

MINUTES  
Board of Regents  
August 24, 2012

The Board of Regents of Washington State University met pursuant to call in Open Meeting at 9:00 a.m., on Friday, August 24, 2012, in the Compton Union Building, Room 204, Pullman, Washington.

Present: Regent Scott Carson, Chair; Regents, Scott Carson, Harold Cochran, T. Ryan Durkan, Francois Forgette, Laura Jennings, Connie Niva, Rafael Pruneda, Ron Sims and Michael Worthy; President Elson S. Floyd, Provost and Executive Vice President Warwick Bayly.

**1. Report from the Chair of the Board of Regents.** Regent Scott Carson, Chair, welcomed everyone to the first meeting of the academic year. He also welcomed new student Regent Rafael Pruneda; Robert Greenburg, Faculty Senate Chair; Ed Sala, Chair, Administrative Professional Advisory Council; Mel Netzhammer, Chancellor, WSU Vancouver; and Dick Pratt, Interim Chancellor, WSU Tri-Cities.

Regent Carson reported that beginning with this meeting; they will begin a new procedure allowing for public comment. He said the public comment period will take place after the regular agenda items and will be for approximately ten minutes. He said each speaker that chooses to address the Regents will be allowed two minutes and preference will be given to speakers who have signed up in advance and who are speaking on matters generally on the Board's future meeting agenda. He added if anyone has not signed up in advance, and there is still time, the Board will allow additional comments. He asked anyone who wished to make comments to please state their name, affiliation, and the subject matter in which they wish to speak on.

Regent Carson also reported a Public Employment Relations Commission Order Notice is to be read into the minutes and will take place after the President's Report. Ms. Kendra Wilkins-Fontenot, Labor Relations Officer, will read the Notice.

**Report from the President of the University.** President Elson S. Floyd thanked the Board for the opportunity to report. He started his report by sharing a video which was developed for the Pac-12 Networks. President Floyd said the video provides a sense of energy, excitement, and enthusiasm in its efforts in making an impact throughout the State of Washington and also on a national level.

The video can be seen at: <http://www.youtube.com/watch?v=5pTzPt62pz4>.

President Floyd reported WSU's recent loss of a wonderful alumni and friend, Kathy Goertzen. He added she was a wonderful supporter of the institution, from being a member of the Board of Trustees to a member of the Board of Governors. He said the



energy and the enthusiasm she had was absolutely contagious. He also said he received many thanks from lowering the Cougar Flag to half-mast for seven days. He also asked for a moment of silence in remembrance of her.

President Floyd reported that this month marks the beginning of his sixth year at Washington State University. He said it has been an amazing six years and he appreciates the support of the Board of Regents, but also the support he has received from students, faculty, staff, the community, and legislators. He said he is surrounded by an amazing family and is truly grateful. He said he has reflected on some of the opportunities as well as some of the challenges that WSU has faced. He said this past year has been a great year and continues to build momentum. He added that the Board heard from Vice President Fraire about admissions and what WSU is doing in that context and he commended the housing staff, over four hundred volunteers, orientation counselors, the admissions personnel, and the grounds staff, who contributed to a very successful opening of the semester. He also sent a special commendation to the staff in the Cashier's Office and in the Financial Aid Office who have worked mightily on the glitches caused from installing a new student information system. He indicated that the glitches in the new system created some very devastating consequences for the students relying on financial aid to pay for rent, books, and basic living expenses. He reported that due to the delays, they made some adjustments by extending deadlines and also offered short term loans.

President Floyd presented to the Board a profile comparing areas that included the Student Profile, Annual Tuition and S&A Fees, Employees and Structure, and Budget from six years ago to now (**Exhibit A**). After he reviewed the slides he went on to report that WSU must do two things legislatively—the first priority is to compensate the faculty and staff appropriately, and the second priority is to make sure WSU does everything within its power to keep tuition at a reasonable level and as low as they possibly can as an institution. He said he has essentially taken the view that the institution now has a base budget that has been readjusted to deal with the fiscal realities. He also said the University will not pursue tuition as the means to refill the bucket. He added that tuition and tuition policy are very important in the lifeblood of any institution and he has established a tuition committee to help him think through what the tuition policy should be for the institution.

Regent Carson took a moment to thank President Floyd for the five years he has given, and said the Board looks forward with great anticipation to the next five years and beyond.

**2. Minutes.** It was moved and seconded that the Board of Regents approve the minutes of May 4, 2012 and May 29, 2012. Carried.

**3. Public Employment Relations Commission Order.** Ms. Kendra Wilkins Fontenot, Labor Relations Officer, reported that in accordance with the Public



Employment Commissions order, case 24174-U-11-6189, an unfair labor practice notice is required to be read into the minutes of this Board of Regents Meeting.

Ms. Fontenot read the Public Employment Relations Commission Notice (Exhibit B).

**4. Reports from University Groups.** Regent Carson welcomed new University group leadership, including Ed Sala, Chair, Administrative Professional Advisory Council; and Robert Greenburg, Chair Faculty Senate. (Kyle Erdman, President, Associated Students of Washington State University, Lisa Steel Haberly, Chair, Alumni Association, and Tony Rojas, Chair, Foundation Board of Governors were unable to attend). Other leaders presenting were Ericka Christensen, President, Graduate and Professional Student Association and Kevin Harvey, who reported for Tony Rojas.

