

R120-1. Purpose: To provide bylaws for the government of the State Board of Regents.

R120-2. References

- 2.1. Policy and Procedure R110, Utah Code Title 53B (State System of Higher Education)
- 2.2. Utah Code §53B-1-104(9) (State Board of Regents: Enact Bylaws)

R120-3. Bylaws

3.1. The State Board of Regents

3.1.1. Powers: The State Board of Regents is vested with the power to govern the state system of higher education.

3.1.2. Governing Board for System; Commissioner is Chief Executive Officer: The Board of Regents is the governing board for the state system of higher education. The Commissioner of Higher Education serves as its chief executive officer, and communications to and from the State Board of Regents and member institutions shall be made through the Commissioner.

3.1.3. Governing Board for Institutions; Presidents are Chief Executive Officers: The State Board of Regents is the governing board of the institutions in the system. The presidents of each institution serve under the direction of the Board of Regents as chief executive officers for their institutions and shall have such duties, powers and functions as are provided in these bylaws.

3.1.4. Commissioner's Office the Point of Contact and Communications: Communications with state agencies, the Governor's office, the Legislature or its staff, or other federal, state and local government officials shall come from the Commissioner's office if the subject matter involves Board of Regents actions, policies, programs, or issues relating to matters under the Regents' purview.

3.2. Officers of the State Board of Regents

3.2.1. Chair: The Board of Regents shall elect a chair at its May/June meeting in each even numbered year. Beginning on the date of election, the chair shall serve for two years, or until his or her successor is elected and qualified. A Regent may not serve more than two terms as Chair. The Chair shall preside at all meetings of the State Board of Regents and, as directed by the Board, shall have such other duties, powers and responsibilities as are assigned.

3.2.2. Vice chair: The Board of Regents shall elect a vice-chair at its May/June meeting in each even numbered year. The vice-chair shall serve for a term of two years concurrently with the chair or until her or his successor is elected and qualified. The vice-chair shall act as chair in the absence or disability of the chair and shall have such other duties, powers and responsibilities as

¹ Adopted June 17, 1970; amended July 28, 1970, September 11, 1970, January 20, 1971, July 27, 1971, December 20, 1973, July 22, 1975, July 14, 1980, August 31, 1981, October 11, 1985, September 12, 1986, August 6, 1987, December 16, 1988 and Bylaws February 24, 1989, June 18, 1993, May 31, 2002, September 11, 2003, March 30, 2012, March 29, 2013 and March 30, 2018.

the Board may assign. In the event the office of chair becomes vacant during the term for which he or she was elected, the vice-chair shall act as interim chair until the next regular meeting, at which time the Board shall elect a new chair to serve the balance of the unexpired term. If the office of vice-chair is similarly vacated, the Board shall elect a new vice-chair at the next regular meeting.

3.2.3. Secretary: The Board of Regents shall appoint a member of the Commissioner's to serve as Board secretary and at the Board's pleasure. The secretary shall make a record of all Board of Regents meetings and shall perform such other duties as the Board of Regents may direct.

3.3. The Utah State System of Higher Education and Its Governance

3.3.1. Composition: The Utah State System of Higher Education consists of the Board of Regents, the University of Utah, Utah State University, Weber State University, Southern Utah University, Snow College, Dixie State University, Utah Valley University, and Salt Lake Community College.

3.3.2. Governance and Administration of the System

3.3.2.1. Institutions: The Board of Regents shall control, manage, and supervise the institutions of higher education as authorized by law and by the policies, rules and regulations the Board shall establish or authorize to be established.

