

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

Approved by the Regents
February 16, 2012

ACTION REQUEST

Subject: Proposed Regents' Bylaws Revisions
Action Requested: Revisions to Regents' Bylaws 2.13, 5.08, 5.11, 5.19, 11.22, 11.24, 11.38, 11.43, 11.44, and 11.45

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 as described below.

- 1) Section 2.13. Vice President for Communications
In May 2011, the title of this position changed to "Vice President for Global Communications and Strategic Initiatives" and the job duties were expanded, requiring a revision of the bylaw.
- 2) Section 5.08. Appointment, Tenure, Promotion, and Resignation of the Staff
The proposed change will clarify in the bylaws that the provost on the Ann Arbor campus, along with the dean and executive committee and/or dean and the president, recommends the appointment and promotion of tenured professorial staff to the Board of Regents.
- 3) Section 5.11. Divided and Part-Time Service
This bylaw is redundant, as existing administrative procedures address situations in which faculty members have an additional appointment in another department. Specifically, the provost's office requires a memorandum of understanding that spells out the procedures to be used when a faculty member has a joint appointment between two or more units. Therefore, we recommend that this bylaw be deleted.
- 4) Section 5.19. Retirement of the President, Faculty, and Executive Officers
We have been advised by the Office of the Vice President and General Counsel that the provision requiring the president and executive officers to terminate their service no later than the end of the fiscal year in which their seventieth birthday occurs violates the protections against age discrimination contained in the Elliot-Larsen Civil Rights Act. Therefore, we recommend that this provision be eliminated from the Regents' Bylaws.
- 5) Section 11.22. Horace H. Rackham School of Graduate Studies: The Dean and Executive Board
The current bylaw states that the length of service for the Flint and Dearborn representatives will be determined by the campus provost. The bylaw is being revised to standardize the length of service for all board members to three-year

terms. The last paragraph is being deleted to comply with current practice, as the Rackham board no longer makes use of divisional boards.

6) Section 11.24. The Horace H. Rackham School of Graduate Studies: Institute for Human Adjustment

This bylaw is being proposed to align the bylaw with current practices. The Institute for Human Adjustment no longer has a Bureau of Psychological Services and no longer has its own executive committee. Rather, oversight is provided by the Horace H. Rackham School of Graduate Studies Executive Board. The third paragraph is being deleted because the institute collaborates freely and frequently with other academic units.

7) Sections 11.38, 11.43, 11.44 (The University of Michigan Hospitals and Health Centers Executive Board) and 11.45 (The University of Michigan Hospitals and Health Centers Director and Chief Executive Officer)

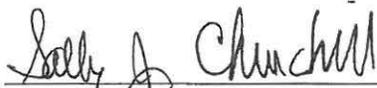
When Doug Strong was reappointed to a five-year term effective August 1, 2011, the title of the position he holds was changed from “director and chief executive officer” to “chief executive officer.” These bylaws are being revised to make the corresponding changes to this title where it appears in the Regents’ Bylaws.

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 2.13, 5.08, 5.11, 5.19, 11.22, 11.24, 11.38, 11.43, 11.44, and 11.45, as outlined in the attached document.

Respectfully submitted:



Sally J. Churchill
Vice President and Secretary of the University

February 2012

Attachment

Proposed Regents' Bylaws Revisions (additions underlined; deletions ~~crossed-out~~)

Sec. 2.13 The Vice President for Global Communications and Strategic Initiatives

The vice president for global communications and strategic initiatives will be responsible for enhancing the University's reputation and visibility locally, nationally, and internationally, and will work to position and differentiate the University of Michigan among leading institutions of higher education. ~~The vice president for communications and global initiatives will oversee planning, directing and managing the public relations and communications program, will serve as an advisor for special events, and will manage the following units: The Freedom of Information Office, freedom of information inquiries, executive communications, marketing and design, media relations and public affairs, and the news and broadcasting services. Office of Marketing Communications, Media Relations and Public Affairs, the News Service, and Michigan Public Media.~~

The vice president for global communications and strategic initiatives will serve as the University's chief communications officer and will be a member of the senior management team and will work with the Board of Regents and executive officers to set University policy on matters of communication and marketing, develop and implement strategic communications plans, and provide leadership in expanding the University's digital communications and social media engagement. ~~advise deans, directors, executive officers and the president regarding communications.~~

