

BOARD OF REGENTS

1.01 Appointment of Board Members (Iowa Code § 262.7)

- A. Pursuant to Iowa Code Chapter 262, the Board of Regents, State of Iowa, shall govern the three Regent universities:

State University of Iowa (SUI), including the University of Iowa Hospitals and Clinics (UIHC), the Oakdale Campus and the University of Iowa Hospitals and Clinics Center for Disabilities and Development, Iowa State University of Science and Technology (ISU), including Agricultural Experiment Station, and the University of Northern Iowa (UNI).

The Board also governs two special schools, Iowa Braille and Sight Saving School (IBSSS), and the Iowa School for the Deaf (ISD).

- B. The Board of Regents, State of Iowa, consists of nine members, appointed by the governor and subject to Senate confirmation, and also subject to removal by the Governor, with Senate confirmation, for cause. Board members are appointed to staggered six year terms. Appointment and selection criteria of board members are outlined in Iowa Code § 262(1)-(6).
- C. Following the Governor's announcement of a new member of the Board of Regents, and the Senate's confirmation, the President of the Board and the Executive Director shall plan and implement an orientation program for the new Regent that is appropriate for that individual's experience and background. In addition, the Board President shall assign to each new Regent a mentor who is a current member of the Board of Regents. Likewise, the Executive Director shall, after consultation with the Board President, identify for the new Regent a Board Office staff member who will serve as a specific resource person for that Regent. Both of these assignments shall extend throughout the new Regent's first year of service. The purpose of these mentoring and resource assignments is to provide the new Regent with support and assistance in learning about the Board of Regents, its structure, operations, and goals. It is anticipated that the Board mentor will meet with the new Regent periodically during this period of time.

1.02 Strategic Plan for the Board of Regents (2010-16)

The Strategic Plan for the Board of Regents, Benefiting Iowa Through Education, Research and Service (2010-2016), is on file in the Board Office and on the Board's website.

1.03 Governance

The Board of Regents, State of Iowa, has broad statutory authority, as outlined in Iowa Code Chapter 262, to exercise all the powers necessary and convenient for the effective administration of its office and the institutions under its control. As provided by law, the Board both governs and coordinates the operations of the Regent institutions.

A. Statement on Governance

The Board of Regents, State of Iowa, by statute, governs Iowa's three state universities -- the State University of Iowa, Iowa State University, and the University of Northern Iowa -- the Iowa School for the Deaf and the Iowa Braille and Sight Saving School. The Board, pursuant to this authority, establishes the missions, adopts strategic plans, makes educational policy, appoints presidents and other institutional officials, reviews and approves budgets for submission to the Governor and General Assembly, establishes and oversees annual operating budgets and personnel policies pursues public policy and budget priorities, reviews and approves academic programs, and adjudicates disputes. The staff of the Board, headed by the Executive Director, is located in Urbandale. Board staff provide support for the Board, including review and analysis of all budget and policy proposals, and preparation of recommendations to the Board.

B. The Board will convene in its statutory role as Trustees of the University of Iowa Hospitals and Clinics (UIHC) as often as necessary to perform its appropriate role in providing fiduciary guidance, oversight and governance. The areas of the Board's governance include but are not limited to the following:

- Evaluation and approval of UIHC strategic plans, policies, procedures, bylaws, and accreditation issues.
- Providing guidance to and oversight of UIHC administration.
- Providing guidance to and oversight of management, budget, financial resources, and operations of the UIHC enterprise.
- Making decisions concerning proposed budgets, rate increases, capital plans, and bonding and other financial needs of the UIHC.
- Review of information regarding UIHC interactions with related parties, such as with the University of Iowa and the University of Iowa Roy J and Lucille A Carver College of Medicine.

C. State Relations

State relations activities of Regent enterprise are organized under the Board of Regents. These activities are vital to the continued academic and fiscal well-being of the institutions and of public higher education in Iowa. Such activities involve complex questions of public policy, Regental responsibility, institutional objectives, and budgetary considerations. For these reasons it is important that the principles governing state relations particularly those conducted by the State Relations Officers, be carefully specified.

D. State Relations Function

The State Relations Officers are responsible for transmitting and explaining policies of the Board of Regents and information from the institutions to the General Assembly and other state officials. The State Relations Officers conduct their duties under the direction of the Board of Regents. Operating under the overall mandate from the Board of Regents, each State Relations Officer has special responsibilities to the university at which the individual is assigned. These latter responsibilities include explanation and communication of Board policies;

communication of information concerning the particular mission, programs, and strengths of the institutions; and advocacy consistent with the accomplishment of the Board's goals.

