

**SUBSTITUTE ITEM
MEETING OF THE BOARD
MAY 20, 2014**

4. **U. T. System Board of Regents: Discussion and appropriate action regarding proposed amendment of Regents' *Rules and Regulations* concerning best practices for Board governance, operation, and engagement potentially including, but not limited to, a) Rule 10101 (Board Authority and Duties), b) Rule 10102 (Chairman and Vice Chairmen), c) Rule 10401 (Meetings of the Board and Standing Committees) to add new Section 5 (Closed Executive Session), d) Rule 10801 (Policy on Transparency, Accountability, and Access to Information)**

RECOMMENDATION

Chairman Foster recommends that the Board consider the following proposed amendments to the Regents' *Rules and Regulations* as set forth below in congressional style:

- a. Amendments to Rule 10101, regarding Board Authority and Duties, as follows:

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Sec. 3 Duties and Responsibilities of Each Regent.

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3.3 A Regent may not publicly disclose information that is confidential, by law, unless disclosure is required by law or made pursuant to a vote of the Board to waive an applicable privilege.

3.4 Members of the Board shall bring concerns about operations, accountability, compliance, or the need for an investigation to the Chancellor, Chairman, Board, or an appropriate Committee of the Board.

3.5 Members of the Board will at all times respect the role of the Chancellor as the chief executive officer of the U. T. System and will at all times respect management and reporting lines for U. T. System and institutional employees.

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Sec. 5 Records and Information Management. Members of the Board of Regents shall comply with Systemwide policies and federal and State law regarding records retention and information management, including System Administration policies on encryption, retention, destruction, and release of documents.

- 5.1 In addition to required training under State law, each member of the Board will be provided training on records and document management, including compliance with the U. T. System records retention policy.
- 5.2 U. T. System Administration will offer a U. T. System email address and account to each Regent at the beginning of service as a member of the Board of Regents. Members of the Board are strongly encouraged to use U. T. System email addresses for all communications related to public business or public policy over which the Board of Regents has supervision or control.

b. Amendments to Rule 10102, Subsection 2.1, regarding the Duties of the Chairman, recommended by U. T. System staff, as follows:

- 2.1 Duties and Responsibilities of the Chairman. The duties and responsibilities of the Chairman shall include the following:
 - (a) The Chairman shall preside over the meetings of the Board.
 - (b) The Chairman shall be authorized to call special meetings of the Board.
 - (c) The Chairman shall appoint the standing committees of the Board and such special committees as the Board may authorize.
 - (d) The Chairman shall appoint ad hoc committees as necessary to address special issues.
 - (e) The Chairman shall be a nonvoting ex officio member of all standing and special committees of the Board.
 - (f) The Chairman, as the Board's elected leader, serves as the day-to-day administrative leader of the Board.

c. Amendments to Rule 10401, regarding Meetings of the Board and Standing Committees, to add a new Section 5 as follows:

Sec. 5 Closed Executive Session.

- 5.1 Closed executive sessions may be convened as authorized by State law.
- 5.2 The Board recognizes the importance of the confidentiality of executive session discussions as authorized by the Texas Open Meetings Act. In compliance with State law, the Board has determined that the only recording or notes of executive session discussions may be a certified agenda or a recording prepared by Board Office staff. Other recordings, notes, or third party communications are not authorized.

- d. Amendments to Rule 10801 (Policy on Transparency, Accountability, and Access to Information), Subsection 5.4, regarding Requests by Members of the Board of Regents and Chancellor, as follows:

5.4 Requests by Members of the Board of Regents and Chancellor.

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- 5.4.2 Except for a request processed under Subsection 5.4.4, requests by an individual Regent for information shall be submitted to the Chancellor in writing by the requesting Regent, with a copy to the Board Chairman and General Counsel to the Board. An individual Regent's written request for information shall identify the need for the information requested and shall provide a requested deadline for response if the request is time-sensitive.

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- 5.4.5 Within 5 business days 72 hours of the receipt of a Regent's information request, the Chancellor's Office will provide the requesting Regent with an estimated date for delivery or production. The Board requires all U. T. System Administration and U. T. System institutional employees to respond thoroughly and appropriately to requests for information from a member of the Board or the Chancellor, without undue delay. In the rare circumstance when there are concerns about a Regent's request, the matter will be discussed with the Regent within 5 business days of receipt of the request. If concerns are unresolved following discussion with the Regent, the matter will be presented to the Board as quickly as possible. Upon vote, if three or more other Regents support the request, the request will be filled without delay.