

# **Bylaws of the University of Rhode Island Board of Trustees**

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## **Preamble**

The University of Rhode Island is the State flagship research university and the State's leading public institution of higher education.

As a land and sea grant institution with global reach, the University of Rhode Island carries out its mission for the benefit of the people of the State of Rhode Island ("State"), the United States, and the world. In all aspects of its work, the University of Rhode Island maintains unshakable commitments to academic freedom and expression, shared governance, diversity and inclusion, and active outreach to its many communities of interest. The University of Rhode Island also engages active partnerships for mutual benefit with Rhode Island College and the Community College of Rhode Island and other private higher education institutions.

These bylaws establish the principles, structures, and procedures to ensure the University of Rhode Island remains true to its mission and meets the mandate of applicable statutes, while performing its important work at the highest possible level.

## **Article I**

### **Duties of the Board of Trustees**

1.1 Fundamental Purpose. The Board of Trustees ("Board") is established by act of the Rhode Island General Assembly as the exclusive fiduciary authority for the University of Rhode Island ("University" or "URI"). In that capacity, the Board is legally entrusted with the institution's care and has the critical responsibility for protecting the integrity of the institution's mission as Rhode Island's premier institution of higher education and overseeing compliance with all provisions of the law.

- 1.2 Duties of the Board. To meet its statutory mandate as the ultimate governing authority for the University of Rhode Island, the Board of Trustees performs a number of critical functions, including but not limited to:
- (a) Appointment of trustees, consistent with the standards and limitations set forth in the enabling statute;
  - (b) Appointment and evaluation of the President of the University (“President”);
  - (c) Review and approval of the Strategic Plan and the three-year funding plan for the University, which is to be developed and submitted to the Board by the President;
  - (d) Upon receipt of the recommendations of the President and appropriate faculty bodies, approval of the awarding and revocation of degrees (including honorary degrees, diplomas, certificates, and honors to be conferred by the President);
  - (e) Approval of recommendations made by the President regarding the awarding of tenure and promotion to qualified members of the University faculty;
  - (f) Review of the University’s performance under the institution’s Strategic Plan developed and reported by the President and University community;
  - (g) Stewardship of University physical, financial, and human resources consistent with the provisions of all applicable statutes and regulations and policies of the Board of Trustees;
  - (h) Promoting and enforcing integrity and effectiveness of all aspects of the University’s budgeting and financial management, including changes in tuition and fees, submission and approval of the University’s annual budget and three-year financial projections;
  - (i) Approve the creation or termination of new academic majors and the creation, consolidation or termination of academic departments, schools and colleges based on the recommendations of the President who shall have followed the appropriate University process.

## **Article II Membership**

2.1 Membership. The membership of the Board shall consist of seventeen (17) voting members and five (5) non-voting members, including one (1) URI faculty

member and one (1) URI student to be appointed by the President, and the President, the chair of the Rhode Island Board of Education and the chair of the Rhode Island Council on Postsecondary Education serving *ex officio*.

2.2 Appointment. The members shall be appointed in accordance with RIGL Section 16-32-2.2, which specifies that the governor will appoint the members with the advice and consent of the senate, and with due consideration to recommendations from the President and the chair of the Board. At least three (3) of the members appointed by the governor shall be residents of the State of Rhode Island, at least one (1) of those members shall be selected after due consideration of a list of names of at least five (5) individuals submitted by the speaker of the house of representatives, and at least one (1) of those members shall be selected after due consideration of a list of names of at least five (5) individuals submitted by the president of the senate.

2.3 Appointments of the President. The President will appoint one (1) faculty member who shall serve in a non-voting capacity for a single two (2) year term and one (1) student member who shall be a full-time student in good standing at the University who shall serve in a non-voting capacity for up to two (2) one-year terms.

2.4 Initial Terms. Six (6) of the members initially appointed pursuant to RIGL Section 16-32-2.2 shall serve terms of three (3) years; seven (7) members initially appointed pursuant to this section shall serve terms of two (2) years, including the member appointed from the list submitted by the speaker of the house of representatives and the member appointed from the list submitted by the president of the senate; and four (4) members initially appointed pursuant to this section shall serve terms of one (1) year.

