

# **University of Alaska Statewide System**

## **Bylaws of the Board of Regents**

### **BL01. Name, Authority, and Seal.**

#### **A. Name.**

The official name of the Board of Regents will be the Board of Regents of the University of Alaska. In these bylaws, the term “board” means the Board of Regents of the University of Alaska.

#### **B. Constitutional Authority.**

1. The University of Alaska is established by the Constitution of the State of Alaska, Article VII, Section 2, which provides:

The University of Alaska is hereby established as the state university and constituted a body corporate. It shall have title to all real and personal property now or hereafter set aside for or conveyed to it. Its property shall be administered and disposed of according to law.

2. The Board of Regents and its authority over the University of Alaska is established by the Constitution of the State of Alaska, Article VII, Section 3, which provides:

The University of Alaska shall be governed by a board of regents. The regents shall be appointed by the governor, subject to confirmation by a majority of the members of the legislature in joint session. The board shall, in accordance with law, formulate policy and appoint the president of the university. He shall be the executive officer of the board.

#### **C. Statutory Authority.**

Statutory provisions related to the authority of the Board of Regents over the University of Alaska are contained in AS 14.40.

#### **D. Corporate Seal.**

The corporate seal of the University of Alaska will contain an inner circle and an outer circle. The outer circle will contain the name "University of Alaska" and the inner circle will contain the words "corporate seal," and the year "1917" signifying the founding of the University of Alaska.

(02-07-07)

## **BL02. Appointment, Term of Office, Compensation and Orientation.**

### **A. Appointment of Regents.**

Regents will be selected, appointed, and will hold office in the manner provided by law. For purposes of determining the qualifications for office of the student regent appointed pursuant to AS 14.40.150(b), "full-time student" as used in AS 14.40.130(e) means a student enrolled in at least 12 units, or 9 units if admitted as a graduate student. Unless otherwise disqualified for academic or disciplinary reasons, a person who has met the standard of "full-time student" ceases to be a student only upon failing to enroll as a full-time student at the university by the end of the last applicable late registration deadline for two consecutive semesters. For purposes of the preceding sentence, "semester" includes the fall, spring, or summer semester, summer session, or summer term.

### **B. Term of Office.**

The term of office for a regent other than the student regent appointed pursuant to AS 14.40.150(b) is eight years as provided by AS 14.40.140. The term of office begins on the first Monday in February of the year in which the appointment is made. The term of office for the student regent appointed pursuant to AS 14.40.150(b) is two years and begins on June 1 of the year in which the appointment is made as provided by AS 14.40.150(b). Regents serve for the length of their term, until resignation, or until a replacement has been named by the governor.

### **C. Compensation.**

Regents receive no compensation for their service. Regents will receive actual transportation expenses for attendance at board meetings or for other university purposes approved by the board chair. Each regent may elect on an annual basis to receive meals and lodging expense reimbursement in accordance with board travel policy and university regulation; or to receive a per diem allowance as established by the board travel policy and university regulation for each day or portion of a day spent in an actual meeting, or on authorized official business incident to duties as a regent, in accordance with AS 39.20.

### **D. Orientation.**

Each regent will be informed of the powers and responsibilities of members of the board by the board chair and the university president within a reasonable time following the regent's appointment. (02-07-07)

## **BL03. Duties of the Board of Regents.**

The board will be responsible for the governance of the university as provided by the Constitution of the State of Alaska and the laws enacted pursuant thereto. The board may annually review the performance of the board. A failure to perform an annual review is an internal matter and does not affect the validity of any action. (02-07-07)

**BL04. Officers.**

The officers of the board will be chair, vice chair, secretary, and treasurer. The board may establish or abolish from time to time such offices and positions as may be appropriate to perform the functions of the board. (02-07-07)

**BL05. Officer Election, Term of Office, Removal from Office, and Vacancies.**

A. Election.

At the annual meeting of the board, the officers of the board will be elected by a simple majority vote. Voting may be by secret ballot. Nominations will be taken from the floor.

B. Term of Office.

The officers of the board will serve a 1-year term of office or until a successor is elected. A regent may not hold office as chair for more than three full consecutive terms.

C. Removal from Office.

An officer of the board may be removed from the office by a simple majority vote of the whole board at any regular or special meeting.

D. Vacancies.

Upon completion of service of a regent holding office, the office becomes vacant. A vacancy created by death, resignation, expiration of the term of appointment or otherwise may be filled at the same meeting, or the next regular or special meeting of the board. A person elected to fill a vacancy serves the remainder of the term of the office vacated.

