

## 100 COMPOSITION AND AUTHORITY

- 100.1 The composition of the Board of Trustees of the University of the District of Columbia (also referred to in this title as the "Board of Trustees" or the "Board"), the manner in which the members are appointed, removed, qualifications for holding office, and the terms of office of members of the Board are established in D.C. Official Code §§ 38-1202.01, 38-1202.03 (2001 ed.); and the authority, powers and duties of the Board are established in D.C. Official Code §§ 38-1202.01, 38-1202.06 (2001 ed.).
- 100.2 In accordance with D.C. Official Code, § 38-1204.01 (2001 ed.), official acts of the Board shall only be taken when a quorum is present. All official acts of the Board shall be taken while the Board is in public session, unless otherwise authorized by law.
- 100.3 The University of the District of Columbia is an independent agency of the government of the District of Columbia, and the chief executive officer of the University established under D.C. Official Code § 38-1202.06(10) (2001 ed.) is the President of the University. The components of the University include the flagship component of the University of the District of Columbia, the Community College of the District of Columbia, the David A. Clarke School of Law, and other components as may be established by the Board.
- 100.4 In addition to establishing a new or modified policy, directive, or other decision, an official act of the Board shall operate to repeal any prior inconsistent act of the Board, and shall rescind any prior custom or practice of the University that is inconsistent with the official act.
- 100.5 With respect to the University, whenever the laws, regulations, or rules of the District of Columbia confer authority on, establish the duties of, or otherwise refer to the "head of an agency," that term shall mean and apply to the Board of Trustees.
- 100.6 Unless otherwise provided, references in this chapter to action by the Board shall mean action by a majority vote of the Board at a duly constituted meeting.
- 100.7 No individual Trustee or Trustees shall have the power to act on behalf of the Board or University, or to bind the Board or University, unless specifically authorized by the Board, this title, or law.
- 100.8 The official acts of the Board of Trustees shall be recorded in the minutes of the meetings of the Board.

~~100.9 Pursuant to section 408 of the District of Columbia Administrative Procedure Act, effective March 31, 2011 (D.C. Law 18-350; D.C. Official Code §§ 2-571, et seq. (2011 Supp.)):~~

~~(a) All meetings of the Board, whether or not open to the public, shall be recorded by electronic means; provided, that if a recording is not feasible, detailed minutes of the meeting shall be kept; and~~

~~(b) Copies of records shall be made available for public inspection according to the following schedule:~~

~~(1) A copy of the minutes of a meeting shall be made available for public inspection as soon as practicable, but no later than three (3) business days after the meeting; and~~

~~(2) A copy of the full record, including any recording or transcript, shall be made available for public inspection as soon as practicable, but no later than seven (7) business days after the meeting.~~

~~100.10 The President shall ensure that a copy of the minutes of each meeting is electronically or manually delivered to each member of the Board.~~

**Comment [MS1]:** Propose moving to Section 105 "Meetings of the Board of Trustees"

## **101 OFFICERS OF THE BOARD**

101.1 In accordance with D.C. Official Code § 38-1202.01 (20~~14~~~~01~~; 2011 Supp.), the Board shall annually elect from among its members a Chairperson and a Vice Chairperson. In addition, the Board shall also annually elect from among its members a Secretary and a Treasurer. The Chairperson shall be elected prior to the other officers.

101.2 The term of each officer shall be one year, beginning on May 15 of each year and ending at midnight on May 14 of the following year.

101.3 The annual election of officers of the Board shall be conducted at the regular meeting of the Board of Trustees held in the month of April of each year. If no regular meeting is held in April, the election shall be conducted at a special meeting of the Board held prior to May 15th. The officers elected shall take office in accordance with § 101.2 of this section.

101.4 The nomination of one Board member is required to be a candidate for officer, but a trustee may nominate himself or herself.

101.5 Officers shall be elected by a majority vote of the Board, taken in public session.

101.6 An officer may be re-elected, but shall not serve beyond his or her term as a member of the Board.

~~101.7 REPEALED~~

## **102 VACANCY IN OFFICES OF THE BOARD**

- 102.1 When the office of Chairperson, Vice Chairperson, Secretary, or Treasurer becomes vacant for any reason, the Board of Trustees shall hold a special election to fill the vacant office. Such special election shall be held in the same manner as a regular election under § 101 of this chapter.
- 102.2 The special election under § 102.1 shall be held at the next regular meeting of the Board or at any special meeting of the Board held prior to the next regular meeting.
- 102.3 The Board member elected to fill a vacant office shall serve the remainder of the unexpired term of office.

## **103 DUTIES OF OFFICERS OF THE BOARD**

- 103.1 The Chairperson shall preside and may vote on and enter into the discussion of any item of business at all regular meetings of the Board, special or emergency meetings of the Board, and meetings of the Committee of the Whole.
- | 103.2 Except for the [Executive Committee](#) and Committee of the Whole, the Chairperson shall not be the chairperson of any standing committee or ad hoc committee. In addition, the Chairperson may be a member of any committee, and shall be a non-voting ex officio member of all standing and ad hoc committees.
- 103.3 The Chairperson, in consultation with the Board, shall appoint the Chairperson and members of all standing committees and ad hoc committees established by the Board.
- 103.4 Whenever a vacancy occurs on a committee that reduces the committee to less than three committee members, the Chairperson shall promptly appoint a new committee member.
- 103.5 The Chairperson shall appoint the chairperson and members of Board committees in accordance with this Section and Section ~~10740~~.
- | 103.6 Subject to Sections 100.2 and 1136 of this chapter, the Chairperson shall be the official spokesperson of the Board when the Board is not in session.
- 103.7 The Chairperson shall perform other duties as may be authorized by this title, the Board of Trustees, or by the laws of the District of Columbia.
- 103.8 The Vice Chairperson shall assume the duties and privileges of the Chairperson in the absence of or at the request of the Chairperson. In the absence of both the Chairperson and the Vice Chairperson, the Secretary shall assume the duties of

the Chairperson. -In the absence of the Chairperson, Vice Chairperson, and Secretary, the Treasurer shall assume the duties of the Chairperson.

103.9 The Secretary may affix the corporate seal of the Board of Trustees and, at the request of the Chairperson, may sign official Board correspondence and attest to the official acts of the Board.

103.10 The Treasurer shall chair the Board committee with jurisdiction over budget and financial matters.

103.11 The Chairperson in consultation with the President may adjust as necessary the schedule of regular meetings for the Board and shall require the chairpersons of standing committees to establish a schedule of regular meetings for their committees.

#### **104 ADMINISTRATIVE SUPPORT**

104.1 The President shall act as custodian of the official records of the Board. With the Secretary of the Board, the President shall certify and maintain the minutes of the Board, may attest to all official acts of the Board, and with the approval of the Board, shall conduct and supervise the daily business of the Board at the direction of the Chairperson.

104.2 At the direction of the Chairperson, the President shall facilitate meetings of the Board and its committees and shall publish agendas and public notices for the Board meetings as required by this chapter.

104.3 At least five (5) business days prior to each regular meeting of the Board, the President shall electronically or manually deliver to each Trustee an agenda approved by the Chairperson that lists all substantive matters upon which action is to be taken at the meeting.

104.4 The President shall cause a verbatim record to be created of every meeting of the Board and the standing committees of the Board.

104.5 The President shall in consultation with the Board appoint one (1) or more persons to assist in carrying out Board support -functions and responsibilities set forth in this chapter. That person(s) shall report directly to the Board on Board related matters.

~~104.6 REPEALED~~

104.67 Official correspondence of the Board of Trustees shall be conducted through the President of the University. Official correspondence from the Board of Trustees to the University community shall be forwarded by the Chairperson of the Board

through the President of the University. The President shall disseminate such correspondence as directed by the Chairperson.

