

MINUTES
BOARD OF REGENTS
UNIVERSITY OF WASHINGTON

Governance Committee

February 13, 2014
142 Gerberding Hall

Call to Order and Attendance

Committee Chair Orin Smith called the meeting to order at 8:30 a.m.
Committee members present: Regents Smith (Chair), Ayer, and Blake
Other Regents present: Harrell, Rice, and Riojas

Meeting Notes

Regent Smith announced this was the first meeting of the newly-formed Governance Committee, established when the Board's bylaws were amended in November, effective in January. The initial meeting is aimed mainly at committee members, with the goal of organizing the committee, holding a general discussion, and identifying a schedule of next steps.

In their meeting materials, Regents received an excerpt from the bylaws outlining the committee's purpose and responsibilities. The Governance Committee was created when the Board bylaws were amended and updated at the November 2013 meeting of the Board, to be effective on January 1, 2014. At the January 2014 meeting of the Board, Orin Smith, Chair of the Board, appointed Regents Bill Ayer, Kristi Blake, and Pat Shanahan to serve on this committee. The Governance Committee includes, and is chaired by, the Chair of the Board.

The purpose of the Governance Committee is to ensure the integrity of the Board and enhance Board performance. The committee is responsible for:

- 1) Establishing and maintaining standards of Board conduct;*
- 2) Identifying the expertise and experience needed by the Board and, as appropriate, communicating this to the Governor;*
- 3) Recommending a slate of officers for Board approval;*
- 4) Recommending for Board approval individual members to act as the Board's representatives on outside boards and committees;*
- 5) Ensuring that Board members have adequate orientation and ongoing education;*
- 6) Assessing the performance of the Board and Board members;*
- 7) Monitoring the activities of governance shared with the faculty;*
- 8) Monitoring compliance with the conflict of interest policy;*
- 9) Periodically reviewing and ensuring compliance with these Bylaws and other Board policies; and*
- 10) Carrying out the statutory functions of an executive committee.*

Regents discussed how often the committee should meet and when. Four times a year seemed reasonable depending on when during each year the tasks need to be completed. It was suggested a good time to meet would be on Wednesday afternoon before the Board dinner, either in person on campus or by phone.

The Governance Committee will recommend members to form two new advisory committees – Audit and Governmental Affairs. Before recruiting members they agreed to define the scope of work for each committee. For the Audit committee, Regents Shanahan or Blake will talk with Richard Cordova, Executive Director of Audits, and someone at the Foster School of Business, to explore connections with the local accounting community. This committee will be important to strengthen relationships with UW’s Internal Auditors.

*The **Audit Advisory Committee** shall consist of no more than eight members to be appointed by the Board. The Chair, Vice Chair, and members shall be recommended by the Governance Committee and approved by the Board after consultation with the President of the University and his or her designee(s). One or two of the appointed members shall be selected from the Board. The remaining appointed members shall be experienced professionals of varying backgrounds. There shall be a three-year term limitation for regent and non-regent members, renewable by the Board. Members will be asked to make a minimum commitment of three consecutive years, and shall serve at the pleasure of the Board.*

Currently there is a special committee on legislative affairs, which was approved to be in effect through the end of the 2014 legislative session. The newly formed Governmental Affairs Advisory committee will include state legislative affairs, but also local, regional, and federal.

*The **Governmental Affairs Advisory Committee** shall consist of no more than eight members to be appointed by the Board. The Chair, Vice Chair, and members shall be recommended by the Governance Committee and approved by the Board after consultation with the President of the University and his or her designee(s). One or two of the appointed members shall be selected from the Board. The remaining appointed members shall be experienced professionals with relevant backgrounds. There shall be a three-year term limitation for regent and non-regent members, renewable by the Board. Members will be asked to make a minimum commitment of three consecutive years, and shall serve at the pleasure of the Board.*

Committee members discussed the guidelines for presentations at Board meetings. These were reviewed at the dinner meeting of the Board in November. Secretary Goldblatt will circulate them and the Committee will seek input from all Regents to monitor compliance with these guidelines. The Board requested opportunities to learn more about the University and asked these be on each committee agenda. There was also a question about where “compliance” should be heard – full Board or FAM committee. Regent Blake will check her notes as will Ms. Goldblatt.

There was a discussion about orientation for new Regents. The committee will explore this.

The Committee feels it would be useful to have a grid or matrix of Committee responsibilities to determine timing of the Committee’s tasks. They also discussed creating an inventory of Board member skills. This would assist in identifying the expertise and experience need by the Board and communicating it to the Governor, as appropriate.

Adjourn

Hearing no other business to come before the Committee, Regent Smith adjourned the meeting at 9:10 a.m.