

GOVERNING REGULATION II — The Board of Trustees

A. Authority of the Board of Trustees

As the People's Representatives, the Board of Trustees has final authority over all matters of the University including financial, educational and other policies of the University.¹ In addition, the Board defines and annually evaluates its responsibilities and expectations.

B. Membership

Sixteen Trustees are appointed by the Governor — an elected constitutional officer — and confirmed by the state Senate, elected representatives of the People.² Four of the 20 Trustees are chosen through democratic elections involving various parts of the University community.³ To continue accountability after the appointment or election, in certain circumstances, the Governor may remove any Trustee or all appointed Trustees.⁴

As various parts of the University community must elect four of the 20 Trustees, the President, in consultation with the respective shared governance bodies, will recommend for Board approval a resolution detailing the rules and procedures for such democratic elections, in accordance with the Kentucky Revised Statutes in effect at the time of the elections.

C. Officers

1. Elections

The Chair, Vice Chair, Secretary, Assistant Secretary/Parliamentarian and the three at-large members of the Executive Committee shall be elected annually by the Board of Trustees. The Chair, Vice Chair, Secretary and three at large Executive Committee members shall be trustees.

2. The Chair

The Chair of the Board of Trustees: (1) presides over meetings of the Board of Trustees and the Executive Committee; (2) appoints the chair and all members of all Committees, except the Executive Committee and University Athletics Committee; (3) serves as spokesperson for the Board; and (4) performs other duties as assigned by the Board. The Chair of the Board of Trustees is limited to no more than four consecutive terms as Chair.

The President, in consultation with the Chair of the Board of Trustees, will appoint the chair and Trustee members of the University Athletics Committee.

3. The Vice Chair

In the case of a vacancy or disability of the Chair of the Board of Trustees, the Vice Chair shall exercise the functions of the Chair until the Board of Trustees takes further action.

3. Secretary

The Secretary keeps the minutes of all meetings, issues notices of meetings and provides for the publication and distribution of the minutes.

4. Assistant Secretary/Parliamentarian

When the Secretary is absent, the Assistant Secretary/Parliamentarian may perform the duties of the Secretary. The Assistant Secretary/Parliamentarian need not be a member of the Board.

D. Executive Committee

1. Membership

The Executive Committee consists of the Chair, Vice Chair and three Trustee members elected by the Board of Trustees.⁵ The Secretary is an ex officio non-voting member.

2. Responsibilities

The Executive Committee: (1) exercises oversight of the financial and business interests of the University and possesses the same powers as the Board of Trustees during the periods between meetings of the full Board of Trustees; (2) serves as the performance review committee for the President; (3) provides recommendations on policy matters concerning shared governance; and (4) serves in an advisory capacity to the President on regulations and policies, institutional compliance and accountability.

3. Meetings

Meetings of the Executive Committee may be held as necessary at the call of the Chair. The President may attend all meetings, unless the Executive Committee moves into closed session under the appropriate provisions of the state's Open Meetings Act⁶, at which time attendance can be limited to the Trustees of a committee along with those designated to attend who may have business before that committee.⁷

4. Ratification of Actions of the Executive Committee

The Board of Trustees requires the Executive Committee to submit to the Board of Trustees at each meeting, for the Board's consideration and approval, a complete record of the proceedings of the Executive Committee. The authority of the Board of Trustees to amend the action of the Executive Committee does not extend to the rejection of any valid or authenticated expenditure of money by the Executive Committee.

E. Meetings of the Board of Trustees

1. Frequency

The Board of Trustees shall meet at least quarterly. The Chair or any three Trustees acting together may call special meetings by giving 10 days' written notice to each Trustee. The notice of the special meeting will specify the subject of the special meeting.⁸

A majority of the Trustees constitutes a quorum.⁹

2. Public Meetings

The meetings of the Board shall be open to the public.

The Board will arrange for a transcript of each of its meetings, send an agenda for each of the meetings to each Trustee and make a copy of the agenda available to the public.

For regularly scheduled meetings, the agenda shall be released to the public at least three full business days prior to the Board meeting.

The Board and its Committees will follow the Kentucky Open Meetings Act.¹⁰

3. Expenses

The University shall pay all necessary expenses incurred by the Trustees in traveling to and from and while attending meetings of the Board.

4. Agenda

The Chair shall specify the order of business at Board meetings.

5. Parliamentary Authority

Except where the Board has adopted different rules, the Board will follow the most recent version of *Robert's Rules of Order, Newly Revised* while conducting the business.

