

AGENDA ITEM BRIEFING

Submitted by: Charles W. Schwartz, Chairman of the Board
The Texas A&M University System

Subject: Approval of Amendments to the Bylaws of the Board of Regents

Proposed Board Action:

Approve amendments to the Bylaws of the Board of Regents.

Background Information:

Article I (Meetings)

Section 2 (Special Meetings). Adds reference to “Emergency meetings” of the Board to distinguish them from special meetings. To avoid conflict with the Open Meetings Act, the threshold for requesting a special meeting is proposed to be changed from five members to four members. In addition, the requirement for the Executive Director to send notice of special meetings has been changed from 24 hours to 72 hours prior to a special meeting.

Section 3 (Notice of Meetings). Changes requirement of written notice to Board members from 24 hours to 72 hours prior to special meeting. Also, revised version provides that an emergency meeting may be called by the Chairman, with two hours’ notice, in accordance with Section 551.045 of the Texas Government Code.

Article II (Officers)

Section 2 (Chairman of the Board). Provides that the Chairman will have the right to vote on questions, motions or recommendations submitted to Committees of the Board rather than serving as a non-voting member of Committees.

Article III (Personnel)

Section 2 (Executive Director, Board of Regents). (h) Requires the Executive Director to distribute draft agenda items to Regents 14 days prior to a regular meeting and final versions no later than seven days before a regular meeting.

Article IV (Committees)

Section I (Membership). Deletes language providing that the Chairman of the Board serves as non-voting member of all committees.

Agenda Item No. 5.2
Agenda Item Briefing

Section 2 (Procedures). Revisions allow the Chairman to present an item to the full Board for action as needed to meet important deadlines, if an item is not reported from committee due to a tie vote or lack of quorum.

Section 4 (Committee on Audit). Provides language to confirm that the Chairman will serve as an ex officio, voting member of Finance and Audit Committees (rather than an ex officio, non-voting member) and removes requirement that Audit Committee establish guidelines for the Committee as these matters are now addressed in System Policy 10.10.

Section 9 (Quorum). Adds language to specify that the Chairman, as ex officio member of each committee, shall be counted in determining the number required for a quorum of a committee.

A&M System Funding or other Financial Implications:

None.

Agenda Item No. 5.2

THE TEXAS A&M UNIVERSITY SYSTEM
Office of the Board of Regents
October 4, 2017

Members, Board of Regents
The Texas A&M University System

Subject: Approval of Amendments to the Bylaws of the Board of Regents

I recommend adoption of the following minute order:

“The amendments to the Bylaws of the Board of Regents, as filed with the Executive Director, Board of Regents, on September 28, 2017, and as described in the attached exhibit, are approved effective immediately.”

Respectfully submitted,

[ORIGINAL SIGNED BY]

Charles W. Schwartz,
Chairman, Board of Regents

Approved for Legal Sufficiency:

[ORIGINAL SIGNED BY]

Ray Bonilla
General Counsel

PROPOSED AMENDMENTS

BYLAWS OF THE BOARD OF REGENTS OF THE TEXAS A&M UNIVERSITY SYSTEM

ARTICLE I. MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of the Board of Regents shall be held at such dates, times and locations as the Chairman of the Board shall designate, or in the Chairman's absence, as designated by the Vice Chairman. At a minimum, regular meetings will be held quarterly for the purpose of conducting standing committee business and Board action.

SECTION 2. SPECIAL AND EMERGENCY MEETINGS

Special meetings may be held upon call of the Chairman of the Board, or in the Chairman's absence, the Vice Chairman, or upon request by ~~a quorum consisting of not less than five-four~~ members of the Board. At least ~~72~~ 24 hours prior to a special meeting, the Executive Director, Board of Regents, in addition to the notice hereinafter provided for, shall contact each member of the Board telephonically or by facsimile or electronic mail and inform each member of the reason for and the specific purpose of the special meeting and the proposed time and date ~~ascertain the member's availability~~ for the special meeting. Emergency meetings ~~and telephonic meetings~~ may be held as provided by state law.