Representatives in attendance from the university groups reviewed their reports as submitted. *(Individual written reports may be found online at the Board of Regents website or requested from the President's Office.)*

**5. Executive Committee.** Regent Carson reported that the Executive Committee reviewed an amendment to the Board of Regents Bylaws. They also received an overview from Sharyl Kammerzell, Director of Legal Affairs, regarding the overview of reports analyzing prominent events in higher education and institutional response.

The Board took action on the following:

Revisions to the Board of Regents Bylaws. It was moved and seconded that the Board of Regents approve the amendments to the Bylaws of the Board of Regents in Exhibit C. Carried.

**6. External Affairs Committee Report.** Regent Jennings reported that the External Affairs committee discussed the action item which is an amendment to the Washington Administrative Code regarding Spectator Events. She added that the action is slightly unusual in that it will be enacting both an emergency and a permanent rule regarding the safety of serving alcohol at public events.

Regents Jennings also reported that the committee received two additional reports, both from the Athletic Department. She added the first report involved the review of the branding initiatives, which talked about the consistency and the impact of WSU's new look. She said they also talked about fan involvement and the role that fan involvement plays in the branding process. She added some examples, including fans choosing the homecoming uniforms that the players will wear, football players delivering season tickets to fans, and Wave the Flag program between Spokane and Pullman involving 72 flag wavers on football game days. Regent Jennings said they received a full view of what branding means. She said branding means more than just what something looks like but also how it is presented and how it is delivered.



Regent Jennings said as President Floyd mentioned in his report, a presentation about the Pac-12 Networks that was launched August 15 will have significant financial impact for the university as a whole. She said it will also provide unprecedented national exposure, not only because football will be nationally televised but also because the Pac-12 Networks will allow opportunities for other sports activities, as well as academic areas of excellence to receive national exposure.

The Board took action on the following:

Amendments to WAC 504-36-020 – Spectator Events. It was moved and seconded that the Board of Regents adopt the amendment to the Spectator Events Safety Rules, WAC 504-36-030, as both an emergency and permanent rule, to allow the University to safely regulate, control service and consumption of alcohol at public events.

The Board also approved that after the emergency rule lapses, it will be replaced by the permanent rule in the identical form as the emergency rule. Carried.

**7. Academic and Student Affairs Committee Report.** Regent Niva reported that the Academic and Student Affairs Committee received an update on the regional accreditation from Provost Bayly, and they are currently working on educational assessment. She added the Regents will be given the self-study report at the November meeting as a future action.

Regent Niva also reported that John Fraire, Vice President for Student Affairs and Enrollment, provided an update on enrollment. She said he reported that nearly one-third of entering freshmen this semester are students of color, Latino enrollment is the largest in the school's history, and Africa-American enrollment has tripled over the past three years. She congratulated Vice President Fraire and his staff for a tremendous job.

Regent Jennings expressed her gratitude towards the faculty and staff for rising to the challenge was presented by the state's fiscal crisis. She said President Floyd pointed out in his report that WSU has nearly ten percent fewer faculty and staff due to the fiscal crises and WSU is now welcoming the largest incoming freshmen class in WSU's history.

Regent Niva reviewed the action before Board approval.

The Board took action on the following:

Extend the Bachelor of Science in Neurosciences to WSU Vancouver. It was moved and seconded that the Board of Regents approve the extension of the Bachelor of Science in Neuroscience to WSU Vancouver. Carried.



**8. Finance and Audit Committee.** Regent Worthy reported that the committee heard from the University's Auditor, Heather Lopez, regarding this year's audit plan. He said that they also heard a presentation about sustainability initiatives on the Pullman campus and had an update on the hotel/conference center. Regent Worthy reviewed the two action items before Board approval.

The Board took action on the following:

WSU Delegation of Authority to the President to Ratify the 2013-2015 Collective Bargaining Agreements. It was moved and seconded that the Board of Regents adopt Resolution #120824-439, delegating authority to the President, or his designee, to ratify the 2013-2015 collective bargaining agreements covering bargaining units of WSU employees after tentative agreement has been reached with the exclusive representatives of the employees. Carried.

Facilities Names Recommendation – WSU Tri-Cities Energy Solutions Engineering Laboratory. It was moved and seconded that the Board of Regents approve the recommendation to name the new engineering test facility on the WSU Tri-Cities Campus the WSU Tri-cities Engineering Solutions Engineering Laboratory. Carried.

Regent Carson deviated slightly from the agenda and asked that before they move on to other business he would like to hear from Mel Netzhemmar, the new Chancellor of WSU Vancouver and also from Dick Pratt, Interim Chancellor, WSU Tri-Cities.

Chancellor Netzhammer thanked the Board for the opportunity to report. He thanked them for approving the Bachelor of Science in Neuroscience to be extended to the Vancouver Campus. He added for the first time this semester WSU Vancouver will offer the Doctor of Nursing Practice. He said that 23 students on the Vancouver campus are working with 18 students on the Spokane campus and it is a very integrated program across the system.

In addition, Chancellor Netzhammer reported WSU Vancouver will be hosting a gubernatorial debate. He said it will be broadcast live across the state and they are very excited for that opportunity.

