

## Chapter 01 -- Bylaws

### 01.01 Responsibilities of the board

01.01.1 The board accepts and adopts the following role and responsibilities assigned by law to the governing boards of public institutions and systems of higher education in the State of Texas. In this regard, the board shall:

- a. preserve the independence of the TTU system and defend its right to manage its own affairs through its chosen administrators and employees;
- b. enhance the public image of all components of the TTU system;
- c. interpret the community to the campus and interpret the campus to the community;
- d. nurture each institution under its governance to the end that each institution achieves its full potential within its role and mission; and
- e. insist on clarity of focus and mission of each institution under its governance.

01.01.2 To fulfill its role and responsibilities, the board shall provide policy direction for and establish goals consistent with the role and mission of each institution under its management and control.

### 01.02 Governance

#### 01.02.1 Authority

- a. The Legislature, in Chapters 109, 110, and in Section 51.352, *Texas Education Code*, has delegated to the Board of Regents of the Texas Tech University System the power and authority to govern, control, and direct the policies of the Texas Tech University System.

- b. Section 109.001, *Texas Education Code*, states that the board "by rule may delegate a power or duty of the board to an officer, employee, or other agent of the board."
- c. Section 109.23, *Texas Education Code*, requires the board to "provide a chief executive officer, who shall devote his attention to the executive management of the university and who shall be directly accountable to the board for the conduct of the university. The board, when required by law to be the governing body of any other state educational institution or facility, shall also direct the chief executive officer to be directly responsible for the executive management of that other institution or facility." The board has determined that the chancellor is the chief executive officer of the TTU system.
- d. Section 110.01, *Texas Education Code*, states that "Texas Tech University Health Sciences Center is a separate institution and not a department, school, or branch of Texas Tech University but is under the direction, management, and control of the Texas Tech University Board of Regents."
- e. Section 110.02, *Texas Education Code*, states that "The board of regents has the same powers of direction, management, and control over the Health Sciences Center as they exercise over Texas Tech University. However, the board shall act separately and independently on all matters affecting the Health Sciences Center as a separate institution."
- f. Section 109A.001, *Texas Education Code*, states that "The university [*Angelo State University*] is a component institution of the Texas Tech University System and is under the management and control of the board of regents of the Texas Tech University System. The board of regents has the same powers and duties concerning Angelo State University as are conferred on the board by statute concerning Texas Tech University and Texas Tech University Health Sciences Center."

### 01.02.2 Composition.

- a. Board members. The board is composed of nine members appointed by the governor with the advice and consent of the senate for staggered terms of six years each, the term of three members expiring on January 31 of odd-numbered years.
- b. Student regent. In addition to the nine members of the board, a student regent is appointed by the governor for a one-year term under Sec. 51.355, *Texas Education Code*. By statute, the student regent "is not a member of the board," but the student regent has the same powers and duties as the members of the board, including the right to attend and participate in meetings of the board, except that the student regent:
  - (1) may not vote on any matter before the board or make or second any motion before the board; and
  - (2) is not counted in determining whether a quorum exists for a meeting of the board or in determining the outcome of any vote of the board.

### 01.02.3 Chair of the board

- a. From its number, the board shall elect the chair of the board (the "chair") at the first regular or special called meeting in odd-numbered years following the appointment, qualification and confirmation of the new members regularly appointed in odd-numbered years. However, if the new members regularly appointed in odd-numbered years have not been appointed, qualified and confirmed by May 1 in odd-numbered years, the board will proceed with election of board officers on or before May 31. The chair shall report to and be responsible to the board. In case of the chair's death, resignation, permanent disability, removal, or disqualification, the vice chair of the board shall become the chair for the remainder of the term of the chair who vacated the office.

- b. Duties. Duties and responsibilities of the chair include:
- (1) being responsible for board meeting agendas;
  - (2) presiding over the board meetings;
  - (3) having authority to call special and emergency board meetings;
  - (4) appointing the board's standing and special committees; and
  - (5) conducting or causing to be conducted an appropriate orientation for new board members as soon as possible after appointment and delivering to each a copy of the current *Regents' Rules*, annual financial reports, and organization charts of the TTU system.

