

# Bylaws for Trustees

## Article I

### Office

The principal office Utah State University and the Utah State University Board of Trustees (the Board) is located on the University's Logan campus, Old Main Room 116, with a mailing address of 1400 Old Main Hill, Logan, Utah, 84322. The Board may have such other offices as the Board may designate or as the business of the Board may from time to time require.

## Article II

### Membership

1. **Number and Qualifications.** As prescribed by the laws of Utah (see Utah Code 53B-2-104), the Utah State University Board of Trustees consists of eleven members, nine of whom are appointed by the Governor with the advice and consent of the Utah State Senate, including one member who resides in the service regions for Utah State University Eastern and Utah State University Blanding. Consistent with state law, the Governor appoints at least four members each odd-numbered year. The remaining two positions are filled by the President of the USU Alumni Association and the President of the USU Student Association, who serve as ex-officio members.
2. **Terms.** The nine members appointed by the Governor serve for a term of four years that commences on July 1 of the year of appointment. These appointments are made at the Governor's discretion, but the governor may appoint an individual to more than two consecutive full terms. The two ex-officio members serve for the term of their respective offices and until their successors have qualified for their respective positions. A member of the Board may resign at any time by giving written notice to the Board chair or

secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt. The Governor, with the consultation of the Senate President, may remove an appointed member for cause.

3. **Vacancies.** When a mid-term vacancy occurs, the Governor will appoint a new member who will serve the remainder of the unexpired term. Any service of a partial term shall not count against the member's eligibility to serve two full terms. Regardless of the termination date of the term of office, all members shall continue to hold office until their successors have been appointed and qualified.
4. **Oath of Office.** Each member shall take the official oath of office before assuming office, which shall be filed with the Utah Division of Archives and Records Services.
5. **No Compensation.** Board members may not receive compensation or benefits for the member's service but may receive per diem and travel expenses in accordance with state law. See Utah Code §53B-2-104.

## Article III

### Officers

1. **Officers of the Board.** During each odd-numbered year, the Board shall elect from the members of the Board a chair and vice-chair, who both serve for two years or until their successors are elected and qualified. The chair and vice chair serve at the pleasure of the Board. The President shall also assign a university employee to serve as secretary to the Board and shall provide the secretary with appropriate resources to carry out this duty.
2. **Chair.** The chair shall preside at all board and executive committee meetings, have the right to vote on all questions, and otherwise serve as a spokesperson and liaison for the Board. The chair shall serve as chair of the executive committee and as an ex officio member of all other standing committees of the Board.
3. **Vice Chair.** In the absence of the chair, the vice chair shall perform the duties of the office of the chair, including presiding at Board and executive committee meetings. The vice chair

shall have other duties as may be assigned by the Board or chair from time to time.

4. **Secretary.** The secretary shall be appointed by the president, subject to Board approval. The secretary serves as a liaison between the Board and the university administration and is responsible for supporting the Board and its committees, including notifying Board and committee members of meetings and maintaining minutes and records of Board actions. The secretary shall also have custody of the corporate seal and affix it to such documents as may require such official recognition.
5. **Resignation of Officers.** The chair or vice chair may resign at any time by submitting a written notice to the chair or secretary. Such resignation shall take effect immediately unless another time is specified in the written notice.
6. **Removal of Officers.** The chair or vice chair may be removed from such office by a two-thirds majority vote of the board members during any regular meeting or a special meeting of the Board called expressly for that purpose.
7. **Vacancies and Elections.** Chair and vice chair vacancies may be filled through a special election during or just prior to any regular or special meetings of the Board, but the election shall normally take place during or just prior to the last Board meeting before July 1 of each odd-numbered year. Any Trustee may nominate themselves, or any other Trustee, for the position of newly elected Chair or Vice Chair. Notwithstanding the foregoing sentence, the President of the USU Student Association may not serve as Chair or Vice Chair. Election procedures, including the process for voting by secret ballot and/or an electronic ballot, are established and implemented by the Secretary. Any appointment determined by a secret ballot shall be subject to ratification by Board members during the Board meeting immediately before the beginning of the two-year terms of the incoming Chair and/or Vice Chair.

## Article IV

### Powers & Responsibilities

The powers and responsibilities of the Board are derived from the laws of the state of Utah and those delegated by the Board of Higher Education. The Board is vested with all powers and authority to carry out its responsibilities in accordance with these state laws and Utah Board of Higher Education policy. A summary of Board responsibilities follows.

1. **Core Statutory Powers and Duties.** Utah law assigns five specific powers and duties to the Board:
  - a. Facilitate communication between the university and the community;
  - b. Assist in planning, implementing, and executing fundraising and development projects aimed at supplementing university appropriations;
  - c. Perpetuate and strengthen alumni and community identification with the university's traditions and goals;
  - d. Select recipients of honorary degrees;
  - e. Approve changes to USU's programs, in accordance with Utah Code Section 53B-16-102.
2. **University and Utah System of Higher Education Responsibilities.** The Board consults with and advises the university's president on matters related to the university and consults annually on the performance of the president. See Utah Board of Higher Education Policy R220. The Board meets annually with the Board of Higher Education and board members may be asked to serve on special Board of Higher Education committees. Further, the Board, after notification to the President, may petition the Board of Higher Education directly on any matter the Board views to be of importance to the institution and may request a special meeting with the Board of Higher Education.