E. Operating Guidelines for the State Relations Function

1. State Relations Officers are employees of the Board, reporting directly to the Executive Director/Director Public Affairs. The Executive Director/Director Public Affairs will consult with the institution heads relating to the duties and responsibilities of the State Relations Officers. In cooperation with one another, the State Relations Officers work with the General Assembly and other state officials to implement Board policy.
2. Only the Board of Regents, State of Iowa, can make legislative policy for the Regent institutions. In carrying out this responsibility, the Board will consult with the institution heads on policy setting responsibilities.
3. The development of legislative strategy is the responsibility of the Board and the Board president in consultation with the Executive Director/Director Public Affairs, and the institution heads.
4. The Executive Director/Director Public Affairs shall be responsible for the daily operation of the Regents legislative activities and shall work closely with the State Relations Officers to coordinate those daily activities effectively. The State Relations Officers are the Regents primary contact with the legislators and are authorized to communicate as needed with members of the General Assembly, representatives of state agencies, and others with respect to tactical and operational detail.
5. Because of the inherent complexity of the state relations function and the possibility of misunderstanding, it is essential that open lines of communication be developed and maintained. To that end and to avoid the evolution of institutional initiatives inconsistent with Board policy, regular conferences should be held. Participants shall include only the Board president, the Executive Director/Director Public Affairs, the institution heads, other Regents and others as determined by the Board president and the State Relations Officers.
6. The institutions acknowledge the preeminence of the Board's policy-making authority and its responsibility for institutional governance. As plans for legislative and other initiatives are developed by the Board, the institutional leadership will have the opportunity to represent their thoughts and to attempt to influence the Board's decisions. However, when the Board has adopted a legislative policy or strategy, institutional leadership will support this policy or strategy and work as requested to represent it to legislative and other officials.
7. The Executive Director/Director Public Affairs and other Board Office staff will provide analysis, staff support, and coordination of legislative activities. As the staff of the Board of Regents, the Board Office has important responsibilities in assisting with the implementation of Board policies.
8. In summary, the activity of the State Relations Officers is characterized by recognition of the authority of the Board of Regents, State of Iowa, and its established policies and directions; recognition of the individual and complementary missions of the institutions; communication among the Board, the Board Office, and the institutions; and frequent consultation.

F. Governance Reports

The Board of Regents considers a number of governance reports throughout the course of the year. The listing below is a representative sample of the governance reports and other items presented to the Board.

Periodic:

- Appropriations, Requests
- Institutional and Board Office Operating Budgets
- Budget Adjustments
- Capital Program
- Legislative Program
- Tuition Policies and Rates
- Miscellaneous Fees and Charges
- Residence Systems Rates, Reports and Five-Year Plans
- UIHC Reports to the Board as Hospital Trustees
- Facilities Report
- Comprehensive Human Resources Report
- Diversity Report
- Distance Education Report
- Faculty Activities Report
- Fall Enrollment Report
- Student Financial Aid Report
- Internal Audit Plans
- Internal and External Audits Reports
- Unit Cost Student
- Economic Development Report

1.04 Board Officers (Iowa Code §262.9(1))

The officers of the Board of Regents shall consist of the president, president pro tem and the Executive Director.

- A. Prior to May 1 in even-numbered years, a president shall be elected by the Board of Regents from its members for a two-year term to commence on May 1. A president pro tem shall be elected at the same meeting.
- B. The president of the Board shall preside at all meetings of the Board; shall appoint members of all committees; with the Executive Director of the Board, execute such instruments and contracts as may be ordered by the Board; shall perform such duties as usually pertain to this office and such other duties as may be assigned by the Board; and the president of the Board shall be governed in action by the usual parliamentary procedure.
- C. In the event of a vacancy in the office of president, the president pro tem shall serve as president until such time as a new president is elected by the Board to fill the unexpired term. If a vacancy occurs in the office of president pro tem, a successor shall be elected as soon as practicable.
- D. In the event of an emergency situation in which the institutional head of a Regent institution is judged by the President of the Board of Regents as being incapacitated and unable to perform normal duties of the office, the Board President, in consultation with the Executive Director, may name an "acting President/Superintendent" until such time as the Board is able to ratify the appointment of an "Interim President/Superintendent".
- E. For authority and responsibilities of the Executive Director, see Chapter III.

1.05 Board of Regents Committee

A. Appointment and Authority of Committees

The Board of Regents has standing committees, as identified in subsection d. Their purpose is to support the mission and goals of the Board. While these committees are considered to be working groups of the Board, any actions or votes taken by the Board's committees do not constitute action or approval by the full Board of Regents. Standing committee appointments and designation of committee chairs are made by the Board president, subject to ratification by the Board of Regents.