01.02.4 Vice chair of the board. From its number, the board shall elect the vice chair of the board (the "vice chair") when the chair is elected. In case of the chair's temporary absence or disability, the vice chair shall perform the chair's duties until the chair shall resume such office. In case of the chair's death, permanent disability, resignation, removal, or disqualification, the vice chair becomes the chair for the remainder of the term of the vacated office. Upon the vice chair's death, resignation, disability, removal, or midterm ascension to the position of chair, the board shall elect a successor as soon as practicable.

01.02.5 Taking office. The chair and the vice chair shall take office immediately upon their election and hold office until a successor is duly elected.

01.02.6 Secretary of the board

- a. Appointment of the secretary. The board shall appoint a secretary of the board (the "secretary") who is not a member of the board and who shall receive such compensation and have such staff assistance as the board may fix. The secretary shall report and be responsible directly to the board and serve at its

pleasure. The secretary is the principal officer to the board in the administration of the responsibilities of the Office of the Board of Regents and the principal staff officer to each member of the board in the discharge of the board member's responsibilities. Upon the secretary's death, resignation, permanent disability, removal, or disqualification, the board shall appoint a successor as soon as practicable. The board also may appoint an assistant secretary who shall perform duties as delegated by the secretary and who, when the secretary's office is vacant, or if the secretary is absent, incapacitated, or for any reason unable to perform the duties of the office, shall have the same duties and authority as the secretary. If the secretary is absent, incapacitated, or for any reason unable to perform the duties of the office and an assistant secretary has not been appointed previously, the chair may appoint an assistant secretary who shall have the same duties and authority as the secretary.

b. Duties and functions of the secretary

- (1) Meetings. The secretary shall make preparations for all board and committee meetings including such notices as law requires. The secretary shall make preparations for and submit required notices related to executive sessions of the board in conjunction with the general counsel of the TTU system.
- (2) Agendas. Under the direction of and upon approval by the chair of the board or the chair of a standing committee, the secretary shall, with the cooperation of the principal officers of the TTU system, prepare and distribute the agenda for all board and committee meetings. Where an agenda item requires a commitment of funds, a statement by the appropriate chief fiscal officer shall be included within the item indicating the source and availability of funds. Except in the case of emergency meetings, not less than two weeks prior to the day of regular meetings and not less than 24 hours prior to special called meetings, the secretary of the board shall deliver to each member copies of all proposed items for board

consideration, including an agenda table of contents ("the regular agenda"). Urgent and emergency items may be added after this time but are subject to the recommendation of the chancellor to the chair and the chair's approval. Subject to applicable state open meeting requirements, including advance posting requirements, such items shall be added to the regular agenda. Items to be brought before the board will be separated into three categories:

- (a) items deemed to require individual consideration and approval by the board will be in the regular agenda;
- (b) items deemed routine will be submitted for board approval in the consent agenda; and
- (c) material required by a provision of the *Regents' Rules* to be furnished to the board as information will be listed in the information agenda.

The consent agenda (usually accompanied by the information agenda) will be delivered to the regents at the same time as the regular agenda. Any regent may require that an item in the consent agenda be moved to the regular agenda.

- (3) Deferrals. Except when emergency proposals (as defined by the chair of the board or the secretary of the board) are involved, all proposals not submitted to the secretary within the time prescribed in Sec. 01.02.6.b(2) shall be deferred until the next board meeting.
- (4) Minutes. The secretary shall attend all open board and committee meetings, record, prepare, and index the official minutes of the meetings of the board and its committees and distribute copies thereof, including the annual budgets, to members of the board, the chancellor, and to such other individuals as designated by the chancellor. The official minutes shall be kept in the Office of the

Board of Regents and certified excerpts from these minutes shall be prepared and distributed by the secretary when requested.