## 105 MEETINGS OF THE BOARD OF TRUSTEES

~~105.1~~ Pursuant to D.C. Code §38-1204.01 (2014) and in accordance with the Open Meetings Act (D.C. Code § 2-576, *et seq.* (2014):

~~(a)~~ All meetings of the Board, whether or not open to the public, shall be recorded by electronic means; provided, that if a recording is not feasible, detailed minutes of the meeting shall be kept; and

~~(b)~~ Copies of records shall be made available for public inspection according to the following schedule:

~~(1)~~ A copy of the minutes of a meeting shall be made available for public inspection as soon as practicable, but no later than three (3) business days after the meeting; and

~~(2)~~ A copy of the full record, including any recording or transcript, shall be made available for public inspection as soon as practicable, but no later than seven (7) business days after the meeting.

~~105.2~~ The President shall ensure that a copy of the minutes of each meeting is electronically or manually delivered to each member of the Board.

Comment [MS2]: Moved from Section 100

~~105.34~~ The Board Chair may appoint the General Counsel or other University official or other person to be the parliamentarian and advise the Chair.

~~105.42~~ The University General Counsel shall be available to the Board at regular Board meetings including executive sessions to provide independent legal counsel to the Chairperson and other members of the Board.

~~105.3~~ The University General Counsel shall upon the request of a Committee Chair make himself or herself available for independent counsel at committee meetings. Should the General Counsel not be available he or she may with reasonable notice to the committee chair send an assistant General Counsel.

Comment [MS3]: Propose moving to Section 111 "Meetings of Board Committees"

~~105.54~~ Meetings of the Board of Trustees shall be held in the District of Columbia in accordance with D.C. Official Code § 38-1204.01 (2001; 2011 Supp.) and shall be called or scheduled as follows:

(a) Regular Meetings. In accordance with D.C. Official Code § 38-1204.01 (2001; 2011 Supp.) (2014) the Chairperson or a majority of the members of the Trustees may convene a meeting. Regular meetings of the Board shall

be based upon a schedule established by the Chairperson or majority of the members of the Board in consultation with the President. The Board shall conduct at least ~~six-four (46)~~ regular meetings each year.

**Comment [MS4]:** Propose change to make consistent with statute

- (b) Special Meetings. Special meetings of the Board shall be called by the Chairperson, or by a majority of the members of the Board. -In the case of a meeting called by the Chairperson or a majority of the members of the Board, the Chairperson or majority shall notify the President in writing not less than forty-eight (48) hours prior to the meeting of the time and place of the meeting.
- (c) Emergency Meetings. The Chairperson may call an emergency meeting of the Board by notifying the President as promptly as possible of the nature of the emergency, and the purpose, time, and place of the meeting.

105.65

Notice of Meetings. The President shall give timely notice of all meetings of the Board to the public and to all members of the Board, and such notice shall contain the time, date and location of the meeting, and the purpose or agenda of the meeting. If an executive session is to be held, notice shall include, if feasible, a statement of intent to conduct the executive session, including citations to the reason for closure under § 105.123(c), and a description of the matters to be discussed.

- (a) Timely Notice. As used in this subsection, timely notice means that notice must be transmitted with sufficient time to allow the members of the Board and the public to learn of, review, prepare and attend the meeting. The President shall give notice of all meetings not less than five (5) business days prior to any regular meeting, three (3) business days for any special meeting ~~or regularly scheduled committee meeting~~, and one (1) business day for emergency meetings.

**Comment [MS5]:** See Section 111

- (b) Manner of Notice to Members of the Board. Notice to the members of the Board shall be in writing, preferably by electronic mail to each member at an electronic mail address designated by the member. For regular and special meetings of the Board and regularly-scheduled Committee meetings of the Board, the President shall include the agenda of the meeting including all supporting documentation necessary to be considered prior to taking official action. For emergency meetings, notice shall include the purpose(s) for which the meeting is being called and should be accompanied by supporting documentation when possible.

- (c) Manner of Notice to the Public. Notice to the public shall be made in a manner calculated to inform the University community and interested members of the public of the meeting. Pursuant to [the Open Meetings Act \(D.C. Code § 2-576, et seq. \(2014\)\)](#)

~~section 406(2) of the District of Columbia Administrative Procedure Act, effective March 31, 2011 (D.C. Law 18-350; D.C. Official Code § 2-576(2) (2011 Supp.)),~~ minimum notice shall include posting:

- (1) In a University building or location that is readily accessible to the public; and
  - (2) On the University website.
- (d) In addition to providing notice as described in paragraph (c), notices of all meetings shall be published in the *District of Columbia Register* as timely as practicable.

| 105.76

Meeting Agendas. Except as provided by this chapter, the only items to be discussed or considered at any meeting of the Board shall be the items contained on the meeting agenda. The agenda for meetings of the Board shall be established as follows:

- (a) Regular Meetings. The agenda of every regular meeting of the Board shall include (i) presentation and approval of the minutes of prior meetings of the Board; (ii) a report of the Chairperson of the Board, which may include items for the information of the Board, items for referral to Board committees, and items requiring official action by the Board; (iii) a report of the President, which may include items for the information of the Board, items for referral to Board committees, and items requiring official action by the Board; (iv) a report from each standing and ad hoc committee of the Board, which may include recommendations for official action by the Board and items for the information of the Board; (v) provision of time for any member to present new business for information or committee referral, provided that such items shall not be added to the agenda for action except in accordance with Section 105.8.
- (b) Special Meetings. The agenda of a special meeting shall include only the matters stated on the notice of the meeting.
- (c) Emergency Meetings. The agenda of an emergency meeting shall include only the matters stated on the notice of the meeting. No items for action by the Board may be added to the emergency meeting.

| 105.87

Items Not on the Agenda. Items not on the agenda for a meeting of the Board of Trustees may be added to the agenda in accordance with this section. Items not added to the agenda must be added to the agenda of a later meeting, or referred to the appropriate committee for consideration.

- (a) Regular Meetings. The Chairperson may introduce any item for information, referral, or action by the Board provided that there is a

second from another member. Any other member of the Board may introduce any item for information or action by the Board upon a motion approved by a majority of the Board.

- (b) Special Meetings. Members of the Board may introduce any item for information, referral, or action only upon waiver of the rules of order as defined in section 1086.1.

105.98 Consideration of Agenda Items. Consideration of agenda items shall begin when the Chairperson calls the item to the floor for consideration. An item added to the agenda in accordance with Section 105.7-8 shall be considered after the business on the published agenda.

105.109 Committee Consideration of Agenda Items. Each matter coming before the Board should, as a general rule, first be referred to the appropriate committee by the Board Chairperson; however, (a) actions on emergency basis shall not require committee consideration prior to the Board taking action; and (b) upon written explanation to the Chair, the Board may, by majority vote, place any item on the agenda for a regular or special meeting which has not been referred by committee.

#### 105.110 Quorum and Voting

- (a) A majority of the voting members serving on the Board of Trustees shall constitute a quorum in accordance with D.C. Official Code § 38-1204.01(b) (~~2001; 2011 Supp~~2014-). No official action may be taken at a meeting or executive session unless a quorum is physically present except as provided by § 105.110(b) of this section. All meetings of the Board of Trustees shall be held in the District of Columbia.

- (b) A quorum at an emergency or special meeting where notice is received less than five (5) days prior to the meeting may be established by the presence of a majority of the voting members of the Board participating in person or by telephone, video, or internet. ~~Other than at an emergency or Executive Committee meeting, the Chair of the standing committees shall be physically present at each meeting. Notwithstanding this section Board members shall make every reasonable effort to be physically present at all Board meetings.~~

- (c) At any Board ~~or Committee~~ meeting at which any Trustee appears by telephone, video, or internet, the telephone, video, or internet connection must provide for clear two-way voice communications that can be heard by the Board members, and:

- (1) Reasonable arrangements must be made to accommodate the public's right to attend the meeting;

**Comment [MS6]:** Moved to Section 111 "Meetings of Board Committees"

**Comment [MS7]:** See Section 111

(2) The meeting must be recorded; and

(3) All votes must be taken by roll call.

(d) ~~Other than the Chair of the Committee, members may appear at any Committee or ad hoc meeting by telephone or other electronic video or Internet medium, provided that such members can hear and be heard by the other members of the Board and the public.~~

**Comment [MS8]:** See Section 111

(e) Unless otherwise provided, any official act of the Board shall be by vote of a majority (~~more than half (1/2) the Board members~~ one half plus one) of the voting Board members present after the establishment of a quorum.

