



TO: Regents Governance Committee

FROM: Erica Weston  
Deputy Counsel

DATE: March 25, 2024

RE: Recommended Changes to Regent Policy 2.C.1 and -.2:  
Committee Governing Principles and Governance Committee Charter

This item proposes amending Regent Policy 2.C to: (1) change the timing of making committee work plans; (2) modify the Governance Committee’s role regarding the strategic vision and board evaluation criteria; and (3) state the Governance Committee’s role in reviewing the Regent Law and Policy review schedule. This item also proposes a minor edit for clarity.

**A. Committee Governing Principles (Regent Policy 2.C.1)**

**1. Timing of Making Committee Work Plans (Regent Policy 2.C.1.F)**

Regent Policy 2.C.1 establishes governing principles applicable to all committees. Last September, Policy 2.C.1.F was amended to shift the timing for approval of annual committee work plans from a fiscal to calendar year schedule. This means that committees must now approve their work plans “between the first ... [and] second regularly scheduled board meeting of the calendar year” (i.e., between the February and April board meetings). Staff recommends striking this clause. This means that committees will still annually develop work plans, but that it can be done at the time of year that works best for a particular committee. For example, the work plan of the Regents Finance Committee better aligns with a fiscal year work plan than a calendar year work plan.

**B. Governance Committee Charter (Regent Policy 2.C.2)**

Regent Policy 2.C.2 is the Governance Committee Charter. The primary function of the committee is to review and recommend policies and procedures to enhance the quality, efficiency, and effectiveness of the Board of Regents. To that end, the charter establishes the duties and responsibilities of the committee. Staff recommends the following amendments to the charter.

**1. Governance Committee Role concerning Strategic Vision (Regent Policy 2.C.2.A.4)**

Regent Policy 2.C.2.A.4 provides that, “[i]n consultation with the administration, [the Governance Committee] make[s] recommendations to the board on the strategic vision of the university.” Discussion at the January and March Governance Committee meetings suggested that the full board should have a role in initiating any such Governance Committee



involvement. Prefacing the current provision with “If requested by the Board of Regents...” would achieve this goal.

## **2. Governance Committee Role concerning Policy Review Schedule (proposed new section Regent Policy 2.C.2.A.5)**

On April 28, 2023, the Board adopted a resolution requiring that “... the Law and Policy Coordinating Committee develop a schedule for ongoing review of Regent Laws and Policies and present such schedule to the Regents Governance Committee for approval, and that this schedule be reviewed at least annually by the Governance Committee. The schedule may be updated or amended as needed by the Law and Policy Coordinating Committee, and such changes will be presented to the Governance Committee for approval.”

Consistent with Regent Policy 2.F.8, the committee should consider whether to incorporate the matter addressed by the resolution into policy because the resolution potentially creates ongoing obligations. Such a policy would fit within the section of the Governance Committee Charter describing its responsibilities for Board/System/Institution Governance, as a new subsection 2.C.2.A.5. Staff recommends incorporating the principles of the resolution into this new subsection as follows:

At least annually, review the schedule for ongoing review of regent laws and policies and, periodically, review any amendments to the schedule that may have been made.

## **3. Governance Committee Role regarding Board Performance Improvement (Regent Policy 2.C.2.B.3 and -.4)**

Regent Policy 2.C.2.B.3 provides that the Governance Committee’s duties and responsibilities include “[e]stablish[ing] performance criteria/expectations for regents.” Discussion at the January Governance Committee meeting suggested that it is not the role of the Governance Committee to play this role in evaluating the performance of board colleagues, and that this provision should be stricken. Consistent with this, it was also suggested that Regent Policy 2.C.2.B.4 refer to the Governance Committee working with the board chair regarding “criteria and method for *improving* the performance of the board” rather than “criteria and method for *evaluating* the performance of the board.” (Emphasis added.)

## **4. Minor Edit for Clarity (Regent Policy 2.C.2.A.2)**

Currently, Regent Policy 2.C.2.A.2 requires the Governance Committee to “[p]eriodically review and recommend improvements to the processes *and policies* associated with regent laws and policies.” (Emphasis added.) Administrative policy statements are often associated with regent laws and policies. Under the policy framework established by Regent Law 1.C, the Board of Regents enacts regent laws and policies, while the administration enacts administrative policy statements. Staff recommends striking “and policies” to avoid suggesting that the Governance Committee is responsible for reviewing and recommending improvements to administrative policy statements associated with regent laws and policies.



Under Regent Policy 2.N, these proposed changes to Regent Policy were discussed by the Governance Committee on January 25, 2024; were noticed publicly to the full board on February 8-9, 2024; and were further discussed by the Governance Committee at its March 21, 2024, meeting. Accordingly, the proposed changes to Regent Policy could be considered at the April 11-12, 2024, Board of Regents meeting.