

BOARD OF REGENTS
BRIEFING PAPER

1. Agenda Item Title: Policy Proposal – Board Bylaws/Title 1 of the Board of Regents Handbook - Revisions and Updates

Meeting Date: March 2-3, 2017

2. BACKGROUND & POLICY CONTEXT OF ISSUE:

At the request of Chairman Trachok, System staff has begun a strategic review of the *Board of Regents Handbook* (the “Handbook”) aimed at identifying areas in need of update, improvement, and modernization. This includes identifying provisions that are ineffective or inefficient, that no longer serve the purposes for which they were created, that conflict with other provisions, or that have been rendered obsolete as a matter of law or practice.

Attached for consideration by the Board is the first phase of that strategic review - involving proposed revisions and updates to Title I of the Handbook. Title I serves as the Bylaws of the Board of Regents and governs the internal operations of the Board. It covers topics such as the authority of the Board, the election of Board Officers, the procedures for meetings of the Board and its committees, and the duties of the Chancellor and the Presidents of the institutions.

Specific changes under this Policy Proposal include: (1) updating Article IV to recognize the Chief of Staff of the Board as the Board secretary, (2) eliminating unnecessary provisions such as the requirement for an annual organizational meeting – as currently required by Section 2 of Article V, and (3) conforming the Bylaws to the requirements of the Nevada Open Meeting Law including the provisions governing closed sessions of the Board – e.g. Section 23, Article 5. In addition, this Policy Proposal eliminates several provisions that are unnecessarily self-restraining such as the current requirement in Section 1 of Article VIII that provides that the Bylaws may only be amended at a “regular” meeting of the Board after notice of the amendment is given at the prior “regular” meeting of the Board. The language being proposed allows for amendments to the Bylaws at any meeting of the Board (with notice of such action in accordance with the Open Meeting Law) - but retains the requirement for affirmative vote of two-thirds of the members of the Board.

This item was presented for a first reading and an initial review by the Board at its last regular meeting on December 1-2, 2016. This item is now presented for final action and possible approval by the Board.

3. SPECIFIC ACTIONS BEING RECOMMENDED OR REQUESTED:

That the Board review and approve the attached Policy Proposal making various revisions and updates to Title I of the *Board of Regents Handbook*.

4. IMPETUS (WHY NOW?):

The Board Bylaws are occasionally revised to address specific issues and concerns that arise on an individual *ad hoc* basis. However, a strategic review of the entire Handbook aimed at identifying provisions in each title that are outdated or in need of improvement and modernization has not been undertaken in many years. In addition, this strategic review of the Handbook is consistent with discussions and direction given to System staff by the Board at its August 25-26, 2016 Special Meeting related to governance practices.

5. BULLET POINTS TO SUPPORT REQUEST/RECOMMENDATION:

Revised: June 2010

- This type of strategic review of the Handbook is consistent with the Board’s ongoing efforts to increase the efficiency and effectiveness of Board operations and the governance of the System and is consistent with best practices for governing boards.
- A strategic review of the Handbook has not been conducted in several years and the Board’s current effort at reflection on its governance role provides an opportune time to review key documents – such as Title 1/the Board Bylaws.

6. POTENTIAL ARGUMENTS AGAINST THE REQUEST/RECOMMENDATION:

- The current version of the Board Bylaws/Title 1 of the Handbook has served the Board well. Therefore a strategic review is not necessary and amendments to address specific concerns should be made on ad hoc basis in order to address individual issues.

7. ALTERNATIVE(S) TO WHAT IS BEING REQUESTED/RECOMMENDED:

- Take no action or give specific direction to System staff related to specific provisions or topics within the Bylaws that need to be revised.

8. COMPLIANCE WITH BOARD POLICY:

- Consistent With Current Board Policy: Title #____ Chapter #____ Section #_____
- Amends Current Board Policy: Title 1 – various provisions throughout.
- Amends Current Procedures & Guidelines Manual: Chapter #____ Section #_____
- Other:_____
- Fiscal Impact: Yes____ No____
Explain:_____

POLICY PROPOSAL - HANDBOOK
TITLE 1 – Bylaws of the Board of Regents
Making revisions to various articles and sections of the
Bylaws of the Board of Regents.

Additions appear in *boldface italics*; deletions are [~~stricken~~ and bracketed]

ARTICLE I - The University

Section 1. Constitutional Status

The University of Nevada is a constitutional entity, created by the Constitution of the State, and shall enjoy all the responsibilities and powers of such a legal entity.

Section 2. Name

The legal and corporate name of the State University shall be The University of Nevada. The system of universities, colleges, research and public service units administered under the direction of the Board of Regents shall collectively be known as The Nevada System of Higher Education (NSHE).

Section 3. Functions

The University of Nevada has the following functions:

- a. Providing programs of instruction at the undergraduate and graduate levels.
- b. Sponsoring and undertaking programs of basic and applied research which complement the programs of instruction and which contribute to the fullest realization of the State's potential.
- c. Sponsoring and conducting continuing programs of public service for the citizens of the State.

Section 4. Cooperation with State Agencies

The University shall, at all times, cooperate with any and all agencies of the State in the interest of serving the people and of ensuring the maximum utilization of the State's resources.

ARTICLE II - The Seal of the University

Section 1. Design

The seal of the Nevada System of Higher Education shall be the Great Seal of the State of Nevada, provided that when the Great Seal of the State shall be used as the Seal of the NSHE, the words "Nevada System of Higher Education - 1865" shall replace the words "Great Seal of the State of Nevada," and the motto, "All for Our Country," shall be rendered in Latin, thus: Omnia Pro Patria, resulting in the following form and design.