- (5) Documents. The secretary shall keep on file in the Office of the Board of Regents all official documents, correspondence, and proceedings of the board and its committees, including audio recordings.
- (6) Seals. The secretary is the custodian of the official seal of the TTU system (see Section 12.06, *Regents' Rules*). The secretary shall affix such appropriate official seal to, and attest, all documents executed in the name of the board and requiring attestation. The board may authorize by resolution certain other officials of the TTU system to affix seals and to attest to specific documents.
- (7) Official *Regents' Rules*. The secretary shall keep the official copy of the *Regents' Rules*. Said copy shall contain all current rules and regulations and policies promulgated by the board. Any changes or additions thereto shall be entered in the official copy and such changes and additions shall be furnished to board members and such principal officers of the TTU system as the chancellor designates.
- (8) Reports. The secretary as directed by the board shall prepare and distribute reports and communications.
- (9) Other duties. The secretary shall perform such functions and have such other duties and responsibilities as the board may assign, and shall perform usual and customary tasks to assist the board in the discharge of its official duties.

#### 01.02.7 Board meetings

- a. Regular meetings. The board shall hold a minimum of four board meetings each year on dates and times to be chosen by

the board. The board shall hold regular meetings at such locations as the board may determine before the meeting.

- b. Special meetings. The chair may call a special board meeting for special or emergency purposes. A special board meeting also may be called by or at the joint written request of no less than five board members. The board shall set the meeting time and place in its usual manner; however, in the absence of majority agreement, the chair shall set the meeting time and place. If the special meeting is to be conducted by teleconference call, the location specified must be the Board Meeting Room at the TTU system offices. The chair shall take into account the schedule of each board member in order to ensure maximum attendance. The chair shall notify or cause to be notified each member in an expeditious manner of the meeting time and place. In a special meeting, the board shall only consider the business described in the meeting notice or any supplemental notice.
- c. Notices. Notices for all board or committee meetings shall conform to the requirements of state law.

#### 01.02.8 Board committees

- a. Appointments. The chair, shortly after election, shall appoint all committee members and shall designate a committee chair except as otherwise provided herein. All other board members shall be *ex officio* members of each committee.
- b. Authority of standing committees. The authority of standing committees of the board shall be subject to action of the board. Unless a specific delegation of authority has been made by the board in advance, recommendations of a standing committee must be approved by the board before such recommendations shall become effective.
- c. Times and places of committee meetings. The committee chair, in consultation with the chair, shall set the times and places of each special meeting of a standing or special committee.

d. Standing committees

- (1) Academic, Clinical, and Student Affairs Committee. The Academic, Clinical, and Student Affairs Committee shall consist of three members. In addition to the three members appointed by the chair, the student regent shall be a participant in the deliberations of this committee. This committee shall consider:
  - (a) the educational mission and academic programs of the various schools and units within the TTU system;
  - (b) the clinical programs (both patient care services and clinical investigation) within TTUHSC and their relationship to the educational mission and academic programs;
  - (c) student affairs within the component institutions;
  - (d) faculty affairs within the component institutions;
  - (e) current and long-range governmental actions that affect the TTU system and make recommendations that will ensure, when necessary, continuous and prompt action by the TTU system on such matters;
  - (f) research programs within component institutions and their relationship to the graduate programs;
  - (g) policies essential to the growth and development of research;
  - (h) research incentives for faculty;
  - (i) fund-raising programs and investments to strengthen research; and

- (j) contracts for academic, clinical, or student affairs agreements that require board action.

The committee shall summarize facts, recommend actions and present alternatives to the board as necessary.

- (2) Facilities Committee. The Facilities Committee shall consist of three members. This committee shall consider:
  - (a) use and occupancy of TTU system property, and
  - (b) planning of, location of, receiving bids or proposals for, and awarding contracts for the construction, maintenance, and repair of buildings, utilities, and other physical facilities of the TTU system.

The committee shall summarize facts, recommend actions and present alternatives to the board as necessary.