The President of the Board may also recommend that the Board create time-limited ad hoc committees or a task force to undertake a specific mission. Appointment of members and chairs of such ad hoc committees and task forces is also subject to ratification by the Board.

B. General Committee Responsibilities

Each committee, within its designated area of jurisdiction, is responsible for the following activities:

1. Preparing an annual committee plan that defines the scope of the committee work, establishes benchmarks, and identifies performance indicators of committee progress.
2. Gathering information on issues and policies pertinent to the committee's work, which may include directing the work and considering the reports of special and interinstitutional committees of the Board of Regents.
3. Developing short-term and long-term recommendations to the Board of Regents after thoughtful consideration of relevant issues and policies.
4. Regularly reporting to the Board of Regents regarding the status of the Committee's assignments and accomplishments.

C. Operation of the Committees

In order to conduct business, a quorum of the committee must be in attendance. A quorum of a committee consists of a majority of the committee members. Each committee of the Board of Regents shall follow Roberts Rules of Order and shall meet in open session as required by law. This includes:

1. Providing appropriate public notice of committee meetings
2. Providing the basis and rationale of decisions
3. Recording the decisions of the committee
4. Keeping minutes that include:
 - a. the date, time, and meeting place
 - b. the members present
 - c. the action taken at each meeting
 - d. the results of each vote taken
 - e. information sufficient to indicate the vote of each member present

Generally, committee minutes shall be available for public inspection, except for those portions of the minutes that are otherwise exempt from inspection pursuant to state or federal law.

D. Standing Committees of the Board of Regents

The Board of Regents standing committees and their responsibilities are as follows:

Audit/Compliance and Investment Committee. This committee is primarily responsible for:

- Receiving and reviewing information about internal and external audit functions related to the operation of all Regent institutions
- Oversight of security planning across the Regent enterprise
- Evaluating the annual audit plans proposed by internal auditors, with emphasis on financial control systems, mitigation of major risks, operational efficiencies, and compliance matters
- Reviewing all reports prepared by internal auditors of the Regent institutions
- Assuring continued evaluation, improvement, and adherence to all Board and institutional policies, procedures, and practices
- Facilitating an open avenue of communication among the independent auditors, state auditors, financial and senior management, internal auditors, the Committee, and the Board of Regents
- Ensuring the preservation of principal, sufficient liquidity for anticipated needs, and maintenance of purchasing power of investable assets
- Monitoring institutional investment and treasury management practices and performance
- Reviewing investment reports
- Ensuring compliance with Board investment policy
- Developing the broad investment strategy to be followed and the general limitations on the discretion granted to internal and external investment managers
- Making recommendations to the Regents on the hiring, retention, and review of investment advisors and managers

Education and Student Affairs Committee. This committee is primarily responsible for:

- Providing oversight and policy recommendations related to
 - academic affairs student life and academic achievement
 - diversity in educational endeavors
 - intercollegiate athletics
- Monitoring and developing appropriate responses to state, regional and national policy initiatives regarding higher and special education
- Establishing positive, collaborative relationships with other education sectors

- Directing the work of special Board committees, such as the Council of Provosts, the 2 + 2 Council, and the ad hoc Radio Station Planning group, each of which will initially report their findings and recommendations to the Education Committee

Economic Development Committee. This committee is primarily responsible for:

- Providing oversight and advice on economic development initiatives and activities involving the Regent institutions or Regent enterprise
- Providing oversight and direction for accomplishing the statutory mandates defined in Chapter 262B of the Iowa Code, “Commercialization of University Based Research”
- Identifying opportunities to promote the value of Regent institutions in research, outreach, and economic growth
- Prioritizing potential new initiatives
- Directing the work of the Regent Interinstitutional Committee on Economic Development and Technology Transfer

Human Resources Committee. This committee is primarily responsible for:

- Evaluating and providing oversight concerning compensation and benefit issues
- Assessing and making recommendations on matters related to employee relations at the Regent institutions, including collective bargaining
- Providing advice and gathering information concerning evaluation systems
- Providing information and options for Board self-evaluations and training
- Providing oversight and making recommendations regarding affirmative action and diversity in the workplace
- Directing the work of the Interinstitutional Committee on Affirmative Action and Equal Opportunity

Property and Facilities Committee. This committee is primarily responsible for:

- Receiving, reviewing and making recommendations to the Board regarding institutional requests for approval of:
 - The purchase and sale of property including any necessary financing.
 - The disposal, transfer and sale of buildings; and
 - Leases and easements
 - Naming of campus facilities
- Receiving, reviewing and commenting upon institutional long-range development plans for the campus in total or specific areas and master plans for specific campus enterprises, such as residence systems, student service facilities and utilities.

