Subject: Proposed Regents’ Bylaws Revisions

Action Requested: Revisions to Regents’ Bylaws 1.06 (Officers of the Board), 11.31-11.32 (College of LSA Laboratories and Museum Collections and Exhibit Museums), 11.43 (The University of Michigan Hospitals and Health Centers Executive Board), and 13.11 (The Board for Student Publications)

Background

With the concurrence of the Regents’ Personnel, Compensation and Governance Committee, the Office of the Vice President and Secretary of the University is proposing revisions to the Bylaws of the Board of Regents.

1) Section 1.06. Officers of the Board
   The proposed revision clarifies eligibility for service as chair and vice chair of the board.

2) Section 11.31. The College of Literature, Science, and the Arts: Laboratories and Museum Collections; Section 11.32. The College of Literature, Science, and the Arts: Exhibit Museums
   The natural history exhibits referred to in Sec. 11.32 are known as the Museum of Natural History, and this museum has the same administrative structure as the museums specified in Section 11.31. Adding the Museum of Natural History to the list of the other museums in Sec. 11.31 will eliminate the need for Sec. 11.32. It also provides flexibility by not tying specific collections to campus buildings.

3) Section 11.43. The University of Michigan Hospitals and Health Centers Executive Board
   The bylaws of the Hospitals and Health Centers Executive Board (HHCEB) were revised in June 2011 to include the chief medical officer of the University of Michigan Health System as a voting member of the HHCEB. The purpose of the proposed bylaw amendment is to incorporate the corresponding revision into the Regents’ Bylaws.

4) Section 13.11. The Board for Student Publications
   The Board for Student Publications would like to be able to retain those members who are interested in serving on the board beyond two terms.

The proposed revised bylaws were posted in The University Record as described in the Regents’ guidelines for bylaws revisions, and no comments were received.
Recommendation

We therefore recommend approval of revisions to Regents’ Bylaws Sections 1.06, 11.31, 11.32, 11.43, and 13.11, as outlined in the attached document.

Respectfully submitted:

Sally J. Churchill
Vice President and Secretary of the University

July 2011

Attachment
Proposed Regents’ Bylaws Revisions (additions underlined; deletions crossed-out)

Sec. 1.06. Officers of the Board (revised June 2004 July 2011)

A. President and Secretary of the Board

The president of the university will preside at meetings of the board, without the right to vote. The vice president and secretary of the university will act as secretary of the board.

B. Chair and Vice Chair of the Board

1. Selection:
   a) There will be a chair and vice chair of the board, each of whom will serve a one-year term commencing on July 1 of each year and ending on June 30 of the succeeding year. This process will commence on July 1, 2004. The positions of chair and vice chair will be based on seniority and will rotate through the board based on seniority.
   b) The chair will be the board member with most seniority on the board, and the vice chair will be the board member with second most seniority on the board. Board members must have served for at least one year to be eligible to become chair or vice chair. The vice chair will automatically become chair after serving one term as vice chair. If two or more board members have equal seniority, the chair or vice chair, as applicable, will be chosen through a random selection process. At a meeting before July 1 of each year the board will take a public vote confirming the officers for the subsequent year.
   c) A board member who has served as chair or vice chair is ineligible to serve again in that capacity until all other eligible members of the board have served or forfeited the opportunity to serve. If the vice chair elects not to serve as chair, or the board member next eligible to serve as vice chair elects not to serve as vice chair, then he or she forfeits the opportunity to serve as chair of vice chair until all other members of the board have served in such capacity or forfeited the opportunity to serve.
   d) The chair and/or vice chair may be removed by vote of at least six members of the board. If the chair is removed as chair by vote of the board, resigns, or otherwise is unavailable or unwilling to serve as chair for the remainder of the term, the vice chair will automatically assume that position for the remainder of the term and the board member with the next most seniority will automatically become vice chair for the remainder of the term. If a vice chair is removed as vice chair by vote of the board, resigns, or otherwise is unavailable to or unwilling...
to serve as vice chair for the remainder of the term, the
board member with the next most seniority will
automatically serve as vice chair for the remainder of the
term. If two or more board members have equal seniority
to fill a vacancy, the chair or vice chair, as applicable, will
be chosen through a random selection process and
confirmed through a vote of the board at its next meeting.
A chair or vice chair who serves a partial term may serve a
full one-year term after the partial term ends.

