

RULES AND REGULATIONS BOARD OF REGENTS
STEPHEN F. AUSTIN STATE UNIVERSITY
(Amended February 2, 2021)

1. Composition of Board

The Board of Regents, Stephen F. Austin State University, is composed of nine members who are appointed by the governor of Texas, with the advice and consent of the senate. Three members of the board are appointed biennially to serve for terms of six years.

The board is charged with the responsibility of performing those duties which are delegated to it by the legislature. The board has no authority except as delegated to it by law.

Knowledge of the limitations of its authority is imputed to all persons, firms and corporations dealing with the board.

2. Non-Voting Student Regent

Annually on June 1, a student regent shall be appointed by the governor to serve a one-year term expiring on the following May 31. The student regent must be enrolled as an undergraduate or graduate student at Stephen F. Austin State University at the time of appointment and throughout the student regent's term. The student regent must remain in good academic standing and maintain at least a 2.5 GPA.

The student regent is not a member of the Board of Regents of Stephen F. Austin State University. The student regent has the same powers and duties as the members of the Board of Regents, including the right to attend and participate in meetings of the Board of Regents, except that the student regent may not vote on any matter before the board or make or second any motion before the board. The student regent is not counted in determining whether a quorum exists for a meeting of the board or in determining the outcome of any vote of the board.

3. Office of the Board of Regents

The Office of the Board of Regents is located in the Austin Building, Room 308. The mailing address is PO Box 13026 – SFA Station, Nacogdoches, TX 75962- 3026. The office is staffed by the coordinator of board affairs/compliance.

4. Setting of Meetings

The Board of Regents shall convene annually in Nacogdoches, Texas, in the month of April, which meeting shall be known as the annual meeting.

All meetings of the board shall conform to the Texas Open Meetings Act, Chapter 551 of the Texas Government Code. Regular meetings of the board shall be held quarterly at such time and place as a majority of the board shall determine. The board shall set regular quarterly meeting dates one year in advance, usually in January, April, July and October, which may be changed by consensus of the board due to unanticipated needs. Special meetings of the board may be called by the chair, or by a majority of the members of the board. Telephone conference meetings may be called when circumstances dictate that immediate action is required and it is difficult or impossible to convene a quorum in a single location. Telephone conference meetings shall be restricted to special meetings of the board.

All meetings of the Board of Regents shall be open to the public and broadcast over the internet as required by state law. Such broadcasts shall be recorded and archived in accordance with state law. Executive sessions of the board may be held with the consent of a majority of those members present and as authorized by law.

A majority of the members of the board or committee membership shall constitute a quorum. Ex-officio members shall be counted for purposes of determining a quorum. Proxies shall not be recognized. No formal action shall be taken by the board or committee of the board in the absence of a quorum.

5. Designation of Officers

The officers of the board shall include a chair, a vice chair, a secretary, and such other officers as may from time to time be elected or appointed.

6. Election of Chair and Authorization of Duties

At the January meeting of the board, and as the last order of business, there shall be elected from the membership of the board a chair, who shall take office at the start of business during the official, formal meeting of the full board in April and shall serve through the beginning of business at the formal meeting of the full board in April of the following year. In the event the chair's term of office as regent expires prior to the conclusion of his/her service as chair, the chair-elect shall immediately take office upon such expiration and serve for the remainder of the previous chair's term and his/her elected term; however if the chair is reappointed to a new term as regent, he/she shall complete the elected term of office. If a chair-elect has not been named, the vice-chair shall serve as chair of the board until the beginning of

business at the formal meeting of the full board at the next April meeting.

No member shall serve more than two consecutive elected terms as chair unless the members shall re-elect such member for each term after the two consecutive terms by a vote of at least six (6) members.

In the event of a chair's death or resignation, the vice chair shall serve as chair of the board until the beginning of business at the formal meeting of the full board at the next April meeting.

The chair of the board shall preside at all meetings of the board which he/she attends.