Lastly, Chancellor Netzhammer reported that WSU Vancouver will be opening a STEM High School, I-Tech Preparatory, on the Vancouver campus. He said they will be using the Clark College Building on campus and this year they will be accepting ninth graders, next year they will be accepting ninth and tenth graders, and the year following they will add eleventh graders. He said they will then revisit the whole operation because the Clark College building is not large enough to hold all four years.

Regent Carson commented that he hopes for the opportunity to have the principles from Delta and Aviation High Schools share best practices of students, the motivation of



students to apply for participation, and track their results consistently across all the STEM initiatives.

Dick Pratt, Interim Chancellor, WSU-Tri-Cities, reported WSU Tri-Cities is focused on continuing to grow their STEM programs as well. He said they are adding a Civil Engineering program to their campus this year, and a large amount of funding for that is coming from their community partners. He added the Tri-Cities is partnered with Delta High School, and is starting its fourth year. He said similar to what Chancellor Netzhammer alluded to; they are out of space now in the fourth year. He said the students at that school have exceeded in their performance and they are very proud to be a part of the operation. He said the Washington STEM Foundation which is associated with Delta High School, is working on creating a network that will link all of the STEM high schools in the state together, in order to facilitate discussion so that they will talk to each other.

Interim Chancellor Pratt said their goals this year are to continue to support their students. He said they have given a record number of scholarships to their students representing over a thirteen percent increase in the total funding over last year. He said they are also focused on continuing to work with their community partners to make progress on their Hispanic Serving Institution Status as they recruit a more diverse body. He said one of the ways they are doing this is through their MESA program. He said they have the largest MESA program in the state and that two-thirds of the students who come out of the high school program go on to STEM programs.

Interim Chancellor Pratt said they continue to make progress working with their community partners. He thanked the Board for their approval of the naming of the Energy Solutions Engineering Laboratory, which is evidence of important collaboration with their programs and community partners who will eventually provide internship opportunities and research opportunities for their students and faculty. He said they are also working with a diverse group of people through the Wine Science Center Development Authority to build a Wine Science Center on the campus.

Lastly, Chancellor Pratt reported their faculty is now focused on collaborating effectively with their educational partners, not only Delta High School, but also their community college partners. This year their plan is to have all faculty working together to make the process of transferring seamless for all.

Regent Carson added that he feels this is one of the most exciting periods in the history of WSU Tri-Cities. He said there is a lot going on and it really speaks well to the future.

**9. Other Business.** Regent Carson reported the Regents convened in Executive Session to discuss a request for defense of university employees and also received a litigation report from university counsel.



The Board took action on the following:

Request for Defense of University Employees. It was moved and seconded that the Board of Regents adopt Resolution #120824-440, approving the requests for defense as stated therein of Lewis v. WSU, Floyd and Bayly. Carried.

Regent Jennings added the Regents also reviewed, with counsel, some published reports coming out of UC Davis and Penn State incidents. She added that because of those incidents, they reviewed the crisis response policy and the whistleblower policies at WSU in an ongoing effort to maintain best practices regarding governance.

Regent Sims added, for the record, the President and the Provost excused themselves from Executive Session regarding the request for defense motion.

**10. Open Comment Period.** There were no comments.

**11. Adjournment.** In closing, Regent Carson reminded the Board the next Regular meeting would be held in Vancouver on October 4-5, 2012. He also added the Board will hold a joint meeting with the University of Washington Board of Regents in Seattle on September 28, 2012.

The meeting adjourned at 10:21 am.

Approved by the Board of Regents at its meeting held at the Firstenburg Student Commons, Rooms 101-103, Vancouver, Washington, October 5, 2012.

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Chair, Board of Regents

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Secretary, Board of Regents





# Review with the Regents

## Then and Now

AUGUST 24, 2012







## Student Profile

	<b>Then</b> fall 2007	<b>Now</b> fall 2011
Total enrollment	24,396	27,329
Undergraduates	20,282	22,763
Graduates	3,330	3,777
Professional	784	789
Total student financial aid awarded	\$190.0M	\$262.3M
WSU alumni	161,337	175,000





## Student Profile

	<b>Then</b> fall 2007	<b>Now</b> fall 2011
Average age of undergraduate students	23	23
Average age of graduate students	32	32
Women	52%	52%
Men	48%	48%
In-state students	83%	84%
Out-of-state students	12%	9%
International students	5%	7%
Multicultural students (excludes international)	14%	20%





## Annual Tuition and S&A Fees

	<b>Then</b> fall 2007	<b>Now</b> fall 2012
Resident undergraduate	\$6,290	\$11,386
Resident graduate	\$7,550	\$11,736
Non-resident undergraduate	\$16,604	\$24,468
Non-resident graduate	\$18,398	\$25,168





## Employees and Structure

	<b>Then</b> fall 2007	<b>Now</b> fall 2011
Faculty	2,411	2,126
Administrative professional	1,633	1,571
Classified	2,033	1,812
Total	6,077	5,509
Number of academic colleges	10	11
Number of vice presidents	9	5
Conference affiliation	PAC 10	PAC 12