Section 2. Diploma

When the seal is used on diplomas, each institution may replace the words “Nevada System of Higher Education – 1865” with the name of the institution and, if desired, the year in which the institution was formally established.

Section 3. Use

The seal shall be used only in connection with the transaction of business of the Board of Regents and the Nevada System of Higher Education. The seal may be affixed by the secretary of the board on any document signed on behalf of the Nevada System of Higher Education. Permission may be granted by the secretary of the board for the use of the seal in the decoration of any Nevada System of Higher Education building or in other special circumstances.

ARTICLE III - The Board of Regents

Section 1. Authority

The exclusive control and administration of the University is vested by the Constitution of the State in an elected Board of Regents.

Section 2. Composition

The composition of the Board of Regents and the terms of its members are prescribed by law.

Section 3. Powers

The Board of Regents shall be responsible for the management and control of the University but may delegate specific authority to its officers as hereinafter provided.

Section 4. Exercise of Powers

Except as otherwise specifically provided herein, any official action of the Board shall require at least seven affirmative votes.

Section 5. Limitation of Powers

No member of the Board of Regents can bind the Board by word or action unless the Board has, in its corporate capacity, designated such member as its agent for some specific purpose and for that purpose only.

Section 6. Roll Call Vote

A roll call vote of record of the Board shall be had upon request of any member of the Board.

Section 7. Suspension of Bylaws

Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of no fewer than nine members of the Board.

Section 8. Compensation

None of the earnings of funds of the University shall inure to the benefit of any Board member. A member of the Board of Regents shall not be interested, directly or indirectly, as principal, partner, agent or otherwise, in any contract or expenditure created by the Board of Regents, or in the profits or results thereof. A Regent may receive a salary in accordance with state law for each Board meeting attended. A Regent may also be reimbursed in accordance with State law and Board of Regents policy for expenses incurred by reason of attendance at any meeting of

the Board or a committee thereof, or in the performance of other official business of the University.

ARTICLE IV – Officers of the Board

Section 1. Designation of Officers and Secretary

~~[The Officers of the Board of Regents shall be a Chairman, Vice Chairman and secretary of the board.]~~ ***The Officers of the Board of Regents shall be a Chairman and Vice Chairman. The Board may employ a secretary whose title shall be Chief of Staff. The Chief of Staff shall keep full records of the proceedings of the Board and have such other and further duties as set forth in these Bylaws and as directed by the Board.***

Section 2. Election of Officers

The Chairman and Vice Chairman shall be elected from among the membership of the Board ~~[at the organizational meeting of the Board held]~~ during the Board's last meeting of the fiscal year and shall serve a one-year term, ~~[to commence on the following]~~ ***commencing*** July 1. ~~[The Chairman or Vice Chairman will serve for one-year terms in the respective office.]~~ The Chairman may be elected to one additional consecutive one-year term. The Vice Chairman may be elected to one additional consecutive one-year term. No person who has held the office of Chairman for two consecutive one-year terms shall be elected to serve in that office until a period of two full fiscal years has elapsed after the end of the second consecutive one-year term served. No person who has held the office of Vice Chairman for two consecutive one-year terms shall be elected to serve in that office until a period of two full fiscal years has elapsed after the end of the second consecutive one-year term served. In the event of a vacancy in office, the Board shall fill the vacancy for the remainder of the term by election at the next regularly scheduled meeting of the Board. A partial term served by a person elected to fill a vacancy in office shall not be counted as a full one-year term.

Section 3. Presiding Officer Pro Tempore

In the case of the absence or inability to act of both the Chairman and the Vice Chairman at a meeting of the Board of Regents, ~~[a presiding officer pro tempore shall be elected by the Board.]~~ ***the Chairman may designate a member of the Board to preside and otherwise perform the duties of the Chairman. The Chairman's designation of a Presiding Officer Pro Tempore shall be made in writing and filed with the Chief of Staff. In the absence of a written designation by the Chairman of a Presiding Officers Pro Tempore, the member of the Board who has the greatest seniority on the Board and who is present shall preside and otherwise perform the duties of the Chairman.***

Section 4. Duties

~~[The Chairman of the Board shall preside at all meetings of the Board. In case of the absence of the Chairman from any meeting of the Board or in case of the inability of the Chairman to act, the Vice Chairman shall perform the duties and acts authorized or required by the Chairman to be performed, as long as the inability of the Chairman to act may continue. The Chairman may request Regents to serve as Board liaisons to school boards, government entities, and other System constituencies.]~~

The duties of the Chairman are:

- a. To approve all Board and committee agendas prior to publication and notice of such agendas;***
- b. To preside at all meetings of the Board;***

- c. *To appoint members of the Board to serve as liaisons for the Board to school boards, government entities, and other constituencies;*
- d. *To serve as the leader of the Board for all ceremonial purposes; and*
- e. *To perform any and all other duties assigned or delegated to the Chairman by these bylaws or policies adopted by the Board.*

The duties of the Vice Chairman are:

- a. *To preside at all meetings of the Board when the Chairman is absent;*
- b. *To perform the duties of the Chairman when the Chairman is unable to perform such duties due to absence or inability;*
- c. *To consult with the Chairman on the approval of all Board and committee agendas prior to publication and notice of such agendas; and*
- d. *To perform any and all other duties assigned or delegated to the Vice Chairman by these bylaws or policies adopted by the Board.*

