



**UNIVERSITY OF GUAM
UNIBETSEDÁT GUÅHAN
Board of Regents**

UOG Station, Mangilao, Guam 96923
Telephone: (671) 735-2990 • Fax: (671) 734-2296

**SPECIAL MEETING
Monday, May 23, 2022, 5:30 p.m., via ZOOM
UOG, Mangilao, Guam**

AGENDA

- 1.0 CALL TO ORDER**
- 2.0 NEW BUSINESS**
 - 2.1 Investment Committee**
 - Action 2.1.1 Resolution No. 22-19, Relative to Approving a Loan from the Internal Endowment Fund to Fund a Shortfall in the Budget for the Construction of the Planned Water and Environmental Research Institute Building and Nursing Annex for the School of Health**

Request: Investment Committee.

Review Process: This request was submitted by the VPAF/CBO and reviewed and endorsed by the UOG President, and Investment Committee for BOR approval.
 - 2.2 Executive Committee**
 - Action 2.2.1 Resolution No. 22-20, Relative to Approving the University of Guam Board of Regents' Amended Bylaws**

Request: Executive Committee.

Review Process: This request was submitted by the UOG President's Office and reviewed and endorsed by the Executive Committee for BOR approval.
- 3.0 EXECUTIVE SESSION**
 - Information 3.1 President's Evaluation Review**
- 4.0 VOTING FILE**
 - Action 4.1 President's Evaluation Review**
- 5.0 ADJOURNMENT**

1.0 CALL TO ORDER

2.0 NEW BUSINESS



UNIVERSITY OF GUAM
UNIBETSEDAT GUÅHAN
Board of Regents

Resolution No. 22-19

RELATIVE TO APPROVING A LOAN FROM THE INTERNAL ENDOWMENT FUND TO FUND A SHORTFALL IN THE BUDGET FOR THE CONSTRUCTION OF THE PLANNED WATER ENVIRONMENTAL RESEARCH INSTITUTE BUILDING AND NURSING ANNEX FOR THE SCHOOL OF HEALTH

WHEREAS, the University of Guam is the primary U.S. Land Grant institution accredited by the Western Association of Schools and Colleges Senior College and University Commission serving the post-secondary needs of the people of Guam and the region;

WHEREAS, the governance and well-being of the University is vested in the Board of Regents (BOR);

WHEREAS, the Investment Committee oversees the University's Internal Endowment made up mostly of the Land Grant Endowment, however, there is about \$8 million in funding that is not subject to external restrictions;

WHEREAS, the University received grant funding of \$8.5 million to construct a new building for the Water and Environmental Research Institute (WERI) as well as a Nursing Annex for the School of Health;

WHEREAS, due to the increased cost of construction on the island, it has been determined that the funding sources for the projects are not sufficient to complete the projects;

WHEREAS, the Research Corporation of the University of Guam (RCUOG) has committed their excess revenues which they believe to be near \$250,000 per year to the projects but does not have the lump sum needed to complete the projects;

WHEREAS, the University is seeking to make a loan from its Internal Endowment Fund at an interest rate of 3.5% or less, and the revenue from RCUOG as the source of repayment; and

WHEREAS, the President and the Investment Committee have reviewed this resolution and recommends its approval by the BOR.

NOW, THEREFORE, BE IT RESOLVED, that the President is authorized to withdraw up to \$3 million from the unrestricted portions of the Internal Endowment Fund including the International Accounting Institute Fund with the monies to be paid back through the annual contribution of RCUOG at an interest rate of 3.5% or less over a 15-year payment term; and

BE IT FURTHER RESOLVED, that the President is authorized to borrow an additional amount up to \$1 million if he determines that the \$3 million is not sufficient to complete construction of the projects.

Adopted this 23rd day of May, 2022.

ATTESTED:

Thomas W. Krise, Ph.D., Executive Secretary

Liza J. Provide, Chairperson



**UNIVERSITY OF GUAM
UNIBETSEDÁT GUÅHAN
Board of Regents**

Resolution No. 22-20

**RELATIVE TO APPROVING THE UNIVERSITY OF GUAM BOARD OF REGENTS'
AMENDED BYLAWS**

WHEREAS, the University of Guam (UOG) is the primary U.S. Land Grant institution accredited by the Western Association of Schools and Colleges Senior College and University Commission serving the post-secondary needs of the people of Guam and the Western Pacific region;

WHEREAS, the governance and well-being of the University is vested in the Board of Regents (BOR);