2.5 Terms. After the initial terms of appointment have expired, the governor shall appoint members as provided in Section 2.2 hereof for terms of three (3) years and members shall be eligible for reappointment.

2.6 Removal. Public members shall be removable by the governor for cause only, and removal solely for partisan or personal reasons unrelated to capacity or fitness for the office shall be unlawful. In making decisions to remove a member, the governor shall give due consideration to recommendations from the chair of

the Board. RIGL Section 16-32-2.2 (d) provides details about the process for removal for cause.

2.7 Vacancies. If a vacancy occurs because of death, resignation, or removal among board members appointed by the governor, the secretary of the Board shall inform the governor of the vacancy, and the governor shall make an appointment of a member to serve the unexpired term. If a vacancy occurs among the non-voting faculty or student Board members, the secretary of the Board shall inform the President of the vacancy so the unexpired term may be filled as provided in the bylaws. If a vacancy occurs because a member's term has expired, that member shall serve until a successor is appointed.

2.8 Compensation. Board members shall receive no compensation for their service on the Board.

2.9 Conflicts of interest. Board members are subject to the State Code of Ethics and shall sign annually a statement documenting the absence of any conflicts of interest. Board members shall disclose any actual or potential conflict of interest that they may have relating to any matter under the jurisdiction of the Board and shall recuse themselves from discussion or action on any such matter. No member of the Board (with the exception of the President and the non-voting faculty member and student member) shall be employed in any position under the jurisdiction of the Board, nor contract in any manner for any purpose with the Board or the University; nor shall the Board purchase, sell, or lease any land, property, or supplies from or to any firm or business association of which any member of the Board is owner, part owner, or officer or director. No person related by consanguinity or affinity in the first degree to any member of the Board shall be employed in any capacity under the Board's jurisdiction.

### **Article III Meetings**

3.1 Open public meetings. All meetings, including special meetings, shall be convened pursuant to the provisions of RIGL Chapter 42-46, the Rhode Island Open Meetings Act. Executive (closed) session may be held as provided for in RIGL Chapter 42-46 and Section 42-46-5.

3.2 Quorum. A quorum shall consist of a majority of voting members of the Board, but less than a quorum may adjourn any meetings. A majority of those

present and voting shall be required for action. For purposes of these Bylaws, the term “present” includes participation remotely in accordance with the Open Meetings Act.

3.3 Regular meetings. Regular meetings shall be held at least four times during each calendar year at the call of the Board chair at the time and place within the State of Rhode Island specified in the notice of the meeting in accordance with RIGL Section 42-46-6. The Board shall give supplemental written notice of any meeting within a minimum of forty-eight (48) hours, excluding weekends and State holidays in the count of hours, before the date as required by law.

3.4 Notice to members. In addition to providing notice of meetings as required by law, written notice of regular meetings and the agenda for such meetings, or in lieu of an agenda, a written statement of the substance of the business to be transacted shall be sent by the Board secretary to each Board member at least one (1) week prior to the date of the meeting.

3.5 Special meetings. Special meetings may be called by the Board chair with supplemental written notice of any meeting with a minimum of forty-eight (48) hours, excluding weekends and State holidays in the count of hours, compliance with RIGL Section 42-46-6. Notice of special meetings shall specify the date the notice was posted, the date, time, and place of the meeting and the nature of the business to be discussed or acted upon, and shall also be sent via electronic communication to each Board member not less than forty-eight (48) hours prior to each meeting.

3.6 Waiver of notice. Any member may waive notice of any regular or special meeting by instrument in writing signed by him/her prior to or after such meeting, and the presence of a member at a meeting shall in any event constitute a waiver of notice as to that member.

3.7 Agenda for regular meetings. The agenda shall be prepared by the Board chair in consultation with the President of the University. The agenda shall include any matter that the Board has at a prior meeting voted to include in such agenda and, further, shall include a provision such that any item requested by any seven (7) members in writing delivered to the chair not less than seven (7) days prior to the date of the meeting shall be placed on the agenda of such meeting. Any member may introduce a matter to be put on the agenda at the meeting upon

the majority vote of the members present, provided such matters shall be for informational purposes only and may not be voted upon except when necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to the appropriate committee or to another body or official.