3.3.2.2. Commissioner: The Board of Regents, upon approval from the Governor and with the consent of the Senate for each appointee nominated, shall appoint a Commissioner of Higher Education to serve at its pleasure as its chief executive officer. The Commissioner may be terminated by the Board of Regents or the Governor, after consultation with the Board of Regents. The Board of Regents shall set the Commissioner's salary, establish his or her duties and functions, and select a commissioner on the basis of outstanding professional qualifications. The Commissioner shall be responsible to the Board of Regents to (1) ensure that the Board's policies and programs are properly executed, (2) advise the Board with regard to recommendations from the institutions, (3) furnish information about the state system of higher education and make recommendations regarding that information to the Board, (4) provide state level leadership in any activity affecting the system of higher education and any institution in the system of higher education, and (5) perform other duties assigned by the Board in carrying out its duties and responsibilities.

3.3.2.3. Commissioner Interprets Board Policy: The Commissioner shall be responsible for interpreting Board of Regents policy. The president of any institution may appeal the Commissioner's interpretation of Board to the Board of Regents.

3.3.2.4. Selection and Evaluation of Presidents: The Board of Regents shall appoint the presidents for institutions in the Utah System of Higher Education, each to serve at the pleasure of the Board and at such salary as it may determine and fix. As provided in sections R208 and R209, the Board shall regularly evaluate each president's performance.

3.3.2.5. Professional Staff: Upon the Commissioner's recommendation, the Board of Regents shall appoint and hire a staff of professional, legal and administrative personnel

to serve at the pleasure of the Board at such salaries, retirement provisions and other benefits, and in such capacities as the Board may from time to time determine and direct. The Board of Regents may also develop arrangements for any transfers of function, personnel, or other cooperative arrangements with member institutions, for the benefit of the work of the Board and the effective performance of its duties

3.3.2.6. Commissioner Represents Board: In order to ensure that there is effective follow through in implementing Board of Regents action, the Commissioner shall work with institutions on the Board's behalf to ensure they effectively implement the Board's policies or instructions.

3.3.2.7. Information, Reports, Audits: The Commissioner is empowered to require information and reports from the institutions. The Commissioner has the authority, after giving due notice to the president, to assign his or her staff to audit records of institutions or otherwise verify data. Such audits shall be in response to Board of Regents instructions or to verify compliance with Regents policy or applicable law. The Regents audit committee shall prioritize the Commissioner's audits.

3.3.2.8. Advocacy: The Commissioner is authorized to advocate on behalf of the Board of Regents before the Governor and his or her staff, the Legislature, and other officials and governmental entities.

3.3.2.9. Board Policies Properly Executed: After the Board of Regents has adopted a new policy, program, or taken an action, the Commissioner shall ensure that it is properly carried out. The Commissioner and his or her staff will collaborate with the Council of Presidents, and relevant institutional staff to implement new policies or directives and to periodically follow up on the implementation. Presidents shall cooperate with the Commissioner to properly execute the Board's policies and directives.

3.3.3. Institutional Governance and Administration

3.3.3.1. Responsibility of Presidents: The presidents are responsible to the Board of Regents for the governance and administration of their respective institutions. Presidents, with the assistance of their boards of trustees, are responsible (1) for the property, both personal and real, established at their respective institutions, together with such additions thereto as the Board of Regents may from time to time approve; and (2) for the education, safety and welfare, for the good of education in the state and their respective institutions, of all persons admitted and enrolled, employed, or otherwise entering their premises, under such rules and regulations as the institution shall establish.

3.3.3.2. Institutional Employees: Presidents, with the approval of their institutional boards of trustees, are authorized to appoint and fix the salaries of the faculty, staff, officers and employees of their respective institutions, reporting to the Board their actions on personnel as requested.

3.3.3.3. Institutional Rules and Regulations: Presidents, with the approval of the boards of trustees, shall have the authority to and shall issue institutional policies and administrative rules governing their institutions, consistent with law and the Board of Regents policies.

3.3.3.4. Institutional Members; Government: The president, faculty, staff, students, are members of their respective institutions. Presidents, with the approval of the boards of trustees, shall enact policies governing academic admission to the institution and employment by the institution. The policies shall establish criteria and procedures for disciplinary action or removal from the institution.