# Financial

	<b>Then</b> fall 2007	<b>Now</b> fall 2011
Total capital budget (biennial)	\$323.0M	\$351.2M
State capital appropriations	\$219.9M	\$174.3M
Total operating budget (biennial)	\$1.6B	\$1.7B
State operating budget appropriations	\$508.6M	\$303.4M
Research enterprise expenditures	\$213.3M	\$304.4M
Annual fundraising totals	\$92.0M	\$139.7M
Campaign progress to date	\$136.2M	\$714.0M



# WASHINGTON STATE UNIVERSITY





Public Employment Relations Commission (PERC) order  
(Kendra Wilkins-Fontenot)

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: WSU Pullman Labor Relations Public Employment Relations  
Commission (PERC) order

SUBMITTED BY: Roger Patterson, Vice President for Business and Finance

SUPPORTING  
INFORMATION: WSU has a collective bargaining agreement with the Washington  
State Federation of State Employees (WFSE) to cover bargaining  
units of WSU classified employees. In August 2011, the WFSE filed  
an Unfair Labor Practice (ULP) charge against WSU, case 24174-U-  
11-6189. In May of 2012 PERC issued a decision on the case. That  
decision indicated PERC upheld one of the three claims identified in  
the ULP charge. In accordance with the PERC ULP order regarding  
case 24174-U-11-6189; decision 11379-PSRA, WSU is required to  
read a PERC Notice in to the Board of Regents minutes.





## PUBLIC EMPLOYMENT RELATIONS COMMISSION

# NOTICE TO EMPLOYEES

### STATE LAW GIVES YOU THE RIGHT TO:

- Form, join, or assist an employee organization (union)
- Bargain collectively with your employer through a union chosen by a majority of employees
- Refrain from any or all of these activities except you may be required to make payments to a union or charity under a lawful union security provision

**THE WASHINGTON PUBLIC EMPLOYMENT RELATIONS COMMISSION CONDUCTED A LEGAL PROCEEDING AND RULED THAT WASHINGTON STATE UNIVERSITY COMMITTED AN UNFAIR LABOR PRACTICE AND ORDERED US TO POST THIS NOTICE TO EMPLOYEES:**

WE UNLAWFULLY interfered with employee rights in violation of RCW 41.80.110(1)(a).

### TO REMEDY OUR UNFAIR LABOR PRACTICES:

WE WILL cease and desist from unlawfully interfering with employee rights through statements made by the employer or individuals speaking for management.

WE WILL NOT, in any other manner, interfere with, restrain, or coerce our employees in the exercise of their collective bargaining rights under the laws of the State of Washington.

### WASHINGTON STATE UNIVERSITY

BY:

*Kendrick Wilkins, Jontant*  
*Labor Relations Officer*  
Name and Title of Authorized Representative

DATE:

*June 18, 2012*

This notice must remain posted for 60 consecutive days, and must not be altered or covered by any other material. The full decision in this case is published at [www.perc.wa.gov](http://www.perc.wa.gov)

**THIS IS AN OFFICIAL NOTICE AND MUST NOT BE DEFACED BY ANYONE.**

PERC is an independent State agency that enforces public sector collective bargaining laws in the State of Washington. Our mission is to prevent or minimize disruptions to public services by the uniform, impartial, efficient and expert resolution of labor-management disputes. PERC conducts secret ballot elections to determine whether employees want union representation, provides mediation services and conducts unfair labor practice and arbitration hearings. Questions about this notice or compliance with the Commission's order may be directed to PERC, 112 Henry Street NE, Suite 300, PO Box 40919, Olympia, Washington 98504-0919. To find out more about your rights, you may call our office: (360) 570-7300 or go to our website [www.perc.wa.gov](http://www.perc.wa.gov).



## ACTION ITEM #1

### Amendments to the Bylaws of the Board of Regents (Sharyl Kammerzell)

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Amendments to the Bylaws of the Board of Regents

PROPOSED: That the Board of Regents approve amendments to the Bylaws of the Board of Regents

SUBMITTED BY: Sharyl Kammerzell, Director of Legal Affairs

SUPPORTING  
INFORMATION:

Amendments to the Bylaws of the Board of Regents are being proposed primarily to comply with recent changes in state law. The 2012 legislature enacted Substitute House Bill 2313 (effective June 7, 2012), which amends RCW 28B.30.120 to require the Board of Regents to provide for public comment at each meeting. It also amends RCW 28B.15.067 to require publication of tuition and fee increases 21 days in advance of any final Board action.

Most of the proposed amendments are in Article II, Section 11 (Appearance Before the Board). In sum, these amendments:

- Provide for public comment at each meeting;
- Provide for sign up for those individuals who want to comment;
- Give the Board chair the ability to reasonably limit the overall time of the comment period, and the time for each speaker, and
- Set the priority for speakers based on signing up and relevance to the agenda.

Amendments are also proposed for Article III, Section 1.D(4) (Student Fees, Tuition, Policies, and Charges). These amendments address the 21day notice period regarding tuition and fee increases.

In addition to the above amendments, there are some minor changes proposed in Article II, Sections 11 and 12 regarding who may appear before, and submit agenda items to the Board of Regents.

ATTACHMENTS: [Proposed Amendments to the Bylaws of the Board of Regents](#)  
[Red-line Version and Clean Version](#)



## Bylaws of the Board of Regents of Washington State University

### Article I: Officers of the Board

1. Membership. The governance of Washington State University (University) shall be vested in a Board of Regents (Board) consisting of ten members (Regents), one of who shall be a student.