(02-07-07)

**BL06. Duties and Powers of Board Officers.**

A. Chair.

The board chair will preside at all meetings of the board; will establish and eliminate committees of the board as appropriate; will appoint the chairs and members of all committees of the board unless otherwise specified in these bylaws; will assign individual regents to external boards and commissions; will sign requisitions as provided in AS 14.40.290(a); and will perform such other duties as may be provided by these bylaws or by law. All decisions of the chair are subject to the will of the board. The chair will be entitled to vote in all matters.

B. Vice Chair.

The vice chair will, in the case of the vacancy, absence, incapacity, or resignation of the chair, perform the duties of the chair until the chair returns or is replaced in the manner provided by these bylaws.

C. Secretary.

The secretary will cause to be kept minutes of the meetings of the board; will attend to the serving of all notices required by these bylaws after consultation with the board chair and the university president; will attend to such correspondence as may be assigned; will

perform all duties incidental to the office of secretary; and will sign requisitions as provided by AS 14.40.290(a).

D. Treasurer.

The treasurer will be the custodian of the funds and securities of the university, and will deposit the same in the name of the university in such bank or banks as the board may designate. The treasurer will pay out money under the direction of the board, and will exhibit the records at any time to any person authorized to inspect the same. The treasurer will give a bond for the faithful performance of duties in such sum as the board may prescribe, the premiums to be paid from the funds of the university.

E. Secretary or Treasurer Pro Tem.

In the absence of the secretary or treasurer, the chair may appoint a regent to serve as secretary pro tem or treasurer pro tem who will have all authority of the secretary or treasurer. The appointments may be terminated by a majority vote of the board.

F. Delegation of Powers.

In case of the absence of any officer of the board, or for any other reason that the board may deem sufficient, the board, by majority vote, may delegate the powers or duties of such officer to any member of the board.

(04-08-11)

**BL07. Committees of the Board of Regents.**

A. Scope.

The committees of the board will study problems in the areas assigned to them and advise the board as to appropriate policy changes and action. Each committee will keep informed with respect to the manner in which the policies of the board are being administered in its assigned area. Unless otherwise specifically directed by action of the board, all committees will be advisory to the board. Committees will be established and eliminated by the board chair, subject to the will of the board. Decisions of committees may be overruled by action of the board.

B. Composition.

Unless committee composition is otherwise provided by these bylaws, committees will consist of not less than three, nor more than five regents appointed by the chair with the chair serving as an ex-officio member of each committee.

C. Committee Chair.

The chair will appoint the chair of each committee, unless otherwise specified in these bylaws.

D. Term.

The 1-year term of all committee appointees will expire concurrently with the term of the officers of the board.

E. Specially Designated Committee Members.

The chair of each committee may designate any regent who is present at a committee meeting, but is not a regular member of that committee, to serve as a special member of the committee in the event that a regular member is absent from the meeting. Specially designated committee members will enjoy all the rights and privileges of regularly appointed committee members for the duration of the scheduled meeting, including the right to vote.

F. Audit Committee.

The Audit Committee is established as a standing committee of the board. The committee shall be responsible for advising the board on matters relating to stewardship of University finances and assets, for oversight of internal and external audit functions, and for ascertaining the existence and adequacy of accounting and internal control systems and safeguards over University assets. The committee shall recommend to the board the selection of the University's external auditors.

G. Audit Committee Charter.

1. The primary function of the Audit Committee is to assist the board in fulfilling its oversight responsibilities relating to: the university's financial statements, systems of internal control, compliance with legal and regulatory requirements, and the independence and performance of the external and internal audit functions. The committee shall maintain free and open communication among the committee, independent auditors, the internal auditors and management of the university.
2. Members shall be independent of management of the university and its component units and related organizations, and be free of any financial or personal relationship that would impair such independence. If possible, a majority of members shall be financially literate and at least one member shall be a financial expert. "Financial literacy" means being able to read and understand fundamental financial statements. "Financial expert" means a person who has one or more of the following: an understanding of generally accepted accounting principles and financial statements, experience applying such principles, experience preparing or auditing financial statements, experience with internal controls, and an understanding of audit committee functions.
3. Management is directly responsible for the preparation, presentation, and integrity of the university's financial statements and for the appropriateness of the accounting principles and reporting practices used by the university. The committee is responsible for overseeing management's efforts to meet those responsibilities in a reasonable and appropriate manner. The principal duties and responsibilities of the committee include:
  - a. the appointment, compensation, oversight, and retention of the independent external auditor; the external auditor shall report directly to the committee;