WHEREAS, since the last update to the BOR Bylaws in August 23, 2018, Public Law (PL) 34-133 was approved on October 17, 2018, relative to allowing the use of video teleconferencing applications at meetings of government boards and commissions to guarantee a quorum, for convenience, and to expand the eligibility of membership to those community members that may be homebound, and encouraging the use of video live streaming at meetings in order to increase transparency in government;

WHEREAS, during the public health emergency, the Governor's Executive Order 2021-05, dated February 27, 2021, temporarily allowed all members of government boards and commissions to be able to attend and participate in regular and special meetings and executive sessions via video teleconferencing;

WHEREAS, the UOG BOR's Amended Bylaws attached incorporates the requirements of PL 34-33 for video teleconferencing and video live streaming to meet the intents of the PL;

WHEREAS, the UOG BOR's Amended Bylaws also includes additional authorities and responsibilities for the Academic, Personnel, and Tenure Committee for emeritus, promotions, and/or tenure actions; and for the Student Affairs, Scholarships, Alumni Relations, and Honorary Degrees Committee for honorary degree actions;

WHEREAS, the UOG BOR's amended Bylaws need to incorporate BOR-approved policy, policy dictated by Guam Law, and information to provide more clarity to responsibilities and functions of the BOR since its last update;

WHEREAS, PL requires changes to the Bylaws be filed at the Department of Revenue and Taxation, after being notarized; and

WHEREAS, the BOR Executive Committee has reviewed and recommends approval of the updates to the UOG BOR's Amended Bylaws for BOR approval.

NOW THEREFORE, BE IT RESOLVED, that the BOR approves the updates to the UOG BOR's Amended Bylaws, as attached.

Adopted this 23rd day of May, 2022.



Liza J. Provide, Chairperson

ATTESTED:



Thomas W. Krise, Ph.D., Executive Secretary

**UNIVERSITY OF GUAM BOARD OF REGENTS
AMENDED BYLAWS**

ARTICLE I. OFFICES

Section 1. Location

The principal office for the transaction of the business of this Corporation, named as the University of Guam (UOG), shall be located in the Administration Building of UOG, municipality of Mangilao, Guam.

Section 2. Other Offices

Branch or subordinate offices may at any time be established by the Board of Regents (BOR) at any place or places where the Corporation is qualified to do business.

ARTICLE II. REGENTS' MANAGEMENT

Section 1. Powers

Subject to the limitation of the UOG Articles of Incorporation, of these Bylaws and of the laws of Guam, all Corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by the BOR.

Section 2. Number and Qualification

The authorized number of Regents of the Corporation shall be nine (9) until changed by amendment to Title 17 Guam Code Annotated (GCA) §16104 and by amendment to the current Articles of Incorporation. All Regents must be citizens of the United States or resident aliens domiciled in Guam for at least three (3) years prior to appointment to the BOR. At least one (1) Regent shall be an alumnum of UOG.

Section 3. Appointment and Term of Office

The Regents shall, subject to the procedures established in Public Law 26-24, the Articles of Incorporation and Bylaws, be nominated by the Regent Nominating Council (RNC), appointed by the Governor of Guam (I Maga'lahaen Guåhan), with the advice and consent of the Legislature (I Liheslaturan Guåhan) and, excepting the Student Regent, the terms of the Regents shall be staggered and for six (6) years.

The RNC has sole responsibility to identify, recruit, evaluate, and nominate all qualified candidates for non-student membership on the BOR of UOG. As such, the RNC will follow its own Bylaws outlining its membership and operations for the conduct of a search for non-student Regent candidates and the selection of Regent nominees in accordance with 17 GCA §16104.5.

Pursuant to 17 GCA §16104.6, the Student Regent shall be a full BOR member with all rights, privileges and responsibilities thereof. To be eligible to serve as a Student Regent of the BOR, the person shall be a full-time student at UOG who has completed one (1) year of study (for at least thirty (30) credits) and who has maintained good academic standing as defined by the BOR. The Student Regent shall serve for a term of two (2) years beginning at twelve o'clock noon on the first Monday in May in the year in which he or she is elected.

The BOR shall establish the Student Regent Election Regulations and transmit it to the UOG Student Government Association (SGA) and Dean of Enrollment Management and Student Success for implementation and compliance.