Section 5. Secretary/Chief of Staff of the Board

The Board shall select a Chief of Staff ~~[A secretary of the board shall be selected by the Board]~~ from nominees submitted by a Regents' Search Committee~~[,].~~ **The Chief of Staff** shall serve at the will of the Board, and shall be compensated in an amount determined by the Board. The **Chief of Staff** ~~[secretary of the board]~~ shall be evaluated annually in writing by the Chair of the Board in accordance with performance criteria and procedures approved by the Board of Regents. The Chair shall present his or her findings to the Board for its review ~~[in a closed personnel session].~~

Section 6. Duties of the Chief of Staff/Secretary of the Board

The **Chief of Staff** ~~[secretary]~~ of the ~~[b]~~ Board shall:

- a. Give notice of all meetings of the Board and of all meetings of committees, and shall record and keep the minutes of the proceedings of the Board and the proceedings of all committees;
- b. Assist the **Chairman** ~~[Chancellor]~~ in preparing for meetings of the Board and its committees, and in providing administrative support to the Board and its committees;
- c. Be custodian of the Seal of the University and shall affix it to documents executed on behalf of the University and to certifications as required;
- d. Be custodian of all official records of the Board of Regents, including the minutes of all meetings and all papers and documents of the Board;
- e. Certify to any actions of the Board or its committees, to the identity, appointment and authority of officers of the Board or of the University, and to provisions of the Board's bylaws and excerpts from the minutes of the Board; ~~[and]~~
- f. **Manage and supervise the functions of the Office of the Chief of Staff (the "Board Office"), including all personnel employed to assist the Chief of Staff in the performance of his or her duties; and**
- ~~[f]g.~~ Perform all other duties normally incident to **a corporate** ~~[the office of the]~~ secretary ~~[of the board]~~ as ~~[might be]~~ directed **or further defined** by the Board.

ARTICLE V - Meetings of Board and Committees

Section 1. Regular Meetings of the Board

The Board of Regents shall hold regular meetings in accordance with a calendar established annually. However, if at any meeting it is determined by a majority of the Board that the next regular meeting is unnecessary, such meeting shall not be held.

[Section 2. Organizational Meeting

The last regular meeting of the fiscal year shall be an organizational meeting for the purpose of electing officers, in addition to other business that may be brought before the Board.]

Section [3]2. Location of Meetings

Meetings for the transaction of official business shall be held within the State of Nevada at places determined by the Board. Meetings may be conducted [with participants] at more than one location with the assistance of telephonic, **video, or electronic transmission**[hookup], provided **that** [there are arrangements for] clear communication **is** maintained[~~between the speaker and others present at the meeting~~] so that all persons attending the meeting are adequately informed concerning the proceedings.

Section [4]3. Special Meetings

[Special meetings of the Board may be held at the discretion of the Board or at the call of the Chairman, Vice Chairman or any five members.]

Special meetings of the Board shall be held upon the call of the Chairman, or, in the absence of the Chairman, upon the call of the Vice Chairman, or upon the receipt by the Chief of Staff of a petition signed by at least five members of the Board.

Section [5].4 Committee Meetings

[A standing or special committee shall meet as directed by the Board or when called by the chairman of the committee.]

A standing or special committee shall meet as directed by the Board, upon the call of the Chairman, or, in the absence of the Chairman, upon the call of the Vice Chairman, or upon the call of the Chairman of the committee.

Section [6]5. Notice of Meetings

[Regular and special meetings of the Board and meetings of standing and special committees shall be called and held in compliance with the provisions of *Nevada Revised Statutes* (NRS) Chapter 241. The secretary of the board shall furnish notice of all meetings to each Board member in advance of each meeting as provided by the Open Meeting Law.]

All meetings of the Board and its standing and special committees shall be held in compliance with all applicable provisions of the Nevada Revised Statutes (NRS) Chapter 241 (the Open Meeting Law) as amended. In the event of a conflict between these bylaws or any policy or procedure and the Open Meeting Law related to the conduct of meetings of the Board and its standing and special committees, the applicable provisions of the Open Meeting Law shall control.

Section [7]6. Additions to Published Agenda

No item of business shall be considered at a meeting of the Board unless it shall first have been entered upon the agenda **in compliance with the Open Meeting Law**. [for that meeting, provided, however, that items not appearing on the agenda may be taken up with the approval of a majority of the members present when it has been determined that the matter is an emergency as permitted under NRS Chapter 241.]

Section [8]7. Agenda

An item must appear on the agenda if three or more Regents request its inclusion on the agenda and notify the Chairman, [of the Board and] the Chancellor, **and the Chief of Staff** of the request. Agenda items requiring action shall be accompanied by a specific recommendation

by the requesting Regents, a committee of the Board, the Chancellor, or a President through the Chancellor, ~~which shall be prepared in such form as may be necessary for action by the Board, and shall be supported by sufficient documentation to permit a full understanding of the facts applicable to the item. All agenda items requiring Board action shall also be accompanied by a recommendation, analysis or comment to the Board from appropriate personnel in the Chancellor's Office. Agenda items will be submitted to the [Chancellor's Office]~~ **Chief of Staff** in sufficient time to enable adequate review by the **Chief and Staff and the Chancellor** ~~[Chancellor's Office]~~. Agendas of regular meetings shall be approved by the Chairman ~~[of the Board and shall be mailed or otherwise]~~ **and** distributed to all members of the Board ~~[no later than three working days prior to the meeting]~~.

Section [9]8. Regents' Access to Agenda

A regent or group of regents shall submit any matter to the Board or its committees for official consideration, including requests for permission for others to appear before the Board or its committees, to the **Chief of Staff and** Chancellor ~~[of the University]~~ for inclusion on the agenda of the Board or one of its committees.

