



MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES
Executive Action Summary

Academic Affairs-Attachment 4

APPROVED
APRIL 11, 2025
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

Committee Name: Academic Affairs

Date: April 11, 2025

Agenda Item: Revision to Board of Trustees Bylaws

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Information

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Review

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Action

Resolution: BE IT RESOLVED, that the Board of Trustees adopts the proposed changes to Article 4 of the Board of Trustees Bylaws reflected in Attachment A.

Recommendation: It is recommended that the Board of Trustees adopts proposed Board of Trustees Bylaws changes reflected in Attachment A.

Prior Action by BOT: The Board of Trustees bylaws were last revised in December 2024.

Responsible Officers:

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

Summary:

The board will discuss potential revisions to Article 4 of its bylaws. The proposed changes introduce key changes to the chair and vice chair succession process and meeting schedule. Notably, the requirement for a confirmation vote for the subsequent chair and vice chair would be eliminated, and instead, these positions would be announced at the final public meeting of the year, before the January 1 start date of the new board chair and vice chair's terms. This streamlined approach aims to enhance efficiency and reduce unnecessary procedural hurdles. As this is an automatic succession process, requiring a public vote is unnecessary.

Additionally, the previously specified date of December 1 for certain actions would be replaced with the more flexible term "final meeting of the year." This revision seeks to remove ambiguity and mitigate potential issues arising from specific dates, providing greater clarity and adaptability in the governance process.

Background Information:

To refine and modernize the Board of Trustees' governance structure, a thorough review of the existing bylaws was undertaken in 2023 to identify areas for improvement.

The Bylaws revision at that time led to one-year terms for the chair and vice-chair of the board with a succession process based on seniority. The confirmation vote process for the subsequent chair and vice chair has been found to be redundant, as the succession plan is automatically established due to seniority and communicated to the trustees and the public. By removing this step, the board can reduce unnecessary administrative barriers and allow for a more seamless transition of leadership.

Furthermore, the fixed date of December 1 poses logistical challenges. By adopting the more flexible term "final meeting of the year," the board can ensure that key actions and decisions are tied to the actual board meeting schedule, rather than a specific calendar date, promoting greater flexibility and alignment.

Source of Funds:

Not applicable.

Resource Impact:

Not applicable.



Board of Trustees Bylaws

ARTICLE NUMBER: 4

ARTICLE NAME: Officers and Organization of the Board

Chair & Vice Chair. There will be a chair and vice chair of the board, each of whom will serve a one-year (1-year) term commencing on January 1 of each year and ending on December 31 of the succeeding year. This process will commence on January 1, 2025. The positions of chair and vice chair will be based on seniority and will rotate through the board based on seniority.

The chair will be the board member with most seniority on the board, and the vice chair will be the board member with second most seniority on the board, subject to the process outlined in this article. Board members must have served for at least one (1) year to be eligible to become chair or vice chair. The vice chair will automatically become chair after serving one (1) term as vice chair. If two (2) or more board members have equal seniority, the chair or vice chair, as applicable, will be chosen through a random selection process. The board will announce the incoming chair and vice chair at the final regular a-meeting before December 1 of each year ~~the board will take a public vote~~ confirming the officers for the subsequent year.

A board member who has served as chair or vice chair is ineligible to serve again in that capacity until all other eligible members of the board have served or forfeited the opportunity to serve. If the vice chair elects not to serve as chair for that term, or the board member next eligible to serve as vice chair elects not to serve as vice chair for that term, then they ~~forfeits~~forfeit the opportunity to serve as chair or vice chair for that term. Based on seniority, that trustee would have the first right of refusal to serve in that role the following term.

The chair and/or vice chair may be removed by vote of at least six (6) members of the board. If the chair is removed as chair by vote of the board, resigns, or otherwise is unavailable or unwilling to serve as chair for the remainder of the term, the vice chair will automatically assume that position for the remainder of the term and the board member with the next most seniority will automatically become vice chair for the remainder of the term. If the vice chair is removed as vice chair by vote of the board, resigns, or otherwise is unavailable to or unwilling to serve as vice chair for the remainder of the term, the board member with the next most seniority will automatically serve as vice chair for the remainder of the term. If two (2) or more board members have equal seniority to fill a vacancy, the chair or vice chair, as applicable, will be chosen through a random selection process and ~~confirmed through a vote of the board at its~~announced at or before the next regular meeting. A chair or vice chair who serves a partial term may serve a full one-year (1-year) term after the partial term ends.

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President. The board shall appoint a president of the University who shall serve at the pleasure of the board. The president shall be, ex officio, a member of the board without the right to vote and be its sole administrative officer. The president shall preside at meetings of the board and shall have the authority and perform the duties attached to the office as presiding officer.

The president, as the principal executive officer of the University:

Shall exercise such powers as are inherent in the position in promoting, supporting, and protecting the interests of the University and in managing and directing all its affairs.

May issue directives and executive orders not in contravention of existing board policies.

Shall be responsible for all business policies as heretofore enacted or modified or hereafter established subject to the general policies established by the board.

Shall instruct the proper administrative officers to prepare an annual budget which shall be recommended to the board for approval.

Shall be responsible for the preparation of the annual reports of the board.

Shall be accountable for ~~U~~university's advancement efforts.