Sec. 11.31. The College of Literature, Science, and the Arts: Laboratories and
Museums Collections (revised February July 2011)
All special laboratories, and all working collections, and museums in the
College of Literature, Science, and the Arts will be under the immediate
direction of the chair of the departments of which they are a part, except
for the collections maintained by the Museum of Anthropology, the
Kelsey Museum of Archaeology, and the Museum of Paleontology, and
the Museum of Natural History. Each of these units will be in the charge
of a director appointed by the board, on recommendation by the president
and responsible to the dean and the executive committee.

Sec. 11.32. The College of Literature, Science, and the Arts: Exhibit Museums
There will be maintained in the University Museums Building appropriate
exhibits in natural history and anthropology for the educational benefit of
the University community and the general public. These exhibits and the
staff required to prepare and maintain them will be under a director
appointed by the board on recommendation by the president, and
responsible to the dean and executive committee.

Sec. 11.43. The University of Michigan Hospitals and Health Centers Executive
Board (revised November 2009 July 2011)
There will be an executive board of the University of Michigan Hospitals
and Health Centers composed of the president, the dean of the Medical
School, the dean of the School of Nursing, the provost and executive vice
president for academic affairs, the executive vice president and chief
financial officer, the vice president for government relations, the executive
vice president for medical affairs, the chief of staff for clinical affairs of
the University of Michigan Hospitals and Health Centers, the chief
medical officer of the University of Michigan Health System, the director
and chief executive officer of the University of Michigan Hospitals and
Health Centers, the chief of nursing affairs of the University of Michigan
Hospitals and Health Centers, and two nominees from the medical staff of
the University of Michigan Hospitals and Health Centers.

The president of the university will serve as chair of the University of
Michigan Hospitals and Health Centers Executive Board.
The nominees of the medical staff will be appointed by the Board of Regents, and will serve four-year terms, so staggered to provide one replacement each two years.


The Board for Student Publications is an agency of the Board of Regents of the University and as such has authority and control over all nontechnical newspapers, magazines, periodicals, programs, and other publications edited, managed, or promoted by students or student organizations of the University of Michigan, Ann Arbor, for local sale or circulation.

The Board for Student Publications shall have nine members. At least four members shall be selected from alumni of the University student publications, and at least three members shall be selected from the University community, which includes students, faculty, and staff. Each member shall serve for three years. Members may serve no more than two consecutive terms. The editors in chief and the business managers of the governed publications shall serve ex officio on the board without vote.

The president of the university shall appoint the nine members of the initial board, three each for terms of one, two, and three years. The president shall seek nominations widely from publications alumni, members of the University community, and members of the community at large for the initial board members. Thereafter, the board shall choose three new members each year and present them as nominations to the president, who shall have power of appointment.

Whenever a vacancy on the board occurs, it shall be announced, and calls for nominations and applications for appointment shall be widely advertised. Appointment shall be by the board. Such interim appointment shall expire at the end of the term of office of the board member replaced.

The officers of the board shall consist of a chair and a secretary/treasurer. The chair shall be nominated by the board through an internal election. The board will present its nomination to the president of the university for appointment; the secretary/treasurer shall be designated by the board.

The Board for Student Publications shall have full authority with respect to the assets, budget, financial, and legal affairs of the corporation. The board shall also have the authority to consider its scope and to increase or decrease the number of publications over which it has authority. In all other matters, including editorial control, the board shall act in an advisory capacity. The Daily staff shall consult with the board with respect to the appointment of the senior editors. The details of the consultation shall be devised jointly by the Daily and the board to the mutual satisfaction of both.
The board shall adopt written operating procedures for all of its functions and responsibilities. These shall include the number of publications over which it exercises control, the procedures for advertising vacant positions and selecting nominees, the procedures for the election and term of the chair, the position descriptions and supervisory procedures for professional employees, and the processes by which any of these procedures may be changed.

The bylaws of the Board for Student Publications shall provide that all surplus funds above an amount sufficient for properly conducting the business of the board be invested through the Investment Office of the University. Such securities and funds derived therefrom shall constitute a trust fund for the general purposes connected with student publications and shall be subject to the control of the Board of Regents. All its bylaws shall be consistent with the bylaws of the Board of Regents.