IV. Reports of Committees and Task Forces

V. Other Business
   Unless otherwise specifically so determined by the Chairperson, it shall be the usual practice of the Board to refer any business not in the agenda to one of the Committees of the Board for review and further action.

VI. Public Participation

The Board may reserve one-half hour at the end of the agenda of its regular meetings for public participation. Individuals seeking to speak to the Board should so inform the Commissioner’s office in writing, setting forth the purpose for which they seek to speak, at least twenty-four hours before the relevant meeting. The Chairperson shall determine whether said individuals shall be permitted to speak, and if so, for how long they may speak on the designated topic. A brief summary of this rule shall be included in the posted notice of each meeting.

Notwithstanding the above provision, the Chairperson may exercise discretion to waive the notice of requirement set forth above and invite an individual(s) present at the meeting to address the Board.

SECTION 5. QUORUM. The number of members necessary to constitute a quorum for the transaction of business shall be seven. Seven members are necessary to take action on behalf of the Board unless a different number is required by law or other provisions of these By-Laws.

ARTICLE III. COMMITTEES AND TASK FORCES OF THE BOARD OF HIGHER EDUCATION

SECTION 1. STANDING COMMITTEES. There shall be three standing committees of the Board of Higher Education: (a) Fiscal Affairs and Administrative Policy Committee (b) Assessment and Accountability Committee, (c) Executive Committee.

SECTION 2. TASK FORCES. There shall be such task forces as the Chairperson shall from time to time establish. Task forces shall be appointed on an ad hoc basis and in appointing task forces, the Chairperson shall state their respective purposes and missions.

SECTION 3. MEMBERSHIP OF COMMITTEES AND TASK FORCES.

(a) The Chairperson shall appoint the members and the chair of each committee and Board task forces other than the Executive Committee.
(b) The Executive Committee shall be composed of the Chairperson and the Vice-Chairperson of the Board and the Chairs of each of the standing committees of the Board. In the event that the Vice Chairperson of the Board is also the Chair of a standing committee, the Chairperson shall appoint an additional member of the Board to the Executive Committee.

(c) The Chairperson of the Board shall be the chair of the Executive Committee.

(d) The Commissioner shall be a non-voting ex officio member of each standing committee.

SECTION 4. POWERS AND DUTIES OF THE STANDING COMMITTEES. The standing committees shall have the following powers and duties:

(a) Fiscal Affairs and Administrative Policy Committee

To consider, report and make recommendations to the Board of Higher Education on matters relative to the fiscal affairs and administrative policy for the system of public colleges and the university including but not limited to: budget development; buildings/facilities/technology planning and financing; tuition, fees and financial aid; presidential compensation.

(b) Assessment and Accountability Committee

To consider, report and make recommendations to the Board of Higher Education on matters relative to assessment and accountability for the system of public colleges and the university including but not limited to: measuring system productivity and performance; quality improvement; assessment of student learning; program planning, review, and approval; admissions standards; articulation; multi-campus cooperation; and campus mission distinction.

(c) Executive Committee

To consider Board of Higher Education organizational issues; to review Board agendas; to consider and act upon matters specifically delegated by the Board to the Commissioner which require the concurrence of the Executive Committee; to consider policy related to presidential evaluation and compensation; and employee relations including collective bargaining; to assign to the Commissioner and staff any matters for which a hearing by the Board is required by policy, rules, regulations, or law; and to consult with the Commissioner at his/her request.

SECTION 5. COMMITTEE MEETINGS.

(a) Time and Location. Committee meetings may be held at any time and place designated by the chair of the committee, the Chairperson of the Board, the Commissioner, or three members of the committee, after consultation with the Commissioner.

(b) Notice. The Secretary or his/her designee shall send a written notice of the time and place of the meeting by mail to each member of such committee at least seven days prior to such meeting.
(c) **Waiver of Notice.** Notice need not be given to any member who waives such notice in writing before or after the meeting or who attends the meeting.

(d) **Joint Meetings.** Should any matter be an appropriate subject for consideration by more than one committee, the Commissioner, after consultation with the respective chairs of said committees and the Chairperson of the Board, shall determine to which committee or committees the matter shall be referred and whether a joint meeting shall be held.

(e) **Quorum.** No quorum shall be required for any meeting of a standing committee for the transaction of business.

SECTION 6. **CONSENT AGENDA.** By a vote of a majority of members present at any committee meeting, action item(s) may be placed on a consent agenda for a regular Board meeting. Any item designated as a consent agenda item by the committee shall be so designated in the agenda of a regular Board meeting mailed to the Board. Unless any member objects to the inclusion of an item on the consent agenda by notifying the Commissioner at least twenty-four hours before the Board meeting, all items shall be included in the consent agenda for approval by a single vote by the Board without discussion of individual items.

**ARTICLE IV. MISCELLANEOUS**

SECTION 1. **AMENDMENT OR REVISION OR REPEAL OF BY-LAWS.** These By-Laws may be amended, revised or repealed by a vote of two-thirds of the entire number of the members at any meeting, but in no event less than seven; provided, however, that the text of any amendment, revision or repeal as originally proposed shall be sent to each member at least fifteen days before the meeting at which such action is to take place.

SECTION 2. **PARLIAMENTARY PROCEDURE.** Roberts’ Rules of Order shall be followed in conducting meetings of the Board of Higher Education unless otherwise provided in these By-Laws or by the Board.

SECTION 3. In any given year that a student from the University segment, the state college segment, or the community college segment is not appointed to the Board of Higher Education by the Governor, a student representing each segment not so appointed shall be allowed to attend all open meetings of the full Board of Higher Education to be available to advise the appointed student board member at his/her request. All guidelines for procedures and deadlines for the selection process of such advisory students shall be established by the student advisory committee.