SECTION 3. NOTICE OF MEETINGS

For all regular meetings, the Executive Director shall send written notice to each member of the Board by mail, facsimile or electronic mail in time to reach each member of the Board not less than seven days before the time of the meeting. Said notice shall state the time, date and place of the meeting. For special meetings, written notice shall be given to each member of the Board by mail, facsimile or electronic mail not less than ~~72~~ 24 hours prior to the meeting in accordance with Section 2 above. In the event any matter emergency requiring immediate action arises during the time intervening between regular meetings of the Board, a special meeting may be called in accordance with this section. In odd-numbered

years, a special meeting may be called, as provided in Section 2 above, for the purpose of electing officers of the Board following the appointment, qualification and confirmation of the three new members of the Board. If the Chairman of the Board determines that an emergency meeting is needed, the Chairman may call such a meeting with at least two hours' notice, in accordance with Section 551.045 of the Texas Government Code.

ARTICLE II. OFFICERS

SECTION 1. OFFICERS

- a. Officers of the Board shall be the Chairman and Vice Chairman.
- b. At the first regular meeting following the appointment, qualification and confirmation of the three new members regularly appointed in odd years (or at a special meeting called for such purpose), the first order of business shall be the election of a Chairman and Vice Chairman. Each of these officers shall hold office for two years and until a successor is duly elected. Vacancies may be filled by the Board at any regular or special meeting and a person or persons elected shall serve for the remaining portion of the unexpired terms.

SECTION 2. CHAIRMAN OF THE BOARD

- a. The Chairman of the Board shall preside at all meetings of the Board, and in the Chairman's absence, the Vice Chairman shall preside. In the absence of the Vice Chairman, the Chairman may appoint or designate a member of the Board to preside. The Chairman, or the presiding member in the absence of the Chairman, shall conduct all business according to parliamentary rules in **Robert's Rules of Order Newly Revised** (or the latest revision or amendment thereto), unless modified by these Bylaws, minute order, resolution or by standing or special rules of the Board. The Chairman, subject to the approval of the Board, shall appoint all regular and special committees of the Board as provided in Article IV below. The Chairman shall have the right to vote upon all questions, motions or recommendations submitted to the Board and to Committees of the Board.
- b. The Chairman shall sign all contracts and other instruments requiring execution on behalf of the Board and shall discharge any other duties usually required of a presiding officer, unless it is otherwise ordered.

SECTION 3. VICE CHAIRMAN OF THE BOARD

The Vice Chairman shall perform all duties and have all the prerogatives set forth in Article II, Section 2, in the Chairman's absence, incapacity or retirement from the Board until the Chairman resumes office or a successor has been duly elected as provided in Section 1(b) above.

ARTICLE III. PERSONNEL

The Chancellor of the System, the Executive Director, Board of Regents, and the Chief Auditor shall report directly to the Board, and the General Counsel has special responsibilities to the Board.

SECTION 1. CHANCELLOR OF THE SYSTEM

The Chancellor of The Texas A&M University System shall be the Chief Executive Officer of the System. The Chancellor's duties are those prescribed by the Board in the published Policies of The Texas A&M University System. The Chancellor of the System shall be appointed by the Board of Regents and shall hold office, subject to the pleasure of the Board.

SECTION 2. EXECUTIVE DIRECTOR, BOARD OF REGENTS

The Executive Director, Board of Regents, shall:

- a. Supervise the Office of the Board of Regents;
- b. Regularly publish all policies adopted by the Board and maintain an updated copy of the Policies of The Texas A&M University System;
- c. Attend and keep accurate records of all meetings of the Board and its committees;
- d. Notify all parties affected by the actions of the Board;
- e. Be custodian of all records of the Board and all documentary files thereof and of all bonds made to the Board;
- f. Be custodian of the corporate seal and shall sign and attest with said seal all certifications of the acts of the Board and all documents, certificates, deeds, contracts and other instruments authorized by the Board;

- g. Issue notices and calls of all meetings of the Board when authorized;
- h. At the direction of the Chairman of the Board, assign agenda items to committee and prepare a meeting agenda and schedule. Draft versions of the ~~The~~ meeting agenda, schedule and agenda items with supporting information shall be distributed to the Board no later than 14 days before regular meetings, with final versions of such documents distributed no later than seven days before regular meetings and no later than 24 hours before special meetings;
- i. Handle Board liaison, Board communications and Board arrangements for travel and site visitations; and -
- j. Perform such other duties as may be assigned by the Board of Regents or as are usual and customary and which assist the members of the Board in the discharge of their official duties.

