

2016

Internal Regulations of the UPR Governing Board

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**INTERNAL REGULATIONS
GOVERNING BOARD
UNIVERSITY OF PUERTO RICO**



Compiled Edition

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INTERNAL REGULATIONS
of the
Governing Board of the University of Puerto Rico

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Statement of Purpose

The Internal Regulations of the Governing Board of the University of Puerto Rico must be consistent with the University of Puerto Rico Act and with the best traditions and characteristics of the University. Furthermore, it must be an effective instrument to allow the Board to exercise its powers and fulfill its nondelegable duties and responsibilities in accordance with the law and the best traditions of the University.

As provided in the University of Puerto Rico Act, the Board will issue guidelines governing the orientation and development of the University, examine and approve the general rules of governance proposed by its legislative and administrative bodies, and oversee the overall operation of the institution.

We envision the Board as a democratic body that makes decisions by majority or consensus, promoting dialogue, discussion, mutual respect, tolerance for differences of opinion, and collaboration among its members. Its members have the duty to represent the public interest in public higher education as effectively as possible. Their primary loyalty, as members of the Governing Board, will always be to the University of Puerto Rico, and their unwavering commitment is to endeavor to improve it so it may respond to the needs of the society of which it is an integral part and contribute to its improvement and transformation.

Section 1. - LEGAL AUTHORITY

These rules shall be called the Internal Regulations of the Governing Board of the University of Puerto Rico and are adopted pursuant to Section 3(H)(14) of the University of Puerto Rico Act, Law No. 1 of January 20, 1966, as amended.

Section 2. - ORGANIZATION OF THE GOVERNING BOARD

A. The Board

The Board shall be composed of 13 members, as provided in the University of Puerto Rico Act: eight residents of Puerto Rico appointed by the governor with the advice and consent of the Senate of Puerto Rico; two faculty members with permanent appointments in the University System, elected by and from among the faculty representatives on the University Board; one regular undergraduate student elected by and from among the student representatives on the University Board; one regular graduate student of any of the University's graduate programs elected by their peers; and the Secretary of Education as an *ex officio* member. Faculty and student representatives duly certified by the secretary of the University Board shall serve on the Governing Board for a term of one (1) year and may be reelected for additional terms in accordance with the University of Puerto Rico Act.

B. Officers

The Board will elect the following officers from among its members:

1. Chair
2. Vice chair
3. Secretary

The officers of the Board, together, shall be referred to as the Executive Committee of the Governing Board.

The Executive Committee will be convened by the chair of the Board whenever possible to consult on business to be included in the agenda of Board meetings. The president of the University of Puerto Rico will be a permanent guest to such meetings.

Additionally, the Executive Committee may advise the chair of the Board on operational aspects of the Board and its offices; periodically review and report on the progress of its work plan to the Board to enable assessment of compliance; advise the Board on training and continuing education opportunities for its members; request reports and information from the president of the University to facilitate the Board's evaluation process. The proceedings in the Executive Committee will be conducted with relative informality and flexibility, and the provisions of Sections 9 and 10 of these Regulations shall not apply.

C. Committees

The Board will select the members of other committees from among its members as provided in Sections 9 and 10.

D. Executive Secretary

The Board will have an executive secretary, appointed as provided in Sections 4 and 8, who will be a full-time employee of the University of Puerto Rico.

E. Employees and Advisors

The Board will appoint as many advisors as necessary to efficiently perform its duties. The chair will inform the Board of employment and personnel actions. See Section 4.B.4.

Section 3. - DUTIES, RESPONSIBILITIES, AND OBLIGATIONS OF THE MEMBERS OF THE GOVERNING BOARD

The members of the Governing Board have the following duties, responsibilities, and obligations:

1. Recognize and demonstrate through their actions and in the discharge of the duties as Board members, foremost loyalty to the University. All their decisions shall be motivated solely for the purpose of advancing the best interests of the institution, showing a steadfast commitment to the University and to the public interest.
2. Comply with and enforce the University of Puerto Rico Act, as amended, and other laws that are expressly applicable to the University of Puerto Rico.
3. Attend regularly and punctually the meetings of the Governing Board and its committees and be properly prepared on the issues to be discussed.
4. Frame and ground their actions and decisions on reasonable and objective criteria that promote the advancement of institutional objectives.
5. Refrain from making decisions on behalf or in representation of the Board without express authorization from the Board or its chair, as applicable.
6. Act with independence of judgment in the process of dialogue, consultation, consensus, and collaboration that should prevail among all Board members.
7. Not engage in actions prohibited by applicable law, rules and regulations or make decisions outside official channels.
8. Protect the integrity and autonomy of the University of Puerto Rico, advocate for it regularly and consistently at all times, and exercise the duties imposed by the University of Puerto Rico Act, as amended, with the greatest responsibility and commitment.
9. Refrain from using their official position for private, political, or partisan purposes or for purposes otherwise unrelated to the institution or incompatible with sound judgment and the inherent fiduciary duties of their position. No member of the Board

shall employ political considerations in the discharge of their functions as a Board member or use powers, information, or resources originating or derived from their functions for political activities.