Section [40]9. Presidents' Access to Agenda

An institutional President shall submit matters to the Board or its committees for official consideration, including requests for permission for others to appear before the Board or its committees, to the **Chief of Staff and** Chancellor ~~[of the University]~~ for inclusion on the agenda of the Board or one of its committees.

Section [44]10. Other Access to Agenda

A faculty member or other employee, or student of the University, or any group of faculty members or other employees, or students of the University shall submit any matter to the Board or its committees for official consideration, including requests for permission to appear before the Board or its committees, through the appropriate institutional President and through the **Chief of Staff and** Chancellor for inclusion on the agenda of the Board or one of its committees.

Section [42]11. Order of Business

The Chairman ~~[of the Board]~~, for purposes of preparing the agenda, shall determine the order of business at each regular and special meeting of the Board. During a regular or special meeting, an agenda item may be taken out of the order presented on the agenda at the discretion of the Chairman, unless the agenda item has been given a day or time certain.

Section [43]12. Quorum

Seven Regents shall constitute a quorum for transaction of business at regular or special meetings of the Board. A majority of the membership of a special committee shall constitute a quorum for purposes of the business of the committee. A quorum may be gained by telephonic, **video, or electronic transmission** ~~[hookup]~~ providing that notice to that effect has been given.

~~[Section 14. Recess When no Quorum~~

~~Any meeting may be recessed and its business continued on an appointed day by the vote of a majority of the Regents present even though there shall be present less than a quorum.]~~

Section [15] 13. Presiding at Committee Meetings

In the absence of the chairman of a committee, the vice chairman shall preside and otherwise perform the chairman's duties and in the absence of both the chairman and vice chairman, the member of the committee who has greatest seniority on the Board and who is present shall preside and otherwise perform the duties of chairman.

Section [16] 14. Rules of Procedure

The rules contained in Robert's Rules of Order, latest edition, shall govern the proceedings at and the conduct of the meetings of the Board and its committees, insofar as they may be applicable and ***not otherwise in conflict with these Bylaws or the Open Meeting Law.*** [~~which are not covered in or by the bylaws.~~]

Section [17] 15. Procedures for Reports

Reports shall be submitted to the Board or its committees in accordance with a schedule of reports adopted by the Board. Requests for other written reports to be prepared for submission to the Board or its committees shall be submitted to the Chairman for approval or reference to the Board.

Section [18] 16. Appearances Before the Board and Committees

The ***Chairman of the Board and the Chairman of each committee*** may grant permission for individuals and organizations to appear before ***the Board or committee respectively*** [it], provided that a written request for any such appearance, specifying the matters to be presented [~~to the Board~~], the time necessary for such presentation, and the reason why a personal appearance is desirable, is made to the ***Chairman of the Board or committee chairman and the Chief of Staff*** [~~Office of the Chancellor 15 working days~~] prior to ***any submission deadline established for the meeting at which the presentation is proposed to be made.*** [~~the meeting at which permission is sought to make such presentation. Prior written request to appear before the Board may be waived by the Chairman.~~]

Section [19] 17. Faculty and Student Participation

At public meetings of the Board or its committees, student body and faculty senate representatives may have the opportunity to speak on those items being considered by the Board in which students and/or faculty have indicated an interest.

Section [20] 18. Reconsideration

Any member who voted on the prevailing side may move for the reconsideration of an action taken by the Board. Such motion must be made and voted upon at the same meeting at which said action is taken.

[Section 21. Repeal or Rescission

~~No motion for repeal or rescission of any action taken by the Board shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or by mail to each member of the Board and the Office of the Chancellor at least three working days prior to the meeting at which such motion is voted upon. Nothing in this section shall be deemed to prevent a member of the Board of Regents from moving an emergency item for the Board's action as defined by Chapter 241 of NRS.]~~

Section [22]19. Minutes of the Board

Minutes of the proceedings of the Board **and its committees** shall be kept by the **Chief of Staff** [secretary of the board, and as soon as practical after a meeting a copy of said minutes shall be provided to each member]. **Except in cases where the minutes are unavailable for good cause, minutes of the proceedings of the Board and its committees shall be approved by the Board within forty-five (45) days after the meeting to which the minutes relate or the next meeting of the Board, whichever is later. Upon approval by the Board the minutes shall become the "official" record of the proceedings of the meeting.**

Section [23]20. Form of Minutes

Minutes of meetings shall be complete, shall reflect deliberations of members as well as action taken, and all materials submitted for the information of the Board shall be included with the permanent minute record so as to constitute a complete, permanent record of all proceedings.

Section [24]21. Minutes of Committee

Minutes of meetings of standing and special committees shall be in the form of reports to the Board [of Regents and shall be submitted to the next subsequent regular meeting of the Board for consideration and action].

Section [25]22. Public Meetings

Meetings of the Board **and its** [of Regents and meetings of standing and special] committees [of the Board] shall be public **and conducted in accordance with all applicable provisions of the Open Meeting Law.** [with exceptions and notice requirements as may be provided by statute.]