New Regents are appointed by the I Maga'láhen Guáhan with the advice and consent of the I Liheslaturan Guáhan, and the Student Regent is certified by the Chairperson of the BOR. After new Regents and the Student Regent are appointed with advice and consent or certified as BOR members, the Chairperson of the BOR will administer an oath of office to the new BOR members prior to them officially assuming responsibilities. The Executive Secretary of the BOR (UOG President) will administer the oath of office to the Chairperson of the BOR or new members, as needed.

Section 4. Waiver of Notice

When all the Regents are present at any full BOR meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the Regents are present (five (5) Regents), and if those not present sign in writing a waiver of notice of such meeting, whether prior to, or after the holding of such meeting, said waiver shall be filed with the Executive Secretary, and the transactions thereof are as valid as if he/she had a meeting regularly called and noticed.

Section 5. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given to absent Regents if the time and place be fixed at the meeting adjourned.

Section 6. Quorum and Voting

A majority of the Regents shall be necessary to constitute a quorum for the transaction of business, provided that a minority of the Regents, in the absence of a quorum, may adjourn from time to time, but may not transact any business. A minimum of five (5) Regents must be present to constitute a quorum for a full BOR meeting, and an affirmative vote of five (5) members or more is required for any action to be valid.

For BOR Committee meetings, the committee or members of the committee who cannot physically attend a BOR Committee meeting may participate in a BOR Committee meeting via video teleconferencing and will be included as part of the quorum and voting. See Article V, Section 3 for more details and requirements.

For a full BOR meeting, up to four (4) Regents who cannot physically attend a full BOR meeting may participate in a full BOR meeting via video teleconferencing and will be included as part of the quorum and voting (5 GCA §43121). See Article V, Section 3 for more details and requirements.

ARTICLE III. CODE OF CONDUCT

In accordance with institutional integrity principles outlined by the Association of Governing Boards (AGB) and encouraged by the Western Association of Schools and Colleges, the BOR passed the following Code of Conduct in BOR Resolution 02-1.

Section 1. Code of Conduct

1. To become familiar with and committed to the major responsibilities of a governing BOR for the UOG:
 - a. To appoint and remove the President
 - b. To support the President
 - c. To monitor the President's performance
 - d. To clarify the mission
 - e. To approve long-term plans
 - f. To approve the educational program
 - g. To ensure financial solvency
 - h. To preserve institutional independence
 - i. To enhance the public image
 - j. To assess BOR performance
2. To exercise the powers and responsibilities of the BOR given in the UOG Articles of Incorporation.
3. To be independent-minded and to focus on the intersection between society and the academic institution.
4. To base BOR decisions on how the institution can best serve the public trust by respecting the boundaries of the institution's mission.
5. To be willing to make unpopular decisions in the best interest of the institution and society.
6. To serve as models of public conduct through our personal demeanor, public respect for civilized dialogue, strict avoidance of conflict of interests, and commitment to BOR self-regulation and periodic self-assessment.
7. To articulate intellectual integrity and academic freedom that are at the heart of the historical justification for self-governance in universities.
8. To resist pressure from outside individuals to intervene on behalf of a particular student or group of students, or employee(s).
9. To ignore directives from political leaders to vote a certain way on such policy matters as admissions, curriculum content, program approvals, and the selection of BOR Officers and institutional administrators.
10. To refuse to change the composition of the BOR to designate seats for members expected to represent interests.
11. To oppose proposals from political leaders to restructure or abolish boards that have resisted or neglected their wishes.
12. To avoid favoring particular economic interests.
13. To not be manipulated in the Presidential search process to ensure the selection of a candidate favorable to the faculty, alumni, political party, business leaders, or special interest groups.

14. To support the institution's fund-raising efforts through personal giving in accordance with one's means and to be willing to share in the solicitation of others.
15. To devote time to learn how the institution functions – its uniqueness, strengths and needs - its place in post-secondary education.
16. To carefully prepare for, regularly attend, and actively participate in, BOR meetings and BOR Committee assignments.
17. To accept and abide by the fiscal responsibilities of the BOR as specified by UOG Charter, UOG Articles of Incorporation, Bylaws, applicable UOG Policy and associated manuals, and government statutes and regulations.
18. To vote according to one's personal conviction, to challenge the judgment of others when necessary; yet to be willing to support the majority decision of the BOR and work with the other BOR members in a spirit of cooperation.
19. To maintain confidential BOR deliberations and avoid acting as spokesperson for the entire BOR, unless specifically authorized to do so.
20. To understand the role of the BOR as a policy-making body and to avoid participation in the actual administration of policy.
21. To learn and use consistently designated institutional channels when conducting BOR business in matters dealing with employees and students.
22. To comply with conflict of interest policies and disclosure forms developed by the BOR.
23. To refrain from actions and involvement that might prove embarrassing to the BOR and UOG, and to resign if such actions or involvements develop.
24. To always make judgments based on what is best for the institution as a whole and for the advancement of higher education rather than to serve a special interest.