10. As Board members with fiduciary duties entrusted with establishing public policy and the regulations governing the orientation, administration, and development of the University, their primary responsibility is to exercise the highest degree of prudence and discretion in the discharge of their duties and responsibilities to promote efficiency and ensure of proper performance of the institution and rigorously comply with the public policy and rules as issued by the Board.
11. Ensure the solvency and fiscal security of the University System, implement measures that allow the University System to preserve its institutional autonomy, and defend and enhance its public image.
12. Support, respect, and acknowledge the duty of the chair of the Governing Board to issue public statements and make appearances within the scope and in accordance with the determinations of the Board; provided, where authorized, the chair may act as a spokesperson for the Board or a specific committee. This provision shall not be construed as a limitation on the right of Board members to express their personal opinion, subject to their other duties and obligations provided in these Regulations.
13. Constantly self-assess their contribution and performance as Board members and their compliance with their legal, moral, fiduciary, and ethical duties.
14. Protect and promote a spirit of trust and mutual respect among Board members.
15. Refrain from individually requesting information or documentation related to the University except to the extent they have a legitimate interest as part of their functions, and their request strictly serves an institutional purpose.
16. By no means use their position to influence administrative and/or adjudicative decisions pending before other University officers, forums, agents, or representatives.
17. Except in cases of potential conflicts of interest, as provided in Section 4, any Board member may attend committee meetings but shall not participate in the proceedings, work, deliberations, or decisions of committees in which they are not members and shall not be entitled to per diems, except where duly authorized by the Board and the committee for reasons of genuine interest or institutional purpose.
18. Safeguard all confidential information (such as the Board's internal decision-making process) to which they may have privileged access as part of their responsibilities. No member shall disclose outside the Board its deliberative process, other than the official online broadcast of the meeting as required by Law 159-2013. Board members shall not disclose or enable disclosure of privileged or confidential information, as required by the Rules for Access to Official Documents of the University of Puerto Rico, Certification No. 93-139, or as provided by the Board.

No Board member shall disclose or use information classified confidential by law or regulation and acquired during their tenure as a Board member to gain direct or indirect advantage or financial benefit for themselves, for a member of their immediate family as defined in these Regulations, or for another person, business, or entity.

Amended by Certification No. 30 (2014-2015).

19. All Board members shall refrain from participating in the consultation processes for the appointment of the president of the University, chancellors, and deans by collecting signatures, promoting, or receiving endorsements for candidates.
20. Cooperate in raising new sources of external funding to finance the operation, development, conservation, and preservation of the University.
21. Familiarize themselves with the operation of the University System to assess its effectiveness so as to maintain and uphold its leadership in higher education and cutting-edge research in Puerto Rico through development and improvement.
22. Stay informed about matters of institutional interest and the challenges facing higher education.
23. Exercise their vote in accordance with their best judgment or personal conviction. However, they shall respect the decisions of the majority, work with all Board members in a spirit of cooperation, and follow up on the decisions of the Board and its tasks in support of University interests.
24. Comply with any other rule or guidelines adopted by the Governing Board to achieve its objectives or implement the policies adopted by the University.
25. Every Board member has a duty to stay informed and familiarized with the provisions of these Regulations and show a steadfast commitment to compliance.

Section 4. - THE CHAIR OF THE BOARD

A. Election

The Board shall elect its chair for a term of one year from among its members through secret ballot by an absolute majority.¹ The Board, at its discretion, may extend the chair's term of office.

¹ *Absolute majority*: Absolute majority is defined in relation to the total number of members of the organization, to wit, those with the right to attend even if not present at the meeting. For a matter to be approved by absolute majority, approval by more than half of the total number of members of the organization is required. See, REECE B. BOTHWELL, *MANUAL DE PROCEDIMIENTO PARLAMENTARIO 6-7* (REV. 4TH ED., 2009). In the case of the Governing Board, with a composition of 13 members, absolute majority consists of 7 members.