Section [26]23. Closed [Conduct of Personnel] Sessions

Closed [Conduct of Personnel] Sessions **of the Board and its Committees** shall be **conducted** as follows:

- a. All closed [executive] sessions of the Board will be conducted in full compliance with the Nevada Open Meeting Law, NRS 241.010 et seq.
- b. Notice of a [n executive] **closed** session [of the Board] shall be placed upon the agenda [of the Board] in the same manner as any other agenda item [with the exception of an emergency executive session. An emergency executive session may be added to the agenda by motion and vote of a majority of the members of the Board present at the time of the convening of the meeting. To qualify as an emergency executive session, the need to discuss or act upon the item which is the subject of the emergency session must truly have been unforeseen at the time the agenda of the meeting was posted and mailed, and must truly be of such a nature that immediate action is required at the meeting].
- c. Any motion to close a meeting to the public shall [be governed by Robert's Rules of Order, latest edition, and must] set forth the subject matter or nature of the business to be considered at the closed meeting, as **required by the Open Meeting Law.** [permitted by NRS 241.030.]
- d. Only the subject matter or business identified in the motion to close an open session of the Board may be discussed in a closed session of the Board.
- e. The **Chief of Staff** [secretary of the board to the Board of Regents] or another appropriate staff member of the Board shall be present at all closed sessions of the Board for purposes of recording the proceedings of the closed session and preparing minutes of such meetings as required by **the Open Meeting Law.** [NRS 241.035.]

Section [27]24. Codification of Actions of the Regents

Decisions and actions of the Board [of Regents having an implicit or explicit effect on] **establishing or impacting** policy shall be codified and published in an appropriate manner.

ARTICLE VI - Committees of the Board

Section 1. Authority

To facilitate consideration of the business and management of the **NSHE** [University], **the Board may establish** standing and special committees [shall be established] as provided herein. Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board, and the duty of each committee shall be only to consider and make recommendations to the Board upon matters referred to it.

Section 2. Appointment

Except as specifically provided in section 3 below, the appointment and composition of standing committees and the powers of their members are set forth in this section. The members of a standing committee, its chairman and vice chairman shall be appointed by the Chairman of the Board from among the members of the Board. A standing committee shall consist of no fewer than three and no more than six persons[~~, except for the Investment Committee which shall consist of no fewer than four and no more than six persons~~]. Notwithstanding the composition of a standing committee as noted herein, the Board from time to time may elect to make any of its standing committees a committee of the whole. Upon the recommendation of a standing committee, the Board may additionally appoint a public member to the standing committee. The public member shall be advisory to the standing committee and shall have no vote. The Chairman of the Board may be eligible as a member of the standing committee, but may not serve as its chairman. The members of the standing committee shall serve terms of one year or until the first organizational meeting of the Board following the committee members' appointment.

Section 3. Standing Committees and their Duties

The following shall be the standing committees of the Board and their duties:

- a. The **Audit Committee** shall:
 1. Review and evaluate internal audit reports and follow-up reports;
 2. Recommend to the Board independent certified public accountants to audit the financial books and records of the NSHE and review and evaluate the reports of such independent certified public accountants;
 3. Formulate and make recommendations to the Board regarding policies necessary for the enforcement of sound accounting and auditing practices;
 4. Evaluate and make recommendations on internal controls; and
 5. Make such recommendations, as it deems necessary for the correction of deficiencies in management practices discovered by audit reports.
- b. The **Business, Finance and Facilities Committee** shall:
 1. Review and recommend to the Board the operating budget requests and work programs for the NSHE, with the primary objective of affirming the connections between the NSHE Master Plan and System-wide priorities, budget requests, and funding allocations;
 2. Review and recommend to the Board the self-supporting budgets and work programs for the NSHE;

3. Make recommendations to the Board for the financing of the activities of the NSHE and the expenditure or use of NSHE financial resources;
 4. Review institutional and System proposals that create added fiscal requirements and/or alter established planning directions;
 5. Oversee System direction of, or participation in, studies of funding mechanisms and approaches for public higher education in Nevada;
 6. Review and make recommendations on NSHE risk management, insurance programs, and safety and security measures;
 7. Monitor the technology needs and systems of the NSHE to ensure optimal use of resources for integrated system-wide information systems and other proper strategic uses of technology within the NSHE;
 8. Review institutional requests to purchase or dispose of NSHE property;
 9. Review all institutional requests to enter into property lease agreements in accordance with Board policy and applicable law;
 10. Review any requests to lease NSHE property to an outside agency or private entity;
 11. Review the land acquisitions and disposal portions of all institutional master plans;
 12. Review all institutional requests for easements on NSHE property;
 13. Review annual update of all NSHE property holdings and long-term leases;
 14. Review and recommend to the Board the NSHE capital improvement priority lists, with the primary objective of affirming the connections between the requests and the institutional facilities master plans;
 15. Review and recommend to the Board institutional facilities master plans;
 16. Review and recommend to the Board a System space utilization model and periodically review institutional and System-wide space utilization data; and
 17. Review and make recommendations to the Board regarding the Board's Efficiency and Effectiveness Initiative.
- c. The **Academic, Research and Student Affairs Committee** shall:
1. Provide guidance in the development, review and recommendation of academic programs and degrees of the NSHE;
 2. Consider and recommend to the Board policies concerning academic master plans;
 3. Consider and recommend to the Board policies and practices concerning articulation and the transfer of students between and among the member institutions;
 4. Consider and recommend to the Board policies relating to admission requirements, student services, academic standards, grading practices and requirements for graduation;
 5. Consider and recommend policies to the Board regarding implementation of distance education, telecommunicated education and applications of educational and information technology in support of teaching, learning, research and creative activities;
 6. Consider and recommend to the Board policies that appropriately align research within NSHE institutions with the priorities of the State Plan for Economic Development and support and encourage private sector engagement;
 7. Facilitate the development, review, and implementation within the NSHE of research initiatives that are statewide or inter-institutional in nature, including applied research and development, university-industry technology transfer, and technology-based economic development;
 8. Facilitate dialogue between the NSHE, business and industry, state and federal governmental representatives, and economic development/diversity stakeholders

throughout Nevada in determining research and economic development needs and related issues;