ARTICLE IV. OFFICERS

Section 1. Officers

The Officers of the Corporation shall be a Chairperson of the BOR, a Vice Chairperson, a Treasurer, and the UOG President, who shall also be the Executive Secretary of the BOR. The Corporation may also have, at the discretion of the BOR, one or more Vice Chairpersons, one or more Assistant/Acting Secretaries, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. One (1) Regent may not hold two (2) or more offices.

Section 2. Election

The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen in April of each year by the BOR, and each shall hold such office until the Officer shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and certified.

Section 3. Subordinate Officers, etc.

The BOR may appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties, as are provided in the Bylaws or as the BOR may from time to time determine. All such appointments shall be made in accordance with 17 GCA §16108 and §16114, and as may hereafter be further amended.

Section 4. Removal and Resignation

A member of the BOR may be removed by a majority vote of five (5) or more Regents for malfeasance in office or for persistent neglect or inability to discharge duties, or for offenses involving moral turpitude, and for no other cause, at any regular or special meeting of the BOR. However, no member of the BOR shall be removed from office before a written bill of particulars shall have been given to the accused and before an investigation and an open hearing shall have been had. Any member who removes his residence from Guam shall be deemed to have vacated his office, thereby creating a vacancy on the BOR.

Removal shall be in accordance with 17 GCA §16106, and any applicable, duly promulgated UOG personnel rules and regulations. Nothing in this section shall be interpreted as limiting or being contrary to any tenure or employment rights obtained by any Officer of UOG pursuant to any statute, regulation, contract or otherwise.

Any Officer may resign at any time by giving written notice to the Governor of Guam (I Maga'lahan Guåhan), BOR, and the UOG President. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed by these Bylaws, the Articles of Incorporation, 17 GCA Chapter 16, and Public Law 26-24, and as may hereafter be amended.

When a Student Regent ceases to be a full-time student or falls below the academic standing required for student membership, he or she shall be deemed to have vacated his or her position on the BOR. Any vacancy during the term of a Student Regent shall be filled for the remainder of the term by an election of a majority of the Student Body Senate of a student having the qualifications specified in the Articles of Incorporation and these Bylaws.

Section 6. Chairperson of the BOR

The Chairperson of the BOR shall, if present, preside at all regular and special meetings of the BOR, and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the BOR or prescribed by the Bylaws. The Chairperson also:

- 1) Appoints the Chairperson and members of the BOR Committees and any other Committees.
- 2) Acknowledges communications, petitions, requests and proposals on behalf of the BOR and refers same to the UOG President or appropriate Committee of the BOR for action or recommendation.

- 3) Maintains liaison with the UOG President to facilitate an effective working relationship between the administration and the BOR.
- 4) Approves all press releases and public statements made by the BOR.
- 5) Approves agenda items for any regular or special meeting of the BOR.
- 6) Coordinates the efforts of the BOR Committees to strengthen their roles and functions.
- 7) Performs such other duties as may be from time to time assigned by the BOR or prescribed by the Bylaws.
- 8) Acts as spokesperson for the BOR when required.

Section 7. Vice Chairperson

In the absence or disability of the Chairperson of the BOR, the Vice Chairperson designated by the BOR shall perform all the duties of the Chairperson of the BOR, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed for respectively by the BOR or the Bylaws.

Section 8. Treasurer

The Treasurer provides general supervision and oversight of the financial and other assets of the Corporation. The Treasurer also:

- 1) Keeps and maintains, or causes to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Any surplus, including earned surplus, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any Regent.
- 2) Deposits all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the BOR. He/she shall disburse the funds of the Corporation as may be ordered by the BOR, shall render to the Chairperson and Regents, whenever they request it, an account of all his/her transactions as treasurer and of the financial condition of the Corporation.
- 3) Has such other powers and perform such other duties as may be prescribed by the BOR or the Bylaws.