He/she is responsible for the agendas of the meetings of the board. He/she has the authority to call special meetings of the board, as herein provided. He/she is an ex officio member of all committees of the board and shall be in addition to the membership prescribed in Section 9 of these Rules. He/she shall deliver to each new board member immediately upon such person's appointment by the governor a copy of the regents' *Rules and Regulations* and a copy of the organization of principal administrative offices of the university. He/she shall ensure the members of the Board are apprised of their duties and responsibilities under law, including but not limited to Texas Education Code Section 51.352.

Parliamentary procedure in board meetings will generally conform to *Roberts' Rules of Order, Newly Revised*, when not in conflict with board rules.

The chair shall, in the name of the board, formally execute all contracts and documents authorized by resolutions of the board unless otherwise authorized to be signed by the president, and perform such other duties as are generally imposed on a chair of the board.

7. Election of Vice Chair and Authorization of Duties

A vice chair shall be elected from the membership of the board immediately following the election of a chair at the January meeting and shall take office at the start of business during the official, formal meeting of the full board in April and shall serve through the beginning of business at the formal meeting of the full board in April of the following year. In the event the vice chair's term of office as regent expires prior to the conclusion of his/her service as vice chair, the vice chair-elect shall immediately take office upon such expiration and serve for the remainder of the previous vice chair's term and his/her elected term; however if the vice chair is reappointed to a new term as regent, he/she shall complete the elected term of office. If a vice chair-elect has not been named, the secretary shall serve as vice chair, as well as secretary, until the beginning of business at the formal meeting of the full board at the next April meeting.

No member shall serve more than two consecutive elected terms as vice chair unless the members shall re-elect such member for each term after the two consecutive terms by a vote of at least six (6) members.

The vice chair shall preside over meetings of the board in the absence of the chair, and shall succeed to the rights and powers of the chair in the event he/she is absent from the state or is unable to act because of disqualification, or because of physical disability as determined by the board. The vice chair shall perform such other duties as may be delegated to him/her by the board.

In the event of the death, resignation, or assumption of chair duties by the vice chair, the secretary shall serve as vice chair, as well as secretary, until the beginning of business at the formal meeting of the full board at the next April meeting.

8. Election of Secretary and Authorization of Duties

The board shall select a secretary from the membership of the board, immediately following election of a vice chair at the January meeting, who shall take office at the start of business during the official, formal meeting of the full board in April and who shall serve through the beginning of business at the formal meeting of the full board in April of the following year. In the event the secretary's term of office as regent expires prior to the conclusion of his/her service as secretary, the secretary-elect shall immediately take office upon such expiration and serve for the remainder of the previous secretary's term and his/her elected term; however if the secretary is reappointed to a new term as regent, he/she shall complete the elected term of office. If a secretary-elect has not been named, the vice chair shall serve as vice chair, as well as secretary, until the beginning of business at the formal meeting of the full board at the next April meeting. The secretary shall ensure that preparation for all meetings of the board, including such notices as required by law are made. The secretary or other officers shall attend all open meetings of the board and ensure that accurate records of all open meetings are kept. He/she shall ensure that all parties affected by the actions of the board are notified. He/she shall provide oversight to the coordinator of board affairs/compliance who shall be responsible for all records of the board and all documentary files thereof. He/she shall ensure that the coordinator of board affairs/compliance keep the official copy of the regents' *Rules and Regulations*. Said copy shall contain all current rules and regulations as set by the Board of Regents. Any changes or additions thereto shall be entered in the official copy and such changes and additions shall be furnished to members of the board and officers of the university as designated by the president. The coordinator of board affairs/compliance shall assist the secretary in performing the duties of his/her office.

9. Committees of the Board

The chair of the board shall appoint at the annual meeting of the Board of Regents or soon thereafter all committee members and shall designate a chair of each committee except as otherwise provided herein. The chair of the board may further remove, replace, or appoint members in the event of a vacancy.

9.1 The Executive and Legislative Committee shall consist of the chair of the board, the vice chair of the board, and one other member appointed by the chair. The chair of the board shall serve as chair of this committee. This committee shall serve as an advisory committee and review and make recommendations to the full board on any matter related to legislative initiatives and the governance, control and direction of the policies of the university.