- (3) Finance and Administration Committee. The Finance and Administration Committee shall consist of three members. This committee shall consider:
  - (a) the budgeting process;
  - (b) all requests for budgets covering expenditures of educational and general funds, designated funds, and auxiliary programs;
  - (c) handling of TTU system funds and depositories whether from appropriated or non-appropriated funds;
  - (d) all administrative matters relating to affirmative action and equal employment opportunity, central computing services, communication services, purchasing and contracting, office services, financial administration of grants, accounting services, personnel, budgeting, cash management, investments,

water management, police operations, and all parts thereof;

- (e) contracts and easements related to business or administrative functions that require board action;
- (f) the annual review of all actual expenditures as well as the detailed review of the expenditures of the Office of the Chancellor and the Offices of the Presidents; the board will approve all budgets and be informed of all appropriations requests;
- (g) review of all private fund-raising activities for the TTU system and make recommendations that will ensure coordination of all private fundraising functions including any funds used to supplement the salary of any TTU system employee; and
- (h) all administrative matters relating to physical plant operations and traffic and parking.

The committee shall summarize facts, recommend actions and present alternatives to the board as necessary.

- (4) Audit Committee. The Audit Committee shall have three members. The committee shall assure that the board maintains direct access to both internal and external audits of the TTU system. The Audit Committee shall recommend to the board guidelines for the operation of the committee and the auditing functions throughout the TTU system; however, audits of the Office of the Board of Regents shall be the responsibility of the board. The chief audit executive shall be responsible to the board through the Audit Committee. The committee shall:
  - (a) provide oversight of the internal and external audits;
  - (b) make recommendations for the selection of external auditors;

- (c) review the scope of audits;
- (d) provide guidance for the chief audit executive on risk assessment and audit plans;
- (e) review the findings of all external auditors;
- (f) review and rate the system-wide risk assessment evaluations and plans to address the identified significant risk functions; and
- (g) on or before August 31 of each year, present to the board for approval an Audit Committee-approved annual audit plan.

The committee shall summarize facts, recommend actions and present alternatives to the board as necessary.

- (5) Executive committee. The executive committee shall consist of the chair and vice chair of the board and the chairs of the following standing committees: Finance and Administration; Academic, Clinical and Student Affairs; and Facilities. The committee shall consider items requiring action at such times as board action is not possible. Approval of an action by the Executive Committee shall require at least four votes in the affirmative.
- e. Special committees. During a board meeting, or at any time between board meetings if at least 48 hours advance notice is provided to all members, the chair may appoint special committees, name the members thereof, and designate the committee chair. In addition, during a board meeting, six or more members, by vote, may appoint special committees, name the members thereof, and designate the committee chair. Any special committee so created shall be temporary (except the Investment Advisory Committee) and shall be charged in writing as to its particular duties and functions and the period in which it is to serve. Action by the chair or at least six members will be required to extend this period.

f. Investment Advisory Committee.

- (1) Duties and responsibilities. The Investment Advisory Committee (IAC) is a special committee of indefinite duration as authorized by the board and is charged with the following duties and responsibilities:
  - (a) to meet quarterly with investment counsel, investment managers and appropriate officers and staff for the purpose of reviewing and consulting with these parties and advising the board and the board of directors of the Texas Tech Foundation (Foundation board) on asset allocation, investment policy and investment results; and
  - (b) for identifying fund managers, monitoring the performance of investments, evaluating fund manager performance and developing and recommending an asset allocation plan for the Long-Term Investment Fund, and for reviewing the investments and performance of the Short and Intermediate Term Investment Fund.
- (2) Terms of office. Members of the IAC serve at the will of the board and are appointed to four-year staggered terms that begin on a February 1. Appointment of members of the IAC shall be made upon the expiration of a member's term. No member of the IAC shall serve more than two consecutive four-year terms on the IAC.
- (3) Membership. The IAC shall be comprised of nine members, as follows:
  - (a) Three members appointed by the chair of the board, at least one of which shall be a current member of the board and with all board members appointed to the IAC serving at the will of the board chair; and