Shall exercise such other powers, duties, and responsibilities as are delegated or required by the board.

Shall designate such other executive officers of the University as the president deems necessary and shall designate their duties and responsibilities. The president shall recommend such executive officers of the University for appointment as are specified in applicable policies for approval by the board.

In case of a vacancy in the office of the president, under conditions other than those specified in Board Policy 105, the board shall appoint an acting president for the period of the vacancy who shall exercise the functions of the president as stated in these bylaws while serving as acting president.

Provost. The provost shall be appointed by the board upon recommendation of the president, shall serve at the pleasure of the president, and shall faithfully perform the duties of the office. Subject to the president and the board, the provost (unless such duties are otherwise delegated in authority):

Shall be the principal academic officer of the University and administer the various colleges, special units, and academic support facilities.

Shall be responsible for assembling and administering the academic budget.

Shall be responsible for faculty personnel administration, including procedures for faculty appointments and terminations, salaries and promotions, working conditions, and tenure.

Shall be responsible, with advice from the faculty, for development of new academic programs and for keeping existing programs updated and in conformity with applicable policies.

Shall be responsible for ensuring that administrative procedures preserve academic freedom and ensure academic responsibility.

Shall be responsible for supervising procedures and policies related to the admission of ~~students, and~~ students and liaising with high schools and community colleges.

Shall be responsible for supervising the registration process and for the orientation of new students.

Shall be responsible for administering academic facilities and support units.

Shall be the representative of the University in its relations with labor unions organized among its academic employees.

Shall be responsible for liaising with the federal and state's Departments of Education.

Vice President for Health Sciences. The vice president for health sciences shall be appointed by the board upon recommendation of the president and shall serve at the pleasure of the president. Subject to the president and the board, and in cooperation with the provost, the vice president for health sciences:

Shall be responsible for the administration of MSU Health Care Inc.

Shall have responsibility for developing health care partnerships across the State of Michigan.

Shall exercise oversight of the clinical activities of the Colleges of Human Medicine, Osteopathic Medicine, and Nursing.

Shall perform such other duties as may be required by the president and the board.

Vice President for Administration. The vice president for administration shall be appointed by the board upon the recommendation of the president, shall serve at the pleasure of the president, and shall faithfully perform of the duties of the office. Subject to the president and the board, the vice president for administration:

Shall be responsible for the administration of personnel and employee relations policies and procedures related to the clerical, technical, administrative, and professional personnel whose appointments are not subject to board approval. For these personnel the vice president for administration shall administer such rules, regulations, policies, and procedures pertaining to the classification, evaluation, employment, absences, leaves, vacations, promotions, and terminations of employment which may be established from time to time by the board.

Shall be responsible for administering administrative facilities and support units.

Shall be the representative of the University in its relations with labor unions organized among its nonacademic employees.

Shall perform such other duties as may be required by the president and the board.

Vice President for Finance, Chief Financial Officer, and Treasurer. The vice president for finance, chief financial officer, and treasurer (“CFO”) shall be appointed by the board upon the recommendation of the president and shall serve at the pleasure of the president. The CFO shall faithfully perform the duties of the office.

Subject to the president and the board, the CFO:

Shall be responsible for the collection and custody of, and accounting for all moneys due the University.

Shall pay all obligations of the University in accordance with budgets, contracts, grants, and policies established by the board.

Shall exercise general control over the regular accounting service through the controller who may refuse expenditures not authorized by such budget rules as the board may

adopt, as well as expenditures that would incur an overdraft in any fund or item in the annual budget or in special projects.

Shall have supervision over and custody of all deeds, contracts, agreements, trust indentures, etc., of which the University is a part.

Shall be authorized to sign formal applications for grants of funds for research, extension, or other university purposes and directed by the board.

Shall continuously monitor and review the actions of the investment manager and the status of the University's investment portfolio.

Shall prepare an annual financial report at the close of each fiscal year and such other interim reports as the president and the board may request.

May act to execute contracts on behalf of the University.

Shall perform such other duties as may be required by the president and the board.

Secretary of the Board. The secretary of the board shall be appointed by the board, in consultation with the president, shall serve at the pleasure of the board and the president and shall faithfully perform the duties of the office. Subject to the board, the secretary:

Shall maintain a record, in alignment with applicable legal requirements, of all the transactions of the board which shall be open to public inspection.

Shall have custody of such books, papers, documents, records, and other property deposited in the secretary's office.

Shall serve as custodian of the board's bylaws, policies, ordinances, and other associated directives and resolutions.

Shall hire, supervise, and evaluate other staff to aid with the fulfilment of duties and responsibilities provided by the board.

Shall support the board in the facilitation of its constitutional duties, advocating for the board and liaising with the president and other administrators to fulfil this responsibility, while considering the differing roles of the board and the administration.

Shall serve as the custodian of the corporate seal and cause its imprint to be placed wherever appropriate.

General Counsel. The general counsel shall be appointed upon the recommendation of the president and approval of the board and shall serve at the pleasure of the

president. The general counsel shall attend meetings of the board and render such professional services as are required by it and the officers of the University. The general counsel shall have authority to execute all legal documents including those required for purposes of litigation and/or court proceedings.

I. **Ineligibility.** No member of the board shall be eligible to appointment to any paid employment in the University.