

PROPOSED AMENDMENTS TO THE UNIVERSITY OF ILLINOIS
BYLAWS OF THE BOARD OF TRUSTEES

(Additions to the text are underlined and deletions are ~~lined through~~.)

**ARTICLE IV. EXECUTIVE COMMITTEE AND STANDING
COMMITTEES OF THE BOARD**

Section 1. At the annual meeting in January of each year, the board shall elect two members to an "Executive Committee," consisting of three members, the Chair of the Board to be the chair *ex officio*, which members shall hold office for one year, or until their successors have been elected.

Section 2. The Executive Committee shall meet whenever the chair, or two members thereof, shall find it necessary for the transaction of any business which is urgent and cannot be postponed to a regular meeting of the board. If a quorum of the committee, two members, is present in the same location or participates via video conference, the third member may participate via telephone. The committee may transact business providing a quorum is present. ~~The committee may meet by conference telephone call or other communication equipment by means of which all persons participating in the meeting can communicate with each other.~~ All trustees shall be given the same notice of the meeting that is sent to the members of the Executive Committee and any who wish may elect to participate in the meeting as nonvoting participants.

Section 3. The Executive Committee functions as an instrument of the board and shall possess all the powers of the board when in session, provided that it shall not overrule, revise, or change the previous acts of the board, or take from regular or special committees any business referred to them by the board.

Section 4. The Executive Committee shall make a written record of all its transactions and submit it to the board at its next regular meeting, signed by all the members of the Executive Committee agreeing thereto. Such record shall thereupon be incorporated in the minutes of the board as an integral part thereof.

Section 5. The standing committees of the board shall be ~~comprised of all members of the board with committee chairs and vice chairs~~ appointed by the Chair of the Board, and a list thereof inserted in the minutes of the ~~annual~~ meeting of the Board of Trustees ~~or, at the latest, the minutes of the next meeting following the annual meeting.~~ at which such appointments are made.

Section 6. The chairs of committees are responsible for keeping the board informed of their committees' activities by way of reports, as needed.

It is expected that ordinarily the position of committee chair will rotate among board members every two years.

Academic and Student Affairs Committee

~~This committee has responsibility for the review and oversight of academic programs. The committee also reviews academic policy in terms of the University of Illinois Statutes and The General Rules Concerning University Organization and Procedure, supports the colleges and campuses in carrying out the academic mission.~~

~~In addition, the committee is a conduit through which trustees may liaise with the campus senates and the University Senates Conference, and thus ensure ongoing communication between faculty governance groups and the Board. This committee shall~~

consider changes in the academic program portfolios of the campuses, monitor and stimulate improvement in the academic quality and student environment of the University, and recommend actions to the board.

~~Access Committee~~

~~This committee provides oversight for the University's commitment to both excellence and access.~~

~~In the University's academic programs, this means maximizing opportunity for individuals who are able and motivated to earn a University of Illinois education.~~

~~In the University's employment of faculty and staff, it means casting a wide net to attract, recruit, retain and develop individuals who are the best in their fields.~~

~~Further, this means providing opportunities in areas beyond the core mission of the University in employment, contracting, and volunteer partnerships to ensure that such opportunities are widely available and fairly distributed.~~

~~Athletics Committee~~

~~This committee must be knowledgeable of the requirements issued by the Big Ten Conference, NCAA, NAIA, and the federal government under which the athletic programs operate to ensure that procedures are in place to effect compliance and detect noncompliance. The committee encourages an appropriate balance between athletics and academic work for scholar athletes to maximize the graduation rate. The chair of this committee is expected to present information about athletic programs at each campus.~~

Budget and Audit, Finance, and Facilities Committee

~~This committee provides oversight and ensures accountability for the University's budget. In doing so the committee is guided by the State Finance Act. Working with the President of the University, this committee cooperatively establishes budget allocation and spending priorities recommended to the board for approval, sets tuition and fees, and helps the board ensure that the University is managing its resources wisely and efficiently.~~

~~The committee also provides oversight for the University's audit function as set forth in the Audit Function Charter, and working with the President of the University and the Comptroller of the Board of Trustees, makes recommendations for and reviews the annual internal audit program and the external audit of the University. Another responsibility for the committee is to monitor compliance with the University's Conflict of Interest Policy. In addition to the members of the Board, the Treasurer of the Board is also an *ex officio*, voting member of this committee. The charge to this committee is to oversee the work of the external and internal auditors, review proposed financing activities as recommended by the chief financial officer, review major building and renovation projects, and recommend actions to the board.~~

Buildings and Grounds Committee

~~This committee evaluates long range plans that impact the University's infrastructure and facilities. It also reviews and recommends for approval all capital projects; designs for projects; appointment of architects, construction managers, and~~

contractors for such projects; acquisition and/or sale of property; lease agreements for property/buildings/portions of buildings; and operation and maintenance projects of a certain magnitude.