2. Designation. The Officers of the Board shall consist of a President, who shall also be known as the Chair of the Board (Chair), and a Vice Chair, Secretary, and Treasurer.

3. Election and Appointment Process. At its regular meeting held after the first Wednesday in April of each year, the Board shall elect by majority vote, as defined in Article II, Section 6, a Chair and Vice Chair, as nominated by the Executive Committee, based upon the advice of the Board and in consultation with the President of the University. The Chair and Vice Chair shall hold office for a one-year term, commencing on May 16 or until their successors are elected.

The President of the University shall serve as Secretary of the Board as prescribed by RCW 28B.30.135. Secretary of the Board, where used in these Bylaws hereinafter, shall refer to the President of the University.

The Treasurer of the Board shall be the Vice President for Business and Finance of the University, unless the Board in its discretion appoints another individual to this office.

4. Chair. The Chair of the Board shall preside at all meetings of the Board and shall sign all written instruments on behalf of the Board that are necessary to implement programs and policies which have been approved by the Board. The Chair of the Board shall have the authority and responsibility to perform the duties customarily attached to the office and shall have such other authority and duties as prescribed by these Bylaws and the Board.

5. Vice Chair. The Vice Chair of the Board shall have the authority perform the duties of the Chair of the Board in the event of the Chair's absence or incapacity. The Vice Chair may have such other authority and duties as prescribed by these Bylaws and the Board.

6. Secretary. The Secretary of the Board shall not have the right to vote. The Secretary shall be responsible for giving notice of all meetings of the Board, and recording and keeping of the minutes of the proceedings of the Board; shall be the custodian of all official records of the Board; shall attest all instruments required to be signed by the Chair of the Board; and shall perform all the duties pertaining to the office and do all other things required by the Board.

7. Treasurer. The Treasurer shall not have the right to vote. The Treasurer shall be the financial officer of the Board and shall render a true and faithful account of all moneys received and paid out.



8. Vacancies in Office. In the event of resignation, disability, or death of the Chair of the Board, the Vice Chair of the Board shall assume the office of the Chair. In the event of a vacancy in the office of the Vice Chair, the vacancy shall be filled by a majority vote of the Board in the same manner as is provided in Article I, Section 3, of these Bylaws.

## Article II: Meetings of the Board

1. Regular Meetings. Regular meetings of the Board shall be held pursuant to a schedule adopted yearly by resolution of the Board. There shall be no fewer than six (6) meetings scheduled on a yearly basis. The Secretary of the Board, with the concurrence of the Chair of the Board, may cancel or change the date of any regular meeting. All such regular meetings will be conducted in conformance with the laws of the state of Washington governing such meetings.

2. Special Meetings. The Secretary or the Chair of the Board, or a majority of the members of the Board of Regents, may call a special meeting at any time. Not less than twenty-four (24) hours before any special meeting, the Secretary of the Board shall have notified each member of the Board by written notice of the time, location, and the business to be transacted at the meeting. Such notice shall be distributed and posted, and such meeting shall be conducted in accordance with the laws of the state of Washington governing such meetings.

3. Committee Meetings. Board committees, as provided for in these Bylaws, may be held before regular or special meetings, or at such time and such place as the Committee Chair may direct from time to time. All committee meetings shall be held in conformance with the laws of the state of Washington governing such meetings.

4. Notice and Agenda for Regular Meetings. Not less than seven (7) calendar days before any regular meeting, the Secretary of the Board shall transmit a meeting agenda to each member of the Board.

5. Addenda to the Agenda of Board Meetings. Those University officials who are authorized to bring agenda items to the Board may propose addenda to a regular meeting agenda in exceptional circumstances, such as when prompt Board attention is required and the need to place the matter on the agenda was unforeseen, with the concurrence of the Secretary of the Board. Items added to the agenda by University officials must be submitted to the Board not less than twenty-four (24) hours prior to a regular meeting. Material must be submitted through the Secretary of the Board and must be in accordance with guidelines and procedures established for the submittal of items for the agenda.

The Board may add items to the agenda of a regular meeting, and take final action upon such additions, at any time prior to the conclusion of the meeting.

The Board may add items to the agenda of a special meeting at any time prior to the conclusion of the meeting, except that final disposition may not be taken on any matter added to the agenda unless timely notice to the addition has been given as required by law.



6. Quorum. Six (6) Regents shall constitute a quorum for the transaction of business at all regular and special meetings. A majority of the Regents present must approve all items requiring action by the Board.

7. Minutes. The Secretary of the Board shall keep the minutes of all regular and special meetings of the Board. Such minutes shall be distributed with the agenda in preparation for the subsequent meeting and, following approval shall be open to public inspection in the Office of the President during regular University business hours and shall also be posted on the University's Board of Regents Web Page.

8. Public Meetings. Regular and special meetings of the Board and Committees shall be open to the public, except for executive sessions, which may be held as permitted by applicable laws of the state of Washington.

9. Executive Sessions. During any regular or special meeting of the Board, the Board may hold an executive session to discuss matters as permitted by applicable laws of the state of Washington.