B. Duties and Functions

The duties and functions of the chair shall be as follows:

1. Preside regular and special meetings of the Board, retaining the right to vote on all matters.
2. Nominate, with the advice of the Board, the members of all committees and submit them for Board approval.
3. Appoint, with the advice and approval of the Board, and supervise the work of the executive secretary.
4. Appoint the staff for offices ascribed to the Board in accordance with institutional procedures and keep the Board informed of such actions.
5. Upon approval of the Board, execute contracts with advisors, attorneys, hearing officers, or other such professionals in areas and for matters deemed necessary by the Board. Appear on behalf of the Board (upon prior authorization when required) in contracts and other legal acts when so required and keep the Board informed of such actions.
6. Submit the agenda for regular and special Board meetings for Board approval.
7. Be an *ex officio* member of all committees.
8. Represent the Board before the University community and the public at large, public officials, government agencies, and departments, and in public statements and appearance within the scope and in accordance with the determinations of the Board.
9. Act as a spokesperson for the Board, unless otherwise provided by the Board concerning a specific matter.
10. Fulfill all other duties and functions necessary and suitable for the proper discharge of the functions listed above.

Section 5. - THE VICE CHAIR OF THE BOARD

A. Election

The Board shall elect a vice chair from among its members for a term of one year from among its members through secret ballot by an absolute majority. The Board, at its discretion, may extend the vice chair's term of office.

B. Duties and Functions

The duties and functions of the vicechair shall be as follows:

1. Substitute for the chair in such tasks that the chair cannot discharge in event of absence, illness, or resignation of the latter.
2. Serve as secretary *pro tempore* of the Board in event of absence, illness, or resignation of the duly appointed secretary.
3. Perform special functions that may be assigned by the Board or the chair.

Amended by Certification No. 2 (2015-2016).

Section 6. - THE SECRETARY OF THE GOVERNING BOARD

A. Election

The Board shall elect a secretary from among its members for a term of one year from among its members through secret ballot by an absolute majority.²The Board, at its discretion, may extend the secretary's term of office.

B. Duties and Functions

1. Keep custody of records, minutes, resolutions, and any other material entrusted by the Board.
2. Ensure that the minutes faithfully reflect the discussions and agreements of the Board.
3. Sign the certifications and agreements of the Board, except where they are disqualified from taking part in a specific matter or are absent from the meeting, in which case any other Board member who was present at the meeting and is not disqualified with respect to that matter may sign.
4. Perform any other function as determined by the Board.

Section 7. - THE EXECUTIVE SECRETARY OF THE BOARD

A. Appointment

The executive secretary shall be appointed by the chair of the Board with the advice and approval of the Board.

² *Absolute majority*: Absolute majority is defined in relation to the total number of members of the organization, to wit, those with the right to attend even if not present at the meeting. For a matter to be approved by absolute majority, approval by more than half of the total number of members of the organization is required. See, REECE B. BOTHWELL, *MANUAL DE PROCEDIMIENTO PARLAMENTARIO 6-7* (REV. 4TH ED., 2009). In the case of the Governing Board, with a composition of 13 members, absolute majority consists of 7 members.

B. Duties and Functions

The executive secretary shall be in charge of the direction, general administration, and coordination of services for the offices ascribed to the Board. Their specific duties and responsibilities shall be as follows:

1. Formulate and submit for Board approval the budget proposal for the Board's offices and manage that budget during the year once approved.
2. Administer the offices ascribed to the Board and supervise its staff.
3. Prepare meeting announcements and agendas for Board meetings for the approval of the chair.
4. Obtain and make available to Board members pertinent information on matters before the Board or a committee.
5. Attend meetings of the Governing Board and its committees, except where the Board or a committee decides to hold an executive session without the presence of the executive secretary. Issue certifications or reports of the decisions made at the meetings attended.
6. Prepare and keep a physical copy of the minutes of Board meetings and, where the Board so decides, make the necessary arrangements to transcribe the meetings and keep such records. Certify copies and translations into English of the minutes, Board certifications, and other official documents.
7. Keep and disseminate the written material to be transmitted to the University community at the end of Board meetings.
8. Cooperate with the chair and other Board members on all matters concerning the public and the press.
9. Coordinate and expedite the work of the various Board committees, including preparing announcements in consultation with the committee chairs and drafting reports on the actions taken by the committees in consultation with the committee chairs.
10. In the interest of expediting appeals, hear and pass on matters related to appeals filed with the Board that do not bear on the substantive merits of the case, upon consulting with the Board's legal advisors and/or the chair of the Appeals and Laws and Regulations Committee, as applicable.
11. Serve as a liaison between the Governing Board and the executive director of the University of Puerto Rico Retirement System regarding routine matters concerning the administration and operation of the System.

