

Contracts and documents relating to ownership and control: Either (a) copies of all contracts and corporate documents required to be filed with the FCC – including current Articles of Incorporation and Bylaws – *or* (b) an up-to-date index or list of such documents, provided that the licensee makes available copies to requesting parties within seven days. ***Retention:*** as long as current.

Section 6 - Meetings of the Board

Section 7 - Communications with the Board

Section 8 - Amendment of Bylaws

Section 1: Authority and Responsibility of Governing Board

1.1 The Texas Legislature has vested the organization and control of the University of Houston System (hereafter referred to as "system") to the Board of Regents (hereafter referred to as "board"). Section 111.11, Texas Education Code.

1.2 Section 51.352. Responsibility of Governing Boards, Texas Education Code, sets forth the responsibility of the board as follows:

(a) It is the policy of this state that the governing boards of institutions of higher education, being composed of lay members, shall exercise the traditional and time-honored role for such boards as their role has evolved in the United States and shall constitute the keystone of the governance structure. In this regard each governing board:

- 1) is expected to preserve institutional independence and to defend its right to manage its own affairs through its chosen administrators and employees;
- 2) shall enhance the public image of each institution under its governance;
- 3) shall interpret the community to the campus and interpret the campus to the community;

5.5 Audit and Compliance Committee

The audit and compliance committee has oversight of all audit matters and all compliance activities, including ensuring sound fiscal and management policies and practices. It also provides oversight to ensure full compliance with all applicable local, state, and federal laws and regulations.

5.6 Facilities, Construction and Master Planning Committee

The facilities, construction and master planning committee has oversight of policy and performance related to the physical assets, including reviewing the Chancellor's recommendations on capital priorities. It also provides oversight of physical master plans for each location.

5.7 Endowment Management Committee

The endowment management committee has oversight of all investment assets and activities, outside investment managers, investment consultants, and any other matters pertaining to endowed and non-endowed assets for the System. It also provides oversight of investment policies and performance. The chair of the Finance and Administration Committee shall be a member of this committee.

5.8 Special Committees

Special committees may be established by the chair of the board to report to the board, and they shall function until discharged. Membership normally will include regents and may also include persons not on the board.

5.9 Staff Services to the Board Committees

With the approval of the chair of the board, the chancellor will designate a member of his or her staff as liaison for each standing board committee and subcommittee. The administrator designated shall provide information and assistance as needed to the chair of the committee or subcommittee to prepare the agenda and conduct the business of the committee or special committee.

Section 6: Meetings of the Board

6.1 Procedure

Roberts Rules of Order shall govern the procedure at meetings unless modified by standing or special rules of the board or by a majority vote of a quorum.

6.2 Quorum

A quorum shall consist of a majority of the members of the board, and the action of a majority of a quorum shall be action of the board except as otherwise specified herein.

6.3 Committee Meetings

The regular meetings of the committees shall be held at such time and place the committee shall designate. Normally, committee meetings will be held quarterly for the purpose of conducting standing committee business.

6.4 Regular Meetings

The regular meetings of the board shall be held at such time and place the board shall designate. Normally, regular meetings will be held quarterly for the purpose of conducting standing committee business and board action.

6.5 Special Meetings

Special meetings of the board may be called by the chair, the vice chair when performing the duties of the chair, or upon written request of five members of the board.

6.6 Notice of Open Meetings

All meetings of the board and its committees are subject to the terms of the Open Meetings Act. The Open Meetings Act, Chapter 551 of the Texas Government Code, provides that meetings of governmental bodies must be open to the public, except for expressly authorized executive sessions, and that the public must be given notice of the time, place and subject matter of meetings of governmental bodies. Notice of a meeting must be posted with the Secretary of State's Office for at least 72 hours preceding the scheduled time of the meeting. In case of an emergency of urgent public necessity, which shall be clearly identified in the notice, it shall be sufficient if the notice is posted two hours before the meeting is convened.

6.7 Distribution of Agenda Material

Written notice of the time, place, and agenda of each regular or special meeting should be delivered to each member of the board no later than seven (7) days before the day of such meeting. No business other than that placed on the agenda and the written notice, as required by law, shall be officially transacted at the meeting of the board or its standing committees or subcommittees.

6.8 Order of Business

Normally the order of business shall be:

- 6.8.1 Call the meeting to order;
- 6.8.2 Open Forum;
- 6.8.3 Approval of the minutes;
- 6.8.4 Resolutions, communications, petitions, and memorials;
- 6.8.5 Report and recommendations of the chair of the board;
- 6.8.6 Reports and recommendations of standing committees from the committee chair;
- 6.8.7 Reports and recommendations of special committees;
- 6.8.8 Approval of committee recommendations;
- 6.8.9 Approval of consent docket;

- 6.8.10 Reports and recommendations of the chancellor;
- 6.8.11 Executive Session;
- 6.8.12 Reports and recommendations from executive session; and
- 6.8.13 Adjournment

6.9 Consent Docket

Items on the consent docket will go directly to the board for action after consideration by the standing committees at their meetings unless one or more regents request that an item(s) be removed from the docket and considered separately, in which case it will be considered by the full board outside of the consent docket. The following may be placed on the consent docket and shall be enumerated specifically on the Board's agenda:

- 6.9.1 Investment resolutions and amendments.
- 6.9.2 Banking resolutions and amendments.
- 6.9.3 Texas Public Finance Authority resolutions and amendments.
- 6.9.4 TexPool investment authorization resolutions and amendments.
- 6.9.5 Intent to finance expenditures incurred or to be incurred for a campus construction project resolutions and amendments.
- 6.9.6 Annual write-off of accounts and notes receivables.
- 6.9.7 Annual write-off of obsolete equipment and other inventory.
- 6.9.8 Staff holiday schedule.
- 6.9.9 Outside Employment of General Officers.
- 6.9.10 Other routine items as appropriate for the consent docket and so designated by unanimous vote of the Standing Committee for which such item is a voting item and approved by the chairman of the board.

Section 7: Communications with the Board

7.1 Board members have the right and duty to be fully informed on all matters that influence their obligations as regents. Nothing herein shall be construed to prevent them from informing themselves as they deem proper; however, they shall not interfere in the administration of the system. The board shall at all times be free to seek and receive information to ensure that its policies and directives are effectuated.

7.2 The regular channel of communication to and from the board shall be through the chancellor and where appropriate, the president of the respective university.

7.3 A maximum of thirty minutes will be set aside at regularly scheduled board meetings for a public comment session. Persons wishing to address the regents may register their request with the Executive Administrator at least one week prior to the meeting. Each person will be given up to three minutes and may address the board on any topic.

7.4 All proposals for consideration by the board shall be presented to the chancellor according to the published calendar. The chancellor shall consider such proposals and make recommendations thereon in the agenda prepared for the board meeting. Except in the case of an emergency, proposals not received by the chancellor within the time prescribed shall be automatically deferred for consideration until the next meeting of the board.

7.5 Board bylaws and policies require reports to be presented to the board and actions to be taken by the board on a periodic basis. It is the responsibility of the executive administrator of the Board to maintain the report/action schedule and ensure that all such reports and action items are included on the agenda for the appropriate board meeting.

Section 8: Amendment of Bylaws

8. Amendment of Bylaws

8.1 A two-thirds majority vote of all members of the board shall be required to amend these bylaws.

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