- Receiving and making recommendations to the Board on all institutional capital register items.
- Receiving the Facilities Governance Report and the Institutional Roads program and special reports regarding property and facilities, including those on the status of major capital projects and annual capital plans, and Five Year Building Programs, including capital appropriations requests.
- Monitoring institutional design guidelines and space standards and developing Board standards, as appropriate.
- Evaluating the financing for construction, and operation and maintenance of capital projects.
- Examining current processes or bidding and award of construction contracts and possible alternative construction delivery systems.
- Monitoring capital issues including fire and environmental safety and deferred maintenance deficiencies and energy conservation opportunities.
- Reviewing and making recommendations regarding the duties of the Board, Board Office and institutions for capital improvement projects.
- Fostering institutional cooperation and coordination among the institutions in facilities management.

University of Iowa Hospitals and Clinics Committee. This committee is primarily responsible for:

- Providing strategic direction and focus to the UIHC
- Fostering cooperation and coordination with open communication and input from multiple constituencies
- Evaluating and providing an appropriate level of oversight of the UIHC
- Monitoring planning, opportunities, and achievements
- Reviewing, monitoring, and recommending long-range capital plans
- Assessing recommendations related to the UIHC

1.06 Interinstitutional Committees

A. Council of Provosts

The Council of Provosts shall consist of the Provost from each of the three universities, appointed by the Board upon nomination of their respective presidents. An ex-officio representative of the Board Office will be appointed by the Executive Director.

The function of the Council shall be to study such aspects of the relationships of the teaching, research, and service programs of the institutions as may be referred to it by the Board, the Education and Student Affairs Committee or that may come to its attention from other sources from time to time.

The Council shall report directly to the Education and Student Affairs Committee and its report shall, in each case in which Board action is considered desirable, embody its recommendation in a form appropriate for such action, or be only factual if so directed. In case of disagreement among the members of the Council, majority and minority reports and recommendations may be submitted to the Education and Student Affairs Committee.

In order that the presidents of the three universities may be fully informed and may register agreement or disagreement with the terms of any report of the Council at the Education and Student Affairs Committee meeting at which the report is to be presented, the Council of Provosts shall, not less than 10 days before submission of report, furnish a copy of the report to the presidents of the three universities. When majority and minority reports are submitted, each president shall be furnished with a copy of both.

The Council shall nominate its own chairperson to serve a two-year term. That name shall be submitted to the President of the Board who shall appoint the Chair.

The following committees serve under the direction of the Council of Provosts and report to the Council of Provosts. The Council of Provosts shall assign duties and responsibilities to each committee.

1. Committee on Library Cooperation
 2. Regent Committee on Educational Relations
 3. State Extension, Continuing Education and Distance Education Council
- B. Committee on Affirmative Action and Equal Opportunity

The Committee on Affirmative Action and Equal Opportunity shall consist of two representatives from each of the institutions and the Board Office. The members shall be appointed by the Board upon nomination of their respective institutional heads and the Board Office. Their term of office shall be two years.

The responsibilities of the committee shall be as follows:

1. To organize and name its chairperson. The term of chairperson shall be one year and the office shall rotate among the institutions.
2. To meet periodically to develop common guidelines and general procedures for administration for Regent policies on equal employment opportunities and to exchange pertinent information.
3. To cooperate to minimize duplicative reporting as required by the Regent Equal Employment Opportunity Policy.
4. To prepare an annual report for presentation to the Executive Director who may include the report in the annual report on AA/EEO.

The committee shall seek the advice and assistance of the following:

1. Specialized personnel from each higher education institution who will act as consultants as needed.
2. The Iowa Civil Rights Commission.
3. Affected and interested employees, associations, groups, and organizations, such as human relations groups, labor organizations, and associations of manufacturers, contractors, and retailers, as may be appropriate and necessary in development and implementation of guidelines, procedures, and policies.

1.07 Special Committees

The Board may establish special committees on occasion. They shall exist only during the period required for the performance of their assigned duties and shall be discharged when their respective reports are accepted by the Board.

1.08 Membership on Other Boards, Commissions, Councils, and Committees

Members of the Board of Regents will also serve or appoint others to serve on a number of boards, commissions, councils, and committees. The following is a list of known examples of groups to which the Regents appoint representatives.

