GOVERNANCE COMMITTEE  
(Following the Facilities and Property Committee)  
Friday, March 27, 2009  
Board of Supervisors’ Meeting Room  
2nd Floor, J. S. Clark Administration Building  
Southern University-Baton Rouge, Louisiana  

A G E N D A  

1. Call to Order  
2. Roll Call  
3. Adoption of the Agenda  
4. Public Comments  
5. Action Item(s)  
   A. By-laws Changes  
6. Other Business  
7. Adjournment  

MEMBERS  
Mr. Murphy Nash, Jr., Chair; Mr. Richard J. Caiton, Jr., Vice-Chair;  
Mr. Patrick W. Bell; Atty. Randal L. Gaines; Atty. Patrick O. Jefferson;  
Mr. Myron K. Lawson; Mrs. Lea P. Montgomery; Mr. Jamal A. Taylor;  
Atty. Tony M. Clayton (EX-OFFICIO)
ARTICLE III

COMMITTEES

Section 1. Standing Committees.

Unless and until otherwise decided by the affirmative vote of a majority of the members of the Board, the standing committees of the Board shall consist of the following:

A. Academic and Student Affairs Committee
B. Athletics Committee
C. Executive Committee
D. Facilities and Property Committee
E. Finance and Audit Committee
F. Governance Committee
G. Personnel Affairs and Policy Committee
H. Legislative Committee
I. Legal Affairs Committee
J. Student Affairs Committee

The Board may create an executive committee in accordance with the provisions of Section 6 of this Article.

All Board Only members of a Committee shall have the authority to vote during committee its meetings.(3-27-09)

Section 2. Appointment and Term.

The Chairman of the Board, at the time he assumes office, shall appoint the chairmen, vice-chairmen, and members of all standing committees, except as indicated in Article III, Section 3 below. The terms of chairmen, vice-chairmen, and members shall be concurrent with that of the Chairman of the Board. The Chairman of the Board shall serve as ex-officio voting member of all committees.

Vacancies occurring in the membership of any committee shall be filled by appointments made by the Chairman of the Board for the remainder of his term.

Section 3. Officers of Standing Committees.

It shall be the duty of the chairman of each committee, with the concurrence of the Chairman of the Board, to call and to preside over committee meetings. The minutes of the meeting of the committee, documenting its actions and recommendations, shall be deemed in compliance with the provisions of Article V, Section 3, hereof, concerning the written recommendations of the committees.

In the absence of the chairman of the committee, the vice-chairman shall preside. In the event both the chairman and the vice-chairman of the committee are absent from a meeting, the committee shall elect a temporary chairman from those present, provided a quorum is present.

Section 4. Quorum of Committee Meetings.
A majority of the members of any committee of the Board shall constitute a quorum for the transaction of business. When a quorum is not present, the chairman of the committee, or vice-chairman, in the chairman's absence, may designate a member of the Board to serve as a substitute member of the committee.

Section 5. Authority of Committees.
The authority of committees of the Board shall be subject to these bylaws and to the policies and direction of the Board. Ordinarily, matters shall be referred to the appropriate standing committee; however, nothing shall prohibit the direct consideration of any matter by the Board.

Section 6. Executive Committee.
A. Membership, Duties. The Executive Committee shall consist of the Chairman and Vice-Chairman of the Board, the Chairmen of the Board's standing committees, and one member-at-large to be designated by the Chairman of the Board. The Chairman and the Secretary to the Board shall be chairman and secretary, respectively, of the Executive Committee. It shall consider such matters as are referred by the Board, and shall execute such orders and resolutions as shall be assigned at any meeting of the Board. It shall also take such action as is necessary when an emergency requiring immediate action arises during an interim between Board meetings.

An affirmative vote by a majority of the full membership of the committee shall be required for all transactions.

B. Ratification of Action. All acts of the Executive Committee shall be submitted to the Board for ratification or rejection at the Board's next meeting, except in matters where the Board has delegated to the Executive Committee full power to act.