- (b) One member appointed by the Foundation board;  
and
  - (c) Five members appointed by the chancellor, of which two are to be recommended by the Foundation board subject to the following provisions:
    - i. the members recommended by the Foundation board are subject to approval by the chancellor and the board; and
    - ii. any disagreement regarding these two appointees shall be resolved through consultation between the chancellor and representatives of the board and the Foundation board.
  - (d) From the members of the IAC, the chair of the board shall appoint the chair of the IAC.
- (4) Qualifications.
- (a) All members appointed to the IAC shall possess the necessary skills and knowledge in the areas of finance, accounting and investments in order to substantively participate in the recommendations of the IAC, and each has the duty to actively participate in all meetings and other activities of the IAC in order to fulfill their obligations to their respective boards; and
  - (b) No member shall have any financial interest in any organization providing investment services to the TTU system.
- (5) Joint investment policy. Foundation assets and TTU system assets shall be commingled for investment in order to realize the benefits of higher long-term investment returns, greater portfolio diversity and lower investment management costs. Accordingly, the board and the Foundation board shall jointly develop and adopt a joint

investment policy to be implemented by the Foundation and TTU system, and be responsible for the investment of the assets of the Foundation and TTU system, with the earnings credited to the corresponding entity.

01.02.9 Procedures

- a. Rules of order. When in session, the board shall follow the procedures set forth in *Robert's Rules of Order* unless the procedures conflict with the *Regents' Rules*.
- b. Executive sessions
  - (1) Only board members may attend executive sessions unless the board invites other persons to attend.
  - (2) The board shall conduct all executive sessions in accordance with the applicable provisions of Chapter 551, *Texas Government Code*.
  - (3) In accordance with Sec. 01.02.6.b(1), the agenda for all executive sessions shall be approved in advance by the chair and, except in cases of an emergency meeting, shall be delivered to each member not less than seven days prior to the day of the meeting at which the executive session is to take place. Subject to applicable state open meeting requirements, including advance posting requirements, urgent and emergency items may be added to the agenda after the required delivery date but are subject to the chair's approval.
- c. Board communications
  - (1) It is not only the right but also the duty of each board member to be fully informed on all matters that influence or have impact on his or her obligations as a board member.

- (2) Requests to appear before the board
  - (a) During a meeting of the board, members of the public may be allowed to make presentations for a reasonable amount of time, as determined by the chair, on any topic listed on the agenda for a board or committee meeting that is open to the public. Presentations or discussions on topics not listed on the agenda shall not be allowed. The board shall not serve as a hearing or appellate body for individual complaints, grievances, or appeals of students, faculty or staff members except as specifically provided or required in the *Regents' Rules*. Individual complaints, grievances, or appeals of students, faculty or staff members are to be addressed through the grievance procedures applicable to the appropriate TTU system component, and a decision at the final level of review or appeal within the TTU system administration will constitute final action on the grievance.
  - (b) A request to appear before the board must be filed with the chair, the secretary, or the chancellor not less than 48 hours in advance of the board meeting and must state the purpose of such appearance. The chair shall approve or disapprove such a request.
- (3) The board hereby reserves to itself the authority and responsibility for determining matters of policy, official statements concerning any political or other subjects of an obviously controversial nature that represent an official policy, statement, or position of the board and/or the TTU system. Statements, policies, and positions by the board on such matters shall be made by the board through the chair or the chancellor. No board member, officer, or faculty or staff member shall have the authority to speak for or issue any public statement on policy for or on behalf of the board or the TTU system on such matters, without the board's prior approval. Any state-

ment on emergency matters shall be cleared by the chancellor in coordination with the chair. This policy declaration is intended to set forth the position, authority, and responsibility of the board on these matters without suggesting any limitation on the rights of persons to speak in their individual and personal capacities.