Section 9. Executive Secretary

The Executive Secretary (UOG President):

- 1) Keeps, or causes to be kept, a book of minutes, at the principal office or such other place as the BOR may order, of all meeting of Regents, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Regents' meetings.
- 2) Schedules and sets regular or special meetings of the BOR in consultation with the Chairperson of the BOR and as prescribed by the Bylaws.
- 3) Prepares and distributes agenda for each of the regular, special, and Committee meetings.
- 4) Secures information from UOG on matters under consideration by the BOR.
- 5) Maintains, collects, and preserves the official records of the BOR.
- 6) Collates and provides an index of policies which are adopted by the BOR.

- 7) Keeps the seal of the Corporation in safe custody.
- 8) Is a non-voting participant at BOR meetings.
- 9) Performs additional duties as assigned by the BOR.

Section 10. UOG President

Subject to such supervisory powers, if any, as may be given by the BOR to the Chairperson of the BOR, the UOG President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the BOR, have general supervision, direction, and control of the business and Officers of the Corporation. The President shall be an *ex officio* member as the Executive Secretary of the BOR and all standing Committees, including the Executive Committee, if any, and shall have the general powers as prescribed by the BOR or the Bylaws. The President, in accordance with the provisions of the UOG Policy and associated manuals, and the existing BOR/Faculty Union Agreement, guided by the recommendations of Search Committees, and upon the recommendation of appropriate administrators, appoints faculty and administrators as may be necessary to fulfill the mission and purposes of UOG.

The President shall also serve as Executive Secretary of the UOG Endowment Foundation, and Chairperson for the Research Corporation of UOG (RCUOG).

Section 11. Orientation of New Regents

Orientation of new Regents is the responsibility of the Chairperson, individual Regents, the President, and his/her staff. New Regents shall receive a copy of a BOR Orientation Handbook and supporting materials. Additionally, individual or group Regent orientation meetings may be arranged as necessary.

P.L. 32-031 (5 GCA Chapter 43, §43116) requires the BOR to establish an educational program to prepare its members for their duties and that each member shall complete the educational program within thirty (30) calendar days of his/her confirmation by the Legislature (I Liheslaturan Guåhan) to the BOR, and annually thereafter as a form of continuing education.

P.L. 28-76 (4 GCA Chapter 15 § 15409) requires any person appointed as a Regent to attend an Ethics in Government program within the first six (6) months of a member's appointment and to attend a refresher Ethics in Government program at least once every four (4) years.

Section 12. Indemnification of Regents and Officers

Each Regent and Officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Regent or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such Regent or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence. The amount paid to any Regent or Officer by way of indemnification shall not exceed his/her actual, reasonable, and necessary expense. The right of indemnification provided for herein shall not be exclusive of any rights to which any Regent or Officer of the Corporation may otherwise be entitled by law.

ARTICLE V. BOR MEETINGS AND COMMITTEES

Section 1. Place and Schedule of BOR Meetings

Regular meetings of the BOR are held at UOG, the principal office of the Corporation. Special meetings of the BOR may be held either at a place so designated or at the principal office. Regular meetings will be held no fewer than four (4) times a year, coincidental with significant established events at UOG, or as otherwise necessary. The times and dates of the regular meetings will be determined by the BOR after discussion with University Administration, allowing for flexibility in scheduling, in the best interests of UOG. A Schedule of Meetings for the year will be adopted at the April meeting when elections are held. Special meetings may be called by the Chairperson or by the call of a majority of the Regents, as often as may be necessary. Meetings of the BOR, regular or special, shall be subject to the Open Government Law of Guam (5 GCA, Chapter 8). Notice shall be given at least five (5) working days, with a second notice at least forty-eight (48) hours, prior to the time of the meeting.

Section 2. Special BOR Meetings – Notices

Special meetings of the BOR for any purpose or purposes shall be called at any time by the Chairperson or, if he/she is absent or unable or refuses to act, by the majority of the members. Written notice of the time and place of special meetings shall be delivered personally to each Regent by letter, telephone call, or by secured internet messaging. Notice shall be given at least five (5) working days, with a second notice at least forty-eight (48) hours prior to the time of the meeting, in accordance with the Open Government Law (5 GCA, Chapter 8).

Section 3. Video Teleconferencing and Video Live Streaming for Meetings (5 GCA §43121 and §43122)

Video Teleconferencing (VTC).