9.2 The Academic and Student Affairs Committee shall consist of three members. This committee shall consider:

- (1) the curricula of the various colleges and departments of the University with any other matters dealing with academic programs and the progress thereof;
- (2) the research programs within the university and their relationship to all graduate education;
- (3) student affairs within the university;
- (4) personnel matters within the university;
- (5) Administrative matters not delegated to another committee.

The committee shall summarize facts and present alternatives as necessary.

9.3 The Building and Grounds Committee shall consist of three members.

This committee shall consider:

- (1) use and occupancy of university property;
- (2) planning of, locating of, receiving bids for, awarding contracts for, construction of, and maintenance of buildings, utilities, and other physical facilities of the campus.

The committee shall summarize facts and present alternatives as necessary.

9.4 The Finance and Audit Committee shall consist of three members. This committee shall consider:

- (1) the budgeting and appropriations request processes;
- (2) all requests for appropriations and budgets covering expenditures of educational and general funds and auxiliary programs, including, but not limited to, student housing and the athletic department;

- (3) handling of university funds, depositories, etc., whether from appropriated or contributed funds.
- (4) the auditing function of the university including, but not limited to, annual audit plan, internal and external audit reports, risk assessment, and audit/compliance issues.

The committee shall summarize facts and present alternatives as necessary.

- 9.5 The Nominating Committee shall consist of three members. This committee shall be appointed annually prior to the January meeting by the chair for the purpose of nominating board officers for election at the January meeting.
- 9.6 The chair of the board may at any time appoint special committees, name the members thereof and designate the chairs. At a meeting of the Board of Regents, not less than six members thereof may appoint special committees, name the members thereof and designate the chairmen. Any special committee so created by the chair or by the Board of Regents shall be temporary and shall be charged in writing as to its particular duties and functions and the period in which it is to serve. Action by the chair of the board and/or six such members will be required to extend this period.

10. Prohibiting Contracting with Board Members

The Board of Regents shall approve no contract or agreement of any character in which a member of the board, directly or indirectly, has a pecuniary or substantial interest, without prior advice of the general counsel. Regents must self-disclose potential direct or indirect pecuniary or substantial interests in matters pending before the Board of Regents. Potential transactions with relatives of regents should also be disclosed to the general counsel for advice and counsel to avoid any appearances of a conflict of interest.

11. Election of University President

Annually when the budget is passed, the Board of Regents shall conduct a performance review of the president and elect the president of the university by affirmative vote of a majority of its members. The president of the university shall hold office at the pleasure of the board. The president shall not have tenure as president, but may hold tenure as a member of the faculty of the university when such tenure has been approved by the board. The president's salary shall be designated in the appointing order. Any contract for employment shall comply with applicable law, including but not limited to Texas Education Code Section 51.948.

In the event the president is temporarily unable to serve in such capacity, the board

will call an emergency or special meeting to appoint an acting president until such time as the president is able to return to his/her duties.

In case a change in the presidency is made, the board will accept for consideration suggested nominations from a screening committee representing the board, the faculty, the staff, the Alumni Association, the community, and the student body, which committee shall be selected by a majority vote of the Board of Regents. An interim president will be named by the board to serve until such time a president is named.

The board shall announce the name, background, and qualifications of the finalist or finalists for president at least twenty-one (21) days prior to the meeting at which board action is to be taken on the employment of the individual. (Tex. Educ. Code § 51.913).

12. Authority, Duties, and Responsibilities of the University President

The president shall be responsible for developing and maintaining excellence and efficiency within the university.

The president shall be answerable to the Board of Regents and shall have discretionary powers broad enough to effectively administer the university within the policies and guidelines as set forth by the Board of Regents. The president shall have such powers as may be from time to time delegated by the board.

The president shall be prepared to make recommendations to the board on university matters which require board approval.

The president shall be responsible for implementing all board action items affecting the university.

The president shall interpret the board's policies to the faculty and staff and interpret the university's programs and needs to the board. The president shall at all times also represent and interpret the university's programs, needs and interests to the public.

The president shall recommend appropriate operating budgets and supervise expenditures under approved budgets.