3.3.3.5. Advocacy Consistent with Board Actions: The Commissioner, any president, or other officer of an institution shall not present or advocate budget items, capital facilities priorities, or other legislation to legislators, legislative committees, the Legislature, the Governor, or any other state agency that are inconsistent with actions, priorities or policies of the Board of Regents. The Commissioner and such other persons as may be designated by the State Board of Regents shall be the spokespersons for the Board at all official hearings before legislative committees, the Legislature, the Governor, or any other state agency. Nothing herein shall preclude a president or other officer of an institution from appearing at hearings involving his or her institution.

3.3.4. Boards of Trustees

3.3.4.1. Responsibilities: Boards of trustees are authorized to (1) facilitate communication between the institution and the community; (2) assist in planning, implementing, and executing fund raising and development projects aimed at supplementing institutional appropriations; (3) perpetuate and strengthen alumni and community identification with the college or university's tradition and goals; (4) select recipients of honorary degrees; and (5) approve changes to the institution of higher education's programs, in accordance with Section 53B-16-102.

3.3.4.2. Honorary Degrees: Each institution is authorized to award honorary degrees in recognition of outstanding achievement or distinctive public service, as selected for such consideration by the institutional board of trustees.

3.3.4.3. Degrees, Diplomas and Certificates: Each board of trustees is authorized to approve candidates for earned degrees and diplomas authorized by law and the Board of Regents, conferred by the institution. The president shall recommend candidates for degrees to the board of trustees. Upon trustee approval, the president shall confer all degrees and certificates accordingly. The general style for conferring degrees shall be: "As authorized by law and the Utah State Board of Regents." Diplomas shall bear the signature of the president of the institution, the chair of the board of trustees, the chair of the Board of Regents, and the Commissioner of Higher Education. Non-degree certificates may be distributed and awarded by each institution.

3.3.4.4. Trustees Bylaws: Each board of trustees may enact such bylaws for its own government as it deems necessary, including provision for regular meetings of the institutional Board of Trustees, consistent with Regents policies.

3.3.4.5. Bylaws, Institutional Rules, and Other Reports Submitted to State Board of Regents: Presidents are responsible for submitting to the Board of Regents (1) the institutional board of trustees' bylaws for its own government, and (2) copies of the institutional rules and regulations governing the institution, to be issued by the president with the approval of the board of trustees and any other reports Board of Regents requires.

3.3.4.6. Questions of Institutional Role, Authority and Operations: Questions regarding the scope of institutional role and authority and operations of institutional boards of trustees under these bylaws and the Board of Regent's authority, shall be referred initially by the president to the Commissioner of Higher Education for the Board of Regents to consider.

3.3.5. The State Board of Regents and its Professional Staff

3.3.5.1. Participation in Academic Life: The Commissioner and members of the his or her professional staff may qualify and hold positions as members of the faculties of the system institutions, in accordance, with institutional rules, regulations, and practices. The Commissioner must ensure and approve that a staff member's participation in the academic activities of an institution is consistent with the efficient and timely discharge of the individual's duties to the Commissioner and the Board.

3.3.5.2. Compensation Through Institutional Payroll System: The Board of Regents' staff, professional or otherwise, may, with the joint approval of the Commissioner and the president of the concerned institution, be paid his or her approved compensation through the payroll system of a member institution. The staff member shall be eligible for and enjoy, in accordance with institutional policies, all benefits provided by the institution to its equivalent faculty and staff personnel, including but not limited to retirement and insurance programs, leave, and tuition reduction.

3.3.5.3. Transfer of Staff Functions and Funds: This section is subject to, and does not impair or otherwise affect, the power of the Board of Regents to transfer staff functions, and funds for the performance of such functions, from member institutions to the staff of the Board of Regents pursuant to law.

3.4. Offices

3.4.1. Location of Offices: The principal office of the Board of Regents shall be located in Salt Lake City, State of Utah. The Board of Regents may have such other offices within the State of Utah and at member institutions as its duties may require.

3.5. Meeting

3.5.1. Scheduled, as Called, or by Request: The Board of Regents shall meet regularly as it shall determine, and when specifically called to convene in full or executive session by the Board chair, by the Commissioner, or by request of five Regents.

