Editor’s note: The following are proposed revisions to Regents’ Bylaws Sections 1.06 and 1.07. Additions are underlined and deletions are crossed out. Feedback must be received by June 14 in the Office of the Vice President and Secretary of the University by e-mail, public.comment@umich.edu, or fax, (734) 763-8011.

Chapter I: The Board of Regents

Sec. 1.06. Officers of the Board (revised February 2002)

A. President and Secretary of the Board

The president of the university shall preside at meetings of the Board, without the right to vote. The vice president and secretary of the university shall act as secretary of the Board.

B. Chair and Vice Chair of the Board

1. Selection:
   a. There will be a chair and vice chair of the Board, each of whom will serve a one-year term commencing on July 1 of each year and ending on June 30 of the succeeding year. This process will commence on July 1, 2004. The positions of chair and vice chair will be based on seniority and will rotate through the Board based on seniority.
   b. The chair will be the Board member with the greatest seniority on the Board and the vice chair will be the Board member with the second greatest seniority on the Board. The vice chair will automatically become chair after serving one term as vice chair. If two or more Board members have equal seniority, the chair or vice chair, as applicable, will be chosen through a random selection process. At a meeting before July 1 of each year the Board will take a public vote confirming the officers for the subsequent year.
   c. A Board member who has served as chair or vice chair is ineligible to serve again in that capacity until all other members of the Board have served or forfeited the opportunity to serve. If the vice chair elects not to serve as chair, or the Board member next eligible to serve as vice chair elects not to serve as vice chair, then he or she shall for the opportunity to serve as chair and vice chair until all other members of the Board have served in such capacity or forfeited the opportunity to serve.

   Members of the Board of Regents shall elect a chair and vice chair for a two-year term to begin on July 1 of every even-numbered year and end on June 30 of the next even-numbered year, except that the number of elections for chair and vice chair shall be for the remainder of the term. The vice chair shall be for terms beginning at the time of the election and ending on June 30, 2004. No later than twenty days before the expiration of terms of the current chair and vice chair, the Board shall elect a new vice chair.

   d. The chair and vice chair may be removed by vote of at least six members of the Board.
   e. Nominations shall be made and seconded for the office of chair and vice chair. Nominations shall be made and seconded for the position of vice chair only if the current vice chair is not a candidate. Nominations shall be made by any member of the Board at any time during the meeting. The chair shall have the sole discretion to call for a secret vote when needed, and shall conduct the secret ballot. If the chair is unavailable or unwilling to serve, the appropriate nominating committee shall conduct the secret ballot. The vice chair shall automatically assume the position of chair if the chair resigns, resigns, or otherwise forfeits the opportunity to serve as chair.

   Members of the Board of Regents shall elect a new vice chair at the next meeting of the Board. The Board may elect a new vice chair at any time, if the position is vacant, if the current vice chair resigns, is disqualified, or is otherwise unable to serve.

   If two or more Board members have equal seniority to fill a vacancy, the Board shall elect a new vice chair at its next meeting. If the Board determines that the vice chair is unavailable or unwilling to serve, the appropriate nominating committee shall conduct the secret ballot and elect a new vice chair. If the current vice chair resigns or otherwise forfeits the opportunity to serve, the appropriate nominating committee shall conduct the secret ballot and elect a new vice chair.

   Should the chair resign, the vice chair shall become chair of the Board. If the vice chair resigns, the board of Regents shall elect a successor as vice chair.

   The chair and vice chair may be removed by vote of at least six members of the Board. The vice chair shall be removed by vote of at least six members of the Board to serve as chair of the Board.

2. Duties:
   If during any meeting of the Board the president is absent or unable to act as chair, the vice chair shall assume the duties of the president of the Board and will act as such until the president returns to the meeting and assumes the role of president of the Board.

   The chair will perform the following duties:

   a. Call all meetings of the Board.
   b. Appoint the chair and members of any standing committees.
   c. Appoint ad hoc committees.
   d. Appoint the chair and vice chair of the Personnel Committee.
   e. Appoint the chair of the Finance, Audit and Personnel Committee.
   f. Appoint the chair of the Finance, Audit and Investment Committee.

   The chair and vice chair shall perform such additional duties as prescribed by the Board from time to time.

   If the chair is temporarily unavailable to perform his or her duties at any time, the vice chair shall assume the chair’s responsibilities including, without the President, and appoint the chair and members of ad hoc and standing committees.

   The chair and vice chair shall also perform such additional duties as prescribed by the Board from time to time.

Sec. 1.07. Committees (revised February 2002)

A. Committee of the Whole

When the Board shall resolve itself into a committee of the whole, the chair of the Board shall serve as chair of the committee.

B. Ad Hoc Committees

The chair may appoint an ad hoc committee of the Board and the Board shall empower the committee to do all things necessary for the performance of the duties and functions of the Board of Regents.

The chair will serve as an ex officio member without vote of all such committees. Board membership on any such committee will consist of less than a quorum of the membership of the Board.

C. Standing Committees

There shall be two standing committees of the Board of Regents, each composed of three members less than a quorum of the membership of the Board.

1. The Finance, Audit and Investment Committee

This committee shall provide assistance to the Board in fulfilling its responsibilities relating to the adequacy and effectiveness of the University’s internal controls and financial reporting and investment policies and practices. This committee shall determine the frequency, time and place of their meetings, in consultation with other members of the Board.

2. The Compensation and Personnel Committee

This committee shall provide assistance to the Board in evaluating the performance of and determining the appropriate level of compensation for the president. It shall also advise the president on the performance of and compensation for the executive officers. The committee may, at its discretion, review performance, goals and evaluations, market data, salary studies, and other relevant information.