**Comment [MS9]:** Recommended change for clarity

(f) An action required by this title to be by an absolute majority of the Board shall mean an affirmative vote of a majority of the entire voting membership of the Board, regardless of meeting attendance or abstentions.

105.1~~2~~<sup>4</sup>

(a) Fiscal Impact Statements. All resolutions coming before the Board, other than ceremonial resolutions, shall be submitted with a statement of the statement setting forth (1) the administration's assessment of costs or savings to the University of the program or policy contained therein, (2) the criteria upon which the assessment is based, and (3) the certification of the ~~Managing Director of Finance~~ University Chief Financial Officer or their Designee that funds are available to implement the resolution.

(b) Risk Assessment Statements. All resolutions coming before the Board, other than ceremonial resolutions, shall contain an assessment of potential business or financial risk to the University. This risk assessment shall include, as a minimum, (1) a projection of costs and/or net saving to the university as a result of the resolution, (2) the benefit(s) anticipated, (3) a certification by the ~~managing Director of Finance~~ University Chief Financial Officer or their Designee that funds are available to implement the resolution, and (4) a risk mitigation strategy. The Board may waive this requirement by majority vote.

**Comment [MS10]:** Is this vote to waive per resolution?

105.1~~3~~<sup>2</sup>

Executive Session. The Board may enter executive session as provided in paragraph (a) to discuss or take action on matters specified in paragraph (c).

(a) An executive session:

(1) May be placed on the agenda of any meeting of the Board;

- (2) The Board shall not enter into executive session until the members meet in public session and vote in favor of entering executive session; and
- (3) The Chairperson shall make a statement providing the reason for entering executive session, including a citation from paragraph (c) of this section, and the subjects to be discussed. A copy of the roll call vote and the statement shall be provided in writing and made available to the public.

(b) The only persons permitted to attend or listen to executive session shall be the members of the Board; however, in the discretion of the Board, the Board may admit other persons to an executive session. ~~however the Board may, upon motion and second, admit other persons to an executive session.~~ Executive session shall be recorded pursuant to § 10~~50.19~~<sup>19</sup>; provided that pursuant to the Open Meetings Act (D.C. Code § 2-576, et seq. (2014) section 408 of the District of Columbia Administrative Procedure Act, effective March 31, 2011 (D.C. Law 18-350; D.C. Official Code § 2-578 (2011 Supp.)), recordings and minutes may be withheld from public disclosure under the standards established for executive session in paragraph (c).

**Comment [dsb11]:** Proposed change to reflect current practice and the fact that the BOT should have the ability to have others in the Exec Session but shouldn't need to vote on it.

(c) Pursuant to the Open Meetings Act (D.C. Code § 2-576, et seq. (2014) section 405(b) of the District of Columbia Administrative Procedure Act, effective March 31, 2011 (D.C. Law 18-350; D.C. Official Code § 2-575(b) (2011 Supp.)), the Board may enter executive session for the following reasons, or as otherwise permitted by applicable law:

- (1) A law or court order requires that a particular matter or proceeding not be public;
- (2) To discuss, establish, or instruct the public body's staff or negotiating agents concerning the position to be taken in negotiating the price and other material terms of a contract, including an employment contract, if an open meeting would adversely affect the bargaining position or negotiating strategy of the public body;
- (3) To discuss, establish, or instruct the public body's staff or negotiating agents concerning the position to be taken in negotiating incentives relating to the location or expansion of industries or other businesses or business activities in the District;
- (4) To consult with an attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and a public body, or to approve settlement agreements; provided, that, upon request, the public body may decide to waive the privilege.

Nothing herein shall be construed to permit a public body to close a meeting that would otherwise be open merely because the attorney for the public body is a participant;

- (5) Planning, discussing, or conducting specific collective bargaining negotiations;
- (6) Preparation, administration, or grading of scholastic, licensing, or qualifying examinations;
- (7) To prevent premature disclosure of an honorary degree, scholarship, prize, or similar award;
- (8) To discuss and take action regarding specific methods and procedures to protect the public from existing or potential terrorist activity or substantial dangers to public health and safety, and to receive briefings by staff members, legal counsel, law enforcement officials, or emergency service officials concerning these methods and procedures; provided, that disclosure would endanger the public and a record of the closed session is made public if and when the public would not be endangered by that disclosure;
- (9) To discuss disciplinary matters;
- (10) To discuss the appointment, employment, assignment, promotion, performance evaluation, compensation, discipline, demotion, removal, or resignation of government appointees, employees, or officials;
- (11) To discuss trade secrets and commercial or financial information obtained from outside the government, to the extent that disclosure would result in substantial harm to the competitive position of the person from whom the information was obtained;
- (12) To train and develop members of a public body and staff;
- (13) To deliberate upon a decision in an adjudication action or proceeding by a public body exercising quasi-judicial functions; and
- (14) To plan, discuss, or hear reports concerning ongoing or planned investigations of alleged criminal or civil misconduct or violations of law or regulations, if disclosure to the public would harm the investigation.

- (d) At the conclusion of the executive session, or at the next meeting of the Board following the occurrence of an executive session, the Chairperson shall announce that an executive session was held, and state that all matters acted upon in executive session were proper. If a member of the Board objects to the Chairperson's statement, the Board shall vote to confirm the validity of the executive session. If a majority fails to confirm the validity of the executive session, any action taken in executive session shall be deemed void.

## **1068 CONDUCT OF MEETINGS OF THE BOARD OF TRUSTEES**

- | 1068.1 Debate and proceedings of the meetings of the Board shall be governed by the provisions of this section. Where this section is silent, the meetings of the Board shall be governed by the latest edition of Robert's Rules of Order. The provisions of this section, and the rules or order, may be waived by a majority vote of Trustees present.
- | 1068.2 Each proposed action by the Board shall be considered in the form of a motion or resolution. The adoption of a formal resolution shall not be necessary unless the particular action requires it.
- | 1068.3 Oral motions (other than procedural or technical motions) may be reduced to writing and read into the record before the final vote.
- | 1068.4 Debate on Agenda Items. Once the Chair brings an agenda item to the floor, the members shall commence debate and discussion. A member who wishes to speak shall ask to be recognized by the Chair, and members shall be recognized in the order in which he or she ask to be recognized.
- | 1068.5 Limiting Debate. Upon a motion that has been seconded, the Chair shall impose time limits on discussion and debate; provided that each member wishing to speak shall be allotted an equal amount of time. The Chair may allow additional rounds of debate following the expiration of the time limits.
- | 1068.6 Concluding Debate. Once debate has concluded, or once debate has expired in accordance with ~~part 106.4(3)~~ of this subsection, the Chair shall call the question, and the members shall vote upon the agenda item.
- | 1068.7 Any proposed action that has been provided to Board members in the form of a written recommendation or motion (before or during a meeting of the Board), including the minutes of a prior meeting of the Board, may be acted upon without reading lengthy material accompanying the motion or recommendation into the record, at the discretion of the chair. If the motion is adopted, the accompanying material shall be included in the record.

1068.8 The order of items on the agenda of any meeting of the Board ~~or any committee of the Board~~ may be changed by the chair, at its discretion, or by majority vote of the members present and voting.

Comment [MS12]: See Section 111

1068.9 Items for referral to a committee of the Board that are presented at a regular meeting, or at any other meeting of the Board, shall be referred to the appropriate committee by the chair.

1068.10 Items received by the Board between meetings shall be referred to the appropriate committee by the Chairperson.

1068.11 Any member of the Board may include written comments in the record on any matter on the agenda of a Board meeting by providing a typed original of the written statement to the President with a copy for each Board member within three (3) days of the adjournment of the meeting.

1068.12 Unless specifically provided by common consent of the Board members present or under waiver of the rules of order, only the following may address the Board or participate in the discussion of matters at a regular, special, or emergency meeting of the Board:

(a) Members of the Board of Trustees, including the President; and

(b) University personnel designated by the President, subject to the approval of the [Chairperson](#).