3.5.2. Communication to the Board: Communications with the Board from the general public shall be submitted to the Board in writing. Communications received less than fourteen days preceding any Board of Regents meeting may either be deferred to a later meeting or the Board chair may refer the communication to a committee, the Commissioner, or other officer of the System. Persons other than Regents, or those listed for business on the regular agenda, may address the State Board of Regents while in session only on the recognition of the chair or by consent of a quorum of Regents present.

3.5.3. Special Meetings: The Board of Regents may be called to convene in a special meeting, in full or executive session, by the Board chair, by request of five Regents, or by the Commissioner.

3.5.4. Notice of Meetings: The Board secretary shall provide notice of the time and place of each regular and special meeting of the Board of Regents to each member of the Board and institutional president, at least seven days before each regular meeting, together with an agenda explaining the nature of the business to be acted upon. Shorter notice may be given in case of special or emergency meetings.

3.5.5. Agenda and Regular Order of Business: The Board chair and the Commissioner shall set the agenda for Board meetings. The official agenda shall constitute the principal business at regular meetings of the Board of Regents.

3.5.6. Categories of Agenda Items

3.5.6.1. Agenda Categories: Board of Regents business shall be listed in the agenda within the following categories to serve the interests of the Board: (A) Action Items: Items, recommended for action, that involve the determination of basic planning or policy questions, program changes of more than routine nature, or issues with substantial financial or budgetary implications; (B) Consent Calendar: Items, recommended for action, that are routine in character or of relatively minor importance and do not require full discussion by the Board; and (C) Information Items: Presentation of institutional reports by heads of institutions and other items for informational purposes.

3.5.6.2. Consent Calendar: The Board may act on the Consent Calendar without debate, either as a group or individually, as the Board may elect. Any item listed upon the Consent Calendar may, by majority vote of the Board, be transferred to the Action Items at the same or a subsequent meeting and made subject to full discussion and deliberation.

3.5.7. Agenda Preparation Procedures: Institutions shall submit items for Board consideration to the Commissioner or designees who will determine its appropriate placement on the agenda, as approved by the Board chair. Presidents whose institutions are on the agenda shall have appropriate notice as provided in these bylaws.

3.5.7.1. Commissioner's Recommendations: The Commissioner shall provide recommended actions to the Board regarding all action items or consent calendar items on the agenda. Institutions and the Commissioner's staff shall engage in appropriate due diligence to provide the Commissioner with the necessary information to make recommendations.

3.5.8. Recording of Votes: Any member so requesting shall have her or his vote recorded in the minutes, or on request of any member the vote of each member shall be recorded.

3.5.9. Meeting Rules: The Board and its committees shall follow Robert's Rules of Order in conducting all meetings.

3.5.10. Open and Public Meetings: The Board of Regents shall comply with the Utah Open and Public Meetings Act as established in 52-4-101.

3.5.11. Executive sessions: Board of Regents meetings shall be open and public, except that the Board may meet in executive session under the conditions and for the purposes authorized by

the Utah Open and Public Meeting Act, provided that all resolutions, rules, regulations, contracts, appropriations, and other actions shall be taken in open session.

3.6. Committees

3.6.1. Establishment of Committees and Selection of Members

3.6.1.1. Committee Appointments: The Board shall establish standing committees and such other special committees as the Board or the Board chair may determine to be necessary or appropriate. With the exception of the Executive Committee, the Board chair shall appoint the membership and chair of all standing and special committees. The members and chair of any subcommittee of a standing committee shall be appointed by the chair of the standing committee. Each standing committee shall serve concurrent two-year terms with the chair who appointed them, immediately following his or her election in each even numbered year.

3.6.1.2. Staff Support: The Commissioner shall provide staffing and support to each standing and special committee and any subcommittee thereof.