9. Oversee and review campus management of faculty workload to assure equity, efficiency and effectiveness in the disposition of faculty effort;
10. Facilitate the development, review, and implementation of policies by the Board relevant to the learning climate, working climate, and support mechanisms for faculty, staff, and students;
11. Review and make recommendations concerning campus plans for the provision of child care and disability services; and
12. Jointly with the Business, Finance and Facilities Committee, consider and recommend to the Board policies concerning NSHE enrollment management plans, tuition and fees and the development of a student financial aid system for the NSHE that promotes access to public higher education for all Nevadans.

d. The **Cultural Diversity and Title IX Compliance Committee** shall:

1. Study issues and recommend policies to the Board in an effort to promote cultural and ethnic diversity, including, but not limited to, socio-economic, historical, cultural, capability, identity, gender, expression, linguistic and intellectual differences and similarities, throughout the System in order to ensure access and equity for all students, staff and faculty.
2. Review and examine issues, information, and activities that promote diversity among the students, staff and faculty of the System;
3. Examine information and indicators regarding student access and equity;
4. Make recommendations to the Board intended to create, enhance, promote, and support an educational environment that welcomes all cultural and ethnic minorities;
5. Take actions appropriate to increase awareness, visibility, and emphasis of campus diversity programs.
6. Examine information and indicators regarding Title IX compliance and make any policy recommendations to the Board; and
7. Make recommendations to the Board regarding Title IX initiatives that foster awareness of and enhance commitment to a non-discriminatory campus environment.

e. The **Investment Committee** shall:

1. Formulate and recommend to the Board appropriate investment policies to govern the investment program of the NSHE;
2. Review and evaluate reports from the investment managers of the NSHE concerning investment and reinvestment transactions within the limits of the investment policies approved by the Board; and
3. Make such recommendations deemed appropriate concerning investment and reinvestment transactions consistent with the investment policies approved by the Board and with agreements, if any, with the investment managers of the NSHE.

f. The **Health Sciences System Committee** shall promote quality education, research, patient care and community health across health care disciplines, driven by access, quality, value and the needs of the people of the State of Nevada.

g. The **Community College Committee** shall:

1. Advise the Board on community college issues; make recommendations to the Board and Chancellor on community college initiatives of statewide significance; and may be tasked with other duties by the Board;

2. Review proposed legislation and advise the Chancellor and Board about the impact of new policies on Nevada's community colleges. The Committee may also recommend new policies or legislative priorities to support Nevada's community colleges in achieving their mission and preparing Nevada's workforce to meet the needs of the state's economy.
3. Provide guidance and advice to the Vice Chancellor for Community Colleges about the conduct of research and analysis on six critical topics, which shall incorporate current national best practices for community colleges. The Committee shall review the assessments and provide recommendations to the Chancellor and the Board. The six critical topics are an assessment of the following:
 - i. Workforce and student engagement with Nevada's community colleges and the broad alignment of the colleges with the economic development plan of the State of Nevada. This will outline the opportunities to better align community college operations, programs, and outcomes with the current needs of business and industry throughout the state and in the local communities served by the respective colleges. It will identify the level of engagement that business and industry decision-makers have with Nevada's community colleges and provide targeted opportunities to improve engagement with local industry. It will also evaluate and outline opportunities to improve the level of engagement that students have with community colleges in Nevada.
 - ii. Data relevant to the status, performance and structure of Nevada's community colleges. The Committee may also evaluate current national trends in community colleges and identify innovative program traits that will assist Nevada community colleges in serving Nevada's key industry sectors by providing a well-qualified workforce.
 - iii. The community college vision that will achieve the appropriate balance between imagination, risk-taking, innovation, and the wise use of human and financial resources. The assessment may make recommendations about designing a vision that increases student access and success, improves graduation rates, aligns standards and curricula to support community college graduates in entering a 4-year institution, and harmonizes community college programs with current and future workforce needs.
 - iv. Policies and inventory of policies of the Board of Regents with regard to their alignment with the role and missions of Nevada community colleges. The assessment may include recommendations to the Board of Regents if changes may better align Board policies and procedures with the role and missions of Nevada's community colleges.
 - v. Achievement gaps that exist at each of the Nevada community colleges, including identification of research, initiatives and other actions being taken by institutions to address achievement gap issues. The assessment may include recommendations that can be implemented to reduce disparities in achievement.
 - vi. The alignment and coordination of credit and non-credit programs. This will include a review of validation systems to record outcomes that promote the portability of skills acquired in non-credit programs to credit programs. The assessment will also evaluate accountability for colleges and state workforce education funds.
- h. The **Athletics Committee** shall:
 1. Study the athletic programs of the two universities and make recommendations to the Board regarding at what level each university is able to compete without additional state, student and university subsidies.
 2. Recommend to the Board a mission statement for intercollegiate athletics in Nevada.
 3. Evaluate the mission of intercollegiate athletics at the Community Colleges and analyze conference affiliations and make recommendations to the Board.

