



TO: Regents Governance Committee

FROM: Regent Frank McNulty

DATE: August 22, 2024

RE: Revision to Regent Policy 2.J – In-person Attendance at Regular In-Person Board Meetings

Under Regent Policy 2.J, “The Board of Regents recognizes that a regent serves in a position of trust and agrees to observe fiduciary obligations in the exercise of official duties.” One of these fiduciary duties is the duty of care, which calls for regents to “exercise the same degree of diligence and care in the discharge of regent duties that a reasonably prudent person would exercise when attending to personal affairs.” Regent Policy 2.J.1.

As part of this duty of care, Regent Policy 2.J.1(C) requires regents to “actively attend and participate in board and committee meetings, evaluate the materials presented, and ask questions necessary to inform the regent’s performance of official duties.” This item proposes to also specifically expect in-person attendance at regular in-person board meetings. The board chair, however, could allow remote participation under extenuating circumstances.

These proposed changes will be discussed by the Governance Committee on August 22, 2024; will receive notice of motion at the September 12-13, 2024, board meeting; and will be further discussed by the Governance Committee at its October 24, 2024, meeting. Accordingly, the proposed changes could be considered by the board at the November 7-8, 2024, Board of Regents meeting.