~~The vice president for communications or a designee will generally serve as a University spokesperson as well as plan and direct a comprehensive communications program to inform constituents and the public of the University's activities, goals and needs.~~

**Sec. 5.08. Appointment, Tenure, Promotion, and Resignation of the Staff
*(revised April 1991)***

1. Members of the tenured professorial staff shall be appointed by the board on recommendation by the appropriate dean or executive committee, the provost, and at the University of Michigan-Dearborn or the University of Michigan-Flint by the chancellor, and by the president. Unless otherwise provided by specific action by the board, professors and associate professors shall be appointed on indeterminate tenure. The annual budget as approved by the board shall be deemed the record of continuance of service for the ensuing year of all persons on the professorial staff.
2. Assistant professors and all other nontenured members of the teaching staff shall be appointed by the president on

recommendation by the dean and executive committee, and at the University of Michigan-Dearborn or the University of Michigan-Flint by the chancellor. Assistant professors, instructors, and lecturers shall be appointed for terms of up to four years, as is in each case specifically designated in the terms of the appointment. Whenever the term of appointment to assistant professor, instructor, or lecturer is not specified, it shall be for one year only. Other teaching appointments shall be for not more than one year. The annual budget as approved by the board shall be deemed the record of continuance of service for the ensuing year for all persons on the teaching staff. All such appointments shall be reported monthly to the board.

3. Unless specifically provided otherwise by these bylaws, all other members of the staff of the University shall be appointed by the president, on recommendation by the appropriate administrative officer for the fiscal year only.
4. All promotions to tenured teaching positions shall be made by the board on recommendation by the chair of the department, the dean, ~~and~~ the executive committee, the provost, and at the University of Michigan-Dearborn or the University of Michigan-Flint by the chancellor, and the president. All promotions to nontenured teaching staff shall be made by the president on recommendation by the appropriate administrative officer and shall be reported to the board in the same manner as an original appointment in this class. All such changes for other members of the staff shall be made by the president on recommendation by the appropriate administrative officer or agency.
5. All resignations of teaching staff shall be reported to the board monthly.
6. Appointments to positions paid in whole or in part from grants or contracts for limited periods of time shall be subject to the following provisions in the event of cessation of these funds:
 - a. In case of persons previously holding full-time or part-time positions paid from general University funds the person shall be restored to this appointment status within the department, either with tenure or for the remainder of the term of appointment, at the appropriate departmental salary.
 - b. In case of persons brought to the University for the performance of duties payable from limited term funds, both service and salary shall be terminated.

Nothing in these regulations shall prohibit a department from recommending a new appointee to a tenure grade within the faculty and assigning the new appointee immediately to duties payable from limited term funds. When the limited term funds are no longer available, the

department concerned will be responsible for providing further tenure of duties and salary.

Sec. 5.11. Divided and Part-Time Service

~~In case of an appointment of a member of the faculty or staff to serve in two or more departments of the University, the approval of the dean or other administrative head shall be secured in each department affected. All members of the staff receiving compensation from two or more departments shall be listed on each budget as part-time employees with a statement of the amount of compensation received from each unit.~~

~~In the case of the appointment of a member of the staff in any department on a part-time basis, the member shall be listed on the budget as a part-time employee, with a statement of the fractional amount of time devoted to service. The dean shall, subject to general rules formulated by the governing faculty, determine what constitutes "part-time" and "full-time" service by members of the staff.~~

Sec. 5.19. Retirement of the President, Faculty, and Executive Officers (*revised April 1995*)