- b. the approval of all audit and non-audit services provided by the external auditor; pre-approval authority may be delegated to the committee chair, subject to later ratification by the committee;
- c. appropriate rotation of the lead external audit partner on the audit engagements;
- d. providing sufficient opportunity for the external auditors, the internal auditor, and the general counsel to each meet privately with the committee;
- e. inquiring of management and the external auditor about the effectiveness of the university's system of internal controls;
- f. inquiring of management, the independent auditors and the internal auditors about: the appropriateness of the university's accounting principles, the consistency in the application of those principles, the degree of aggressiveness or conservatism used in applying those principles;
- g. inquiring of management, the external auditors and the internal auditors about the clarity and completeness of the financial statements and related disclosures, including the appropriateness of any significant changes in accounting principles;
- h. reviewing with management and the independent external auditor all matters required to be communicated to the committee under generally accepted auditing standards, including communications under Statement of Auditing Standards No. 61 "Communications with Audit Committee", as amended; reviewing and approving the annual financial statements of the university and the audit report on Federal Awards as required by OMB Circular A-133, also known as the single audit; the report on the single audit is completed at a later date than the university's financial statements;
- i. reviewing periodic reports from the internal auditor regarding all audit activities at the university;
- j. reviewing, as needed, the internal audit charter and audit protocols under P05.03.010 – 05.03.018 and making recommendations to the board regarding changes and enhancements;
- k. maintaining adequate policies and procedures for addressing complaints regarding accounting controls and reports of financial fraud;
- l. reviewing briefings from the internal auditor, general counsel, or management on financial fraud situations and/or whistleblower complaints;

- m. the development and monitoring of the university's conflict of interest policies, principles of employee conduct, and fraud policy; and
- n. reporting the results of the committee's activities to the board .

H. Special Committees.

The board chair may appoint such special committees with such membership and responsibilities as the chair may determine.

(04-08-11)

**BL08. Meetings of the Board of Regents and Committees.**

A. Open Meetings and Voting.

Meetings of the board and its committees will be open to the public as required by AS 44.62.310. The board will provide adequate facilities for members of the public to attend board meetings. During public session of the full board, any vote may be taken by roll call at the discretion of the chair. Roll call votes will not be used in committee meetings except those conducted by teleconference.

B. Executive Sessions.

To the full extent allowed and pursuant to procedures provided by AS 44.62.310, the board or a committee of the board may go into executive session upon majority vote. Voice votes are authorized on all motions made during executive sessions. At any time during executive session, without regard to how the regent voted, a motion to reconsider the motion to go into executive session may be made by any regent, and discussed by the board or committee in executive session. If the board makes findings during an executive session, the findings will be made a part of the record of the proceedings and will be open to inspection by the public at reasonable times.

C. Meeting Dates.

The date and location of regular or special meetings of the board will be fixed by the board from time to time. Special and emergency meetings may also be called by the board chair, university president, or at the written request of any three regents, provided the notice as required by these bylaws is given.

D. Annual Meeting.

The Annual Meeting of the board shall be the last regular meeting of the calendar year. The board shall elect its officers at the annual meeting. At the annual meeting, the board shall review its performance and set its goals for the upcoming year.

E. Notice of Meetings.

1. In accordance with AS 14.40.160(b), thirty days public notice will be provided for regular meetings of the board. Ten days public notice will be provided for special meetings of the board. Emergency meetings may be called without public notice.
2. Notice of all board meetings will be given to each regent and will specify the time and place of the meeting. Unless all regents are present, action taken at a special

or emergency meeting must be directly related to the purpose of the meeting as noticed to regents. Notice will be deemed given, whether or not such notice is actually received, by means of any of the following methods:

- a. mailing written notice by the United States Postal Service postage prepaid to the last known address of the regent at least 96 hours prior to the time of meeting;
- b. attempting to give verbal notice by telephoning the business or residence of the regent at the last known telephone number of the regent and leaving a message notifying the regent of the meeting; or leaving a message to return the call, and, if the call is returned, notifying the regent of the meeting;
- c. providing written notice by facsimile transmission to the last known facsimile telephone number of the regent; or
- d. mailing notice by electronic mail receipt requested to the last known email address of the regent.

F. Disputes Concerning Notice.

The board has the final determination of all disputes concerning the giving of notice.

