



BOARD OF TRUSTEES

Executive Action Summary

Committee Name: Academic Affairs

Date: December 13, 2024

Agenda Item: Revision to Board of Trustees Bylaws

Information

Review

Action

Resolution:

BE IT RESOLVED that the Board of Trustees hereby approves the changes to Article 2 of the Board of Trustees Bylaws, as indicated in Attachment A.

BE IT FURTHER RESOLVED that the Board of Trustees requests the president and board secretary to present recommendations to the board on enhanced stakeholder dialogue and engagement no later than the February 2025 board meeting, to include a stakeholder engagement forum in September 2025.

Recommendation:

The Secretary of the Board of Trustees recommends that the board approve a revision to Article 2 of its Bylaws, as indicated in Attachment A. Under the resolution, the president and board secretary would provide recommendations for alternate methods of stakeholder engagement and dialogue by the February 2025 Board of Trustees meeting.

Prior Action by BOT: The Board of Trustees last revised its bylaws in June 2024.

Responsible Officers:

Stefan Fletcher, Secretary and Chief of Staff to the Board of Trustees

Summary:

After benchmarking against peer universities and academic systems, a proposal has been made to reduce the minimum number of formal Board of Trustees meetings from six (6) to five (5) per calendar year. This change comes from evaluating best practices across comparable institutions. The secretary has reviewed the overall structure of the academic year, including various formal and informal meetings of the board. Based on this comprehensive assessment, it is believed that reducing the number of formal meetings will not negatively impact the ability to take formal actions and instead will create an opportunity for new methods of stakeholder engagement to be announced at or before the February 2025 Board of Trustees meeting. The current framework of subcommittee and administrative meetings will continue to effectively support the University's decision-making processes.

With respect to implementation, the general proposal would provide for two (2) formal board meetings in fall semester, 2 in spring semester, and one during the summer to be held in conjunction with the board's annual retreat. There would be an in-person stakeholder engagement forum at the beginning of the 2025-26 academic year, likely repurposing the September board meeting date(s), creating an opportunity for broader and richer conversation and engagement with the MSU community and other stakeholders than a regularly scheduled board meeting permits. Repurposing the September board meeting date will not impact any scheduled items the board is required to act on and having a forum towards the beginning of the academic year allows for enough time to follow-up on items that may emerge from the stakeholder engagement forum during the fall and spring semesters.

Background Information:

The decision to reduce the number of formal meetings from six (6) to five (5) per year follows benchmarking process considering peer universities and academic systems. This change is intended to streamline the formal meeting schedule while maintaining effective governance and decision-making.

It is important to note that the intention behind this reduction is not to diminish engagement between University stakeholders, the public, or other key constituents. The secretary recognizes the critical importance of ongoing communication and input from all relevant parties. To ensure continued engagement, the board has asked the president and secretary to explore alternative forums where issues, concerns, and feedback from both the public and University stakeholders can be addressed. These may include both virtual and in-person engagement modalities that allow for a dialogue and information exchange outside of the board's formal meeting structure. The aim is to create new opportunities for participation and dialogue while ensuring that formal University decision-making remains unaffected. Recommendations will be presented at or before the February 2025 board meeting, including providing more detail on the stakeholder engagement forum that would occur in September 2025.

Source of Funds:

Not applicable.

Resource Impact:

To be determined based on finalization of recommendations from the president and board secretary. Likely the resource impact would be minimal apart from the allocation of staff time in implementing any recommendations.



Board of Trustees Bylaws

ARTICLE NUMBER: 2

ARTICLE NAME: Meetings and Agendas

I. Article

The board shall have at least ~~five~~^{six} (5~~6~~⁶) regular meetings each year, unless otherwise determined by the board. Meetings will ordinarily be held at Michigan State University in East ~~Lansing, but~~^{Lansing but} may be held at any time and place as the board may determine. Special meetings may be called by the board, at the written request of five (5) or more trustees.

A majority of the board shall constitute a quorum to do business, but a smaller number may meet and adjourn to some other time or until a quorum is obtained.

At all meetings, it shall be valid to act on any subject within the power of the board, unless the call of the meeting is limited.

The business at each meeting shall be conducted under general parliamentary rules set forth in Robert's Rules of Order as modified by the board.

Meetings of the board shall be open to the public as provided by law. A portion of the board's regular meeting is reserved for persons who wish to address the board. Those wishing to address the board must submit a Public Speaker Request Form to the secretary in advance of the posted deadline for doing so.

Individual presentations on topics that are germane to the action items on the board's agenda are limited to three (3) minutes.

Individual presentations on topics that are not germane to the action items on the board's agenda are limited to three (3) minutes.

The secretary is responsible for the implementation of this section and may develop guidelines consistent with this section. Requests for interpretations of the policy shall be referred to the Office of the Board of Trustees.

The secretary shall have delivered to each trustee by regular or electronic mail not less than seven (7) days prior to any regularly scheduled meeting a notice of the time and place of the meeting, together with all pertinent materials for the meeting. Notice of special meetings of the board shall be given to each trustee at least two (2) days in advance and will state the purpose of the meeting. The secretary shall give notice to the public of formal meetings of the board by means reasonably calculated to give due notice to the public.

Trustees may participate in any meeting of the board by means of videoconference, conference telephone, or other similar communications equipment whereby all persons participating in the meeting, including any members of the public in attendance, can hear each other. Participation as described in the preceding sentence is the same, for all purposes, as participation in person.

No motion or resolution shall be voted upon at a board meeting which is not included on the agenda distributed to board members prior to the meeting unless the motion or resolution is endorsed in writing by three (3) or more trustees. No motion or resolution which is included on the agenda can be removed unless the removal is endorsed in writing by five (5) or more trustees.