SOURCE: Final rulemaking published at 39 DCR 2296 (April 3, 1992); as amended by Final Rulemaking published at 48 DCR 3414 (April 13, 2001); as amended by Final Rulemaking published at 57 DCR 6131, 6138 (July 16, 2010).

## 10710 COMMITTEES OF THE BOARD OF TRUSTEES

Comment [MS13]: The Board of Trustees may want to consider a revised committee structure to allow for a more flexible and streamlined approach to conducting business. For discussion by the Committee and Board.

10710.1 The Chairperson of the Board shall annually propose a structure of standing committees to be chaired by voting Board members for adoption by resolution of a majority of the Board, including the in addition to the Executive Committee; the Academic Affairs Committee; the Budget and Finance Committee; the Audit, Administration and Governance Committee; the Budget and Finance Committee; the Academic Affairs Committee, the Student Affairs Committee; the Facilities Committee; the Community College Committee; and the Committee of the Whole for adoption by resolution of a majority of the Board. The membership and jurisdiction of each committee shall be as follows:

(a) The Executive Committee shall be comprised of the Officers of the Board and Chairpersons of all Board Committees. The Executive Committee shall have all of the power of the Board between meetings, but the Board may limit such power by Resolution. Interim actions taken by the

Executive Committee must be submitted for ratification by the Board at its next regularly scheduled meeting. If a majority fails to confirm the validity of an Executive Committee action, that action shall be deemed void *ab initio*. Appropriate notice of Executive Committee actions must be given to all members of the Board and to the public within five (5) business days.

- (b) The Academic Affairs Committee shall consist of a chairperson and at least two (2) other members of the Board. It shall ensure that the academic program of the University is consistent with the institution's mission and strategies; that the academic budget reflects the institution's academic priorities; that the faculty personnel policies and procedures complement academic priorities; that the institution's academic programs are appropriate for its students; that technology is effectively used to enhance the academic programs of the University; and that the institution assesses the effectiveness of its academic programs.
- (c) The Budget and Finance Committee shall consist of the Treasurer, who shall be the chairperson, and at least two (2) other members. It shall monitor the institution's financial operations; oversee annual and long-range operating budgets; ensure that accurate and complete financial records are maintained; review capital budgets for adherence to prescribed policy and guidance; present exceptions to the full Board for approval; recommend investment policies to the Board; manage asset classes; review investment expenses; oversee accounting and financial reporting; ensure that timely and accurate information is presented to the Board; and communicate with and educate the Board on all aspects of the University's financial status.
- (d) The Audit/Administration/Governance Committee shall consist of a chairperson, who shall not be the chairperson of the Budget and Finance Committee, and at least two (2) other members. The Audit/Administration/Governance Committee (AAG Committee) serves as the Board's principal forum for the consideration of matters relating to the University's business and administrative operations, the consideration of matters relating to the University's business and administrative operations, personnel matters, government and alumni affairs, and audit functions. The AAG Committee shall:
  - (1) Ensure that the financial operations of the University are in compliance with all applicable laws, regulations, and financial accounting standards, provide oversight and guidance to the University's Internal Auditor in the performance of his or her duties; ensure that an annual audit is conducted; provide oversight responsibility for management's system of internal financial controls and the controls over external reporting, the internal and

**Comment [dsb14]:** Board may wish to consider separating Audit Committee role from other functions and possibly consolidating Administration and Governance with one or more other committees, such as Budget and Finance. That may be more consistent with best practices regarding audit committees and may allow for some consolidation of committee effort. For discussion and consideration.

external audit processes, the regulatory compliance functions, institutional ethics and conflicts of interest, and the risk management process; present the financial statement to the full Board; and confer with the Office of the Inspector General of the District of Columbia (OIG) regarding significant investigations into financial matters;

- (2) Provide periodic review of the University's Human Resources policies and practices to ensure that the University is promoting fair and respectful practices and compliance with all applicable employment, labor, and workplace laws; review major aspects of workforce planning, strategy and investment to ensure that the workforce configurations are consistent with the strategic needs of the University; and
  - (3) Review and discuss, and, when appropriate and necessary, recommend action on important and substantive issues and proposals involving development, government relations, and review University-wide policies and practices concerning communications and media, and government and public relations.
- (e) The Student Affairs Committee shall consist of a chairperson and at least two (2) other members. It shall be responsible for representing students' interest in the Board's policy-making activities; ensuring adequate resources for the student affairs programs; keeping pace with the changing needs of students; philanthropic giving, fundraising and alumni affairs; and promoting the role of the campus in the community.
- (f) The Facilities Committee shall consist of a chairperson and at least two (2) other members of the Board. The Facilities Committee shall have oversight of all projects performed by the Office of the Vice President for Real Estate and Facilities. The committee shall determine the adequacy, condition, and use of existing facilities; develop a fiscal condition response policy; review renewal or replacement decisions and oversee financing of capital projects. The committee shall establish a budget for all capital projects which shall include a list of all capital projects planned for the fiscal year. The Board of Trustees shall reserve the right to review contracts as necessary.
- (g) The Community College Committee shall consist of a chairperson and at least two (2) other members. The Community College Committee shall have jurisdiction over matters which specifically or exclusively affect the Community College.
- (h) The Committee of the Whole shall consist of all members of the Board and shall have jurisdiction concurrent with that of any committee. The

Committee of the Whole may also have jurisdiction over matters not subject to the jurisdiction of any established standing committee.

- | ~~10740.2~~ The Chairperson may establish such advisory committees as deemed necessary to advise on policy. Such committees may consist of members of the Board, students, faculty members, parents, and governmental, educational, business, industrial, labor, and community representatives. The membership and scope of concern of each such committee shall be carefully defined. Such committees may be abolished or reconstituted by the Chair or by majority vote of the Board. The Chair may assign issues for consideration to such committees, establishing a deadline for report or recommendations. Such committees, in written reports distributed in the agenda package at least five (5) days prior to any regular meeting of the Board, may raise issues within their respective domains to the Board for consideration. Advisory committees shall not have executive powers.
- | ~~10740.3~~ The Chairperson shall establish the number of members, appoint the chairperson and members, subject to Section 110.1, and make determinations with respect to the jurisdiction of each standing committee of the Board.
- | ~~10740.4~~ The Chairperson may remove or reassign the chairperson or any member of a standing committee by notifying the chairperson or member in writing; provided, that a removed or reassigned committee chairperson may challenge such removal or reassignment by notifying the full Board of such challenge within five (5) days of the removal or reassignment, whereupon the removal or reassignment shall be subject to ratification by the full Board within thirty (30) days.
- | ~~10740.5~~ The Chairperson of the Board may establish ad hoc committees at any time, either by announcement at a meeting of the Board or in writing to the members of the Board. When establishing an ad hoc committee, the Chairperson shall set forth the name, membership, and purpose of the ad hoc committee.
- | ~~10740.6~~ An ad hoc committee shall be dissolved upon the submission of a final report and recommendation(s) to the Board, upon the expiration of a specified term of the committee that is set forth when the ad hoc committee is established, by the Chairperson, or by vote of a majority of the Board.
- | ~~10740.7~~ All standing and ad hoc committees of the Board shall be composed of members of the Board of Trustees; provided that the Chairperson may appoint non-members of the Board to ad hoc or advisory committees if such persons possess knowledge, skill, experience, or training necessary for the performance of a committee's function and such knowledge, skill, experience, or training is not available among the Trustees. Any committee which shall have a majority of members who are not members of the Board shall not have executive power or otherwise have the authority to impose decisions or policy upon the Board or the University. Notwithstanding anything in this section, members of the Executive

Committee and Committee of the Whole shall be comprised exclusively of members of the Board.

~~10740.8~~ Standing and ad hoc committees of the Board shall not have executive power unless specifically provided by the provisions of this title or unless that power is specifically delegated to the committee to deal with a particular matter by official act of the Board.

~~10740.9~~ All committees of the Board are fact-finding and deliberative bodies except as otherwise provided in this chapter.

**Comment [dsb15]:** See below. If the committees are only "fact-finding and deliberative bodies" under this rule, then how can they make recommendations to the BOT? For discussion and consideration.