- 1) VTC is a technology that facilitates the communication and interaction of two or more users through a combination of audio and video over Internet Protocol (IP) networks.
- 2) The BOR will use a VTC technology that allows for the following:
 - a. Live/real-time communication
 - b. Two-way communication
 - c. Multiple VTC participants
 - d. Allows attendees to clearly see and hear all other attendees via VTC. If any Regent appearing via VTC cannot be heard or seen, the BOR Chairperson may terminate the VTC at his/her discretion for that individual(s).
- 3) Executive Sessions and due process hearing will not be conducted via VTC. As such, any BOR Committee or full BOR regular or special meetings having an executive session will not have VTC option available. Attendees will need to be physically present.
- 4) BOR members may use VTC for BOR Committee and full BOR regular and special meetings.
- 5) For BOR Committee regular or special meetings, a Regent who cannot physically attend may request to participate by VTC under the following conditions:
 - a. The Regent will request to participate via VTC in writing to the Committee Chairperson at least seven (7) calendar days prior to the BOR Committee meeting. If VTC is already scheduled to be used, a Regent may request from

- the Chairperson in writing to join via VTC up to the day of the meeting due to unforeseen circumstances that prevented initial physical attendance.
 - b. The Regent will use the VTC technology designated by the BOR.
 - c. The Regent must be available to test the VTC connection at least ten (10) minutes prior to the start of the BOR Committee meeting.
 - d. The BOR Committee Chairperson may opt, with the concurrence of the BOR Committee members, to have the BOR Committee meet as a whole via VTC.
- 6) For full BOR regular or special meetings, a Regent who cannot physically attend may request to participate by VTC under the following conditions:
 - a. The Regent will request to participate via VTC in writing to the Chairperson at least seven (7) days prior to the full BOR meeting. If VTC is already scheduled to be used, a Regent may request from the Chairperson in writing to join via VTC up to the day of the meeting due to unforeseen circumstances that prevented initial physical attendance. All request(s) will be attached to the minutes of said meeting.
 - b. The Regent will use the VTC technology designated by the BOR.
 - c. The Regent must be available to test the VTC connection at least ten (10) minutes prior to the start of the full BOR meeting or working session, whichever occurs first.
 - d. Such request includes attendance to the working session prior to that full BOR meeting.
- 7) Regents attending via VTC will count towards a quorum and voting.
- 8) The full BOR will comply with VTC usage during a period of public emergency as outlined by Executive Order and any suspension of provisions of the Open Government Law.

Video Live Streaming.

- 1) The full BOR regular or special meetings may be broadcasted via video live streaming applications.
- 2) Live streaming application link and access instructions for full BOR meetings will be provided via the notice of such meeting per the Open Government Law of Guam (5 GCA, Chapter 8).
- 3) The full BOR will comply with video live streaming usage during a period of public emergency as outlined by Executive Order and any suspension of provisions of the Open Government Law.

Section 4. Conduct of Meetings

The conduct of BOR meetings and Committee meetings will be guided by the most recent version of Robert's Rules of Order. The Executive Secretary will serve as parliamentarian and clarify rules, as needed.

For full BOR meetings, the Chairperson will identify all Regents appearing via VTC. If at least one Regent is appearing via VTC, all voting will be done by roll call.

Section 5. Committee Meetings and Procedures

The following procedures govern matters for consideration by respective Committees:

- 1) The Committee Chairperson selects or approves the date, place of meeting, and approves an agenda in consultation with the Administration.

- 2) Meeting materials or packets are normally distributed at least three (3) days before the meeting date and time to BOR Committee members and respective UOG administrators, faculty, or staff involved.
- 3) A quorum of the BOR Committee is needed to conduct business at any meeting. Only Regents are eligible to vote; the Executive Secretary does not vote. More than half or three (3) of the BOR Committee members must be present to constitute a quorum.
- 4) Meeting procedures follow agenda items. Appropriate UOG support for the taking of minutes is assigned by the Executive Secretary.
- 5) A majority vote determines any action of the Committee. Such action includes but is not limited to: a recommendation to the full BOR; return of the item to the Administration for more information or work; or deciding that no further action is needed. The Committee determines whether the matter will be referred to the full BOR or not.
- 6) Committee minutes are documented and filed in the President's Office. If the action is to recommend to the full BOR, the minutes may constitute part of the packet to be used for deliberation by the full BOR during a regular or special meeting, and made public after it has been approved.

Committees facilitate the review of, and make recommendations on, policy matters needing the action of the full BOR. Recognizing that authority to act on all matters is reserved for the full BOR, Committees research, review, consider, and make recommendations to the full BOR for action. Committees have four (4) Regents, and a quorum will be at least three (3) Regents. All BOR actions are addressed through at least one of the BOR committees before being presented to the full BOR.

