



TO: Jerome Shelton  
Chairperson, Audit, Administration and Student Affairs Committee

FROM: Stacie Mills  
Legal Policy Coordinator, Office of General Counsel

SUBJECT: Summary of Proposed Revisions to Title 8B D.C.M.R., Chapter 1, “Board of Trustees”

DATE: April 3, 2014

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The Office of the General Counsel is submitting the attached redline version of 8B D.C.M.R. Chapter 1, entitled “Board of Trustees,” for consideration by the Board of Trustees. The proposed revisions are intended to re-organize, clarify, and update certain sections of the Chapter. These guidelines were last updated in their entirety in July 2010. Below is a summary of proposed changes:

#### Proposed Technical Changes

- Legal Citations were updated.
- Sections were re-ordered and re-numbered to improve readability.
- Terms were replaced to reflect the current University structure and reporting lines.

#### Proposed Substantive Changes

- Consolidated all regulations regarding Committee Meetings into one section (§108) for clarity and ease of use.
- Section 114.5 – The election timeline for the Alumni Trustee Member Section currently designates a beginning and end date for the time period during which elections should be conducted. There are no statutory requirements for this language and it has caused operational difficulties. It is recommended that we select a firm date by which elections must be conducted to minimize confusion.

- Currently Reads: “Not less than (90) ninety days, nor more than one hundred eighty days (180) days before the expiration of the term of office of the incumbent alumni member of the Board of Trustees...”
  - Recommended Language: “No later than December 1 of each year...”
  
- Section 114.5 – The election timeline for the Student Trustee Member Section currently designates a beginning and end date for the time period during which elections should be conducted. This timing has caused problems due to Spring Break falling during this time period. It is recommended that we select a firm date by which elections must be conducted to eliminate this issue.
  - Currently Reads: “Not less than (30) thirty days, nor more than sixty days (60) days before the expiration of the term of office of the incumbent student member of the Board of Trustees...”
  - Recommended Revision: “No later than April 1 of each year...”
  
- Section 108.6 – Under the current rules it appears that Committee meetings can be held on a special or emergency notice. It is recommended that this language be changed to explicitly prohibit special or emergency Committee meetings with the rationale that Committees cannot take official actions, therefore any emergency or special action would need to go before the full Board or Executive Committee in order for the action to take effect.
  - Recommended Revision: Committee meetings may not be held on a Special or Emergency basis, except that the Executive Committee may schedule Special or Emergency Meetings consistent with Section 105.6 and 108.1.

We have also identified certain matters for your consideration and further discussion, including questions regarding the role of the Committees and their authority.

Please do not hesitate to contact Scott Barash, General Counsel, or myself if we can be of further assistance.