The president shall nominate to the board the appointment and reappointment of all members of the faculty, administrative officers and professional staff and recommend such individuals for promotion, retention, or dismissal. The board shall show just cause should they choose to not confirm a nomination.

The president shall develop and maintain efficient personnel programs for all employees, including faculty and administrative officers.

The president shall ensure efficient management of business affairs and physical property and shall recommend additions and alterations to the physical plant.

The president shall assume active leadership in developing private fund support for the university.

Without prior notice or hearing, the president of the university may suspend without pay and immediately remove from the university or assign to other duties with pay any employee, and suspend and immediately remove from the university any student who: (1) poses a continuing danger to persons or property; (2) disrupts the orderly operation of the university; (3) endangers the education of students; or (4) has been convicted by a trial court of any felony or a crime of moral turpitude. The president shall, as soon as possible, notify the general counsel of such action. In such cases the president will set a hearing before the appropriate administrator or committee on the employee's or student's case as soon thereafter as is practicable unless otherwise waived by the employee or student.

The president shall have the ultimate responsibility for the proper administration of all university contracts, agreements, or purchases which are delegated to the president under the board's policy.

The president is authorized to accept grants and contracts and enter into agreements involving the furnishing of educational services with the various agencies of the federal and state governments, foundations, and private corporations and is authorized to advance funds as necessary to finance federal grants and contracts which are on a reimbursement basis provided the university will be reimbursed by the agencies for any cost resulting from such grants or contracts.

13. Election and Duties of General Counsel

Annually when the budget is passed, the Board of Regents shall conduct a performance review and elect the general counsel by affirmative vote of a majority of its members. The general counsel shall hold office without fixed term and at the pleasure of the board. The general counsel's salary shall be designated in the appointing order.

The general counsel shall be responsible for all legal advice on all matters related to the university. He/she shall be responsible for all legal matters with local, state, and federal agencies and officials.

The general counsel shall work in cooperation with the attorney general of the state of Texas, legal counsel engaged in private practice and other legal counsel for agencies of the state of Texas concerning matters that may affect the university.

He/she shall monitor all lawsuits brought against or for the university and assist the attorney general's office in the preparation, trial, and appeal of lawsuits involving the university.

The general counsel's office shall review all contractual obligations entered into by the university except those that the general counsel has exempted from legal review. He/she shall make legislative interpretations and be responsible for monitoring all legislative statutes affecting the university. He/she shall be responsible for the determination of student residency classification on appeal. He/she shall perform such other duties which are generally incumbent upon a general counsel of like boards or which shall be delegated to him/her by the board or the president of the university.

14. Election and Duties of the Chief Audit Executive

Annually when the budget is passed, the Board of Regents shall conduct a performance review and elect the chief audit executive by affirmative vote of a majority of its members. The chief audit executive shall hold office without fixed term and at the pleasure of the board. The chief audit executive's salary shall be designated in the appointing order.

The chief audit executive shall assist the board in carrying out its oversight responsibilities as they relate to the university's a) financial and other reporting practices, b) internal control, and c) compliance with laws, regulations, and ethics.

The chief audit executive shall report on a day-to-day and administrative basis to the president of the university. The chief audit executive shall periodically communicate directly with the Finance and Audit Committee chair. It is important that the university auditor be independent of the chief financial and/or accounting officers to ensure independent review of the internal control structure and the financial reporting process.

The chief audit executive shall work in cooperation with the state auditor's office, independent auditors engaged in private practice, and other auditors for entities of the state of Texas concerning matters that may affect the university.

The chief audit executive shall annually submit information on the annual audit plan, work schedule, and staffing plan to the president for his review and to the Board of Regents for their approval. The chief audit executive shall submit an annual report as required by Texas Government Code Chapter 2102. The annual report shall be submitted to the president and the board for review prior to public dissemination.

15. Election and Duties of the Coordinator of Board Affairs/Compliance

Annually when the budget is passed, the Board of Regents shall conduct a performance review and elect the coordinator of board affairs/compliance by affirmative vote of a majority of its members. The coordinator of board affairs/compliance shall hold office without fixed term and at the pleasure of the board. The salary for this position shall be designated in the appointing order.

