January 30, 2019

TO: Members of the Board of Trustees

FROM: Rachel S. Rubin, Executive Secretary

RE: Approval 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. Notice was given at the October 31, 2018 meeting. Following comment and feedback, a revised draft was circulated. This represents the recommended changes to be acted upon at the January 30, 2019 meeting of the Board.

PROPOSED REVISIONS:

1. Article II - Organization of the Board of Trustees

Section B of Article II currently provides that “[e]lection of officers of the Board shall be conducted once a year.” Section C of Article IV provides that the “chairs of all standing committees shall be designated vice-chairs of the Board of Trustees.”

The proposed revisions to Article II.B would require the Board to elect the Secretary and the Chairs of the standing and special committees once per year, at the first meeting of the Board on or after July 1. In the event there is a need to appoint a new chair or secretary in between those elections, the Chair would have the authority to appoint such chair/secretary effective immediately, subject to Board confirmation at the next regularly scheduled meeting.
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:

"The 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.

The proposed revision makes clear that the Board Chair has the authority to nominate the chairs of special and standing committees. It also requires the Board Chair, in selecting members of a special or standing committee, to do so in consultation with the committee chair.

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 B of Article V is to make clear that approval by members constituting a majority of a quorum of the Executive Committee constitutes committee action.

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, as the section does not currently define what constitutes a quorum of a committee. The proposed definition 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 clarify that the purpose of written notice is to allow for a discussion and comment period, that a vote on any proposed amendment may take place at any of the three meetings immediately following the meeting at which notice was first given, and that Board action on any proposed amendment will be treated as a regular agenda item. If the Board fails to vote within the specified timeframe, the proposed revisions must be re-noticed.
Proposed 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 officers of the Secretary to the Board and the Chairs of the standing and special committees shall be conducted at the first meeting of the Board on or after July 1 in each year. If between annual elections there is established a new special or standing committee, or a vacancy is created, the Board Chair shall appoint a Chair/Secretary on an acting basis, such appointment to be effective immediately. The appointment is subject to Board confirmation at its next regularly scheduled meeting.

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

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.

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

   3. To nominate the chairs of all special and standing committees. Members of all such committees shall be selected by the Board Chair in consultation with the chair of the special or standing committee.

   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. Approval by members comprising a majority of a quorum shall comprise committee action. 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 establish appoint from time to time such special or standing committees and special committees with such mandates as the Board shall determine, 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. Approval by members comprising a majority of a quorum shall comprise committee action. Special committees shall be automatically discharged when and as determined by the Board, their reports are acted upon by the Board or when the Board determines no action is warranted.

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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, *emertitus 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. 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.

c. 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 sequence of peer review procedures, including those of the Faculty Review Board. [Deleted reference is nonexistent. The By-Laws do not define the Faculty Review Board anywhere.]

6. 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 the a previous regular
meeting for the purpose of comment and discussion prior to a vote on any proposed amendment. Board action on any proposed amendment shall be treated as a regular agenda item. If no vote is taken on the proposed amendment(s) at any of the next three meetings of the Board following the meeting at which notice of the proposed amendment(s) is first given, the proposed amendment(s) must be re-noticed in accordance with this section.