3.6.1.3. Standing Committees: The standing committees of the Board of Regents are:

- (1) Executive Committee;
- (2) Academic and Student Affairs Committee;
- (3) Finance and Facilities Committee;
- (4) Audit Committee;
- (5) Compensation Committee; and
- (6) Capital Facilities Committee

3.6.1.4. Budget hearings: The Finance and Facilities Committee shall convene as a Committee of the Whole during budget hearings with the institutions on budget matters.

3.6.1.5. Definition of Committee Role: The Board chair may define or redefine the role and responsibilities of, and may make specific assignments to, a standing committee.

3.6.1.6. Committee Membership and Voting of Board Chair and Vice Chair: The chair and vice-chair may be appointed to and serve as regular members of one or more standing committees, with full power to vote. The chair and vice-chair shall also be *ex officio* members of each standing committee to which they are not appointed on a regular basis, but in such *ex officio* capacity shall be without power to vote.

3.6.2. Executive Committee

3.6.2.1. Composition: The Executive Committee shall be comprised of the chair of the Board of Regents, vice-chair of the Board, the immediate past chair of the Board if still serving on the Board, the chairs of the academic and student affairs and finance and

facilities standing committees, and one committee member at large appointed by the Board chair.

3.6.2.2. Authority: The Executive Committee may meet to address issues, identify areas of concern, set priorities or agenda items, or conduct other business during the interim period between Board meetings, but may not take action on behalf of the Board without a full quorum of the Board. Activities of the Executive Committee shall be reported to the Board of Regents at its next regular meeting following such action.

3.6.3. Committee Meetings: Meetings of all committees of the Board may be held upon the call of the committee chair, the Board chair, or at the request of the Commissioner. The Board of Regents may also meet as a committee of the whole on the call of the chair.

3.7. Quorum

3.7.1. State Board of Regents and Committees: Only a quorum of the Board of Regents may conduct and transact its business; a quorum shall consist of nine Regents. A quorum of any committee of the Board of Regents shall consist of a majority of its members. If less than a quorum is present at the time and place for any such meeting called, the Board of Regents or committee meeting may be adjourned without further notice.

3.7.2. Proxy Voting: Proxy voting shall not be permitted at meetings of the Board of Regents or the meetings of its committees.

3.7.3. Participation by Telecommunications: Members may participate in a meeting of the Board of Regents, the Executive Committee, or other committee of the Board by means of electronic communication. Members who participate by electronic communication may be counted in the quorum necessary to conduct and transact Board of Regents or committee business. Such participation does not alter the requirements of notice, open and public meetings, and other applicable rules of the Board of Regents. To hold an electronic meeting, the Board must establish one or more "anchor locations," at least one of which is in the building and city where the Board would normally meet, and where there is adequate space and facilities for interested persons and the public to attend and monitor the open portions of the meeting.

3.8. Public Information

3.8.1. Official Pronouncements: The Board of Regents chair is the only member of the Board authorized to make official pronouncements for the Board, and then only as authorized by the Board. The Commissioner as executive officer of the Board of Regents is authorized to speak for the Board and the state system of higher education with respect to any policy matters that have received the approval of the Board, and on administrative matters which have been entrusted to him or her by law or by the Board.

3.8.2. Releases and General Information: The Commissioner or designee may issue news releases, general information and other communications regarding administration of the system of higher education, provided the releases are consistent with Board policies and directives.

3.8.3. Institutional Releases: The presidents of each institution, as chief executive officers of their respective institutions, are responsible for all releases and information issued from their institutions.

3.9. Pecuniary Interest

3.9.1. State Board of Regents Members: No Regent may have pecuniary interest, either directly or indirectly, in any contracts made with the Board of Regents, the Office of the Commissioner of Higher Education or on behalf of any institutions of higher education in the state of Utah.

3.10. Amendments

3.10.1. Method: These bylaws may be amended or repealed at any regular meeting of the Board of Regents, by an affirmative vote of nine or more members, provided that copies of any proposed amendments shall be submitted in writing to each member and to the Commissioner at least seven days before the meeting at which they are to be proposed.