


October 31, 2018

TO: Members of the Board of Trustees

FROM: Rachel S. Rubin, Executive Secretary 

RE: Notification of Proposed Revisions to the *By-laws of the University of Connecticut*

RECOMMENDATION:

That the Board of Trustees approve the amendments to the *By-Laws of the University of Connecticut (By-Laws)* as set forth in more detail below.

AUTHORITY AND BACKGROUND:

The *By-Laws* may be amended at any regular meeting of the Board by a recorded majority vote of all members of the Board, provided that notice of any proposed amendment, including a draft thereof, shall have been given at the previous regular meeting. See Article XVIII.B. This document represents such notice and the resolution calling for the described amendments can be acted upon at the next meeting of the Board.

The proposed amendments are primarily ministerial in nature and are intended merely to clarify existing intent.

PROPOSED REVISIONS:

1. **Article II - Organization of the Board of Trustees**

Section B of Article II currently provides that officers of the Board shall be elected annually.

Section A of Article IV currently provides that the officers of the Board, “apart from the Governor, who is President ex officio, shall be a Chair, Vice-Chairs and a Secretary. Section C of Article IV provides that the “chairs of all standing committees shall be designated vice-chairs of the” Board.

The proposed revisions to Article II would eliminate the requirement to elect the officers, with the exception of Secretary, annually. The Governor selects the Board Chair, and as required by Article IV, the chairs of the standing committees are deemed Vice-Chairs to the Board. As explained in Section 3, below, Article IV will be revised to make clear that consistent with long-standing practice, the Board Chair selects the chairs of the special and standing committees.

2. Article III - Rules of Procedure and Order of Business of the Board of Trustees

Section D of Article III addresses public participation in Board meetings, and provides in relevant part:

[T]he Board shall hear brief oral presentations from members of the public who wish to express views on issues pending before the Board or on other issues of concern to the University. The agenda for each regular public meeting of the Board shall allot up to thirty minutes for this purpose.

The proposed revision would clarify that the Board will allow a total of thirty minutes for public participation, not thirty minutes per individual who seeks to address the Board. This revision is in keeping with the intent and historical practice of the Board.

3. Article IV - Officers of the Board of Trustees

Section B sets forth the duties of the Chair of the Board of Trustees. Section B.1 currently provides that the duties of the Chair are:

1. To call special and emergency meetings of the Board when necessary.
2. To preside, in the absence of the Governor, at all meetings.

There are two proposed revisions to this section. The first, to clarify that the Board Chair has the authority to appoint the chairs of special and standing committees.

The second is to clarify that the Chair has the authority to call special meetings when the Chair deems necessary. A separate provision of the Bylaws requires the Chair to call special meetings of the Board upon the request of at least five members. See Article II.D. There is no similar requirement for emergency meetings. See Article II.E.

The purpose of the proposed amendment to Section B.1 of Article IV is to clarify that the Chair has the authority to call special meetings when the Chair deems necessary, which is separate from and in addition to the requirement imposed in Article II.

4. Article V - Committees of the Board of Trustees

The Board is required to “act as a committee of the whole on all matters requiring action” except as specified therein. Section C authorizes the Board to appoint special and standing committees of the Board, but does not specify the necessary quorum for such committees.

The purpose of the proposed amendment to Section C of Article V is to clarify that a simple majority of each standing and special committee constitutes a quorum for that committee. This is consistent with the defined quorums for the Board as a whole (Art. II.F), as well as the Executive Committee (Art. V.B).

The purpose of the proposed amendment to Section E.2.iii of Article V is to make clear that the Board of Directors of UConn Health is authorized to award emeritus status to its faculty, as specified in Article XIV.K.

5. XIV - The University Staff

Section E.2 provides that a department head has three responsibilities related to the settling details of teaching schedules, and then appears to list four such responsibilities. The proposed amendment clarifies that there are only three responsibilities.

Section S addresses the faculty grievance procedure. The proposed amendment to this section is to delete an incorrect reference.

6. Article XVIII - Repeal and Amendment

Article XVIII sets for the process for repeal and amendment of the By-Laws. Section B provides that the By-Laws “may be amended at any regular meeting of the Board by a recorded majority vote of all members of the board, provided that notice of any proposed amendment, including a draft thereof, shall have been given at the previous regular meeting.” (Emphasis added.) As written, a vote must be taken at the very next scheduled meeting. The proposed revision would permit the vote to take place at any regular meeting subsequent to the meeting at which notice was given.