## ~~10811~~ MEETINGS OF BOARD COMMITTEES

~~108.1~~ All Committee meetings shall be held in accordance with D.C. Official Code § 38-1204.01 (2014) and with the Open Meetings Act (D.C. Code § 2-576, *et seq.* (2014).

~~108.2~~ The University General Counsel shall upon the request of a Committee Chair make himself or herself available for independent counsel at committee meetings. Should the General Counsel not be available he or she may with reasonable notice to the committee chair send an Assistant General Counsel.

~~10844.34~~ The quorum of a committee shall consist of a majority of the voting members of the committee.

~~10844.42~~ A Board committee may meet and hold discussions in the absence of a quorum; however, no recommendations to the Board or other matters may be acted upon in the absence of a quorum.

**Comment [dsb16]:** See comment above. For discussion and consideration.

~~10844.53~~ Committee meetings shall be held in accordance with a schedule established by the committee chairperson with notice to the Chairperson of the Board and President.

~~108.6~~ 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.

~~10844.74~~ The chairperson of a committee may call a meeting of the committee by notifying the President of the date, time, and purpose of the ~~special~~ meeting. Committee meetings shall be public; provided that the chairperson may elect to go into executive session ~~for matters~~as permitted under Section 105.134.

**Comment [MS17]:** Rationale is that Committees cannot take official actions, therefore any emergency or special action would need to go before the full Board in order for the action to be effective.

~~10844.85~~ The President shall give notice of Committee Meetings not less than, three (3) business days for any regularly scheduled committee meeting and such notice shall contain the time, date and location of the meeting, and the purpose or agenda of the meeting. Notice shall be made in a manner calculated to inform the

University community and interested members of the public of the meeting and shall include at a minimum:

- (1) Posting in a University building or location that is readily accessible to the public;
- (2) Posting on the University website; and
- (3) Publication in the *District of Columbia Register* as timely as practicable.

~~Notice of committee meetings shall be given to members of the Board and public in accordance with Section 105.5.~~

108.9 Meeting Agendas. Except as provided by this chapter, the only items to be discussed or considered at any Committee Meeting shall be the items contained on the meeting agenda.

108.10 Items Not on the Agenda. Items not on the agenda for a Committee Meeting may be added to the agenda upon a majority vote.

~~108.114.6~~ The chairperson of ~~a the~~ committee ~~may shall~~ present recommendations of the committee to the Board ~~in the form of a written committee report.~~ The committee report may also contain a report of other items discussed or received by the committee for the information of the Board.

**Comment [dsb18]:** Propose eliminating written committee report to provide flexibility and reflect current practice.

108.12 With the exception of the Executive Committee, The Committee Chair shall be physically present at each meeting. Other than the Committee Chair, members may appear at any Committee or ad hoc meeting by telephone or other electronic video or Internet medium, provided that:

- (1) Members can hear and be heard by the other members of the Board and the public; and
- (2) Reasonable arrangements must be made to accommodate the public's right to attend the meeting;
- (3) The meeting must be recorded; and
- (4) All votes must be taken by roll call.

108.13 Notwithstanding this section Board members shall make every reasonable effort to be physically present at all Board meetings.

~~108.14~~ ~~Fiscal Impact Statements. All resolutions coming before the Board, other than ceremonial resolutions, shall be submitted with a statement of the statement setting forth (1) the administration's assessment of costs or savings to the University of the program or policy contained therein, (2) the criteria upon which the assessment is based, and (3) the certification of the Chief Financial Officer or their Designee, that funds are available to implement the resolution.~~

**Comment [MS19]:** What documents should go to the Committee?

~~108.15~~ ~~Risk Assessment Statements. All resolutions coming before the Board, other than ceremonial resolutions, shall contain an assessment of potential business or financial risk to the University. This risk assessment shall include, as a minimum, (1) a projection of costs and/or net saving to the university as a result of the resolution, (2) the benefit(s) anticipated, (3) a certification by the Chief Financial Officer or their Designee that funds are available to implement the resolution, and (4) a risk mitigation strategy.~~

**Comment [dsb20]:** Since the committee isn't empowered to take official action why would the FIS and Risk Assessment be required at the committee level? For discussion and consideration.

~~111.7~~ ~~Committees of the Board, including the Executive Committee and Committee of the Whole, may meet in executive session in accordance with the provisions of § 105.12.~~

## ~~10912~~ CONDUCT OF PUBLIC HEARINGS BY THE BOARD

~~10912.1~~ The Board of Trustees ~~or any Board committee~~ may conduct a public hearing on any matter within the jurisdiction of the Board by informing the President and the Chairperson of the Board not less than ~~ten~~ ~~five (105)~~ days prior to the hearing in order to provide notice to the public.

**Comment [MS21]:** Recommended change to allow for publication in the D.C. Register

~~10912.2~~ ~~A public hearing conducted by a Committee of the Board shall be conducted in the manner provided by the Board of Trustees.~~

~~10912.3~~ ~~Hearings of the Committee of the Whole shall be chaired by the Chairperson of the Board or by a member of the Board designated by the Chairperson. All other standing or ad hoc committees shall be chaired by the appropriate Board committee chairperson.~~

**Comment [dsb22]:** Recommend to strike. Doesn't seem to add much to the section.

~~10912.4~~ The presence of a quorum of the Board or Board Committee shall not be required to conduct a public hearing.

~~10912.5~~ The ~~Committee e~~Chairperson of the public hearing shall report on the hearing at the next committee or regular meeting of the Board, or at a special meeting of the Board held prior to the regular meeting when the report is an item properly on the agenda of the special meeting.

| **1103**      **SEAL OF THE UNIVERSITY OF THE DISTRICT OF COLUMBIA**

- | 1103.1      Pursuant to the authority set forth in D. C. Official Code, §38-1202.01(a) (~~20142001-ed.~~), the Board of Trustees shall adopt a seal, which shall be used in accordance with this section.
- | 1103.2      The official corporate seal of the Board of Trustees of the University of the District of Columbia shall be used only in connection with the transaction of business by or on behalf of the Board of Trustees. When the University seal is used as the corporate seal of the Board, it shall contain the words "Board of Trustees."
- | 1103.3      The seal adopted by the Board under this section shall be the official seal of the University of the District of Columbia and all programs and administrative components under the jurisdiction of the Board. When used as the seal of the University, the seal shall not contain the words "Board of Trustees."
- | 1103.4      The seal may be imprinted or embossed. In the reproduction or other use of the seal, no alteration may be made in the design adopted by the Board.
- | 1103.5      The seal of the Board of Trustees may be used to authenticate or attest to documents, diplomas, records, legal instruments, and publications issued or maintained by the Board of Trustees.
- | 1103.6      The University seal may be used by programs and administrative components of the University to authenticate documents, records, legal instruments, and publications issued or maintained by the University.
- | 1103.7      The University seal may be used for decorative, or other purposes not listed in § 113.6, upon approval of the specific usage by the President or the Board.
- | 1103.8      The University seal shall not be used for any purpose by organizations, groups, or individuals operating outside of the jurisdiction of the Board unless written permission is secured from the President or the Board of Trustees prior to that use.
- | 1103.9      Other seals or logos adopted by programs or administrative components of the University may be used for decorative purposes on documents or publications approved by the President; Provided, that whenever those documents or publications require authentication, the official seal of the University shall be affixed in accordance with §1103.6.
- | 1103.10     The President shall be the custodian of the seal of the University and may issue additional written guidelines for use of the seal.

**Comment [MS23]:** Please note that this is now section 111, the number four (4) has a strikethrough that does not show up.

## **11~~14~~** REIMBURSEMENT OF BOARD MEMBER EXPENSES

11~~14~~.1 Each Trustee may claim reimbursement for actual expenses incurred while engaging in activities necessary to and directly related to service as a Trustee in an amount not to exceed four thousand dollars (\$4,000) in any fiscal year; provided that (i) the Board may approve reimbursements totaling in excess of four thousand dollars (\$4,000) in a fiscal year, and (ii) prior approval of the Board shall be required for any single expense greater than one thousand dollars (\$1,000). All claims for reimbursement must be submitted to the President in accordance with ~~Section 11~~14~~.2~~ not later than one (1) year after the expense is incurred.