10. Communications to the Board. Any person who wishes to bring a matter to the attention of the Board may do so by submitting written communication to the Board at the following address: c/o Office of the President, Washington State University, P.O. Box 641048, Pullman, Washington 99164-1048.

11. Appearance Before the Board. The meetings of the Board are intended for presentation of agenda items by the ~~chairs of the Committees, the University Regents, President, the University Provost, and the University Vice Presidents, Chancellors, and other University officials as requested by the President, and the Senior Assistant Attorney General~~ for discussion and action by members of the Board. Additionally, time shall be provided for public comment at each Board meeting. Where appropriate, public testimony regarding a special issue may be permitted provided that the hearing of such testimony has been approved by the University President and the Chair of the Board. The Chair of the Board may reasonably limit the total amount of time allocated for public testimony on particular issues for each speaker and may limit testimony to assure that it is germane to the specific matter under consideration. Individuals seeking to address the Board shall communicate their request to the University President no fewer than seven (7) calendar days prior to the regular meeting.

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A. Request to Provide Public Comment. Individuals who wish to provide public comment must sign up at the meeting at which they wish to speak by providing their names and any relevant titles or affiliations on the sign up sheet. The request should also set out clearly the topic to be presented.

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B. Time Allocation. The chair of the Board may reasonably limit the amount of time allocated for the public comment period, for each speaker and for each issue during the public comment period. Public comments will take place during the scheduled public comment period. Unless otherwise indicated on the agenda or by the chair, the public comment period will be for 10

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minutes, with a 2 minute limit per speaker, and will occur at the end of the Board meeting.

- C. Scheduling of Speakers. Speakers who sign up in advance and who are commenting on matters before the Board will be given priority during the public comment period. Should a large number of speakers wish to speak on the same issue or topical area, the Chair of the Board may ask representatives of the group to summarize their colleagues' statements, or limit the number of speakers on a given topic. If, by virtue of time or other constraints, a speaker is not able to present his/her comments, said comments may be distributed in writing to the Office of the President for distribution to the Regents.

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No University officer, faculty, staff, or other employee or student of the University shall submit any matter to the Board for official consideration except as provided by the guidelines and procedures established for the submittal of items for the agenda.

12. Guidelines and Procedures for Submittal of Agenda Items to the Board. The topics of business to be introduced at a regular or special meeting shall be included on the Agenda by observing the following guidelines.

A. Agenda items may be submitted only by an appropriate University official as follows: *Regent, President, Provost, Vice Presidents, Chancellors, other University officials as requested by the President, and the Executive Director of Planning and Budget, Director of Intercollegiate Athletics, Director of Internal Audit, and Senior Assistant Attorney General.*

B. All items submitted to the Board for action must first be submitted to and discussed by the appropriate Committee, as provided in Article III of these Bylaws, at least one (1) Committee meeting prior to the meeting at which action will be requested. This requirement may be suspended by the Chair of the Board as to any action item.

C. All items to be included in the agenda must be submitted in writing no later than ten (10) days prior to the Board meeting to the Secretary of the Board, who shall be responsible for preparation and distribution of the Agenda, except as otherwise allowed by Article II, Section 5 of these Bylaws.

13. Rules of Procedure. *Robert's Rules of Order*, latest revised edition, shall govern all meetings of the Board, except where such rules of order are superseded by the Bylaws of the Board or applicable statutes or regulations.

### Article III: Committees of the Board

1. Committees of the Board. The Committees of the Board shall be established to facilitate the business of the Board, communicate with the University administration, study issues of concern to the Board and matters to be brought before the Board, and to provide recommendations to the Board for approval.



Following Board elections, as outlined in Article I, Section 3, the Chair of the Board shall make committee appointments, including an appointment of a chairperson to each of the Committees. Each Committee shall consist of at least three (3) members, including the Committee chairperson and a member of the Executive Committee. The student Regent shall serve on the Academic and Student Affairs Committee.

No Committee may act for the Board on matters requiring Board action, except for the Executive Committee as noted under Subsection A below. All Committees shall refer such matters to the Board for appropriate action in a regular or special meeting.

- A. **Executive Committee** – The Executive Committee is the governance committee of the Board. It shall consist of the Chair of the Board, the Vice Chair of the Board, and the immediate past chair of the Board. The President of the University shall serve as an ex officio member of the Committee.

The Committee membership shall change concurrent with the schedule for Board elections as outlined in Article I, Section 3, of these Bylaws.

The Executive Committee shall have a broad mandate from the Board to work with the Board Chair and the President of the University to help the Board function effectively and efficiently. It shall be vested with the authority to act on behalf of the Board on emergency matters that cannot or should not be delayed until the Board's next regularly scheduled meeting or until a special meeting of the full Board is called, such action taking place at a meeting of the Executive Committee that has been properly noticed in accordance with the requirements of Washington law.

Three members of the Executive Committee shall constitute a quorum for the conduct of business of the Executive Committee. If three members of the Executive Committee are not available, the chair of the Board of Regents may designate any member of the Board to temporarily fill the role as a member of that Committee.