4. Conduct an initial review of the annual reports submitted in accordance with NSHE Handbook Title 4, Chapter 24.
5. Review the athletics Capital Improvement Plans and financing criteria for development and renovation of athletic facilities and make recommendations to the Board.
6. Review the athletic department budgets included in the annual reports which must include budgeted to actual in current year, previous two years and projections for the upcoming four years, and make recommendations to the Board.
7. ~~Review the structure and terms of athletics personnel contracts and~~ **Recommend contract templates and guidelines *for athletic department personnel* to the Board.**
8. Review NSHE Handbook Title 4, Chapter 24 and recommend changes to the Board, as necessary.

Section 4. Special Committees

Special committees, with specific ~~[ad-hoc]~~ purposes and fixed terms of one year or less, may be appointed from time to time as deemed necessary by the Board. The Chairman of the Board shall appoint the members of a special committee and its chairman. The Chairman of the Board may participate as a member of a special committee ~~[, unless it consists of only one member,]~~ but may not serve as its chairman.

Section 5. Committee Staff Support

Each standing or special committee may establish such staff support to aid the committee in its work as may be deemed necessary and practical.

Section 6. Temporary Committee Appointments

In the event that members of a standing or special committee are absent at the time of its meeting, and if there are other members of the Board of Regents available at the time, the chairman of the committee may make a sufficient number of ~~[ad-hoc]~~ **temporary** appointments from available members of the Board ~~[of Regents]~~ to make up the committee membership. The ~~[ad-hoc]~~ **temporary** members shall serve only for the duration of the meeting for which they were appointed. ***Members of the Board who are not members of the committee may attend committee meetings and participate in the discussion, but may not vote on action items unless they have been appointed as a temporary member of the committee by the chairman of the committee.***

ARTICLE VII - Officers of the University

Section 1. Designation

The Officers are the Chancellor of the Nevada System of Higher Education and the Presidents of the member institutions: University of Nevada, Reno; University of Nevada, Las Vegas; Desert Research Institute; Nevada State College, Henderson; College of Southern Nevada; Great Basin College; Truckee Meadows Community College; and Western Nevada College.

Section 2. Appointment

The Officers of the University shall be appointed by, and except as otherwise provided herein, shall serve at the pleasure of, the Board of Regents. In making such appointments, the Board shall follow the recruiting and screening procedures for these officers specified in the Nevada System of Higher Education Code.

Section 3. Chancellor

The Chancellor is the chief executive officer and **ex-official** treasurer of the Nevada System of Higher Education and is responsible to the Board [of Regents] for the administration of **the Nevada System of Higher Education, the implementation of Board policies and directives**, and the financial management of the **Nevada System of Higher Education** [Board's policies].

- a. The Chancellor is appointed by and serves at the pleasure of the Board of Regents. The Chancellor shall have a written contract that outlines the terms and conditions of the appointment.
- b. The Chancellor shall be evaluated annually in writing by the Chair of the Board in accordance with procedures approved by the Board of Regents. The Chair shall present his or her findings to the Board for its review.
- c. The Chancellor shall be evaluated periodically by a committee of the Board of Regents in accordance with procedures approved by the Board of Regents. The periodic evaluation shall normally take place not later than the next-to-last year of each contract period.
- d. Procedures for annual and periodic salary determinations for the Chancellor shall be established by the Board of Regents.
- e. Duties of the Chancellor are prescribed by the Board of Regents and include, but are not limited to, the following. The Chancellor may delegate any of the duties of the office unless expressly prohibited by Board policy.
 1. To promote a sound plan of organization in concert with the institutional Presidents to insure administrative efficiency, maximum utilization of resources, and to facilitate cooperation among the member institutions;
 2. To be responsible, with the full cooperation and input of the Presidents, for the planning processes of the NSHE;
 3. To prepare in collaboration with the Board Chair and committee chairs the agenda of all meetings of the Board of Regents and its committees;
 4. To be responsible for the presentation of all NSHE matters to the Governor's Office and the State Legislature;
 5. To be responsible in collaboration with the Board Chair for official communication on behalf of the Board of Regents;
 6. To establish the practices under which the financial administration of the NSHE will be conducted;
 7. To assure that all budgets are executed in accordance with the intent of the Board of Regents and the Legislature;
 8. To serve as contracting officer for the NSHE and to execute all contracts and other instruments on behalf of the University unless authority has been expressly retained by the Board of Regents or delegated elsewhere;
 9. To provide for internal audits and to assist the Board of Regents in the appointment of its independent auditors;
 10. To recommend appointment of special counsel;
 11. To be the appointing and evaluating authority of all professional personnel not assigned to a member institution;
 12. To evaluate the annual performance of each President of the member institutions in accordance with procedures established by the Board of Regents [~~and to provide a confidential summary of the findings to the Board of Regents~~];
 13. To participate in the periodic performance evaluation of each President in accordance with procedures established by the Board of Regents.
 14. To discipline Presidents as follows:
 - a. Discipline for Cause.

The President's employment agreement may be terminated for cause or the President may be disciplined for cause by the Chancellor. Without regard to and not subject to any of the provisions or procedures of the NSHE Code, Title 2, Chapter 6, the Chancellor may take any of the following disciplinary actions for cause against the President:

1. Issue a warning;
2. Issue an oral or written reprimand;
3. Remove from office and terminate the employment contract ***with the approval of the Board.***

Any disciplinary action shall only be taken in consultation with the Chair of the Board.

b. Progressive Discipline.

Except in cases of serious violations which have a substantial negative impact on the System or on any institution or unit, principles of progressive discipline shall be followed. The less severe measures of warnings or reprimands are first imposed and the more severe measure of termination is applied only if the less severe measures are ineffective. The Chancellor will, within five (5) working days after imposition, provide written, confidential notification to the Board of any disciplinary action taken.

c. Prohibited Activity.