G. Quorum.

No business may be transacted at any meeting of the board unless at least six regents are present. There will be no proxy permitted. There is no quorum requirement for committee meetings. Official action of the board requires the affirmative vote of the majority of the whole board.

H. Rules of Order.

When not in conflict with any of the provisions of these bylaws or other law, the latest revision of *Robert's Rules of Order* will constitute the rules of parliamentary procedure applicable to all meetings of the board.

I. Unanimous Consent.

In meetings of the board or its subcommittees that are not held by teleconference, the chair may elect to seek unanimous consent, in which case, the following process shall be used. The chair shall ask if there is any objection to unanimous consent to a motion or action. If no regent objects, all regents present at the time shall be counted and recorded as voting to approve the action or motion. In such event, the chair should announce that there was no objection so all regents present will be counted as voting in favor of the action or motion. If any regent present objects to unanimous consent or requests another method of voting, a roll call vote or other appropriate method of voting shall be used.

J. Agenda.

1. An advance agenda for committee and full board meetings will be prepared by the president as approved by the officers of the board, and distributed along with relevant supporting papers, reports, or other communications or exhibits pertaining to agenda items so that it is received by each regent at least seven days prior to any meeting of the board. The 7-day requirement may be waived by the

chair of the board at the request of the president. The provisions of this paragraph are for guidance in preparation for meetings and do not affect the validity of actions of the board.

2. The first order of business at any meeting of the board will be the adoption of the agenda for the meeting. At that time, an item of business may be added to or deleted from the agenda upon a majority vote of the board or committee members present. After the agenda has been adopted by the board or committee, changes can be made upon a two-thirds vote of the members present.
3. The board, its committees, and subcommittees, may conduct public forums or hearings without a formal agenda for the forums or hearings, provided that such meetings are properly noticed in accordance with these bylaws.

K. **Effective Date of Actions.**

Board action will be effective at the time of the action, unless otherwise specified in the motion.

(02-07-07)

**BL09. Public Testimony.**

Subject to the will of a majority of the board, the chair may offer an opportunity for public testimony at regular meetings upon such terms as deemed appropriate and may limit the amount of time allocated to any particular individual or issue.

(02-07-07)

**BL10. Presentations.**

The board may allow presentations by individuals or groups external or internal to the university. Persons or groups not having submitted a timely request in advance of the meeting to make a presentation at a board meeting may be recognized from the floor at the sole discretion of the chair. The chair may limit the length of any presentation.

(02-07-07)

**BL11. Minutes; Public Inspection.**

- A. The minutes of full board meetings will record the action taken on motions or resolutions and, once approved, will be the official record of board actions. The minutes will reflect at least the statement of the problem considered, pertinent recommendations, action taken by the board, and the result of the vote. The minutes will reflect how each regent voted. Separate minutes will not be prepared for proceedings of executive sessions and committee meetings.
- B. The approved minutes of the board and other records of public sessions of the board will be available for public inspection under reasonable rules during regular office hours. Minutes shall be retained indefinitely in printed form.

(02-07-07)

**BL12. University President.**

In accordance with Article VII, Section 3, of the Alaska Constitution, the board will appoint the president by a majority vote of the whole board and fix the president's compensation. The board may annually review the performance of the president. A failure to conduct a performance review is an internal matter and does not affect the validity of any action.

(02-07-07)

**BL13. Indemnification.**

The board will defend, indemnify, and hold harmless board members and officers, university officers and employees, and members of advisory bodies and councils established by policy or regulation from any and all liability or damage arising out of acts on behalf of the board and the university performed within the course or scope of their official duties.

(02-07-07)

**BL14. Board Policies.**

The board may adopt, amend, or repeal policies. Action by the board to adopt or amend a policy of the board may be taken at any regular, special, or emergency meeting by a simple majority vote, but any proposed policy or policy proposed for amendment must appear in the advance agenda of the meeting.

(02-07-07)

**BL15. Bylaws and Policy Manual.**

The board will maintain its bylaws and policies in the form of a compiled manual entitled "Regents' Bylaws and Policy," which will be made available for public inspection.

(02-07-07)

**BL16. University Regulations.**

The president is authorized to adopt regulations consistent with bylaws and policies of the board and maintain them in the form of a compiled manual entitled "University Regulations," which will be made available for public inspection. The lack of a regulation anticipated in policy is an internal matter and does not create a right of action for any purpose.