12. Facilitate relations between the Board and the president of the University, as well as the dealings with various components of the University System.
13. Perform such other tasks not specified in this section that may be assigned by the chair or the Board.

Section 8. - BOARD MEETINGS

A. On Meetings in General; Types, Forms, Means, and Location

The Governing Board will hold regular meetings and may hold special meetings as provided in this section. The Board will conduct all regular and special meetings in person.³ As an exception, the Board may hold virtual⁴ meetings using such means of communication including teleconferencing or videoconferences only in the event of: emergency meetings as provided in subsection D below, matters exempted from discussion in meetings with live broadcast over the internet under Section 5 of Law 159-2013, or meetings where no deliberation or official action, as defined in Law 159-2013, will be taken.

The in-person meetings of the Board will be held in the boardroom, located at the University Central Administration Building, Jardín Botánico Sur, in San Juan, Puerto Rico, except when: 1) the Board designates another location and/or means; or 2) when the chair of the Board, in special circumstances, chooses another location or means for a specific meeting.

In-person meetings of the Board shall be broadcasted over the internet with simultaneous audio and video through a link on the University's main website, pursuant to Law 159-2013. The list of issues to be discussed at the Board meetings will be posted on the Governing Board's website.

Amended by Certification No. 117 (2015-2016).

Once a meeting has been properly called, the chair of the Board will solicit the opinion of the Board members where rescheduling or cancelling the meeting is deemed necessary, and no Board meeting will be canceled or rescheduling without the consent of seven (7) of its members. Canceled meetings will be certified and notified to the members, indicating the names of the members who agreed to the rescheduling or cancelation of the meeting.

B. Regular Meetings; Annual Call to Meeting and Public Notice

The Board will hold eleven (11) regular in-person meetings per year on dates and at the location it determines, preferably during the third week of each month, starting in August and ending in June. The Board will approve the annual schedule of regular meetings at its first annual meeting, which will serve as sufficient notice for all members, and it will be

³ For the purposes of these Regulations, "in person" refers to a meeting in which all or virtually all members of the Board are physically present in one location.

⁴ A "virtual meeting" refers to communication, by any electronic means, in which the number of members required to take action or make a decision on behalf of the Board can participate simultaneously.

posted on the Board's website and through a link on the University's website. Any changes to this meeting announcement will be as provided in subsection A. In addition to the annual schedule, the Board will notify the public, by posting on its website and through a link on the University's website, of any in-person Board meeting with at least 48 hours' notice, whenever possible. This notice will include the date, time, location, and link to watch the broadcast of the meeting, in accordance with Law 159-2013. Similarly, the public will be notified online of the cancellation of a previously announced in-person Board meeting as soon as possible.

In case a Board member, for good cause, cannot attend a meeting in person, such member may participate, at their discretion, through teleconference or any other electronic means agreed upon by the Board that allows all members to communicate simultaneously with each other.

C. Agendas for Regular Meetings

1. The chair, directly or through the executive secretary, will circulate the agenda of regular Board meetings among Board members with no less than seven (7) days notice.
2. At regular meetings, the Board will observe, where applicable, the following order of business, unless modified or suspended per agreement of those present, as determined by the chair of the Board.
 - a. Call to order by the chair, determination of quorum, and approval of the agenda.
 - b. Election of Board members and appointment of University officials (if necessary).
 - c. Executive session (as necessary).
 - d. Approval of minutes of previous meetings circulated in advance.
 - e. Reports and recommendations of the chair of the Board (if necessary).
 - f. Reports and recommendations of the president of the University of Puerto Rico.
 - g. Reports on institutional investigations (as agreed by the Board).
 - h. Reports and recommendations of Board committees (as applicable).
 - i. Unfinished business (if any).
 - j. New business (if any).
 - k. Other business.
 - l. Consent agenda (as necessary).
 - m. Oral announcement that the online broadcast has come to an end.

n. Matters exempted from online broadcast, as provided in Section 5 of Law 159-2013[, as amended].⁵

o. Meeting adjournment.

D. Special Meetings; Calls, Notices, and Agendas

The chair of the Board may call special meetings *motu proprio* or at the request of seven (7) of its members. The chair, directly or through the executive secretary, will issue the call for a special meeting in writing, expressly indicating the purpose, the agenda, the form, and the means allowed. The call to a special meeting must be made with no less than three (3) days' notice through the most expeditious means possible, including by phone, fax, or email. In addition, public notice of a called meeting of the Board to be held in-person or its cancelation shall be as provided in subsection B.