11~~14~~.2 A Trustee may request reimbursement by submitting a written claim for reimbursement to the President or the President's designee. Each claim for reimbursement shall be accompanied by receipts or other documentation of expenses incurred.

11~~14~~.3 If the President denies a reimbursement request, the President shall inform the member in writing and give the reasons for the denial within ten (10) days of receipt of the request for reimbursement. The member may appeal the denial to the Chair of the Board within ten (10) days of the denial. The Executive Committee shall consider the matter and act to affirm the President's decision or direct immediate payment within ten (10) days.

11~~14~~.4 Individual members of the Board shall be entitled to use of University facilities (including library and media services, on-campus parking, admission to athletic and University-sponsored cultural events, athletic facilities, and other facilities to which University employees have access without charge or at a nominal fee) without incurring expenses, subject to the following limitations:

- (a) Use of facilities shall be subject to the same availability criteria that are applied to employees of the University; and
- (b) Use of major facilities (such as the University auditorium), other than for official Board activities, shall be subject to payment of costs associated with the use of the facility.

## **11~~25~~** PUBLIC DOCUMENTS AND REQUESTS FOR INFORMATION

11~~25~~.1 The President ~~or the President's designee~~ shall respond to all requests for information made to the Board on behalf of the Board. This includes, but is not limited to, requests for information from members of the public, requests for information from District or federal agencies, and requests made under the Freedom of Information Act.

1125.2 The President shall make all public Board resolutions, minutes, agendas, and other accompanying materials available to members of the public consistent with the D.C. Freedom of Information Act, as provided in D.C. Official Code §2-534 (2014). ~~upon request. The President may deny any request for information made under this Section if such denial would be permissible in the case of a request under the D.C. Freedom of Information Act, as provided in D.C. Official Code § 2-534 (2001 e2014d.).~~

**Comment [MS24]:** Revised to reflect statutory obligation to post

1125.3 Documents produced under Section 1125.2 shall be provided ~~to the requestor via electronic mail, free of cost, if the documents are available in electronic medium. The President is authorized to develop fees for the production of records in other formats, provided that such fees shall not exceed the fees applicable to similar requests under their~~ accordance with D.C.M.R. Title 8 Chapter 8 and the Freedom of Information Act, Freedom of Information Act, D.C. Official Code § 2-531, et seq. (2014).

## 1136 COMMUNICATION OF OFFICIAL BOARD POSITIONS

1136.1 The official position of the Board of Trustees of the University of the District of Columbia shall be the position adopted by the Board of Trustees by official action of the Board or shall reflect the existing policy or rules of the Board or long-standing pattern or practice.

1136.2 The position of the Board with respect to any personnel matter or matter in litigation or negotiation may be determined by the Board in executive session.

1136.3 Whenever the official position of the Board of Trustees on any matter is communicated to any public body or official, including any agency of the federal or District government, that position shall be communicated in the following manner:

- (a) In writing in the form of a rule, resolution, position paper, proposed rule or legislation, proposed amendment, or statement which has been adopted by action of the Board of Trustees or prepared pursuant to an action of the Board;
- (b) Orally or in writing by the Chairperson of the Board of Trustees or his or her designee; or
- (c) Orally or in writing by the President or other representative of the Board of Trustees or the University, pursuant to a specific action of the Board or otherwise in accordance with the provisions of this section.

## 11420 ALUMNI MEMBERS OF THE BOARD OF TRUSTEES

- 1 ~~1420~~.1 In accordance with the provisions of D.C. Official Code, §38-1202.01 (~~2001 ed~~~~2014-~~), the University shall conduct elections to choose three (3) members of the Board of Trustees of the University from among those persons who hold a degree from the University or its predecessor institutions.
- 1 ~~1420~~.2 In accordance with the provisions of D.C. Official Code, § 38-1202.01 (~~2001 ed~~~~2014-~~), a person shall be eligible to appear on the ballot for the election held under this section if that person holds either of the following:
- (a) A degree awarded by the University of the District of Columbia, or any component institution of the University of the District of Columbia as provided by Section 100.3; or
  - (b) A degree awarded by one (1) or more of the predecessor institutions of the University, as set forth in, § 38-1202.01(c)(3).
- 1 ~~1420~~.3 Notwithstanding the provisions of § 1~~420~~.2 of this section, and in accordance with D.C. Code §38-1202.03, no person shall be eligible to appear on the ballot for the election held under this section if that person has been convicted of a felony as defined in the D.C. Official Code.
- 1 ~~1420~~.4 The President, or the President's designee, shall take all reasonable steps to ensure that each person on the ballot for an election held under this section is qualified under the provisions of §§1~~420~~.2 and 1~~420~~.3 of this section, and may require an affidavit of eligibility or other proof of eligibility.
- 1 ~~1420~~.5 ~~Not less than ninety (90) days, nor more than one hundred eighty (180) days~~No later than December 1 of each year<sup>st</sup>, ~~before the expiration of the term of office of the incumbent alumni member of the Board of Trustees~~, the President, or the President's designee, in consultation with the University of the District of Columbia National Alumni Society, shall conduct an election to fill the impending vacancy.
- 1 ~~1420~~.6 The election held under this section shall be conducted in accordance with written procedures established by the President in consultation with the University of the District of Columbia National Alumni Association and approved by the Board. The election procedures shall comply with the provisions of this section and § 38-1202.01.
- 1 ~~1420~~.7 An election held pursuant to this section shall be conducted by secret postal ballot or by secure electronic ballot, ~~but may additionally include the capability for alumni to cast ballots electronically. Completed ballots may be mailed or delivered to the University.~~
- 1 ~~1420~~.8 The election procedures shall provide for the conduct of the election in a manner that will ensure that each eligible voter has the opportunity to cast one (1), but not

**Comment [MS25]:** There are no statutory requirements for this language. It is recommended that we select a firm date to minimize confusion.

**Comment [dsb26]:** Recommended change so hopefully we can move to an electronic method of voting in the future.

more than one (1) ballot. An eligible voter is any person holding a degree from the University of the District of Columbia, or any component of the University of the District of Columbia, or any of the predecessor institutions set forth in § 38-1202.01(c)(3).

- | ~~11420~~.9 The election procedures shall include the manner in which nominations for candidates to appear on the ballot shall be made.
- | ~~11420~~.10 The election procedures shall provide for the nomination of persons by petition.
- | ~~11420~~.11 The President shall certify the results of an election held under this section (including the names of the persons on the ballot, the number of votes received by each person, and the name of the person elected) to the Board of Trustees at the next meeting of the Board held after the election is conducted.
- | ~~11420~~.12 Any question or dispute which arises in connection with the conduct of an election, the nomination of persons to be on the ballot, or any other matter in connection with the election held under this section shall be resolved by the President, or the President's designee, in the manner established by the election procedures for the conduct of the election. The determination of the President, or the President's designee, shall be the final and binding decision of the University.
- | ~~11420~~.13 If an office of alumni member of the Board becomes vacant due to resignation, death, incapacity, or any other reason, a special election to fill the vacant office shall be held within one hundred twenty (120) days. The provisions of this subsection shall not apply if the vacancy occurs within nine (9) months of the date on which the term of office of the incumbent was due to expire.
- | ~~11420~~.14 The person elected in a special election, pursuant to the election procedures established under this section, shall take office upon certification of the results of the election by the President and shall serve the remainder of the unexpired term.

## | ~~11522~~ **STUDENT MEMBER OF THE BOARD OF TRUSTEES**

- | ~~115.122.1~~ In accordance with the provisions of D.C. Official Code, § 38-1202.01(~~2014~~), the University annually shall conduct an election to choose one (1) member of the Board of Trustees of the University from among the full-time students of the University.
- | ~~11522~~.2 In accordance with the provisions of D.C. Official Code, § 38-1202.01 (~~2014~~), a student shall be eligible to appear on the ballot for an election held under this section if that student meets the following qualifications:
  - (a) He or she is a full-time student at the University of the District of Columbia, or any component institution of the University of the District of Columbia as provided by Section 100.3, as evidenced by being enrolled in

a degree-granting program and taking in the current semester not less than twelve (12) credit hours of coursework for an undergraduate student, nine (9) credit hours of coursework for a graduate student, or ten (10) credit hours of coursework for a law student.