3.8 Conduct of meetings. All meetings, including special meetings, shall be convened pursuant to the provisions of RIGL Section 42-46, the Rhode Island Open Meetings Act. The affirmative vote of the majority of the members present shall be required for the adoption of any motion or resolution. All members, including the Board chair, shall have the right to offer motions or resolutions, discuss questions, and to vote. The chair shall declare the outcome of all votes. A roll call vote shall be taken upon the demand of any member present. Any member desiring to speak shall address the chair, and after his/her right to speak has been recognized, he/she shall confine remarks to the question under debate. Other than a member of the Board or staff members, no person shall speak at or address a meeting, except in Open Forum, unless invited to do so by the chair. Except in unusual circumstances, no more than twenty (20) minutes will be set aside on each Board meeting agenda for persons, other than members or staff, to address the board during Open Forum; such persons must limit their remarks to three (3) minutes or less. Board members will not respond directly to the topics being raised, but may refer the matter to the Board and the University staff for follow-up where appropriate. Nothing contained herein shall require the Board to have an Open Forum or to have an Open Forum at any specific meeting.

3.9 Minutes. Minutes of open meetings shall be deemed public records. Minutes of executive (closed) sessions shall be confidential if the Board has voted to seal them pursuant to RIGL Section 42-46-7 otherwise they shall be made available at the next regularly scheduled meeting of the Board. Final action taken in executive session shall be reported by the Board chair once the open session reconvenes; provided, however, a vote taken in an executive (closed) session need not be disclosed for a period of time during which its disclosure would jeopardize any strategy, negotiation or investigation undertaken pursuant to discussions conducted under that section of the Rhode Island Open Meetings Act that sets forth the purposes for which a meeting may be closed (RIGL Section 42-46-5 (a)).

3.10 Records. The records of all business transacted at each meeting shall be kept under the direction and supervision of the Board.

#### **Article IV Officers of the Board and Duties**

4.1 Officers of the Board. The officers of the Board shall be a chair, vice chair and secretary. Other officers may from time to time be established with such powers as determined by the Board, and the persons named to such offices shall serve at the pleasure of the Board.

4.2 Election of Officers. A majority of the members of the Board shall elect the chair of the Board (the “chair”) in accordance with RIGL Section 16-32-2.2(c) from among the voting members of the Board. In addition, the members of the Board shall elect a vice chair. The terms of office shall be three years or until a duly appointed successor is elected.

4.3 Duties of the Chair. The chair shall preside at meetings of the Board, exercise the powers and perform the duties set forth in statute and these bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body, and, unless otherwise ordered, shall appoint all committees and all special committees. The chair shall execute, on behalf of the Board, all contracts and documents approved by the Board, unless otherwise ordered by the Board. The chair serves as the spokesperson for the Board on matters voted on and approved by the Board.

4.4 Duties of the Vice Chair. In the absence of the chair, the vice chair shall perform the duties of the chair, including any authorities delegated to the chair by the Board. In the absence of both the chair and the vice chair, a chair *pro tempore* shall be elected from among the members of the Board.

4.5 Duties of the Secretary. The secretary is a university staff member selected by the University President subject to Board approval. The secretary is responsible for supporting the Board and the Board committees, including issuing required notices of Board meetings and preparing the minutes. Working with the Board chair and University President, and in consultation with other senior leaders of the University, the secretary plans and manages the meetings of the Board and its committees, and in consultation with the University General Counsel is responsible for compliance with all relevant legal requirements and sound

governance practices. The secretary serves as the key liaison between the Board and the President and the University administration. The secretary is responsible for communication on Board-related policy and procedural matters. In addition, the secretary shall perform other duties assigned by the Board.

## **Article V Committees of the Board**

5.1 Expectations for Board Committees. The Board adopts best governance practices that its duties should be grounded in the work of its standing committees. The Board shall define the duties of each committee by approving a committee charter which declares clearly the purposes of the committee. Further, the committee work should be accomplished in accordance with an annual work plan which is aligned with the University's strategic vision and priorities. Committee agendas should be developed in consultation with the committee chair and the University staff member assigned as the liaison to the committee.