In the absence of the Executive Director, he/she or the Chairman of the Board may appoint or designate a Board of Regents staff member to perform the duties as set forth in Article III, Section 2.

SECTION 3. GENERAL COUNSEL

The General Counsel shall be appointed by the Board upon recommendation of the Chancellor, and may be dismissed or reassigned by the Chancellor without cause subject to the prior approval of the Board. The General Counsel shall represent the System in all legal matters and shall be responsible for providing all legal services, including the conduct and resolution of litigation, the prosecution and settlement of all claims and for the legal review of all significant transactions, in accordance with applicable state law and with the published Policies of The Texas A&M University System. With the approval of the Attorney General, the General Counsel shall retain and manage all outside counsel performing legal services for the System, and shall serve as liaison to the Office of the Attorney General of the State of Texas. The General Counsel shall review all agenda items to be considered by the Board for legal sufficiency and, where appropriate, provide risk analysis. The General Counsel shall attend all Board meetings.

SECTION 4. CHIEF AUDITOR

The Chief Auditor shall be appointed by the Board, shall report to the Board through the Committee on Audit, have access to the Chancellor, and may be dismissed or reassigned without cause by the Board. The duties of the Chief Auditor are those prescribed by the Board in the published Policies of The Texas A&M University System and Article IV, Section 4.

ARTICLE IV. COMMITTEES

SECTION 1. MEMBERSHIP

Subject to the approval of the Board, and no later than the next regularly scheduled meeting of the Board following the election of officers, the Chairman shall make appointments to standing committees and appoint a chairman for each committee. Members of the Board may serve on no more than two standing committees. Committee members shall serve for a period not to exceed two years, provided that members of the Board may be re-appointed for additional two-year terms. The Chairman of the Board may appoint members to fill unexpired terms in the event of a vacancy. A standing committee shall have no fewer than four members, in addition to the.~~The~~ Chairman of the Board, who shall serve as an non-voting, ex officio member of all committees.

SECTION 2. PROCEDURES

Except as provided herein, the Chairman of the Board shall refer to standing committees matters that are appropriate for the committee's consideration. All matters not deemed appropriate for standing or special committee consideration, but upon which action is required, shall be placed on the agenda for full Board consideration. The duty of each standing committee shall be to consider and make recommendations to the Board upon matters referred to it. Any matter referred to and considered by a standing or special committee, but upon which the committee makes no recommendation or report to the Board, ~~or should the Chairman elect not to refer a matter to a standing or special committee, then the matter~~ may be brought before the Board for consideration at the discretion of the Chairman. ~~written request of no fewer than three members of the Board. The Chairman of the Board shall place the requested item on the Board agenda for consideration at the regularly~~

~~scheduled meeting following receipt of the request and after the committee has made no recommendation, provided, however, that the Chairman may delay consideration until the next regularly scheduled meeting.~~ The Executive Director shall provide all Board members with agenda items to be considered by standing committees, any special committees and the full Board.

SECTION 3. STANDING COMMITTEES

The following shall be the Standing Committees of the Board:

Committee on Audit

Committee on Academic and Student Affairs

Committee on Finance

Committee on Buildings and Physical Plant

Standing Committees may create subcommittees consisting of Board members, non Board members, or both Board members and non Board members. No more than two Board members may serve on any one subcommittee. A subcommittee may be created by the majority vote of the standing Committee with the approval of the Chairman of the Board. The subcommittee of a Standing Committee shall continue until such time as the subcommittee is dissolved. The subcommittee may be dissolved by the majority vote of the Standing Committee with the approval of the Chairman of the Board. Subcommittees of Standing Committees carry no official authority of the Board, but aid the Standing Committee in the discharge of its duties.

