

University of Michigan
Regents Communication
Action Request

Subject: University of Michigan Health System Board Bylaws

Action

Requested: Approval of Revision to the University of Michigan Health System Board Bylaws

Effective

Date: December 9, 2021


UMHS Board Bylaw Revisions:

The UMHS Board includes both internal and external Board members who currently serve a maximum of either 2 or 3 consecutive terms of 3 years. Per section 4.2, a Board member serving in their final consecutive term is ineligible to serve another term without waiting at least one (1) year before any reappointment. At times, there may exist a compelling strategic need to have an existing UMHS Board member continue to serve on the UMHS Board beyond the current term limit.

Accordingly, and at the recommendation of the Office of the General Counsel (OGC), a modification is proposed to permit waiving the one (1) year ineligibility period of a Board member who has served his/her maximum consecutive terms.

[Revised UMHS Board Bylaws are attached]

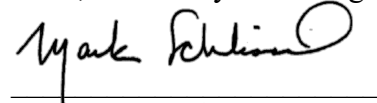
Respectfully submitted,



Marschall S. Runge

Executive Vice President for Medical Affairs

Dean, University of Michigan Medical School



Mark S. Schlissel

President, University of Michigan

December, 2021

Section 4.2. Terms. The term of office of each Board member serving in an *ex officio* capacity will be contemporaneous with such Board member's respective term of office. As of the Effective Date, the term of office of the Board Members, other than the Ex Officio Members, will be established by the Regents such that approximately one-third of the Board members will have a term of one year, approximately one-third of the Board members will have a term of two years, and approximately one-third of the Board members will have a term of three years. Except for those Board members appointed as of the Effective Date, the terms of Board members will expire on the third year anniversary of the date such Board member's term of office commenced, or, if earlier, upon his or her resignation, removal or inability to serve as determined by the EVPMA. Board members appointed pursuant to Section 4.1(b) or Section 4.1(c) are eligible to serve for two (2) consecutive terms, or up to a total of six (6) consecutive years, and Board members appointed pursuant to Section 4.1(d) are eligible to serve for three (3) consecutive terms, or for a total of up to nine (9) years, at which point their service as a Board member will terminate. A Board member whose service terminates becomes eligible for reappointment after the expiration of one (1) year.

Notwithstanding the foregoing, the President of the University, in consultation with the EVPMA and the Board and only for key strategic or operational purposes, the UMHS President and Secretary of the Board, as endorsed by the Chair of the Board, the EVPMA and the Board, may submit a Regents Action Request to the Regents to waive the one (1) year ineligibility period of a Board member who has served his or her maximum consecutive service terms in circumstances where the UMHS President has demonstrated strategic or operational need to have continuity in a Board Member's presence on the Board.

Section 4.3. Vacancies and Removal. Whenever a vacancy occurs on the Board, for whatever reason, notice shall immediately be given to the Chair of the Board so that a member may be appointed by the Board of Regents to fill the unexpired term. The EVPMA and the Board may submit names of recommended individuals for consideration by the Chair of the Board.

The Chair of the Board may remove a member of the Board with the approval of the Board of Regents.

Any Board member who has four (4) unexcused absences for Board meetings in an academic calendar year (July 1 through June 30), as determined by the Chair of the Board, shall be automatically removed.