The coordinator of board affairs/compliance shall manage the Office of the Board of Regents to assist in the administration of the responsibilities of the board and facilitate the role of each regent in the discharge of his or her responsibilities.

The coordinator of board affairs/compliance shall use discretion and independent judgment in establishing reporting mechanisms for the board, shall work directly with the regents, president, and general counsel on a routine basis, shall track information needs of the board and shall work as the campus liaison for the board's honored guests, including legislators, commencements speakers, and other dignitaries.

Other responsibilities for the coordinator of board affairs/compliance shall include taking, preparing and distributing meeting minutes; preparing and distributing meeting agendas; coordinating the review and publication of board policies, filing open meeting notices; notifying board members of all meeting dates; administering all communications and correspondence for the board; planning meetings, workshops, events and retreats for the board; making travel arrangements for board members; maintaining a calendar for the board; keeping board members apprised of upcoming events; ensuring appropriate board representation at functions; maintaining current board address list; and developing and maintaining the Board of Regents' Web page.

The coordinator of board affairs/compliance will coordinate the university compliance program, including developing, maintaining, initiating, and revising compliance policies, procedures, and practices for the general operation of the university and its related activities to mitigate illegal, unethical or improper conduct; identify potential areas of compliance vulnerability and risk; develop and implement corrective action plans for the resolution of problematic issues; and develop, maintain, and implement compliance-related manuals and tools to assist the university community in fulfilling their compliance-related obligations. Additionally, the coordinator of board affairs/compliance will administer the office function for the general counsel and serve as the university policy coordinator.

16. Employees Reporting to the Board of Regents

From time to time, the Board of Regents may employ other individuals who report directly to the Board of Regents. Such employees shall hold office without fixed term and at the pleasure of the board. The salary of such employees shall be designated in the appointing order. Performance reviews may be conducted by the board within its discretion.

17. Report or Agenda for Meetings

At all regular or special meetings of the board, the president of the university shall submit a president's report in writing. Such reports shall follow a uniform format approved by the board, with the proposed form of recommended board orders set out in the first section of the report, followed by sections on faculty and staff, budgetary items, contracts, curriculum, miscellaneous items and explanation. The latter section of the report shall set forth in reasonable detail an explanation of each proposed board order or recommendation. All board orders proposed in a president's report shall be drafted with clarity and brevity to reflect, without the need to refer to extraneous sources, the precise action ordered by the board in each instance. The drafting of multifarious orders for board consideration shall be avoided.

A copy of the president's report shall be submitted to all members of the board and the Coordinator for Board Affairs/Compliance at least ten days in advance of a meeting of the board.

18. Order of Business

All regular and special meetings of the Board of Regents shall be as follows unless the chair otherwise directs:

- A. Approval of the minutes of the preceding meeting
- B. Reports of standing committees
- C. Reports of special committees
- D. Other business
- E. Adjournment

19. Appearances Before the Board

- 19.1 Special appearances as requested by the board or president: The chair of the Board of Regents or the president (as approved by the board chair) may invite individuals to appear before the board or one of its committees (as approved by the committee chair) for specific purposes. The chair of the Faculty Senate and the president of the Student Government Association shall have the opportunity to provide a report at each quarterly board meeting.

