

STANDING RULES OF THE BOARD OF REGENTS OF THE UNIVERSITY OF NEBRASKA

SECTION 1. **Structure of the Board**

- 1.1 **Membership.** The Board shall consist of the eight voting members elected from districts within the state and four non-voting student members, all as provided by the Constitution and laws of the State of Nebraska and the *Bylaws of the Board of Regents*.
- 1.2 **Officers.** The officers of the Board shall be the Chairperson and the Vice Chairperson, whom the Board shall, at its annual meeting, select from among its voting members. A Vice Chairperson shall be elected at the annual meeting for a term of one year, and thereafter, succeed to the office of Chairperson for a term of one year. A nominee eligible for Vice Chairperson must have sufficient remaining term as Regent, such that he or she may fulfill the duties of Chairperson the following year. If there is more than one nominee for an office, then the elections shall be by secret ballot and the total number of votes for each nominee shall be announced and entered into the minutes. The duties of the Chairperson and Vice Chairperson shall be those set forth in Section 1.3 of the *Bylaws of the Board* and Section 4.3 of these Rules. In the event that the Chairperson and the Vice Chairperson are both absent or otherwise unable to discharge their duties, the Board shall, by a majority vote of its members present and qualified to vote, select a presiding officer pro tempore.
- 1.3 **Committees.**
- 1.3.1 The Board shall have four standing committees: Executive, Academic Affairs, Audit, Risk and Compliance, and Business and Finance. The Board may from time to time create such other committees and task forces as it determines to be necessary.
- 1.3.2 The Executive Committee shall consist of the Chairperson, Vice Chairperson, the most recent past Chairperson, and an additional elected Regent, and one Student Regent both appointed by the Chairperson. The elected Regent appointed by the Board Chairperson may not be reappointed to a second consecutive term.
- 1.3.3 The Chairperson of the Board shall, after consulting with the other members of the Board, appoint the members of the Academic Affairs, Audit, Risk and Compliance, and Business and Finance committees and select one member of each committee to serve as its chairperson. Such appointments shall be made each year, after the Board's annual meeting and before its next scheduled meeting. All proposed committee agenda topics will be submitted by the committee chairs to the Executive Committee for approval.
- 1.3.4 In those instances where a committee or task force determines that Board action is called for, it may bring its specific recommendations to the Board. Committee and task force actions and recommendations shall be advisory only and shall have no binding force or effect unless the Board has expressly delegated to a committee or task force power to act on behalf of the Board upon a specific matter. Where a committee or task force takes action on behalf of the Board pursuant to a specific delegation of power, minutes of the committee or task force meeting or meetings relating thereto shall be prepared and distributed to the Board, the President and other appropriate parties within two (2) working days of any such meeting, and the proceedings of the committee or task force shall be in compliance with the provisions of the Nebraska Open Meetings Law (Neb. Rev. Stat. §§ 84-1408 to 84-1414).
- 1.4 **Staff.** The Corporation Secretary shall serve as staff to the Board and the Executive Committee. The Executive Vice President and Provost shall serve as staff to the Academic Affairs Committee; the Vice President for Business and Finance shall serve as staff to the Business and Finance Committee; and the President shall designate an individual charged with oversight of the University's internal audit function to serve as staff to the Audit, Risk and Compliance Committee.

SECTION 2. Meetings of the Board.

- 2.1 **Annual Meeting.** The Board shall hold its annual meeting as required by Section 1.4 of its *Bylaws*.
- 2.2 **Additional Meetings.** The Board may hold such additional meetings during the year as it deems necessary, either as scheduled meetings or as emergency meetings called at the request of the Chairperson or by any two voting members of the Board.
- 2.3 **Location of Meetings.** The Board shall normally meet in the Board Room, Varner Hall, 3835 Holdrege Street, Lincoln, Nebraska. The Board may, however, meet at other locations as desired.
- 2.4 **Notice for Annual and Scheduled Meetings.** Public notice of each annual meeting and any scheduled meeting shall be given at least five (5) days prior to the meeting; provided, that public notice of any item scheduled for public hearing before the Board shall be given at least ten (10) days prior to the date of the hearing. The Corporation Secretary shall maintain a list of news media which have requested advance notification of Board meetings and shall provide advance notification to them at the time and place of each annual and scheduled meeting and the agenda for any such meeting.
- 2.5 **Notice of Emergency Meetings.** When it is necessary to hold an emergency meeting without the advance public notice provided in Section 2.4 of these Rules, the Corporation Secretary shall make a reasonable effort to contact those members of the news media who have requested notification of Board meetings and advise them of the agenda for the emergency meeting.
- 2.6 **Scheduling and General Conduct of Meetings.** All meetings of the Board shall be scheduled and conducted in ways which are consistent with the *Bylaws* of the Board, these Rules, and the Nebraska Open Meetings Law, Neb. Rev. Stat. §§ 84-1408 to 84-1414.