F. Conflicts of Interest of Board Membership

All Trustees must comply with the Kentucky Revised Statutes concerning conflicts of interest. On an annual basis, all Trustees will execute a statement attesting to their compliance with the Kentucky Revised Statutes.

G. Standing and Special Committees

The purpose of standing and special committees is to help the Board in its oversight role by gathering information, discussing and providing advice on policy proposals prior to their coming before the entire Board. Members of the University community and the public may attend any committee meeting, unless a committee moves into closed session under the appropriate provisions of the state's Open Meetings Act¹¹, at which time attendance can be limited to the Trustees of a committee along with those designated to attend who may have business before that committee.¹² Membership of standing committees is at least five Trustees, including the committee chair.

1. Academic and Student Affairs Committee

This Committee: (1) reviews recommendations on policy matters about the academic mission of the University in education, research, service and care as well as to policy matters concerning academic freedom and tenure; (2) reviews recommendations regarding undergraduate admissions with the President being responsible for the implementation of the Board's decision; (3) reviews new academic degree-program proposals; (4) reviews academic degree-program closure proposals; (5) reviews the list of candidates for academic degrees recommended by the faculty of the respective colleges; and (6) reviews recommendations concerning the general welfare of students and the adoption of rules, procedures, rights and responsibilities governing non-academic relationships between the University and its students.

2. Audit and Compliance Committee

This Committee: (1) reviews recommendations and appoints the external auditors; (2) receives and reviews the annual financial and other reports from the external auditors and reports on such to the Board; and (3) receives and reviews reports from persons with responsibility for accountability and compliance on the University's system of internal controls and compliance with applicable laws, regulations and University policy.

3. Finance Committee

This Committee: (1) ensures the financial stability and long-term economic health of the University by checking the financial operations of the University and its affiliated corporations and making appropriate recommendations to the Board; (2) maintains

oversight responsibility for the financial management of the University in the areas of accounting, auditing, payroll, purchasing, capital construction, real property and affiliated corporations; (3) oversees the budgets of the University by reviewing and recommending to the Board on the annual operating budgets; (4) exercises oversight of the following aspects of the University's retirement plans: retirement ages and overall contribution; and (5) approves the University processes for designation and disposal of surplus personal property.

Additionally, this Committee ensures that accurate and complete financial records are maintained by reviewing and recommending to the Board on: (1) annual financial reports; (2) interim financial reports; (3) long-term debt obligations; (4) gifts and pledges to the University of \$1,000,000 or more, if payable over five years or less; (5) capital projects of \$1,000,000 or more; (6) leases greater than \$200,000 per year; (7) disposition of property; (8) sale of assets; and (9) financial transactions not provided for in the annual operating budget.

4. Human Resources and University Relations Committee

This Committee: (1) reviews recommendations to the Board about policies regarding employee benefits, rights and privileges requiring Board approval; (2) reviews recommendations relating to the economic, social and public policy environments within which the University operates that directly affect the institution; and (3) reviews policies or policy proposals regarding marketing and development as well as public, governmental and alumni relations.

5. Investment Committee

This Committee is responsible for review and oversight of the endowment investment programs of the University and its affiliated corporations and entities.¹³ These responsibilities include: (1) formulating and reviewing investment policies; (2) appointing, monitoring and evaluating investment managers and consultants; and (3) reviewing and approving plans for the general management of the endowment funds of the University.

In addition to the five voting Trustees, this Committee may have up to five non-voting Community Advisory Members to aid it in its functions by providing specialized advice and support. The President, in consultation with the Board Chair, will appoint the Community Advisory Members. The Community Advisory Members will serve for a three-year term and may be reappointed.

6. Nominating Committee

This Committee: (1) nominates officers of the Board and at-large Trustees of the Executive Committee; and (2) reviews and recommends the appointment of Trustees

to serve on the boards and committees of the University and its affiliated corporations.

7. University Athletics Committee

While both the National Collegiate Athletic Association and the University's accrediting body require that the President has sole authority for, and exercises proper administrative and fiscal control over, the intercollegiate athletics program, this Committee assists the President by: (1) providing counsel to the President concerning matters or activities of the Athletics Department; and (2) reviewing the Athletics Department's annual budget and audit reports, major expenditures and acquisitions and construction of facilities if the cost is expected to exceed \$1,000,000.

In addition to the five voting Trustees, the Committee shall include the Faculty Athletics Representative as an ex officio, non-voting member and up to three Community Advisory Members to aid it in its functions by providing specialized advice and support. The President, in consultation with the Board Chair, will appoint the Community Advisory Members. The Community Advisory Members will serve for a three-year term and may be reappointed.