The Chairperson of each Committee is appointed annually by the Chairperson of the BOR, following the April election. Regents volunteer, or are appointed to Committees, based on interest, background, and experience. Committees facilitate the work of the BOR by interfacing with the UOG Administration and are subject to the provisions of the UOG Articles of Incorporation, the Bylaws, and those powers delegated by the BOR itself.

The BOR Committees, their functions, and procedures are below.

Section 6. Academic, Personnel, and Tenure (AP&T) Committee

- 1) Reviews and makes recommendations on new degree programs offered at UOG.
- 2) Reviews and makes recommendations on the list of approved administrative positions at UOG.
- 3) Reviews and makes recommendations on all other academic matters needing the attention and action of the BOR as established in the UOG Policy and associated manuals, the BOR/Faculty Union Agreement, and the Western Association of Schools and Colleges (WASC) Senior College and University Commission (WSCUC) Handbook of Accreditation.
- 4) Reviews and makes recommendations on the Academic Master Plan of the University.
- 5) Reviews and makes recommendations on personnel matters as provided in the Personnel Rules and Regulations for Classified Service Employees, the UOG Policy and associated manuals, and the BOR/Faculty Union Agreement.
- 6) Reviews and considers policies and practices relating to UOG personnel.
- 7) Reviews and makes recommendations relative to applications for tenure and emeritus status following the recommendation of the Administration.
- 8) Reserves the right to rescind tenure and emeritus status based on current, verified evidence and in accordance with the BOR/Faculty Union Agreement.

- 9) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 7. Student Affairs, Scholarships, Alumni Relations, and Honorary Degrees (SASARHD) Committee

- 1) Reviews and makes recommendations on awards to new and continuing recipients of the professional-technical and student loan awards funded by the Government of Guam.
- 2) Reviews and makes recommendations for approval of merit award recipients to UOG.
- 3) Reviews and makes recommendations on rules and regulations for the administration of the Government of Guam Student Financial Assistance Programs (SFAP).
- 4) Reviews and makes recommendations for approval of recipients of the ROTC scholarship, Regent Scholarship, Nursing Scholarship, and other scholarships.
- 5) Provides liaison between the BOR and the UOG Alumni Association.
- 6) Reviews and makes recommendations of persons worthy to receive an honorary degree to be conferred during UOG Commencement Exercises.
- 7) Reviews and makes recommendations to rescind honorary degrees based on current, verified evidence.
- 8) Reviews and makes recommendations on Commencement Speakers, as appropriate.
- 9) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 8. Budget, Finance, and Audit (BFA) Committee

- 1) Reviews and makes recommendations on the budget process, budget proposals, expenditure plans, and development plans of UOG.
- 2) Exercises general oversight of the financial reports of UOG.
- 3) Reviews and makes recommendations on the Fiscal Master Plan of UOG.
- 4) Reviews and makes recommendations on the endowment funds of UOG.
- 5) Reviews and makes recommendations on UOG risk management and insurance policies.
- 6) Reviews and makes recommendations on other fiscal policy matters referred by the Administration.
- 7) Reviews and makes recommendations on the UOG Audit.
- 8) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 9. Investment Committee

- 1) Serves as a separate Committee but with the same membership as the BFA.
- 2) Reviews and makes recommendations on the investment of University assets and the Investment Policy.
- 3) Reviews and makes recommendations on UOG's risk management and insurance policies.
- 4) Reviews and makes recommendations on other fiscal policy matters referred by the UOG Administration.

Section 10. Physical Facilities Committee

- 1) Provides direction and guidance for all capital improvements at UOG.
- 2) Reviews and recommends action on the operation and management of UOG facilities.
- 3) Reviews and makes recommendations on the Physical Master Plan of UOG.

- 4) Reviews and makes recommendations on the budget, expenditures, operations and development plans of the UOG Calvo Fieldhouse.
- 5) Reviews and makes recommendations relative to other matters referred to the Committee by the UOG Administration.

Section 11. Executive Committee

- 1) The Executive Committee will consist of the Chairperson, Vice Chairperson, Treasurer, and Executive Secretary.
- 2) Discusses and reviews any actions of special interests, confidentiality, or procedures relevant to Committees, the BOR, or UOG for consideration by the BOR.