3. **Responsibilities Assigned by State Law.** Utah law assigns the Board with the responsibility for approving USU's strategic plan and ensuring that is aligned with:
- a. state attainment goals;
  - b. workforce needs;
  - c. the Utah Board of Higher Education's vision and goals for:
    - i. quality;
    - ii. affordability;
    - iii. access and equity;
    - iv. completion;
    - v. workforce alignment and preparation for high-quality jobs;
    - vi. and economic growth;
  - d. the institution of higher education's role, mission, and distinctiveness; and monitor the institution of higher education's progress toward achieving the strategic plan.
4. **Delegated Responsibilities from the Utah Board of Higher Education.** Consistent with the authority statutorily assigned to the Board of Higher Education, the Board of Higher Education may assign the Board responsibilities for oversight and support of the university. These responsibilities are assigned via Utah Board of Higher Education policies and summarized in Utah Board of Higher Education Policy R220. Delegated Responsibilities include:
- a. Guidance and Support for USU's President.
    - ii. Presidential appointments: Conduct and/or participate in the first phase of a presidential search and submit finalists to the Board of Higher Education.
    - iii. Monitor Presidential Performance: Establish key performance indicators for USU's president and annually evaluate the president's performance based on those key performance indicators.
  - b. Oversight of USU's Contribution to Progress of Systemwide Goals.
    - i. Institutional Performance Metrics
    - ii. Approve USU's master plans and any changes to the plans.
  - c. Ensuring Effective Administration of USU Operations
    - i. Approve USU's mission and ensure it aligns with USU's role as a land-grant research university, including delivery of education statewide through regional campuses and centers and outreach services through extension and the Agricultural Experiment Station. USU also fills the role of the technical education institution in Carbon, Emery, Grand, and San Juan counties.
    - ii. Approve institutional policies needed for the effective administration of USU.
    - iii. After conducting appropriate due diligence, recommend appropriate tuition and fee increases to the Utah Board of Higher Education for approval.
    - iv. Oversee and monitor budget and finance administration, including internal accounting and operating controls, use of discretionary funds, debt policy, and auxiliary services.
    - v. Approve construction projects, subject to Board of Higher Education approval thresholds. See, e.g., USHE Policy R702.
    - vi. Via the Audit, Risk, and Compliance Committee, set internal audit priorities, review internal audits and report audit findings.
    - vii. Approve new programs that fit within USU's mission and role and meet the Utah Board of Higher Education's criteria, subject to Board of Higher Education for pathway articulation.
    - viii. Approve new certificates, degrees (including associate, bachelor's, master's, and doctoral), and minors and emphases that conform to USU's mission and role.

# Article V

## Committees

1. **Establishment of Committees.** The Board shall establish and maintain an Executive Committee and an Audit, Risk and Compliance Committee. The Board may also establish standing and ad hoc advisory committees as it deems necessary to properly fulfill its responsibilities and support the needs and strategic goals of the university. The membership and assigned scope of responsibility for each ad hoc committee shall be defined by a charter. The committees shall be advisory only, provided that the Executive Committee shall have the authority to do the business of the Board of Trustees. Except for the Executive Committee, all committee members and the chairperson of the committees shall be appointed by the chair of the Board of Trustees for two-year terms. Except for the Executive Committee, meetings of the committees shall be held upon the call of the committee chair or a majority of the committee members. A majority of the members of a committee shall constitute a quorum.
2. **Executive Committee.** The Executive Committee shall be composed of five members, including the chair and vice chair of the Board and three additional members elected each odd year by the Board. The chair and vice chair of the Board of Trustees shall serve as chair and vice chair, respectively, of the Executive Committee.

The Executive Committee shall have full authority of the Board of Trustees to act upon routine matters during the interim between Board of Trustees meetings. The Executive Committee may act on non-routine matters only under extraordinary circumstances. All actions by the Executive Committee shall be reported to the Board of Trustees at its next meeting following such action. If the Executive Committee acts on behalf of the Board, the deliberations of the Executive Committee shall be recorded in the Board of Trustees minutes. Meetings may be held upon the call of the chair or vice chair or the joint call of three elected members. While any member of the Board may attend Executive Committee meetings, only members of the committee may vote.

3. **Audit, Risk and Compliance Committee.** The Audit, Risk and Compliance Committee shall be composed of at least three but no more than five members. This committee's purpose is to assist the Board of Trustees in carrying out its financial and fiduciary responsibilities. The Audit, Risk and Compliance Committee shall meet at least three times per year, with additional meetings as needed. The Committee may invite institutional administrators, auditors, compliance officers, and others to attend meetings and provide pertinent information.