DRAFT Resolution

BE IT RESOLVED

The following revisions (reflected in red) are hereby made to the By-laws of the University of Connecticut, in accordance with the reasons set forth in the attached memorandum.

1. Article II - Organization of the Board of Trustees

B. Election of the Secretary to~~officers of~~ the Board shall be conducted annually. ~~once a year.~~

2. Article III - Rules of Procedure and Order of Business of the Board of Trustees

[T]he Board shall hear brief oral presentations from members of the public who wish to express views on issues pending before the Board or on other issues of concern to the University. The agenda for each regular public meeting of the Board shall allot up to a total of thirty minutes for this purpose.

3. Article IV – Officers of the Board of Trustees

B. The duties of the Chair shall be as follows:

1. To call special and emergency meetings of the Board when required or the Chair deems necessary.

2. To preside, in the absence of the Governor, at all meetings.

3. To appoint the chairs of all special and standing committees.

The Chair is privileged to make or discuss motions and to vote on all questions.

4. Article V - Committees of the Board of Trustees

A. The Board shall act as a committee of the whole on all matters requiring action with the exception of those listed in items B, C.1., D, and E below.

B. Executive Committee

1. *Membership*

The Executive Committee shall consist of the Board Chair and the chairs of all the Board's standing committees. The President shall serve as an *ex officio* nonvoting member. The Chair of the Board shall chair this committee. A simple majority shall constitute a quorum. It shall meet at such times as deemed necessary by the Chair.

2. The Executive Committee shall exercise in emergencies all the authority of the Board of Trustees, consistent with the policies of the Board or with any action taken earlier by the Board. For purposes of executive committee action, a matter shall be deemed an emergency circumstance when delaying action until the full Board's next meeting could result in significant risk, expense, or disruption to the University or its operations.

3. The committee shall not preempt the Board except in those emergency circumstances that do not permit the handling of a matter in the normally prescribed manner by the Board, and shall report to the full Board any action taken at the next regular meeting of the Board.

C. The Board may appoint from time to time ~~such special or~~ standing committees, or special committees as may be necessary to make studies or preliminary investigations necessary for determining Board action. A simple majority of the members of each committee shall constitute a quorum. Special committees are automatically discharged when their reports are acted upon by the Board or when the Board determines no action is warranted.

E. A standing committee shall be established with jurisdiction over the University of Connecticut Health Center, the Schools of Medicine and Dental Medicine and the John Dempsey Hospital, and its core administrative units.

1. The name of the committee will be "Board of Directors of the University of Connecticut Health Center."

2. Authority

a. The Board of Directors is authorized to approve the following:

- i. Grants, contracts, and indemnifications.
- ii. Compensation plans and labor contracts.
- iii. Faculty promotion, tenure, reappointments, emeritus status and sabbatical leaves.

5. Article XIV - The University Staff

E. Professional Staff Loads

2. Except in the Schools of Medicine and Dental Medicine, the teaching duties of each department shall generally be regarded as a joint responsibility of all its members to be divided as far as possible by mutual agreement, with proper attention to the interests and activities of all. It shall be the responsibility of the

department head to make decisions when agreement is lacking and to submit the complete schedule of teaching engagements to the appropriate dean.

The preceding paragraph does not imply that teaching loads and assignments of individual faculty members are to be determined by departmental vote. Departmental action is to be limited to consideration of general policy.

In settling details of teaching schedules within the department or in meeting situations that arise on short notice, the department head has three responsibilities:

a. The department head must understand and put into effect the general policies and programs of the University.

b. The department head must act on behalf of and as a representative of the department. ~~e-~~All faculty of the department should participate in the formulation of general departmental policy and assess the department's professional program, both for long-run development and current decisions.

~~dc.~~The department head has a responsibility to discuss with individual faculty his/her ambitions and aspirations within the University and the profession. While no one is completely a free agent to lay out a program exactly as one pleases, scholarly activity flourishes best in an environment of self-direction and self-propulsion.

S. University Faculty Grievance Procedure

1. Complaints involving promotion, tenure and reappointment decisions may be brought to the Committee of Three only at the end of a sequent of peer review procedures, including those of the Faculty Review Board ~~(see Article I.X.G).~~ [Deleted reference is non-existent. The By-Laws do not define the Faculty Review Board anywhere.]

5. Article XVIII-Repeal and Amendment

B. These By-Laws may be amended at any regular meeting of the Board by a recorded majority vote of all members of the Board, provided notice of any proposed amendment, including a draft thereof, shall have been given at a previous regular meeting.