(b) He or she is in good standing at the University. For purposes of this section, the term "good academic standing" shall be defined as follows:

- (1) Having earned at least twenty-four (24) undergraduate credits, twelve (12) graduate credits, or having completed the first semester of law school while enrolled as a student at the University; and
- (2) Having and maintaining a cumulative grade point average ("CGPA") of 3.0 or higher for all undergraduate, graduate, law or professional studies students; ~~provided that prior to the term beginning May 15, 2011, the CGPA requirement of this section shall be 2.5.~~

~~11522.3~~ ~~In accordance with D.C. Code §38-1202.03 (2014), Aa~~ student shall not be eligible to appear on the ballot for an election held under this section if that student has been convicted of a felony, ~~as defined in the D.C. Official Code.~~

~~11522.4~~ In accordance with the provisions of ~~D.C. Code § 38-1202.01 (2014)~~, a student shall be required to remain a full-time student and maintain good standing at the University, as set forth in § ~~11522.2~~ of this section, in order to take office after election and to continue to hold the office of student member of the Board; otherwise the term of office of that student member shall automatically terminate and the vacant office shall be filled by election or special election, in accordance with the provisions of this section.

~~11522.5~~ The President, or the President's designee, shall take all reasonable steps to ensure that each student on the ballot for an election held under this section is qualified under the provisions of §§ ~~11522.2~~ and ~~11522.3~~ of this section, and may require an affidavit of eligibility or other proof of eligibility.

~~11522.6~~ ~~No later than April 1 of each year<sup>st</sup>, less than thirty (30) days, nor more than sixty (60) days, before the expiration of the term of office of the incumbent student member of the Board of Trustees,~~ the President, or the President's designee, shall conduct an election to fill the impending vacancy.

~~11522.7~~ The election held under this section shall be conducted in accordance with written procedures established by the President and approved by the Board. The election procedures shall comply with the provisions of this section and the provisions of § 38-1202.01.

**Comment [MS27]:** This timing has caused problems due to Spring Break falling during this time period. There is no D.C. Code requirement regarding the timing, only a requirement to start the term May 15<sup>th</sup>. Recommend to change this language.

- | [11522.8](#) An election held pursuant to this section shall be conducted by secret ballot. The method of balloting shall be determined by the President.
- | [11522.9](#) -The election procedures shall provide for the conduct of the election in a manner that will ensure that each eligible voter has the opportunity to cast one (1), but not more than one (1) ballot. An eligible voter is any person who is a full-time or part-time student who is registered at the University on the date of the election.
- | [11522.10](#) The election procedures shall include the manner in which nominations for candidates to appear on the ballot shall be made.
- | [11522.11](#) The election procedures shall provide for the nomination of candidates by petition.
- | [11522.12](#) The President shall certify the results of an election held under this section (including the names of the students on the ballot, the number of votes received by each candidate, and the name of the student elected) to the Board of Trustees at the next meeting of the Board held after the election is conducted.
- | [11522.13](#) Any question or dispute which arises in connection with the conduct of an election, the nomination of students to be on the ballot, or any other matter in connection with the election held under this section shall be resolved by the President, or the President's designee, in a manner established by the election procedures for the conduct of the election. The decision of the President, or the President's designee, shall be the final and binding decision of the University.
- | [11522.14](#) Except as provided in § [11522.18](#), if the office of student member of the Board becomes vacant due to the death, incapacity, resignation, failure of the student member to maintain eligibility to hold office, or for any other reason, the vacant office shall be filled at the next regular election for the office of student member of the Board.
- | [11522.15](#) If the office of student member of the Board becomes vacant on or before February 15, a special election to fill the vacant office shall be held within forty-five (45) days of the date the office becomes vacant.
- | [11522.16](#) A student elected in a special election, pursuant to procedures established for elections under this section, shall take office upon certification of the results of the election by the President, in accordance with the provisions of § [11522.126](#) of this section, and shall serve the remainder of the unexpired term.

## **[11625](#) RULEMAKING RULES**

- | [11625.1](#) The provisions of this section shall govern the adoption, amendment, and repeal of rules by the Board in accordance with D.C. Official Code § 2-505(a). As used

in this section, any action taken to adopt, amend, and repeal rules in accordance with § 2-505(a) shall be referred to as “rulemaking.”

- | ~~116125~~.2 The official policies of the Board shall be set forth in the Rules of the University of the District of Columbia and codified in Title 8 of the District of Columbia Municipal Regulations (“DCMR”).
- | ~~11625~~.3 Each proposed, emergency, and final rulemaking action by the Board of Trustees to adopt, amend, or repeal all or any part of a rule shall be by majority vote, with a quorum of the Board being present.
- | ~~11625~~.4 Each rulemaking action by the Board shall be pursuant to a recommendation from the Board committee with jurisdiction over the subject matter of the rule.
- | ~~11625~~.5 Rulemaking recommendations of a Board committee shall be subject to amendment on the floor at the meeting of the full Board at which the rulemaking action is considered.

## | ~~11726~~ DISCUSSION DRAFTS OF PROPOSED RULES

- | ~~11726~~.1 Prior to making a recommendation to the Board of Trustees for action on a rulemaking matter, the Board committee shall consider the rulemaking matter in the form of a Committee Discussion Draft, which shall be prepared for the committee by the General Counsel, pursuant to the direction of the committee.
- | ~~11726~~.2 The General Counsel shall send copies of the Committee Discussion Draft to each member of the Board and the President of the University five (5) business days prior to consideration of the matter at a meeting of the Board committee. Copies may also be sent to administrators and other members of the University community. All recommendations and input shall be attributable.
- | ~~11726~~.3 The Committee Discussion Draft may be revised to include all or part of the written or informal input of members of the Board and the President of the University, or the President's designee, as well as the recommendations of the General Counsel. The General Counsel may hold meetings or discussions on the Committee Discussion Draft with any member of the University community or other interested individuals or groups.
- | ~~11726~~.4 All comments and recommendations on a Committee Discussion Draft received by the General Counsel shall be presented to the Board committee along with the revised Discussion Draft at or before the meeting of the committee at which the draft rulemaking action is considered.

## | ~~11827~~ ADOPTION OF PROPOSED RULES

- | [11827.1](#) The initial action of the Board on the adoption, repeal, or amendment of a rule shall be the approval of a proposed rulemaking action. If the rulemaking action is to be taken on an emergency basis, the Board shall adopt an emergency and proposed rule at the same time.
- | [11827.2](#) The recommendation of a Board committee to the Board for rulemaking action to adopt, amend, or repeal any rule, or part of a rule, shall be in writing and shall be in a form suitable for publication in the D.C. Register in accordance with the provisions of the D.C. Documents Act and the Rules of the District of Columbia Office of Documents and Administrative Issuances.
- | [11827.3](#) Each recommendation for emergency rulemaking action shall include a written description of the emergency justifying the action.
- | [11827.4](#) Each recommendation for proposed rulemaking action with an abbreviated notice period shall include written reasons justifying the abbreviated notice period.
- | [11827.5](#) After Board action on a proposed rule (or an emergency and proposed rulemaking action), the General Counsel shall prepare a proposed rulemaking notice (or emergency and proposed rulemaking notice) for publication in the D.C. Register.