External Affairs Committee

This committee is to be adequately informed of and to enhance the University's governmental and external relations program. The committee will assist University officials' interactions with state and federal public officials to advance the University's state and federal priorities.

Finance and Investment Committee

This committee is to review and recommend to the board all policies concerning the management and control of the University's financial resources including oversight of debt management and bond financing, and formulation of policies and strategies for maintaining and growing the endowment. It is also responsible for the appointment of investment advisors, financial participants, and bond underwriters, and for working with the Comptroller of the Board in reviewing the University's annual financial statements.

Governance, Personnel, and Ethics Committee

This committee helps provide orientation assistance for new trustees, including a mentoring program for which the Board chair, in consultation with the committee chair, appoints mentors for new trustees. The committee also periodically

~~reviews Bylaws of the Board of Trustees, requests nominations for recipients of the Trustees' Distinguished Service Medallion, drafts agendas for sessions during which the board addresses its own processes and procedures, drafts plans for board training when appropriate, and assumes responsibility for other matters affecting board governance and for special projects at the discretion of the board chair. The responsibilities of this committee are to oversee the structure and functioning of the Board of Trustees and attend to matters involving its members, and to ensure a proper "tone at the top" including definition of and compliance with proper standards of ethical conduct for the board and University personnel.~~

Human Resources Committee

~~In order to enhance the quality of the faculty and staff at the University and to ensure retention of highly productive and effective employees, this committee reviews and evaluates policies related to all aspects of employment at the University for all groups of employees. The committee promotes diversity within the workplace and fosters a climate in which the goals and objectives of the University can best be achieved. The committee also oversees and ensures compliance with relevant state and federal laws. Examples of the scope of the committee's responsibilities include: recruitment and search policies, recommendations for salary plans, review of benefits offered faculty and staff, approval of non-discrimination and equal opportunity policies, and review of administrative data systems for human resources information.~~

~~Legal Affairs Committee~~

~~This committee will serve as liaison to the University Counsel, who is the general legal officer of the board and University, and who serves as legal advisor to the board, the President of the University, and other administrative officers of the University. The committee will provide consultation and advice on important legal matters pertaining to the board such as governance, interpretation of statutes, University policies, and litigation management. The committee also may provide guidance concerning the delivery of legal services to the board and University officials.~~

~~Strategic Planning Committee~~

~~This committee is charged with helping the University administration plan for the future in ways that will aid in developing the institution and in exploiting its strengths. This committee is also responsible for supporting actions that will implement such plans. The committee must always keep in mind the University's multiple missions of teaching, research, service, and economic development in planning for the future.~~

~~Student Affairs Committee~~

~~This committee will focus on ensuring that the best interests of students are considered and met in decisions of the Board and provide a means for receiving information about student needs and interests. The primary source of this information will be from the student trustees. The committee will assist the Board in learning of the changing needs of students and thus help the Board reach decisions that will aid in~~

making the overall experience of students at the University as welcoming and productive as possible.

~~Technology and Economic Development Committee~~

~~This committee reviews, evaluates, and provides oversight of all policies concerning the University's economic development mission and strategies. These include those units of the University responsible for and engaged in the commercialization of University based technologies, such as the Offices of Technology Management, research parks, and incubator facilities, Illinois VENTURES, LLC, and other University Related Organizations created to further these purposes. It also reviews and recommends nominations to these units' respective boards of directors and the appointment of their respective chief executive officers and advisors, and reviews and recommends to the board policies, agreements, and opportunities concerning the same.~~

~~University Hospital Committee~~

~~This committee provides oversight of the University Hospital and Clinics, and reviews and recommends approval of projects, as required. This committee is to serve as a resource to hospital administration and health sciences colleges' leadership to ensure quality patient care, facilities development, and responsible financial management of the medical center and related operations.~~

Section 7. Committees shall consider all matters referred to them as soon as possible and carry out the orders of the board insofar as they are specifically empowered by the board and shall report their recommendations or action as soon thereafter as possible.

Section 8. The Chair of the Board shall appoint the chair and vice chair of each committee. Each committee chair will call meetings of the committee, and direct its proceedings; but shall not otherwise have greater power or authority than any other member.

Section 9. Special committees may be created by the Chair of the Board to take charge of subjects specifically referred to them. Such committees shall be appointed in the manner, and shall consist of members, as may be ordered by the board at the time of their appointment, and shall cease to exist when discharged by the board from the consideration thereof. Their conduct of business shall be in accordance with the provisions of Section 8 of this Article.

Section 10. In addition to the assignments to the standing committees, three trustees are elected to the State Universities Civil Service Merit Board. There is also a trustee appointed to meet with and make an annual report to the University of Illinois Alumni Association Board of Directors. Further, the Chair of the Board serves as delegate to the Board of Directors of the University of Illinois Foundation and is a member of that board. ~~Also, the chair of the Athletics Committee serves as a member of the Athletic Board of Control of the Division of Intercollegiate Athletics at the Urbana Campus.~~