SECTION 4. COMMITTEE ON AUDIT

The Committee on Audit shall have ~~five~~^{four} members, none of whom shall be members of the Committee on Finance except for the Chairman of the Board, who shall serve as an ex officio and voting member of both committees. The Committee shall assure that the Board maintains direct access to both internal and external functions of each university, agency and of the System. ~~The Committee on Audit shall recommend to the Board guidelines for the operation of the Committee and the auditing functions throughout the System.~~ The Chief Auditor shall be responsible to the Board through the Committee on Audit. The Committee shall provide oversight of internal and external audits; make recommendations for the selection of external auditors; review the scope of audits; provide

guidance for the Chief Auditor in Board functions; review the findings of all external auditors; and present the annual audit plan to the Board for approval. Audits of the Office of the Board of Regents shall be the responsibility of the full Board.

SECTION 5. COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

The Committee on Academic and Student Affairs shall consider matters relating to the academic institutions and service units of The Texas A&M University System. The Committee shall consider and report to the Board on matters relating to the research, training and public service activities of the System and its component parts. The Committee shall consider all programs and activities of the academic institutions and service units, including long range academic plan approval, curriculum, existing and emerging academic programs, mission statements, programmatic planning as it relates to new facilities, and specialized centers or institutes. The Committee shall be apprised of matters affecting student life at each of the academic institutions.

SECTION 6. COMMITTEE ON FINANCE

The Committee on Finance shall make recommendations to the Board concerning budgets and budgeting guidelines; the pursuit, negotiation, and closing of outside financing, including the issuance of notes, bonds, securities of any type, and agreements of any description that result in indebtedness by the System or any of its institutions or agencies; gifts, grants and other development activities; cash and investment management; investments and trusts; studies of organization efficiency; and other related financial and business activities.

SECTION 7. COMMITTEE ON BUILDINGS AND PHYSICAL PLANT

The Committee on Buildings and Physical Plant shall provide oversight of the administration of System real property, including both surface and mineral interests. The Committee shall also be responsible for review of the comprehensive land management program, and exercise general supervision of all construction, major repair and rehabilitation of all buildings of the System, including evaluation of proposals concerning facilities; the selection of architects, engineers and contractors; and expenditures designed to provide an adequate physical plant. The Committee shall also make recommendations to the Board with

respect to long range facilities planning, the naming of buildings, major centers of activities, and other highly visible properties and facilities.

SECTION 8. SPECIAL COMMITTEES

Subject to the approval of the Board, special committees may be appointed by the Chairman of the Board with such powers and duties as the Board or Chairman may determine. The special committee shall report to the Board on those matters for which the special committee was created. A special committee shall act until it has completed the purpose for which the committee was established, but in no event shall the committee exist for more than one year from the date of appointment. Upon the expiration of one year from the date of appointment, the Board can authorize the committee to act for a longer period.

SECTION 9. QUORUM

A majority of any standing or special committee shall constitute a quorum for the transaction of business. The Chairman, an ex officio member of each committee, shall be counted in determining the number required for a quorum of a committee.

ARTICLE V. AMENDMENTS TO THE BYLAWS

The Bylaws shall be added to or amended only by a vote of at least a majority of the members of the Board at a regular meeting or a special meeting duly called for that purpose. Any proposed addition or amendment shall be filed with the Executive Director in writing 15 days before such meeting, and it shall be the duty of the Executive Director forthwith to mail a copy thereof to every member of the Board.