ARTICLE VI. EVALUATIONS AND SELF-EVALUATIONS

Section 1. Evaluation of the UOG President

The BOR shall complete an annual evaluation of the UOG President. To assist in the evaluation, the BOR has endorsed the conceptual framework embodied in *Presidential and Board Assessment in Higher Education: Purposes, Policies and Strategies* (Ingram, R. T. and Weary, W.), promulgated by the Association of Governing Boards (AGB) of Universities and Colleges (Resolution No. 03-14). Each year, the BOR Chairperson appoints Regents to serve as the Presidential Evaluation Committee (PEC), an *ad hoc* Committee which conducts the evaluation. Results of the evaluation are discussed with the President. The PEC provides its assessment and recommendations in a confidential report that is reviewed, discussed and acted on during a meeting of the full BOR.

Section 2. BOR Self-Evaluation

The BOR shall perform an annual self-evaluation. To facilitate the process, the Chairperson shall appoint an *ad hoc* committee to determine the procedure to be utilized. The findings of the committee will then be presented to the BOR as a whole for discussion, acceptance or modification to guide the BOR's future development and performance.

ARTICLE VII. CORPORATE RECORDS AND REPORTS – INSPECTION

Section 1. Records

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in Guam.

Section 2. Inspection of Books and Records

All books and records, required by law, shall be open to the inspection of the Regents at reasonable times and places.

Section 3. Certification and Inspection of Bylaws

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Executive Secretary, shall be open to inspection by the Regents, and any Officer of the Corporation.

Section 4. Checks, Drafts

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed, as necessary, in accordance with UOG policies and procedures, as authorized by the BOR.

Section 5. Contract – How Executed

The BOR, except as in the Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract(s) or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the BOR, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICE VIII. CORPORATE SEAL

The corporate seal shall be in the shape of a Chamorro sling stone which is elliptic and shall have inscribed thereon the name of the Corporation and the date of its founding as the Territorial College of Guam – 1952.

ARTICLE IX. AMENDMENT TO BYLAWS

Section 1. Powers of Regents

The BOR may adopt, amend or repeal any of these Bylaws, other than a Bylaw or amendment thereof changing the authorized number of Regents, by a vote or written assent of at least five (5) members of the BOR.

Section 2. Record of Amendments

Whenever an amendment or new Bylaws are adopted, they shall be copied in the book of Bylaws with the original Bylaws, in the appropriate place. If any Bylaws are repealed the fact of repeal with the date of the meeting at which the repeal as enacted or written assent was filed shall be stated in said book.

Section 3. Update

These Bylaws shall be reviewed and updated on a recurring basis using no less than a three (3) year cycle review from the last update.

ARTICE X. MISCELLANEOUS

Section 1. Dealing with Corporation and Conflict of Interest

Any Regent or Officer, or any business in which any Regent or Officer has any interest, directly or indirectly, shall be authorized to do business with the Corporation without a conflict of interest arising, providing there is a full and complete disclosure to the BOR who must approve the same by a vote or written assent of at least five (5) members of the BOR. Any Regent making such disclosure shall abstain from such vote.

All decisions of the BOR shall be based on promoting the best interest of UOG and the public good. Regents or Officers will complete and comply with a conflict of interest form designed to maintain the public trust and protect UOG's integrity at all times. Regents or Officers who have declared or been found to have a conflict of interest, shall refrain from participating in the matter; i.e., shall not vote, participate in discussions, or be present at the time of the vote, unless the BOR or UOG Administration requests information or interpretation on the matter.

Section 2. Construction and Definitions

Unless the context otherwise requires the general provision, rules of construction and definitions contained in the statutes of Guam relating to Corporations shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person.

Section 3. BOR Travel

In alignment with Government of Guam travel policy and P.L. 28-68, the UOG Travel Policy authorizes the President and members of the BOR to receive one hundred twenty five percent (125%) of the maximum federal General Services Administration's per diem rate. All travel must be performed either for the direct benefit of UOG or to fulfill a legitimate obligation of UOG. Processing of authorized travel documents will be in accordance with the UOG Travel Policy.

IN WITNESS WHEREOF, the undersigned Regents of UOG by a majority vote have executed these Amended Bylaws on May 23, 2022.

Liza J. Provido, Chairperson

Sandra H. McKeever, Vice Chairperson

Mike W. Naholowaa, Treasurer

Lesley-Anne Leon Guerrero, Regent

Agapito A. Diaz, Regent

Roland S. Certeza, Regent

Janice P. Malilay, Regent

Maria Bernadette N. Valencia, Regent

ATTESTED:

Thomas W. Krise, Ph.D., Executive Secretary

3.0 EXECUTIVE SESSION

3.1 President's Evaluation Review

4.0 VOTING FILE

4.1 President's Evaluation Review

5.0 ADJOURNMENT