5.2 Standing Committees. The Board shall establish standing committees comprising an Executive Committee, including a compensation subcommittee; an Academic Affairs and Research Committee; a Finance and Facilities Committee; a Governance Committee; an Institutional Risk and Compliance Committee; and a Student Life and Athletics Committee. Other standing committees may be established by the Board from time to time.

5.3 Special Committees. The Board shall establish special committees that it considers appropriate and necessary to fulfill its responsibilities.

5.4 Appointment to Committees. Standing committees shall be appointed by the chair. Special committees shall be appointed by the chair from time to time. The chair may request recommendations for committee appointments from the University President and the Governance Committee. The chair and vice chair shall be voting members of the Executive Committee and of any other standing or special committees to which they are appointed pursuant to this Section 5.4 and shall be invited to attend, without vote, all meetings of other standing committees, special committees and subcommittees. The University President shall be an *ex officio* non-voting member of all standing committees, special committees and subcommittees.



5.5 Conduct of Committee Meetings. All standing committee meetings and, except as otherwise allowed by law, special committee meetings, shall be convened and conducted pursuant to the provisions of RIGL Chapter 42-46, the Rhode Island Open Meetings Act.

5.6 Quorum and Action by Committees. Committees shall act by majority vote of members present and voting. A quorum shall consist of a majority of voting committee members, but less than a quorum may adjourn any meetings.

5.7 Committee Liaisons. The President, with the concurrence of the Board, shall appoint at least one University staff member for each committee as a liaison between the Board and the University.

## **Article VI. President of the University**

6.1 Appointment of the President. The President of the University shall be appointed by the Board to a fixed term of service determined by the Board. The President may be reappointed to an additional term, or terms, following a finding by the Board of satisfactory performance in the position.

6.2 Duties of the President. The President is the chief executive officer of the University and in addition to any powers granted to the President by law or regulation, the President shall have full power and authority to manage the institution in a manner consistent with its mission, Strategic Plan, and policies established by the Board of Trustees. The President shall exercise this authority by carrying out responsibilities that include, but are not limited to:

(a) In consultation with appropriate internal and external stakeholders, develop the Strategic Plan for the University, including appropriate performance metrics, for approval by the Board.

(b) Appoint, subject to approval by the Board, the Officers of the University (see Article VII). The President shall annually evaluate the performance of each officer and report the results to the Board;

(c) Report regularly, and upon special request from the chair of the Board, to the Board on the general condition of the University, including progress on the strategic plan, bring attention to the Board any matter, including risks, that may

affect the Board in pursuit of their obligations under Article I and the authorizing legislation

(d) In consultation with appropriate officials of the University, prepare the annual budget of the University, including recommendations of adjustments in tuition and fees and state appropriations, for consideration by the appropriate committees and the full Board;

(e) Report annually to the Board on institutional progress in regard to the institution's performance metrics related specifically to State of Rhode Island performance funding model and recommend, as appropriate, alternative performance metrics specifically relevant to this funding model;

(f) In consultation with appropriate faculty bodies and academic leadership, recommend the creation or termination of academic majors and the creation, consolidation or termination of academic departments, schools, and colleges.

(g) Together with the annual budget, prepare and submit a three-year funding plan for the University; and

(h) Act, or through delegation to designated representatives, as the authoritative voice of the University in all matters pertaining to the mission, outreach, and philanthropic goals of the institution, including, but not limited to, interactions with key constituencies, government officials, and the media.

## **Article VII Officers of the University**

7.1 President. See Article VI of the Bylaws for information about the duties of the President.

7.2 Provost. The provost is the chief academic officer of the University and is responsible for academic programs and faculty actions. The provost acts as the chief executive officer of the University in the absence of the President. The provost serves as the University liaison to the Academic Affairs and Research Committee.

7.3 Vice President for Finance and Administration. The vice president is the chief financial officer of the University and is responsible for financial and business

affairs and the physical and technological infrastructure. The vice president serves as the University liaison to the Finance and Facilities Committee.

7.4 University General Counsel. The general counsel is the chief legal officer of the University and advises the Board and the University President about the laws, rules and regulations affecting education. The general counsel serves as the University liaison to the Institutional Risk and Compliance Committee.