- (4) A president of a component institution, the chief financial officer, or the vice chancellor and general counsel should bring any matter to the board that, in that officer's opinion, could have a material impact on the TTU system or when one of these officers has a professional duty or obligation to disclose the matter to the board.

d. Quorum

- (1) Five members or more present in person shall constitute a quorum.
- (2) In accordance with Section 551.127, *Texas Government Code* (as amended or modified), a member may participate in an open or closed meeting via videoconference when a majority of the quorum of the board is physically present at one meeting place, provided the meeting is legally posted in advance as a videoconference meeting.
- (3) The board may participate in an open or closed meeting via telephone conference call in accordance with Section 551.121, *Texas Government Code* (as amended or modified), only if the meeting is legally posted in advance as a telephone conference meeting and:
  - (a) the meeting is a special called meeting and immediate action is required; and
  - (b) the convening at one location of a quorum of the board is difficult or impossible.

- e. Board members entitled to vote. Board members participating via teleconference or videoconference in a board meeting le-

gally posted and conducted as a teleconference or videoconference meeting shall be entitled to vote.

01.02.10 Board and committee meetings attendance. Recognizing the broad authority and responsibility vested in the board for the governance and operation of the TTU system, there is a specific expectation that each member of the board understands and recognizes the importance of his or her attendance at board and committee meetings and will make a sincere commitment to attend as many of these meetings as possible.

01.03 **Board conduct.** Each member of the board shall perform his or her activities on behalf of the TTU system in conformity with:

- a. the ethics policy set out in Section 03.01, *Regents' Rules*;
- b. the conflict of interest policy for board members in Section 03.03, *Regents' Rules*;
- c. the provisions of Chapter 09, *Regents' Rules*, relating to conflicts of interest and investments; and
- d. applicable state laws related to standards of conduct and conflicts of interest.

01.04 **New chancellor selection.** When there is a vacancy in the position of chancellor, the board shall establish a selection process and shall select a chancellor. The process shall result in a limited slate of unranked candidates for the position to be delivered to the full board for its deliberation.

01.05 **Board members service on internal support and advisory groups.**

01.05.1 Service in a non-voting capacity required. Board members are frequently asked to serve on support and advisory groups for various units of the TTU system. Such service, when requested because of unique contributions which can be made because of the regents' capabilities related to the work of the group, can make important contributions to the efforts of the TTU system. It is noted, however, that casting a vote in such groups may place a member of the board in the position of casting a vote with the support group and

again when the matter is presented to the board. This eventuality should be avoided, and the board therefore restricts any membership on such groups to non-voting participation, and any exception to this policy must be approved by the board.

01.05.2 Service on a committee for an academic or administrative search. A board member may serve as a voting participant of an academic or administrative search or search advisory committee without the need for an exception being granted under Section 01.05.1, *Regents' Rules*.

01.06 **Board seating at commencement.** Board members are expected to participate in the commencement exercises of the component institutions. A seat on the platform will be provided for each member who attends.

01.07 ***Regents' Rules* review.** In 2011 and in each fourth year thereafter, the chair shall appoint an *ad hoc* committee to review the *Regents' Rules* and recommend such updates and revisions as may be necessary or appropriate.

01.08 **Amendments.** The *Regents' Rules* may be added to or amended only by vote of at least five members of the board at a regular meeting. Any proposed addition or amendment to Chapter 01 of these *Regents' Rules* must be filed in writing with the secretary of the board not less than 30 days before the meeting at which the addition or amendment is to be considered, and it shall be the duty of the secretary forthwith to mail a copy of such proposed addition or amendment to every member of the board.

---

*Index of Chapter 01 amendments adopted since December 12, 2008:*

<u>Section</u>	<u>Date</u>	<u>Description of Amendment</u>
01.05	12-17-09	The existing language of Sec. 01.05 that requires regents to serve in a <u>non-voting</u> capacity on internal support and advisory groups was turned into a new Sec. 01.05.1. A new Sec. 01.05.2 added a permanent exception so that regents may serve as <u>voting</u> members of search or search advisory committees without the need for the Board to grant exceptions on a case-by-case basis.
01.03	10-23-09	Citations were added to Sec. 01.03 – the section on “Board conduct” – to reference a conflict of interest policy for Board members that had been adopted into Chapter 03 and investment conflict of interest provisions that had been adopted into Chapter 09.