(02-07-07)

**BL17. Actions by the Board of Regents; Ratification; Objections.**

- A. The board at any meeting may take action by motion that is consistent with these bylaws, even if inconsistent with adopted policy.
- B. Requirements of these bylaws may be waived at any time by unanimous consent of all regents who are not disqualified from acting on the matter. Actions of the board in violation of these bylaws may be ratified by a majority vote at a meeting of the board at least three days following notice of the action to all regents.

- C. Objections to proceedings or action taken during meetings must be made as soon as reasonably possible and the right of a regent to object may be waived by action of that regent which is inconsistent with the objection.

(02-07-07)

**BL18. Priority in the Event of Conflict.**

If provisions conflict, the following order of priority will apply:

1. Bylaws
2. Regents' Policy
3. University Regulation
4. Major Administrative Unit (MAU) Rules and Procedures.

(02-07-07)

**BL19. Amendment and Review of Bylaws.**

- A. Bylaws may be amended by a majority vote of the whole board at any regular or special meeting. Any proposed amendment, however, must be filed with the secretary of the board at least 14 days prior to the meeting at which the proposed bylaw or amendment to these bylaws will be acted upon, and a copy of the proposed bylaw or amendment to these bylaws will immediately be transmitted by the secretary to each member of the board. A proposed amendment filed and noticed timely may be further amended by a two-thirds majority vote of the whole board at the regular or special meeting specified in the notice.
- B. The filing and notice provisions of this section may be waived by unanimous consent of all regents.
- C. Every five years, the university administration will report to the board on the status of the bylaws, making such recommendations as to revisions, additions and/or deletions as appear appropriate.

(02-07-07)

**BL20. Referral of a Regent for Possible Impeachment**

- A. Upon a simple majority vote of the whole board finding that it is in the best interests of the university to do so, the board may refer a regent to the senate with a recommendation that the senate consider impeachment of the regent.
- B. Grounds for referral may include:
1. A criminal complaint, presentment, information, indictment or conviction involving a felony in any jurisdiction;
  2. An information, formal criminal charges or conviction of a misdemeanor involving dishonesty, breach of trust, or the University of Alaska;

3. A probable cause determination of a knowing ethics violation under AS 39.52 that results in an accusation under consideration by the personnel board, or a recommendation of removal from office under AS 39.52.410(b)(3);
  4. Circumstances indicating: conduct that necessarily brings the university into disrepute; material, repeated and documented neglect of duty; or a regent's inability to serve for an extended period;
  5. Judicial proceedings involving or an adjudication of incompetence;
  6. A formal allegation or charge, or a final decision, by a professional or occupational licensing body, alleging or finding a violation of the relevant licensing statutes or regulations that is related to the regent's ability or fitness to serve as a regent; or
  7. Failure to possess the qualifications of a regent under AS 14.40.130.
- C. The following process shall be followed in considering a motion to refer for possible impeachment. Consistent with AS 44.62.310(d)(5), the Open Meetings Act does not apply and all meetings regarding a possible referral shall be conducted in executive session. The process shall maintain confidentiality consistent with the circumstances and the requirements of the review:
1. Any member may request an executive session to discuss appointment of a review committee;
  2. The board may consider a motion to appoint a review committee. If a simple majority of the whole board approves the motion:
    - a. The chair shall appoint a review committee of not less than three members and provide written notice to the affected member of the makeup of the committee and the stated grounds for possible referral;
    - b. The review committee shall gather information relevant to the stated grounds for referral, offer the affected member an opportunity to comment on the information gathered, and make a written report of its review, findings and recommendation to the secretary of the board. The report shall be confidential unless a referral for impeachment is made, at which point any further release shall be made in accordance with this bylaw and applicable law. The secretary shall immediately distribute the report to all members of the board, including the affected member.
  3. The chair shall schedule a meeting to consider the report, to occur at least 14 calendar days after distribution. The board shall consider information

the affected member provides in response to the report that is relevant to the issue of referral and consistent with the question before the board.

4. The board shall consider whether it is in the best interests of the university to refer the affected member for possible impeachment.
  - a. In accordance with AS 39.52.120(a)(4), *Roberts Rules of Order* and this bylaw, the affected member may not participate in the vote, but is considered an active member for purposes of the required majority.
5. If the motion passes by the required majority the secretary immediately shall transmit the motion, the report and any written response or materials provided by the affected member to the president of the senate.
  - a. The board shall reconvene in public session and the motion shall be entered in the official minutes of the board.

(03-09-12)