Adopted by the Board of Regents by Minute Order 205-50 (November 29, 1950), as amended by Minute Order 162-66 (June 28, 1966), Minute Order 215-67 (October 7, 1967), Minute Order 4-75 (February 25, 1975), Minute Orders 149-75 and 184-75 (July 25, 1975), Minute Order 299-86 (September 22, 1986), Minute Order 245-89 (August 31-September 1, 1989), Minute Order 146-90 (May 25, 1990), Minute Order 264-90 (October 5, 1990), Minute Order 222-91 (May 17, 1991), Minute Order 45-95 (February 27, 1995), Minute Order 247-96 (December 6, 1996), Minute Order 182-97 (September 25-26, 1997), Minute Order 148-1999 (July 22-23, 1999), Minute Order 146-2007 (May 24-25, 2007), Minute Order 078-2011 (March 24, 2011), Minute Order 267-2011 (November 3, 2011) and Minute Order 135-2012 (May 3-4, 2012).

**BYLAWS OF THE
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THE TEXAS A&M UNIVERSITY SYSTEM**

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the Board following the appointment, qualification and confirmation of the three new members of the Board. If the Chairman of the Board determines that an emergency meeting is needed, the Chairman may call such a meeting with at least two hours' notice, in accordance with Section 551.045 of the Texas Government Code.

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- c. Attend and keep accurate records of all meetings of the Board and its committees;
- d. Notify all parties affected by the actions of the Board;
- e. Be custodian of all records of the Board and all documentary files thereof and of all bonds made to the Board;
- f. Be custodian of the corporate seal and shall sign and attest with said seal all certifications of the acts of the Board and all documents, certificates, deeds, contracts and other instruments authorized by the Board;

- g. Issue notices and calls of all meetings of the Board when authorized;
- h. At the direction of the Chairman of the Board, assign agenda items to committee and prepare a meeting agenda and schedule. Draft versions of the meeting agenda, schedule and agenda items with supporting information shall be distributed to the Board no later than 14 days before regular meetings, with final versions of such documents distributed no later than seven days before regular meetings and no later than 24 hours before special meetings;
- i. Handle Board liaison, Board communications and Board arrangements for travel and site visitations; and
- j. Perform such other duties as may be assigned by the Board of Regents or as are usual and customary and which assist the members of the Board in the discharge of their official duties.

In the absence of the Executive Director, he/she or the Chairman of the Board may appoint or designate a Board of Regents staff member to perform the duties as set forth in Article III, Section 2.

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SECTION 8. SPECIAL COMMITTEES

Subject to the approval of the Board, special committees may be appointed by the Chairman of the Board with such powers and duties as the Board or Chairman may determine. The special committee shall report to the Board on those matters for which the special committee was created. A special committee shall act until it has completed the purpose for which the committee was established, but in no event shall the committee exist for more than one year from the date of appointment. Upon the expiration of one year from the date of appointment, the Board can authorize the committee to act for a longer period.

SECTION 9. QUORUM

A majority of any standing or special committee shall constitute a quorum for the transaction of business. The Chairman, an ex officio member of each committee, shall be counted in determining the number required for a quorum of a committee.

ARTICLE V. AMENDMENTS TO THE BYLAWS

The Bylaws shall be added to or amended only by a vote of at least a majority of the members of the Board at a regular meeting or a special meeting duly called for that purpose. Any proposed addition or amendment shall be filed with the Executive Director in writing 15 days before such meeting, and it shall be the duty of the Executive Director forthwith to mail a copy thereof to every member of the Board.

Adopted by the Board of Regents by Minute Order 205-50 (November 29, 1950), as amended by Minute Order 162-66 (June 28, 1966), Minute Order 215-67 (October 7, 1967), Minute Order 4-75 (February 25, 1975), Minute Orders 149-75 and 184-75 (July 25, 1975), Minute Order 299-86 (September 22, 1986), Minute Order 245-89 (August 31-September 1, 1989), Minute Order 146-90 (May 25, 1990), Minute Order 264-90 (October 5, 1990), Minute Order 222-91 (May 17, 1991), Minute Order 45-95 (February 27, 1995), Minute Order 247-96 (December 6, 1996), Minute Order 182-97 (September 25-26, 1997), Minute Order 148-1999 (July 22-23, 1999), Minute Order 146-2007 (May 24-25, 2007), Minute Order 078-2011 (March 24, 2011), Minute Order 267-2011 (November 3, 2011) and Minute Order 135-2012 (May 3-4, 2012).