8. University Health Care Committee

This Committee: (1) serves as the governing body and governing authority to manage and operate the University's academic health system in accordance with the Conditions of Participation promulgated by the Centers for Medicare and Medicaid Services and with all applicable laws and regulations; and (2) has responsibility for the University's clinical enterprise, including the development of policies, rules and regulations for the governance of the University's academic health system.

In addition to the five voting Trustees, the Committee may have up to five non-voting Community Advisory Members to aid it in its functions by providing specialized advice and support. The President, in consultation with the Board Chair, will appoint the Community Advisory Members. The Community Advisory Members will serve for a three-year term and may be reappointed.

9. Special Committees

The Chair may establish and appoint special committees at any time and with such charge as the Chair may determine. Special committees shall fulfill their duties as specified and report to the Board. Such committees will function until their final report. Membership must include Trustees and may also include persons who are not Trustees, when confirmed by Board.

H. Appointments Requiring Action by the Board

1. Appointment of the President

The Board — in consultation with students, faculty, staff, alumni and leaders throughout the Commonwealth and the nation — shall appoint a President.¹⁴ The Board will determine the President's compensation and appropriate terms and conditions of employment including performance expectations. The Board shall annually evaluate the President.

2. Academic Appointments

The Board, acting upon the recommendation of the President, shall take final University action on all appointments, reappointments and promotions of faculty members to positions which involve: (a) an actual or equivalent academic rank of associate professor or professor; or (b) tenure.

I. Petitions to Address the Board

Any person may file a petition to address the Board. Such petitions must be limited to subjects on the Board's meeting agenda.

The Chair, in the Chair's sole discretion, decides whether the petition is related to the Board's meeting agenda.

The Chair, in consultation with the President, will establish reasonable and appropriate limitations on the number of petitioners who may address the Board at each meeting and the time allowed for each address.

J. Amendment of the Governing Regulations

Any Trustee, the President or any shared governance body — through the President — may propose an amendment to the *Governing Regulations*. Each Governing Regulation should be reviewed, at a minimum, of every five years.

If the Board approves the proposed amendment, the Secretary will send the proposed amendment to the President and all shared governance bodies for review and feedback. This review and feedback period will last at least 30 days.

At the end of the review and feedback period, the Board will consider the proposed amendment again. The Board's actions, including any alterations to the original proposed amendment because of the review and feedback period, are final.

Any amendments adopted by the Board become effective at once unless the Board specifies a different effective date.

¹ See, e.g., [KRS § 164.165](#) (Board, as University of Kentucky, has authority to operate a printing plant); [KRS § 164.200](#) (Board has authority to establish proper regulations for government of University and physical training, suspension, and dismissal of students); [KRS § 164.210](#) (Board has authority to determine colleges, schools, divisions, departments, bureaus, and offices which comprise the University as a land-grant institution, as well as relationship of the divisions to one another and the University and all other acts needful for welfare of institution); [KRS § 164.220](#) (Board has authority to appoint and determine compensation, duties and official relations of president, professors, assistants, tutors, and other personnel); [KRS § 164.225](#) (Board has exclusive authority over appointments, qualifications, salaries, compensation, promotions, and official relationships of all employees of institution); [KRS § 164.230](#) (Board has “full power” to suspend or remove officers, teachers, and professors for cause, as well as other agents, generally); [KRS 164.240](#) (Board may grant degrees to graduates of the University, prescribe the conditions upon which postgraduate honors “may be obtained, and confer such honorary degrees, upon the recommendation of the faculty of the university, as it thinks proper”); [KRS § 164.260](#) (Board has authority to acquire additional land, property, and material for institution); and [KRS § 164.270](#) (Board has authority to sell certain real estate with approval of Governor).

² [KRS § 164.131](#).

³ [KRS § 164.131\(1\)\(e\)](#).

⁴ [KRS § 164.131\(1\)\(d\)](#). The statute allows removal of an individual member for cause under [KRS § 63.080\(2\)](#); one or more members for non-compliance with statutory requirements concerning membership under [KRS § 63.080\(3\)](#); and the entire appointed board membership for cause under [KRS § 63.080\(4\)](#).

⁵ [KRS § 164.190](#).

⁶ [KRS §§ 61.800 et seq.](#)

⁷ [KRS § 61.810](#).

⁸ [KRS § 164.170](#).

⁹ [KRS § 164.170](#).

¹⁰ [KRS §§ 61.800 et seq.](#)

¹¹ [KRS §§ 61.800 et seq.](#)

¹² [KRS § 61.810](#).

¹³ [KRS §§ 164A.550 et seq.](#)

¹⁴ [KRS § 164.220\(1\)](#).