C. Meetings. Meetings of the Executive Committee shall be held in the month in which the full Board does not meet, for the consideration of matters set forth in Section 6(A) above. The Executive Committee shall also meet at other times designated by the Chair or action of the Board. (4-23-99)

Section 7. Academic and Student Affairs Committee
The Academic and Student Affairs Committee shall consist of at least five members, one of whom shall be the student member of the Board. Matters concerning academic organization, curricula, faculty affairs (except personnel policy), scholarships, admissions standards, matters concerning the academic welfare of students, other academic affairs, and matters of policy in the non-academic area pertaining to student welfare and affairs shall ordinarily be referred to this committee. (1-7-00) (3-27-09)

Section 8. Athletics Committee.
The Athletics Committee shall consist of at least five members. All matters concerning athletics programs shall ordinarily be referred to this committee. (10-26-01)
Section 9. Facilities and Property Committee
The Facilities and Property Committee shall consist of at least five members. All matters relating to health and safety standards, the physical plant, and the property and grounds of the University System shall ordinarily be referred to this committee. (1-7-00)

Section 10. Finance and Audit Committee
The Finance and Audit Committee shall consist of at least seven members. All matters concerning financial and budgetary operations of the University System shall ordinarily be referred to this committee. (1-7-00) (3-27-09)

Section 11. Governance Committee
The Governance Committee shall consist of at least seven members. All matters relating to amendments or changes to the Board’s Bylaws and Regulations, development of a policy and procedures manual which will include procedures for presidential and chancellor selection, presidential evaluation, orientation, and a code of ethics for Board members, grievance policies and procedures and other duties assigned by the Board shall ordinarily be referred to this committee. (4-23-99)

Section 12. Legislative Committee
The Legislative Committee shall consist of at least five members. All matters relating to the State Legislature shall ordinarily be referred to this committee. (1-7-00)

Section 13. Personnel Affairs and Policy Committee
The Personnel Affairs and Policy Committee shall consist of at least five members. All matters relating to the evaluation of the System President, non-academic personnel policy, and all personnel action forms requiring Board action shall ordinarily be referred to this Committee. (4-23-99) (3-27-09)

Section 14. Legal Affairs Committee
The Legal Affairs Committee shall consist of at least five members. The Board’s legal counsel and university officials shall present to this committee all major legal matters requiring Board action, information pertaining to major litigation (except the higher education desegregation lawsuit), discussions relative to proposals for the settlement of lawsuits requiring Board approval, the occurrence of incidents of a high profile nature that have the potential for litigation and/or which present major liability exposure for the University. (1-7-00)

Section 15. Student Affairs Committee
The Student Affairs Committee shall consist of at least five members, one of whom shall be the student member of the Board. All matters of policy in the non-academic area pertaining to student welfare and affairs shall ordinarily be referred to this Committee. (3-27-09)

Section 16. Special Committees.
Special committees may be created with such functions, powers, and authority as may be designated by the Board Chairman or authorized by the Board. Unless otherwise provided in the action creating such a committee, the Chairman of the Board shall determine the number of its members and designate the chairman and vice-chairman thereof. The Chairman may also appoint ad hoc committees with special assignments for specified periods of existence, not to exceed the completion of the assigned tasks. (4-23-99) (3-27-09)
ARTICLE IV  MEETINGS
No Proposed Changes

ARTICLE V

ORDER OF BUSINESS

Section 1. Rules of Order.

*Robert's Rules of Order* (latest revision) shall constitute the rules of parliamentary procedures applicable to all meetings of the Board, when not in conflict with any of the provisions of these bylaws.

Section 2. Order of Business.

In regular meetings of the Board, the order of business shall include the following:

A. Roll Call

B. Approval of the Agenda

C. Public Comments

D. Approval of minutes of the preceding regular meeting and all special meetings held subsequent thereto.

E. Reports and recommendations of standing and special committees.

F. Reports and recommendations of the President.

G. Other business. (10-26-01)

H. Reports for Board information. (3-27-09)

Section 3. Reference to Committees.