SECTION 3. Agenda for Board Meetings.

- 3.1 **Responsibility.** The President shall establish an agenda for each annual and scheduled meeting of the Board.
- 3.2 **Format and Timelines.** The President shall prescribe the format for agenda items and the schedule for submission of items to the Corporation Secretary for printing.
- 3.3 **Printing, Distribution and Public Inspection.** The agenda shall be compiled by the Corporation Secretary. Full copies of the agenda, in either hard copy or electronic format, shall be provided to each member of the Board, the President, the Chancellors, the Vice Presidents, and the President of each faculty senate. A copy of the agenda, which shall be kept continually current, shall be available for public inspection in the office of the Corporation Secretary during normal business hours.
- 3.4 **Authority to Place Items on the Agenda.** Only a member of the Board or the President shall have the authority to place items on the agenda of any meeting of the Board. Items shall be placed on the agenda by notifying the Corporation Secretary at least (24) hours prior to the beginning of a meeting. Any item received after that deadline may be considered only if approved as an emergency item as provided in Section 4.7 of these Rules.

SECTION 4. Conduct of Board Meetings.

- 4.1 **Quorum Required.** A quorum shall be required for each meeting of the Board and for the

transaction of any business. A majority of all members of the Board qualified to serve and vote at the time shall constitute a quorum.

- 4.2 **Order of Business.** The order of business at a meeting shall normally be: roll call, approval of minutes and ratification of actions taken at the previous meeting, KUDOS, resolutions, public hearings, public comment, university consent agenda, university administrative agenda, additional business, and adjournment.
- 4.3 **Role of the Chairperson.** The Chairperson, or the Vice Chairperson in the absence of the Chairperson, shall preside over each meeting. The Chairperson shall decide all procedural and parliamentary questions which arise. In the absence of a controlling Standing Rule or Regental Bylaw or Policy, Robert's Rules of Order shall be utilized as a procedural authority. A ruling of the Chairperson may be appealed and overturned by majority vote of the quorum present.
- 4.4 **Approval of Items, Conflict of Interest, and Voting.**
- 4.4.1 Any item before the Board for action may be approved by an affirmative vote from a majority of the quorum present; provided, however, any motion or resolution relating to the budget, revenue bonds, or the *Bylaws* shall require an affirmative vote from a majority of all members of the Board qualified to serve and vote at the time the vote is taken. (See *Bylaws of the Board of Regents*, Section 1.4.2.)
- 4.4.2. Votes shall be taken by roll call and in rotating alphabetical order.
- 4.4.3 If a member of the Board has a conflict of interest¹ with regard to any matter that is before the Board for discussion, deliberation or action, he or she shall report such conflict of interest to the Chairperson prior to any discussion or deliberation by the Board on the matter. The Chairperson shall determine whether there is a conflict of interest. If the Chairperson rules that there is a conflict of interest, the member shall abstain from all discussion, deliberation, voting or other action on the matter.
- 4.5 **Motions.**
- 4.5.1 Any member of the Board may make or second a motion or resolution. The following motions shall not be debatable or amendable:
- (a) Motion to adjourn.
 - (b) Motion to vote immediately (call the question).
 - (c) Motion to postpone temporarily (lay on the table).
 - (d) Motion to postpone definitely.
 - (e) Motion to postpone indefinitely.
 - (f) Motion to suspend the Standing Rules of the Board.
- All other motions may be discussed or debated if they obtain a second.
- 4.5.2 Adoption of the following motions shall require an affirmative vote of at least five (5) Regents qualified to serve and vote at the time the vote is taken:
- (a) Motion to vote immediately (call the question).
 - (b) Motion to limit debate.
 - (c) Motion to suspend the Standing Rules of the Board.

¹*Under the Nebraska Political Accountability and Disclosure Act a conflict of interest exists when,*

in the discharge of duties, a member of the Board of Regents would be required to take any action or make any decision that may cause financial benefit or detriment to him or her, a member of his or her immediate family, or a business with which he or she is associated, which is distinguishable from the effects of such action on the public generally or a broad segment of the public. See Neb. Rev. Stat. §49-1499.