## **[11928](#) FINAL RULEMAKING ACTION**

- | [11928.1](#) All comments on proposed rules received during the notice period after publication of proposed rules in the D.C. Register shall be forwarded to the Office of the General Counsel.
- | [11928.2](#) The General Counsel shall inform the Board committee and the President of all recommended modifications to proposed rulemaking action prior to committee action on a final rulemaking recommendation.
- | [11928.3](#) The Board committee shall meet to consider comments received and other recommendations for modifications to proposed rules prior to making a recommendation to the Board for final adoption of the rule.
- | [11928.4](#) If no comments are received on a proposed rulemaking action, and no recommendations for modification of the proposed rules are received, other than minor technical corrections, the chairperson of the Board committee may forward the rules to the Board for final adoption without a meeting of or action by the committee.
- | [11928.5](#) The Board shall approve the adoption of final rules at a regular, special, or emergency meeting of the Board held after the expiration of the period for public notice and comment on the proposed rules. The provisions of this subsection may not be waived by the Board, and shall not be affected by the fact that no

comments or recommendations are received by the Board during the public notice period.

| ~~119~~28.6 After final action by the Board to adopt, amend, or repeal all or part of a rule, the Office of the General Counsel shall prepare a final rulemaking notice for publication in the D.C. Register.

| ~~128.7~~ ~~Certification of Board approval of the rulemaking action shall be made by the President, the President's designee, or an employee of the Office of the General Counsel who witnessed the Board action.~~

**Comment [MS28]:** Recommend to strike, not sure of its purpose.

| ~~119.7~~~~128.8~~ The General Counsel shall ensure that the rules submitted for publication in the D.C. Register are identical to those approved by the Board. The provisions of this subsection shall not preclude minor technical corrections (such as the correction of errors in spelling, grammar, or numbers) made by the Office of the General Counsel prior to the submission of the rulemaking action to the D.C. Office of Documents and Administrative Issuances.

| ~~119.8~~~~128.9~~ Unless the Board action adopting final rules provides a specific effective date, the effective date of the rules shall be the date of publication of the final rulemaking notice in the D.C. Register. An effective date specified by the Board may not be earlier than the date of publication of the notice of final rulemaking in the D.C. Register.

| ~~128.10~~~~119.9~~ The adoption of a final rule by the Board and the publication of the final rule in the D.C. Register shall have the following effect on prior Board acts:

- (a) Chapters, sections, or subsections of University Rules that are covered by the final rule and which were adopted prior to the effective date of the final rule are repealed;
- (b) Any provision of a Board resolution that is inconsistent with the final rule is rescinded; and
- (c) Any prior custom or practice of the University that is inconsistent with the final rule is rescinded and shall be discontinued after the effective date of the final rule.

## ~~1230~~ **REMOVAL OF A MEMBER OF THE BOARD OF TRUSTEES**

| ~~1230.1~~ Pursuant to the provisions of D. C. Code, § 38-1202.03, the Board of Trustees has the power to remove any member of the Board, after fair notice and an opportunity to be heard, for adequate cause which relates to the member's character or efficiency as a Trustee.

**Comment [MS29]:** A question was raised regarding the removal of the student trustee. Does this process work for removal of the student Trustee? Should the students and/or alumni have the opportunity to present a petition for those who they elected or must they go through a sitting trustee to recommend removal? For discussion and consideration.

- | ~~1230.2~~ Proceedings for the removal of a member of the Board shall be conducted in accordance with the provisions of this section.
- | ~~1230.3~~ Removal of a member of the Board shall be initiated by the filing of a Petition for Removal by one (1) or more members of the Board. The Petition for Removal shall be filed with the Chairperson of the Board (the "Chairperson"), unless the Chairperson is the subject of the petition, in which case the petition shall be filed with the Vice Chairperson of the Board. A copy of the petition shall be filed with the President of the University.
- | ~~1230.4~~ A Petition for Removal shall be in writing and shall set forth the name of the member of the Board who the petition seeks to remove, the name(s) of the petitioner(s), a clear and concise statement of the reasons for removal, and a request that the Board act to remove the member. The Petition for Removal shall be signed by each petitioner.
- | ~~1230.5~~ Upon receipt of the Petition for Removal, the Chairperson of the Board (or the Vice Chairperson if the Chairperson is the subject of the petition) shall notify the member of the Board who is the subject of the petition of the filing of the petition. The notice shall be in writing, and shall include a copy of the petition and a copy of this section of the University Rules, and shall be personally delivered to the Board member or mailed to the Board member by certified mail, return receipt requested. A copy of the petition may also be sent electronically via email.
- | ~~1230.6~~ Within ten (10) days of the receipt of a Petition for Removal, the Chairperson (or the Vice Chairperson) shall appoint an ad hoc committee to consider the petition, ~~provide a forum for the member of the Board who is the subject of the petition to be heard, and to make a recommendation to the Board of Trustees on the disposition of the petition.~~
- | ~~1230.7~~ The ad hoc committee appointed under §~~1230.6~~ shall consist of three (3) members of the Board of Trustees, ~~no more than one (1) of which may be a petitioner.~~ The subject of the petition shall not serve on the ad hoc committee by appointment or ex officio, nor shall the Chairperson (or Vice Chairperson) chair the ad hoc committee.
- | ~~1230.8~~ The ad hoc committee shall be responsible for providing a forum for the member of the Board who is the subject of the petition to be heard, and making a recommendation to the Board of Trustees on the disposition of the petition.
- | 120.9 The Chairperson (or the Vice Chairperson) shall designate a chairperson of the ad hoc committee who shall call and chair the meetings of the committee and present the report and recommendation of the committee to the Board of Trustees. The chairperson of the ad hoc committee shall not be a petitioner.

**Comment [MS30]:** What happens if 11 Trustees want to sign the removal petition?

- | ~~1230.109~~ The Chairperson (or the Vice Chairperson) shall notify the member of the Board who is the subject of the petition in writing of the appointment of the ad hoc committee and the membership of the ad hoc committee.
- | ~~1230.110~~ The ad hoc committee shall meet to consider the petition within thirty (30) days of the date of appointment of the ad hoc committee. Meetings of the ad hoc committee shall be conducted in executive session.
- | ~~1230.112~~ The member of the Board who is the subject of the petition shall be given an opportunity to be heard by the ad hoc committee. The member shall also be entitled to submit to the ad hoc committee a written response to the petition in addition to having an opportunity to be heard by the committee.
- | ~~1230.132~~ The member of the Board who is the subject of the petition shall be entitled to be represented by counsel or any representative of his or her choice, and may present witnesses and documentary evidence on his or her behalf.
- | ~~1230.143~~ If the member of the Board who is the subject of the petition is unable to appear before the ad hoc committee on any of the dates suggested by the chairperson of the committee, the member may propose alternative dates within the thirty (30) day time frame by submitting at least three (3) alternative dates in writing to the committee chairperson. The chairperson shall then set a date for the committee meeting.
- | ~~1230.154~~ The meeting of the committee at which the member of the Board who is the subject of the petition is heard shall be conducted without formal rules of evidence. The member of the Board shall be heard without questioning or rebuttal by the committee.
- | ~~1230.165~~ Within ten (10) days of the conclusion of the meeting of the ad hoc committee, the chairperson of the committee shall prepare a written report and recommendation to the Board. The members of the committee shall sign the report and indicate their concurrence with the report. A majority of the ad hoc committee must concur in the report and recommendation. If a member of the committee does not concur with the report and recommendation, he or she may prepare, sign, and file a written dissent.
- | ~~1230.176~~ The chairperson of the ad hoc committee shall file the report with the Chairperson of the Board (or the Vice Chairperson if the Chairperson is the subject of the petition) with a copy to each member of the Board and the President of the University.
- | ~~1230.187~~ As soon as practicable after receiving the report and recommendation of the ad hoc committee, the Board of Trustees shall meet (at the call of the Chairperson or Vice Chairperson) as a Committee of the Whole in executive session to consider the report and vote on the Petition for Removal.

| ~~1230.198~~ Action by the Board of Trustees to remove the member of the Board who is the subject of the petition shall require the affirmative vote of a majority of the Board. The member who is the subject of the petition shall be entitled to attend the meeting of the Committee of the Whole (without representation) and shall be entitled to participate in the discussion and vote.

| ~~1230.2019~~ Removal of the member of the Board shall be effective immediately upon announcement by the chair of the Committee of the Whole of an affirmative vote to remove. If the member of the Board who is removed is not present, he or she shall be notified as soon as practicable by the chair of the Committee of the Whole.

| ~~SOURCE: Final Rulemaking published at 39 DCR 2296 (April 3, 1992); as amended by Final Rulemaking published at 57 DCR 6131, 6152 (July 16, 2010).~~