In cases where feasible and desirable, before the Board takes action, any subject or measure should ordinarily be referred to the standing or special committee(s) in whose purview the matter falls. The committee to which the matter is referred should act on it and submit to the Board its recommendations in writing, together with any resolutions necessary to support such recommendations. However, this provision is not to be construed as preventing the Board from considering directly any matter which it judges could be more expeditiously and amicably handled by the Board. (4-23-99)

(10-26-01)

Section 4. Meetings.
In order that all interested parties and the public may be informed of all activities of the Board, it shall be the policy of the Board that all meetings be open to the public. Only when personnel or equally sensitive matters (e. g., litigation) are under consideration shall the Board enter into closed or executive session; provided, however, that no final or binding action shall be taken in conformity with

R.S. 42:6. Public notice of all meetings shall be given at least ten days prior to the meetings.
The Board's Secretary, in consultation with the Chairman of the Board, shall prepare a tentative agenda and shall forward the agenda with its supporting data to each member of the Board at least ten days prior to a regular meeting of the Board. Particular items shall be included on the agenda by the Secretary, at the request of a member of the Board. (4-23-99)

Each recommendation submitted to the Board shall be accompanied by an appropriate resolution for Board action. (4-23-99)

All official actions of the Board shall require the affirmative vote of a majority of the members. The Chairman shall have the right to vote. (4-23-99)

Section 5. Minutes.

The minutes of Board meetings shall record official actions taken upon motions or resolutions which are voted upon by the Board, and may contain a summary of reports and discussions pertinent to the official action. When the Board's action is not by a unanimous vote, the "yeas," "nays" and abstentions of the individual members shall be recorded. The remarks, personal views, or vote explanations of an individual Board member shall be included in the minutes only upon request. The foregoing provisions relative to contents of the minutes shall, in general, also apply to minutes of committees of the Board. The minutes of meetings of the Board become official only when completed and approved by the Board.

Copies of all minutes, papers and documents of the Board, or its several committees, may be certified to be true and correct by either the Chairman or the Secretary to the Board.
ARTICLE VI

COMMUNICATIONS TO THE BOARD

Section 1. All communications to the Board, or to any committee thereof, from persons having official relations with the University System shall be filed in writing with the President and duly transmitted by him to the Board; but all communications from a student organization, teacher, officer, or employee of any campus or systemwide unit shall be transmitted to the President through the appropriate Chancellor, and transmitted by the President to the Board. With the concurrence of the Chairman of the Board, the President may transmit such communication to the appropriate committee of the Board. The President or the Chancellor shall have the authority to read and comment upon the communication, but shall not delay or withhold such communication, except as hereinafter provided. Such communications shall be filed with the Chancellor at least fifteen days before the meeting of the Board or Committee, and with the President at least twelve days before such meeting. In the event a Chancellor elects to withhold any such communication until the next meeting, such communication, or a true copy thereof, shall be promptly forwarded to the President with the notation from the Chancellor explaining such withholding. The author of any communication shall be notified of its disposition within five days of the action by a University Officer or the Board. Depending on the nature of the communication, the Chancellor or President may elect to seek a resolution to the concern. In this case, the communication, or a true copy thereof, along with a copy of the results of such involvement shall be transmitted by the President to the Board. (10-26-01)

Section 2. The above communication procedure shall be followed unless the Chairman of the Board requests information from persons having official relations with the University System, or any student organization, teacher, officer, or employee of any campus. Then, the aforementioned individuals may communicate directly with the Board of Supervisors. Additionally, if any of the aforementioned individuals, having information that, in their view, should be brought to the direct attention of the Board of Supervisors, they may do so. If the Board believes that such information should be directed through established procedures, then the Board shall so advise the individual.

Section 3. Public Comments. A period shall be set aside prior to or during each meeting of the Board of Supervisors and its Committees for public comments on matters to be addressed on the agenda of the Board. (7-13-01) (3-27-09)

----- Deleted Language    Highlighted ---- New Language