The Audit, Risk and Compliance Committee shall carry out the responsibilities assigned by the Board and the Utah Board of Higher Education (see Utah Board of Higher Education policy R565), including without limitation: appoint, evaluate performance, and, if necessary, dismiss the institution's chief audit executive; review with the administration and the chief audit executive the internal audit charter, plans, activities, staffing and organizational structure of the internal audit function; review information regarding the institution's control environment, means of communicating standards of conduct, and practices with respect to risk assessment and risk management; review the institution's financial statements, including significant accounting and reporting issues; review with the administration and the external auditors the results of the annual financial statement audit, including audit scope and approach, any restrictions on the auditor's activities or on access to requested information; and, receive and review internal audit reports and/or periodic summaries of internal audit activities prepared by the chief audit executive.

At least annually, the committee shall provide a report or minutes of meetings to the full Board of Trustees detailing the committee's activities and recommendations. The committee shall also provide an annual report to the Utah Board of Higher Education Audit Subcommittee.

# Article VI

## Meetings

1. **Regular and Special Meetings.** The Board shall have at least four regular meetings each year, on such dates and at such places as the Executive Committee of the Board shall determine. Special meetings of the Board may be called by the Board chair or, in the chair's absence, by the vice chair, or by a majority of the members. Absent specific law, regulation, resolution, or action to the contrary, Robert's Rules of Order shall apply to the Board proceedings.
2. **Compliance with Utah Open and Public Meetings Act.** All meetings of the Board, whether in-person or by remote participation, shall be conducted in compliance with the Utah Open and Public Meetings Act. See Utah Code 52-4-101 et seq.
3. **Notice.** Notice of the time and place of regular and special meetings, together with a proposed agenda and all available, pertinent material shall be delivered to each member of the Board, by regular mail, electronic mail, or otherwise, not less than five (5) business days before any regularly scheduled meeting, except as otherwise provided for by the Utah Open and Public Meetings Act.  
  
Notice of all regularly scheduled meetings of the Board and its committees during the fiscal year shall be posted within ten (10) business days after the first meeting of the board or one of its committees in each fiscal year. Said notice shall be posted on the Board's official website, and in such other public places as may be designated by the president. Notice of the regularly scheduled meetings of the Board shall also be posted consistent with the Utah Open and Public Meetings Act.
4. **Electronic Meetings and Remote Participation.** Consistent with the Utah Public and Open Meetings Act, the Board may hold electronic meetings by means of a conference telephone, video conference, or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. See Utah Code §52-4-207. All electronic meetings will be noticed consistent with the Utah Public and Open Meeting Act and include a means by which members of

the public may attend the electronic meeting remotely by electronic means. The executive committee shall decide whether a meeting will be conducted as an electronic meeting. Additionally, any board member may request the ability to participate in an in-person meeting of the Board using a conference telephone, video conference, or similar communications mechanism so long as equipment to facilitate remote participation is available at the anchor location. Remote participation by such mechanism shall be equivalent to presence in person at the meeting and the board member participating remotely shall be included in determining whether a quorum is present. Members of the public are not entitled to request electronic meetings of the Board or to monitor or participate in in-person Board meetings from remote locations.

5. **Quorum Necessary for Board Action.** A quorum for the transaction of business during meetings of the board shall consist of six members. The board members present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present. Except as otherwise provided in these bylaws or by law, a majority vote of those members present at any meeting at which a quorum is achieved shall constitute an action of the board. Voting by proxy is not permitted.
6. **Closed Meetings.** Subject to the requirements of the Utah Open and Public Meetings Act, the board may hold closed meetings with participation limited to voting board members to discuss limited topics. Other individuals may be invited to attend all or portions of a closed session as deemed necessary by the chair.

## Article VII

### Conflicts of Interest

1. **Compliance with State and Federal Law.** Board members are subject to the Utah Public Officers and Employees Ethics Act, codified in Utah Code section 67-16-7 et seq., and to all USU policies governing conflicts of interest, including but not limited to USU Policy 545.
2. **Compliance with USU Policies and Practices.** Consistent with USU Policy 545 and to ensure proper evaluation, monitoring, and management of individual conflicts of interest, Board members are required to disclose certain financial, professional, or other personal considerations or interests by completing and submitting a USU-approved conflict-of-interest disclosure form. Such disclosure must be made upon appointment, annually thereafter, and as new potential conflicts may arise. Board members shall complete all training USU requires for conflicts of interest.
3. **Management of Conflicts.** In the event the Board is taking action that involves issues with which a Board member has a potential conflict, the Board member must orally disclose the conflict during a regularly scheduled public meeting and abstain from voting on the issue and follow any other direction given by the university to manage the potential conflict.

## Article VIII

### Amendments

1. **Amendment by the Board.** These bylaws may be amended during any regular Board of Trustees meeting by a majority vote, provided that a copy of the proposed amendment shall be given to each Board of Trustees member at least seven (7) days before action on the amendment is taken.
2. **Amendments by Operation of Law.** These bylaws are subject to applicable provisions of Utah law and Utah Board of Higher Education policies. If there is any inconsistency with these bylaws, these bylaws shall be deemed amended accordingly.

**Note:** More on the statutes governing the Board of Trustees can be found in Appendix A.