Iowa College Student Aid Commission (Iowa Code § 261)
Iowa Public Broadcasting Board (Iowa Code § 256.82)
Iowa Coordinating Council for Post-High School Education
Iowa Workforce Development Board (Iowa Code § 84A.1A)
Education Telecommunications Council
Iowa Student Loan Liquidity Corporation
Iowa Department of Economic Development Board
Tri State Graduate Student Center Board
Quad Cities Graduate Study Center Board
Midwest Higher Education Commission

1.09 Affiliated Organizations

Affiliated organizations comprise a wide variety of special activities and interests intended to support the mission of the Regent institutions (Iowa Code § 262.9(8)). Annually, each Regent institution is directed to report to the Board Office on its activities with affiliated organizations. Any irregularities or significant issues arising in connection with affiliated organizations should be brought to the Board's attention immediately.

1.10 Iowa Public Radio Executive Council

The Iowa Public Radio Executive Council shall:

1. Evaluate continuously the performance of Iowa Public Radio and report to the Board annually using established criteria;

2. Recruit, identify, select and annually evaluate an Executive Director for the Iowa Public Radio;
3. Include in its membership an ex-officio representative of the Board Office appointment by the Executive Director of the Board of Regents.

1.11 Naming

- A. All proposed honorary names of facilities, properties, or university units (except minor facilities as defined below) owned or operated by the five Regent institutions, including UIHC, or the Board of Regents, State of Iowa, must have specific Board of Regents approval prior to naming. "Major Units" include entire buildings, wings of buildings, colleges, programs and large sections of campus. "Minor Units" include campus areas or sections of facilities (e.g., rooms, labs, open spaces, streets, structures, physical features, etc.) Naming of Minor Units or functional names of Major Units (e.g. Physics Building, Chemistry Building) may be approved by the institutional head and do not require Board of Regents approval.
- B. Before proceeding with any naming, all circumstances surrounding the naming must be carefully considered, including the overall benefit to the institution, whether the name is and will continue to be a positive reflection on the institution, and whether the name comports with the purpose and mission of the Board of Regents and its institutions.
- C. The Board may name facilities, properties or university units in honor of persons (living or deceased) or, entities such as a business or foundation. Examples of the categories of persons and entities eligible include:
 1. Alumni with close ties to the institution.
 2. Distinguished Iowans.
 3. Persons who have made an outstanding contribution to a field of study, discipline, university, the State of Iowa, the nation or world.
 4. Donors who have made significant contributions to the institution generally, to a college or major unit, or to a related program.
 5. Donors who have made significant contributions toward construction, renovation and/or the critical programmatic, annual operating, or future capital renewal costs of new, renovated, or other existing facilities.
 6. Employees (presidents, superintendents, faculty staff) – no earlier than two years following the end of employment/appointment or upon death. No unit may be named for a current Regent employee.
 7. Combinations of the above.
- D. Corporate Naming

Corporate namings require a thorough degree of due diligence to avoid commercial influence or conflict of interest.

E. Institutional Responsibilities

1. Each institutional head shall regularly inform the President and President Pro Tem of the Board of Regents and the Executive Director of developments relating to any possible naming of a Major Unit.
2. The institution shall:
 - a. Ensure that individuals wishing to pursue a gift-based naming opportunity for a Major Unit obtain the permission of the institutional head before any prospective donor is approached;
 - b. Consult and coordinate, as needed, appropriate members of the institution's community and with the appropriate officials of the applicable fundraising arm of the institution to provide the benefit of the collective institutional memory and perspective with regard to the potential naming;
 - c. Develop guidelines/rationale to determine the appropriate recognition of a donor, including the contribution threshold for the naming of a Major Unit.
 - d. Conduct a thorough "due diligence" review of each donor and the person/entity (if different than the donor) in whose honor the naming is to be made and the implications of the naming for the institution. A thorough due diligence would include, at a minimum:
 1. Review of any potential conflict of interest issues affecting any Regent institution;
 2. Review of potential impact upon the academic and research autonomy of the institution;
 3. Evaluation of the impact on future giving by the donor or others;
 4. Consultation with the Board's bond counsel to determine whether the naming of the Major Unit could adversely affect existing or future tax-exempt bonds, and if so to what extent; and
 5. Consultation with institutional counsel and, to the extent appropriate, counsel for the applicable fundraising arm of the institution to ensure compliance with applicable laws and regulations.
 - e. Utilize a written gift agreement with each donor when the naming of a Major Unit may result (unless this provision is waived by the Board); the agreement must stipulate that, among other items, recognition is subject to the prior approval by the Board of Regents, that it remains subject to applicable policies of the Board, and to subsequent reconsideration by the Board. Reconsideration by the Board may occur in extraordinary circumstances if the prior approved naming may be damaging to the reputation of the Board or the institution; or contradictory to applicable law or to the policies, procedures or strategic objectives of the Board or institution.