The Committee's responsibilities shall, at a minimum, include:

- (1) Ensuring that a substantive orientation process is in place for all new board members;
- (2) Overseeing, or determining with the Board Chair and University President, the timing and process of periodic board self assessment;
- (3) Encouraging Board members to participate periodically in in-service education opportunities;
- (4) Ensuring the Board adheres to its rules of conduct and the Washington State Ethics in Public Service Law;



- (5) Supporting and advising the University President when needed and monitoring the President's performance and compensation.

In sum, this Committee is responsible for good governance, and shall review and recommend to the Board policies and practices affecting the performance of the governing board and its members in service to Washington State University and to the public trust.

- B. **Academic and Student Affairs Committee** – This Committee may consider matters relating to curricula, faculty affairs, student affairs, equity and diversity affairs, information technology, and enrollment management, and transmit its recommendations regarding these matters to the full Board.

The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.

Matters within the purview of this committee include, but are not limited to:

- (1) *Academic Policy*. This Committee shall consider and make recommendations on matters relating to the educational policies of the University, including curriculum; instruction; educational technology; distance learning; research; public service; admission requirements; the establishment and disestablishment of educational and research units; and the establishment and disestablishment of degree programs.
- (2) *Enrollment Management and Planning*. This Committee shall consider and make recommendations on matters pertaining to enrollment management and planning for the University, including enrollment levels for each campus, overall levels of undergraduate and graduate enrollment, and graduation rates. It will also consider issues related to student service areas of the University, including admissions, registration, financial aid, student advising, and housing.
- (3) *Faculty Affairs*. This Committee shall consider and make recommendations on matters relating to the faculty, including revisions to the Washington State University *Faculty Manual* and composition of the faculty.
- (4) *Student Affairs*. This Committee shall consider and make recommendations on matters concerning student programs and services, such as academic support programs, and concerning the general welfare of the student body, and shall consider policies that promote healthy surroundings to ensure student safety, high-quality environment, and academic excellence.
- (5) *Student Policies*. This Committee shall consider and make recommendations on policies governing student discipline, conduct, and student organizations.



- (6) *Equity and Diversity Affairs.* This Committee shall consider and make recommendations on matters relating to equity and diversity, and assist the Vice President for Student Affairs, Equity and Diversity to take a leadership role in these areas.
  - (7) *Information Technology Policy.* This Committee shall consider and make recommendations on policy matters relating to the use and acquisition of computer services, telephone services, and other technologies used or proposed for use by the University.
- C. **External Affairs Committee** – This Committee is responsible for review of external activities and marketing efforts of the University. The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.
- Matters within the purview of this committee include, but are not limited to, considering and making recommendations to the full Board regarding the following:
- (1) *External Affairs.* Coordinating policy and planning relative to institutional relations with outside constituencies. This may include activities pertaining to government affairs, alumni affairs, community relations, parent organizations, the media, and athletics.
  - (2) *Planning and Government Affairs.* Supporting the long-range planning efforts of the Board by developing plans aimed toward elevating the status of public higher education to all local, state and federal constituencies and agencies, including the Washington Legislature and the general public.
  - (3) *Athletics.* Reviewing issues related to the Department of Intercollegiate Athletics and athletic policies and planning.
  - (4) *Development.* Reviewing policies pertaining to development activities of the University and the WSU Foundation.
  - (5) *Economic Development and Extension.* Reviewing policies pertaining to economic development, engagement, and Extension activities to enhance the University's efforts in helping build the state's economy.
- D. **Finance and Audit Committee** – This Committee ensures the fiscal stability and long-term economic health of the University. It may consider matters relating to the following: the fiscal and accounting functions of the University and associated programs and policies; the University's real and intellectual properties; the physical assets of the University; the deployment of technology by the University; and classified and administrative/professional employees.



The President shall appoint ex officio members from among the officers of the University who shall be responsible for the agenda and for transmitting Committee recommendations to the Board.

Matters within the purview of this committee include, but are not limited to, considering and making recommendations to the Board regarding the following:

- (1) *Investments.* This Committee shall be the Board Committee on investments and shall consider and make recommendations concerning investment policies and guidelines; monitor the performance of the treasurer and other officers charged with implementation of such policies; monitor performance of the Consolidated Endowment Fund and other managed funds as reported by the Investment Committee.
- (2) *Audits.* This Committee shall be the Board Committee on audit. In its audit function, it will assist the Board of Regents in fulfilling its oversight responsibilities relating to: the integrity of the University's financial statements, the systems of internal control, the performance of the auditors and internal audit function, and the University's compliance with legal and regulatory requirements. The Committee shall review all matters related to audit and provide reports to the Board, with recommendations when Board action is required.
  - a. This Committee, in its audit role, shall meet a minimum of four times per year to consider business related to its audit function. Sufficient opportunity for the internal and independent auditors to meet with the Committee should be provided. At least annually, this Committee, as part of its audit function, shall meet with the internal auditor in the absence of University officers.
  - b. This Committee, in its audit role, may investigate any matter brought to its attention with full access to all records, facilities, and personnel of the University and the authority to engage other individuals as necessary to carry out its duties, consistent with Washington's competitive solicitation requirements and other applicable laws.
  - c. The responsibilities of this Committee, in its audit role include, but are not limited to, a review of the internal audit plan, a review of the audits completed, and a review of annual audited financial statements.
- (3) *Operating and Capital Budget Endorsement.* This Committee shall oversee the annual and long-range operating and capital budgets for the University and review and provide recommendations to the Board concerning all proposed requests for appropriation of state funds for the University's operating and capital budgets, prior to submission to the legislature or other state authorities.
- (4) *Student Fees, Tuition, Policies, and Charges.* This Committee shall consider and make recommendations on rates and resulting fees directly affecting



students, such as [tuition](#); Housing and Dining policies and fees; Student Health and Wellness policies and fees; Student Recreation Center policies and fees; and Services and Activities fee allocations.