- 19.2 Requests to address the board: Requests to appear before the board to make comments on a specific agenda item must be received by the coordinator of board affairs/compliance in writing no later than twenty-four (24) hours before the board meeting at which the individual wishes to speak. The request should set out clearly the nature of the subject matter to be presented relating to a specific board agenda item. In making a request to appear before the board, individuals must give their names and any relevant title or affiliation. Comments on topics not posted on the agenda are not allowed but may be submitted to the coordinator of board affairs/compliance in writing, at any time, for distribution to the regents.
- 19.3 Time allocation: The board will allow up to fifteen (15) minutes for public comment per agenda item. The total time allocated for a specific agenda item may be extended by action of a majority of the board present at the meeting. In any instance, an individual speaker will be permitted no more than three (3) minutes for a presentation. Copies of speakers' comments, and/or other written materials for distribution to the Board of Regents shall be presented to the Coordinator for Board Affairs/Compliance. Public comments will take place during the scheduled public comment period at the beginning of each regular quarterly meeting.
- 19.4 Other meetings: While a specific period for public testimony will be limited to the regular quarterly meetings, written comments are welcome for any scheduled meeting of the Board of Regents. One copy of comments may be forwarded to the Office of the Board of Regents for distribution to the regents.
- 19.5 Scheduling of speakers: When the number of requests to address the board at a given session and for a specific agenda item exceeds the time available, requests will be approved based on the order the written request was received by the coordinator of board affairs/compliance. If, by virtue of time or other constraint a speaker is not able to present his/her comments orally, said comments will be accepted in writing and distributed to the Board of Regents at the meeting.
- 19.6 Special Requests: Special requests to appear before the board for comments at times other than the regular quarterly meetings can be submitted to the coordinator of board affairs/compliance for consideration by the chair of the Board of Regents.

20. Annual Budget for University Operations

The president shall prepare and submit annually to the board at its April or July meeting, as specified each year by the board, a proposed budget for the operation of the institution for the next fiscal period. Copies of all proposed operating budgets shall be submitted in writing to all members of the board at least one week in

advance of such meeting of the board.

21. Monthly Financial Report of University Operations

The president of the university shall submit a monthly operating statement to the members of the board showing balance sheet by fund groups, statement of income, statement of expenditures, unexpended balances, encumbrances, and unencumbered balances.

All institutional books, records, ledgers and accounts shall be kept and maintained in conformity with recommendations of the state auditor and the state comptroller of public accounts, subject to approval by the board.

Blanket fidelity bonds, approved by the board, shall be required to cover all employees of institutions under the jurisdiction of the board.

22. Student Admission, Degree Requirements, Tuition and Fees

Student admission standards, entrance requirements, and degree qualifications shall be determined and prescribed by the institution, subject to the approval of the board. No otherwise qualified applicant for student enrollment shall be denied admission solely on the basis of religious or racial tests. Enrollment preference shall be given to residents of the state of Texas. Tuition, student fees, and room and board rates shall be established by the institution, subject to legislative direction and approval by the board.

Each member of the board shall receive copies of major publications of the university.

23. Employment of Bond Legal Counsel

The board shall employ bond counsel as appropriate to advise and represent it in any matters.

24. Reimbursement of Expenses

Reimbursement of expenses is allowed for members of the board for: attending regular and special meetings of the board; visiting the university at the request of the board or the chair of the board; attending formal committee meetings, and such other special and limited purposes as the board may expressly authorize in accordance with state regulations. Verified expense accounts shall be submitted to the Office of the Board of Regents for payment and the same shall be subject to

review and control by the board.

25. Authority for Official Statements

The Board of Regents hereby reserves the authority and responsibility for determining matters of policy and official statements concerning any political or other subjects of an obviously controversial nature which represents an official policy, statement, or position of the Board of Regents, or of the university. Statements, policies, and positions by the Board of Regents on such matters shall be made by the board through the chair of the board or the president of the university. No regent, officer, faculty or staff member shall have the authority to speak for or issue any public statements on policy for and on behalf of the Board of Regents, or of the university, on such matters without prior approval of the board.

26. Board Evaluation

Annually when the budget is passed, the Board of Regents will conduct a self-evaluation of its responsibilities and expectations. This evaluation will consider the principles of board governance as specified by the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), applicable state law, the Board of Regents Rules and Regulations, and the university's mission statement and strategic plan.

27. Provisions to Amend Rules and Avoid Conflict with Statutes

The rules and regulations herein provided may be amended by a majority vote of members of the board at any regular meeting or at a special meeting of the board called for that purpose. Proposed amendments shall be filed in writing with the Coordinator of Board Affairs/Compliance and copies submitted to each board member at least fifteen (15) days before the same are considered by the board.

Should all or any part of the foregoing rules and regulations conflict with any constitutional, statutory or legislative appropriations provisions, they shall be amended to conform therewith.