### **Article VIII The Faculty**

The faculty of the University of Rhode Island play a central and important role in the governance of the institution in multiple ways, as specified in the University Manual and in the policies of the University, but generally through the work of the Faculty Senate.

As stated in the University Manual, “Faculty participation in the government of the University of Rhode Island is essential to its sound development and to the successful performance of its role in the life of the state. The basic functions of the University – teaching and research – are performed by a community of scholars who must exercise sound judgement in their assigned duties. .... The collective judgement of the scholars who comprise the faculty is a resource of great value which properly utilized will help to guarantee that University policy will be wisely established and carried out “

The collective knowledge, skills and experience of the faculty enable the University to carry out its mission, to develop and implement strategic plans, and, especially to achieve the goals of the Strategic Plan, which is the central document that guides the University towards achieving its overall goals. This Article affirms the importance of shared governance and faculty responsibility and leadership for matters affecting the core academic mission and strategic plan of the University of Rhode Island.

8.1 Membership. Criteria and procedures for membership in the General Faculty of the University of Rhode Island are established in Chapter 4 of the University Manual

8.2 Faculty Senate. The Faculty Senate is the duly authorized deliberative body representing the General Faculty of the University of Rhode Island. The Faculty

Senate is the ultimate legislative body for matters that fall within the roles and responsibilities of the General Faculty.

8.3 Roles and Responsibilities of the Faculty. In keeping with shared governance, the university faculty, subject to the provisions of applicable law and regulation and the policies of the Board of Trustees and with the concurrence of the President of the University, are responsible to formulate, review, or recommend policy and actions in the following areas:

- (a) Faculty role in shared governance;
- (b) Teaching, research, and faculty committee structures and purposes;
- (c) Academic curricula, programs, requirements, and standards;
- (d) Intellectual property and patents;
- (e) Academic integrity and student appeal processes;
- (f) Recommendations to the Board of Trustees on students' completion of academic requirements for the awarding of undergraduate and graduate degrees.

8.4 Student welfare and activities. The University Manual notes that in carrying out these responsibilities the Faculty Senate avoids interference with the authority and responsibility of administrative officers in the conduct of their duties. The Faculty Senate also gives due consideration to the authority and actions of Presidential committees and joint committees of faculty and administrators as well as the faculties of the Colleges and the Graduate Faculty.

8.5 Academic Freedom. As specified in Chapter 6 of the University Manual, the freedom of expression in general, and academic freedom as defined in Chapter 6, are essential to research, scholarship, creative work, and teaching at the University of Rhode Island.

## **Article IX Indemnification**

9.1 Conditions. Each person who at any time is threatened to be or is made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Board) by reason of the fact that he/she is, or was, a member of the Board or an officer, employee, or agent of the Board, or is or has served at the request of the Board, as director, officer, employee, or agent of another

enterprise of any type, shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with any such action, suit, or proceeding, if the Board determines he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Board, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. No indemnification shall be made in respect to any criminal action or proceeding as to which such person shall have been judged guilty, unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilty, in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which the court shall deem proper. Determination of any action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith in the manner which he/she reasonable believed to be in or to opposed to the best interest of the Board, and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

9.2 Notice. This indemnification shall be conditioned on due written notice of any such claims being given to the Board which shall be entitled to be present at all hearings, proceedings, and negotiations relative to such claims.

9.3 Miscellaneous. The provisions of this article shall in no way be exclusive of any other rights of indemnification to which such person shall be entitled, shall continue as to a person who has ceased to be a member, officer, employee, or agent of the Board, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

## **Article X Miscellaneous**

10.1 Seal. The seal of the University of Rhode Island shall be the seal of the University of Rhode Island Board of Trustees. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

10.2 Fiscal Year. The University operates on a fiscal year defined as July 1 through June 30.

## **Article XI Amendment of Bylaws**

11.1 Process. These bylaws may be amended, suspended, or altered by vote of two-thirds (2/3) of the members present taken at any regular meeting or special meeting, provided that written notice of the substance of the proposed change has been emailed to the members of the Board at least three (3) weeks prior to such meeting.

11.2 Suspension of Rules of Order. Those parts of these bylaws that are in the nature of rules of order may be suspended by a two-thirds (2/3) vote of those present.