The following conduct shall constitute cause for imposition of any of the discipline set forth above:

1. Failure to perform the duties for which the President is employed.
2. Failure to maintain a required level of performance as provided in Title 2, Chapter 5, Section 5.12 of the Nevada System of Higher Education Code.
3. Incompetence or inefficiency in performing the duties for which the President is employed.
4. Insubordination, which is defined as disobedience of a lawful written order.
5. Falsification of employment applications or documents submitted to the System, its member institutions or its special units, or making other false or fraudulent representations in securing employment.
6. Intentional misrepresentation of a material fact that has a substantial adverse impact on the System, its member institutions or its special units.
7. Conviction of any criminal act involving moral turpitude.
8. Being under the influence of intoxicants, or, without a valid medical excuse, being under the influence of controlled substances as defined in the Nevada Revised Statutes, while on duty, due consideration being given to NRS 284.379.
9. Unauthorized absence from duty or abuse of leave privileges.
10. Personal or professional conduct which shows that the President is unfit to remain in the position or which has an ascertainable harmful or adverse effect on the efficiency of the institution.

d. Disciplinary Procedure.

The Chancellor shall give the President written notice of intent to discipline. The written notice must describe the circumstances of the alleged prohibited conduct and must include all available materials and documentation to support the charges. The President may present a written response to the Chancellor within 10 working days after receipt of the notice. The President may appeal a termination, but not other discipline, to the Board of Regents, using the procedures established in Section 6.13 of the Code, Title 2, Chapter 6, so far as they can be made applicable and subject to the following: the appeal must be filed with the secretary of the Board of Regents; and the Chancellor may file a written reply to the appeal with the secretary of the Board of Regents. The appeal must be filed within 10 working days after receipt of a written notice of intent to terminate from the Chancellor. The imposition of

termination is stayed pending a decision from the Board of Regents on the appeal. There is no right to an evidentiary hearing with regard to any proposed discipline.

- e. Effect of Termination on Compensation of President.
 1. Upon termination for any of the causes set forth in Section c, Prohibited Activity, hereinabove, in the event the President does not hold tenure, the President shall not be entitled to the payment of any salary and shall not be entitled to payment of any remaining housing allowance, automobile allowance, host account, other perquisites or salary supplements funded by a foundation.
 2. Upon termination for any of the causes set forth in Section c, Prohibited Activity, hereinabove, in the event the President does hold tenure in an appropriate academic department of a System institution, the President shall be reassigned from the Presidential position to an employment position as a full time member of the academic faculty of the institution and shall not be entitled to the payment of any remaining salary, allowance, automobile allowance, host account, other perquisites or salary supplements funded by a foundation which are set forth in the terms of the President's employment contract. Upon termination for any of the causes set forth in Section c hereinabove and reassignment to a tenured position, the President's salary shall be determine in accordance with Title 4, Chapter 3, Section 33, Subsections 1-3 (Presidential Transition).

Section 4. Presidents

~~[The President of each member institution shall be secretary of the board of that institution.]~~
The Presidents report to the Chancellor for the administration of their respective institutions and are accountable through the Chancellor to the Board of Regents.

- a. The President is appointed by and except as otherwise provided hereinabove, serves at the pleasure of the Board of Regents. The President shall have a written contract that outlines the terms and conditions of the appointment.
- b. The President shall be evaluated annually in writing by the Chancellor in accordance with procedures approved by the Board of Regents. The Chancellor shall provide a confidential summary of the findings to the Board.
- c. The President shall be evaluated periodically by an evaluation committee in accordance with procedures approved by the Board of Regents. The periodic evaluation shall normally take place not later than the next-to-last-year of each contract period.
- d. Procedures for annual and periodic salary determinations for the Presidents shall be established by the Board of Regents.
- e. Duties of the President are prescribed by the Board of Regents and include, but are not limited to, the following. The President may delegate any of the duties of the office unless expressly prohibited by Board policy.
 1. To provide leadership in the planning and implementation necessary for the successful operation of the member institution and to ensure that the institution develops to its potential;
 2. To be the appointing authority for all professional personnel in the member institution, subject only to the Nevada System of Higher Education Code, and to execute personnel contracts;
 3. To review the quality of performance of all professional personnel in the member institution and to either take final action or to recommend action to the Board of Regents on personnel matters in conformity with the Nevada System of Higher Education Code;
 4. To make recommendations concerning budgets in the member institutions and to administer approved budgets in accordance with NSHE policies;
 5. To authorize the transmission of applications or requests for grants, contracts or gifts to individuals, foundations, corporations, and the federal government;

6. To be the principal spokesman for the member institution and, in concert with the Chancellor, to represent the institution before the Board of Regents, the Legislature, and all other appropriate bodies; and
7. To ensure compliance by the member institution by and through its professional personnel with the NSHE Code, NSHE policies, the Board of Regents Bylaws, and institutional bylaws.
8. To notify the Board as soon as practicable of campus events that may have significant impact on the institution including, but not limited, to the reputation or public image of the institution; and
9. To provide oversight, management, and control of intercollegiate athletic programs consistent with all applicable Board and institution policies, including those set forth in Title 4, Chapter 24.
10. To perform such additional duties as the Board may direct.

ARTICLE VIII - Amendments

Section 1. Procedures

These bylaws may be amended at any [~~regular~~] meeting of the Board by affirmative vote of not less than two-thirds of the members of the Board, provided that notice of any proposed amendment **has been provided in accordance with the Open Meeting Law.** [~~including a draft thereof, shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon.~~]