- ~~1.~~ Subject to the other provisions of this section, the term of service of the president and the other executive officers shall terminate no later than the end of the fiscal year in which their seventieth birthday occurs.
- ~~2.~~ 1. Subject to the provisions of subsection 3~~2~~, the members of the professorial staff appointed prior to January 1, 1984, during the last year preceding retirement shall be entitled to be relieved of normal responsibilities and may be called upon to act in a consulting capacity to the president, executive officers, deans, or department heads, or to conduct research in the individual's field of interest unless otherwise specifically provided by the board, and the salary during this period shall be the regular annual salary. This year preceding termination of service is hereinafter referred to as the "terminal furlough" year. Individuals appointed on or after January 1, 1984, are not eligible for the terminal furlough year.
- ~~3.~~ 2. The terminal furlough year shall not be available unless the individual (a) has been employed by the University at least ten years prior to the effective date of the terminal furlough; and (b) has not taken a sabbatical leave during the past four years next preceding the effective date of the terminal furlough. A person covered by this section but ineligible for the terminal furlough year will continue to carry normal responsibilities in the University until retirement.
- ~~4.~~ 3. A person eligible for a terminal furlough year under subsections 2~~1~~ and 3~~2~~ above may not begin such terminal furlough year until the beginning of the next academic term following his or her sixty-second birthday.

5. 4. Emeritus or emerita status appropriate to the office or rank shall not be granted prior to the date of full retirement.

Sec. 11.22. The Horace H. Rackham School of Graduate Studies: The Dean and the Executive Board

The executive function of the graduate school will be performed by a dean assisted by an executive board. The executive board will consist of the dean and fourteen members to be appointed by the board upon recommendation by the president. One of the fourteen will be from the University of Michigan-Flint and a second will be from the University of Michigan-Dearborn. ~~The length of service for the Flint and Dearborn representatives will be determined by the campus provost. The other appointed committee members will hold office for terms of three years each, so adjusted that four vacancies will occur each year. The dean will be chair of the board.~~

~~The executive board is empowered to establish divisional boards in the interests of the subject matter divisions in particular and the graduate school in general.~~

Sec. 11.24. The Horace H. Rackham School of Graduate Studies: Institute for Human Adjustment

The Institute for Human Adjustment will be maintained as a part of the graduate school for the purpose of conducting research, training, and service in those areas which concern the adjustment of the individual with respect to the individual's personal well-being and to the individual's place in the community. ~~Within the institute, there may be maintained the Bureau of Psychological Services, and such other units as will from time to time be deemed desirable.~~

~~The institute will be responsible to the dean assisted by an executive committee, consisting of the dean and six members of the University Senate to be appointed by the board on recommendation by the president. The appointed members will hold office for three years, the terms to be so adjusted that two will expire each year. The dean will chair the committee. The committee will be responsible to the dean and to the executive board of the graduate school.~~

~~The facilities of the institute will be available to all departments of the University for training, research, and aid to instruction, subject to the approval of the executive committee in consultation with the head of the department concerned.~~

Sec. 11.38. The Medical School Executive Committee

The executive committee will consist of the dean, the ~~director and~~ chief executive officer of the University of Michigan Hospitals and Health

Centers, and eight members of the executive faculty (four instructional, one research, one clinical, and two department chairs) to be appointed by the Board of Regents on recommendation by the president. The executive vice president for medical affairs may attend the executive committee meetings as an invited observer, but may not vote on matters before the executive committee. The appointed members will hold office for three years and will not be eligible for reappointment until after the lapse of one year. The terms will be staggered so as to provide continuity of membership. The dean will chair the committee.

Sec. 11.43. The University of Michigan Hospitals and Health Centers Executive Board (revised November 2009)

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 ~~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.

Sec. 11.44. The University of Michigan Hospitals and Health Centers Executive Board: Powers and Duties (revised November 2009)

The Board of Regents is responsible for establishing the mission, goals, and objectives of the University of Michigan Hospitals and Health Centers (“UMHHC”) and for the quality of medical care services provided; approval of all major programs and operating budgets; the approval of capital and facility plans; and appointment of the ~~director and~~ chief executive officer of the University of Michigan Hospitals and Health Centers.

In all of the above matters, the executive board of the University of Michigan Hospitals and Health Centers (“Executive Board”) is expected to make recommendations to the president and the Board of Regents.

The Executive Board is responsible for the overall financial and administrative performance of the UMHHC, for the quality of care delivered at the UMHHC, and for the UMHHC adherence to applicable legal and ethical standards. In this capacity, the Executive Board has and,

except as otherwise provided in applicable laws, regulations, or accreditation standards, may exercise or delegate responsibility for administrative decisions, approval of personnel actions, responsibility for personnel policy, and approval of medical staff appointments and reappointments at the UMHHC. The Executive Board at all times remains jointly accountable, with the executive leadership and medical staff, for quality improvement, patient safety, and related resource allocation.