- 4.6 **Reconsideration.** Any item acted upon by the Board may be reconsidered upon adoption of a motion to reconsider. Any member of the board who voted on the prevailing side of the motion may make a motion to reconsider; provided, however, a motion to reconsider shall be in order only during the meeting at which the original vote was taken on the specific item which is the subject of the motion to reconsider or at the next scheduled meeting of the Board.
- 4.7 **Emergency Item.** Items not appearing on the agenda may be taken up on an emergency basis. Any member of the Board requesting emergency consideration of an item shall make a motion to that effect which specifies the subject to be considered. If seconded and approved by a majority vote of the quorum present, the emergency item may then be moved, seconded, discussed, and disposed of in the same manner as any other matter which comes before the Board for action.
- 4.8 **Closed Sessions.** The Board may hold closed session in accordance with the provisions of the Nebraska Open Meetings Law (Neb. Rev. Stat. §§ 84-1408 to 84-1414).

SECTION 5. **Appearances Before the Board.**

- 5.1 **Right of Public to Appear.** In accordance with provisions of Neb. Rev. Stat. § 84-1412, the public shall have the right to attend meetings of the Board and to speak on matters related to Board and university business. Any person may appear before and address the Board concerning any item on the agenda for that meeting. Further, any person may appear before and address the Board at any annual or scheduled meeting on any matter concerning the Board or the university not on the agenda by notifying the Corporation Secretary at least twenty-four (24) hours in advance of the meeting at which the person desires to address the Board; provided, however, the Board will not hear or consider those matters listed in Section 5.2 of these Rules. A reasonable time limit [usually five (5) minutes] shall be placed upon each individual appearance before the Board, and no more than thirty (30) minutes shall be allowed for public comment, unless a majority of the quorum present shall extend such time limit. The Chairperson shall have the right to prohibit multiple appearances by persons presenting needlessly repetitious or redundant testimony.

5.2 **Matters the Board Will Not Hear.**

- 5.2.1 The Board will not hear appeals from decisions made by duly authorized members of the faculty or administration, or duly authorized boards, committees or other panels within the university concerning student academic or disciplinary matters or personnel matters, unless there is an appeal procedure which expressly specifies that the decision may be appealed to the Board, and all previous steps within the appeal process have been completed.
- 5.2.2 The Board by vote of a majority of the quorum present reserves the right not to hear matters which are the subject of judicial or administrative proceedings to which the Board, any of its members, or any member of the university faculty or staff is a party.

SECTION 6. **Records of the Board.**

- 6.1 **Minutes.** The minutes of the Board shall reflect only official actions of the Board with the exception that when necessary, the Corporation Secretary has the authority to reflect the intention of the Board as a whole or a policy statement by the President. The Corporation Secretary shall, within ten (10) working days after each meeting, prepare the minutes of the meeting and post them

on the university website. The Minutes of each meeting shall be presented for approval at the next scheduled meeting of the Board. The official Minutes of the Board shall be kept in the office of the Corporation Secretary and be available for public inspection upon request during normal business hours. Copies of the Minutes may be obtained upon payment of a fee established by the Corporation Secretary.

- 6.2 **Documents File.** The Corporation Secretary shall maintain a Documents File, in either hardcopy or electronic format, for each meeting which shall include a copy of the agenda for and any supplementary materials relating to the meeting.

SECTION 7. Waiver of and Amendments to Standing Rules of the Board.

- 7.1 **Waiver.** The Board may, by motion adopted by an affirmative vote of at least five (5) Regents qualified to serve and vote at the time the vote is taken, waive all or a part of these Standing Rules of the Board for any or all of any given Board meeting.

- 7.2 **Amendments.** These Standing Rules of the Board may be amended at any time in the same manner as provided in Section 1.11 of the *Bylaws* of the Board relating to amendments to the *Bylaws*.

- SECTION 8. Reference Guide for Board Meetings.** Robert's Rules of Order, Newly Revised, shall be used to govern the conduct of Board meetings in the absence of a controlling Standing Rule, Regental Bylaw or Policy.

- SECTION 9. Expenses.** Article VII, Section 10, of the Nebraska Constitution and Neb. Rev. Stat. § 85-104 provide that members of the Board of Regents shall receive no compensation, but may be reimbursed actual expenses incurred in the discharge of official duties. Expenses, including travel, food, and lodging, incurred in the performance of official duties shall be reimbursed in accordance with Neb. Rev. Stat. §§ 81-1174 to 81-1177 and University of Nebraska policy; provided, under no circumstances shall expenses incurred in connection with any campaign by a Board member for re-election to the Board be considered as expenses incurred in the performance of official duties.

- SECTION 10. Board Member Requests for Reports.** Requests by individual Board members for the preparation of any oral or written report or for the compilation of any information (not already compiled) shall be made through and with the approval of the Chairperson of the Board or President of the university.