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In accordance with RCW 28B.15.067, any proposal for tuition and fee increases must be made public 21 days before the Board considers adoption of such increases. Exceptions to the 21 day period shall be as provided in RCW 28B.15.067.

- (5) *Borrowing.* This Committee shall consider and make recommendations concerning the long-term financing of capital projects and any other borrowing which may be required by the University.
- (6) *Real Property.* This Committee shall consider and make recommendations concerning the ownership, management, leasing, acquisition, and disposition of the University's real property.
- (7) *Intellectual Property.* This Committee shall consider and make recommendations concerning the University's intellectual properties; shall review management of these assets, as well as technology transfer activities conducted on behalf of the University by the WSU Research Foundation; and shall propose policies to ensure that income to the University will be maximized over the long term.
- (8) *Trust Lands.* This Committee shall consider and make recommendations for action, as appropriate, as to matters related to the University's trust lands and regularly review the management of these assets to ensure that they are being managed in appropriate ways to maximize income to the University over the long term.
- (9) *Physical Facilities.* This Committee shall be the buildings and grounds committee of the board. It shall consider and make recommendations as to matters relating to the planning, building, maintenance, operation, and naming of the physical facilities of the University, and the purchasing of equipment and supplies utilized by the University.
- (10) *Information Technology.* This Committee shall consider and make recommendations as to financial matters relating to the use and acquisition of computer services, telephone services, and other technologies used or proposed for use by the University.
- (11) *Classified and Administrative/Professional Employees.* This Committee shall consider and make recommendations as to matters relating to classified and administrative/professional employees, including revisions to the *Administrative and Professional Personnel Handbook*, composition of the University's workforce; and collective bargaining agreements for those employees who are represented by an exclusive bargaining representative.



#### Article IV: Officers of the University

1. University President. The University President shall be appointed by the Board (excluding the student Regent) and shall serve at the pleasure of the Board. The University President shall be the chief executive officer of the University and shall be responsible directly to the Board for the management and conduct of all the affairs of the University except those which by law, these Bylaws, or other orders of the Board are the specific responsibility of other persons or bodies. The University President is authorized to attend all regular and special meetings of the Board and its Committees, unless requested otherwise in specific instances by the Board or Committee, and is authorized to bring matters before the Board or any of its Committees for discussion.

2. Other Officers. The University President is the delegated authority to appoint the University's Provost, Vice Presidents, Deans, and other officers as may be necessary for assistance in efficiently carrying out the responsibilities of the chief executive officer of the University. All such officers of the University shall be under the general supervision of and shall exercise such powers and duties as may be prescribed by the University President.

#### Article V: Faculty, Staff, Student, Alumni, and Foundation Representatives

1. The Chair of the Faculty Senate, the Chair of the Administrative Professional Advisory Council, the President of the Graduate and Professional Student Association, the President of the Associated Students of Washington State University, the President of the Alumni Association, and the Chair of the WSU Foundation Board of Governors shall report, as a representative of their respective organizations, to the Board of Regents at its public meetings.

2. The President or Chair of each of these organizations may designate the Vice President or Vice Chair, or the University Vice President responsible for that area, to represent him or her at the meetings of the Board, but may not designate any other person.

3. Participation is at the expense of the organizations of the aforementioned representatives and not an expense obligation of the Board.

4. Notice of public meetings shall be given to such representatives in the same manner as notice is given to members of the Board.

5. Not less than five (5) days before any regular meeting, the Secretary of the Board shall transmit to each representative a final Agenda setting forth the matters that are to be considered at the meeting.

6. Such representatives shall be entitled to speak during the public meeting through scheduled presentations to the Board as set forth in the Board of Regents meeting Agenda. The representatives shall not be entitled to vote on matters brought before the Board.



7. The representative of each group shall submit a one-page report to the Board to be included in the Agenda in accordance with the guidelines for submittal of Agenda material as outlined in Article II, Section 12, of these Bylaws.

#### Article VI: Exercise of Powers

1. Suspension of the Bylaws. Any provision of the Bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members of the Board.

2. Student Regent. The student regent shall excuse himself or herself from participating in or voting on matters relating to the hiring, discipline, or tenure of faculty members and personnel per RCW 28B.30.100.

#### Article VII: Amendments

1. Procedure. These Bylaws may be amended at any regular or special meeting of the Board by the affirmative vote of a majority of the Regents, as defined in Article II, Section 6, of these Bylaws.

#### Article VIII: Special Provisions Relating to Regents

1. Compensation and Expenses. No Regent shall receive a salary or compensation for services as a Regent. Regents shall be reimbursed for actual expenses incurred by reason of attendance at any meeting of the Board or in the performance of other official business of the University in accordance with RCW 43.03.050 and 43.03.060.