The Executive Board's responsibilities include:

1. The overall financial and administrative performance of the UMHHC. The Executive Board shall:
 - a. Review and approve or otherwise ratify the organizational structure of the UMHHC;
 - b. Establish programs, services and administrative units to meet the goals and objectives of the UMHHC and take such steps as are needed to provide for the periodic evaluation of UMHHC operations to assure that the goals and objectives are achieved;
 - c. Determine appropriate delegation of authority to the ~~director~~ and chief executive officer ("CEO");
 - d. Review and approve or otherwise ratify UMHHC-sponsored training programs; review and approve or otherwise ratify appropriate use of the UMHHC for clinical, educational and training experience by various health schools of the University and other teaching institutions;
 - e. Assure the integration of administrative functions among HHC units, including billing services, medical records, human resources, payroll, employee benefits, salary structure, and purchasing services;
 - f. Assure consistent monitoring and oversight throughout the UMHHC;
 - g. Assure that contracted services furnished within the UMHHC permit the UMHHC to comply with all applicable laws, regulations, and accreditation requirements;
 - h. Recommend construction projects and building renovation projects to the Board of Regents for action;
 - i. Evaluate its' own performance on a biennial basis.
2. The quality of care delivered at the UMHHC. The Executive Board shall:
 - a. Establish, under the supervision of the CEO, in coordination with the medical staff, a continuous quality improvement program at the UMHHC that reflects the complexity of the UMHHC organization, involves all hospital departments and services, and focuses on indicators related to improved health outcomes and the prevention and reduction of medical errors;

- b. Assure that clear expectations for safety are established;
- c. Assure that adequate resources are allocated for measuring, assessing, improving, and sustaining UMHHC performance;
- d. Assure that adequate resources are allocated for reducing risk to patients;
- e. Assure directly or through delegation to the CEO working with the Executive Committee on Clinical Affairs (“ECCA”), medical staff accountability for quality of care by:
 - Reviewing and approving or otherwise ratifying the medical staff bylaws, rules, and policies that govern health care provided at the UMHHC;
 - Approving, upon recommendation of the medical staff, appointments and reappointments to the medical staff and delineation, changes in, or curtailment of staff privileges for members of the medical staff;
 - Reviewing and approving recommendations from the chief of staff for clinical affairs (“Chief of Staff”) to establish or terminate clinical programs and/or services;
 - Ratifying nominations for service chiefs and/or program directors that have been submitted to the Executive Board by the ECCA; and
 - Acting as a final appeal body pursuant to the medical staff bylaws, rules, and policies.

The Executive Board shall receive from the Chief of Staff at least annual reports of the medical staff’s evaluation of patient care services provided throughout the UMHHC.

3. UMHHC adherence to applicable legal and ethical standards. The Executive Board shall, subject to the oversight of the Board of Regents, create a code of conduct for the UMHHC as an institution with a particular focus on assuring UMHHC compliance with all federal, state, and local laws and regulations and assuring the ethical operation and conduct of the UMHHC and its employees. The code of conduct will be submitted to the Board of Regents for review and approval.

In carrying out the above delegated powers, the Executive Board of the University of Michigan Hospitals and Health Centers will submit periodic reports through the president to the Board of Regents. The Executive Board will submit its minutes to the Board of Regents.

Sec. 11.45. The University of Michigan Hospitals and Health Centers: The Director and Chief Executive Officer (revised November 2009)

The ~~director and~~ chief executive officer of the University of Michigan Hospitals and Health Centers will be appointed by the Board of Regents

upon recommendation by the president. The ~~director and~~ chief executive officer will be responsible to the executive vice president for medical affairs, and will have immediate responsibility for the operation, maintenance and administrative affairs of the University of Michigan Hospitals and Health Centers. The ~~director and~~ chief executive officer will serve as a member and as secretary of the executive board of the University of Michigan Hospitals and Health Centers. The ~~director and~~ chief executive officer will, *ex officio*, be a member of the Medical School Executive Committee.