In the event of an emergency,⁶ as deemed by the chair of the Board, the Board may be called to a special meeting within a shorter period than provided above through the most expeditious means possible, including by phone, fax, messenger, or email. In the event of an emergency, as deemed by the chair of the Board, where the special meeting is warranted but cannot be held in person, it may be held remotely by teleconference or any other electronic means that the Board agrees upon that allows all members to communicate simultaneously with each other.

E. Quorum

A quorum in Board meetings will consist of seven (7) members. Members participating through electronic means, as agreed upon by the Board, where it allows all

⁵ Section 5.— Exceptions

The Internet broadcast provided in subsection (a) of Section 3 of this Act shall not be required when:

- a) It is an Emergency Meeting, as defined in this Act.
- b) Discussing a Legal Action, as defined in this Act.
- c) Matters regarding the internal procedures of the Human Resources office are being discussed. The exception shall apply solely when discussing matters regarding specific and identifiable employees, after the standard procedure of sanctions, penalties and/or bonuses; and only if there is a reasonable risk of harming the employee's expectation of privacy. Any deliberations about the restructuring of the Public Corporation, layoffs, or bonuses for employees in general, as well as the deliberations on productivity bonuses shall not be covered by this exception and must be broadcasted over the Internet.
- d) Discussing matters protected by the Health Insurance Portability and Accountability Act (HIPAA), or covered under Rule 506 of the Rules of Evidence of 2009, as amended, regarding doctor-patient relationships.
- e) Discussing a trade or business secret pursuant to Rule 513 of the Puerto Rico Rules of Evidence.
- f) Discussions regarding information relating to an internal investigation conducted by the Public Corporation while such an investigation has not concluded. This exception shall not include the discussion of the investigation's final report and its findings.
- g) Discussions regarding information relating to strategies for negotiating collective bargaining agreements or labor related disputes.
- h) Discussions regarding matters relating to the intellectual property of a third party.
- i) Discussions regarding matters of public safety if they are related to threats against the Public Corporation, its property, or employees.

⁶ An emergency meeting, as provided in Section 1(i) of Law 159-2013, is a meeting called for the purpose of addressing an actual or potential emergency posing a clear and imminent danger to life or property.

members to communicate simultaneously with each other, will also be considered to establish quorum; provided that when a member is participating by electronic means, quorum must be verified before a vote is taken.

F. Participation of the President of the University

The president of the University will be a permanent (non-voting) guest to all Board meetings, except when the Board decides to hold an executive session without the presence of the president.

G. Voting

1. The decisions of the Board will be made by the vote of its members.
2. Each Board member shall have one vote, which they must cast personally. Voting by proxy is not allowed.
3. Matters requiring a vote will be decided by simple majority⁷ of those present and voting, in the presence of a quorum, except for those matters where these Regulations require an absolute majority or supermajority.
4. In all Board decisions, each member may vote in secret or openly, including voting on appointments of officials. No request for a secret or open vote will compel other members to do the same.
5. A member who wishes that the minutes reflect their reasons for their vote are so, provided they inform of their intentions upon casting their vote. A member who wishes to submit their explanation in writing will have a maximum of five (5) business days from the date of the vote to submit their written statement.

H. Vote on Exclusion of Matters by Application of Section 5 of Law 159-2013

1. If, during a Board meeting being broadcast over the internet pursuant to Law 159-2013, any member believes that a matter to be discussed falls under an exception, such member may move to postpone the discussion of that matter until the online broadcast ends.

If the motion is opposed, the online broadcast will be called to a recess solely for the purpose of allowing the Board to hear arguments for and against the applicability of an exception under Section 5 of Law 159-2013. Once the debate is closed, the online broadcast will resume and the motion presented will be put to a vote.

2. If, during a Board meeting while discussing matters exempted from online broadcast, any member believes that a non-exempted matter is to be discussed, such

⁷ *Simple majority*: It consists of more than half of the members of the Board or committee members present and voting. Those who do not participate in a vote, whether disqualified or absent or those cast a blank vote or abstain, do not count either in favor or against. See BOTHWELL, *op. cit.*, at 6.

member may move to postpone the discussion of that matter until the online broadcast of the meeting is opened.

I. Decisions by Referendum

The Board may make decisions by referendum on any matter exempt from discussion in a meeting that must be broadcast online pursuant to Law 159-2013. Decisions may be made by teleconference, regular mail, email, fax, or any other means of communication agreed upon by the Board. Each member must vote personally. Matters will be decided by simple majority and will be valid provided seven (7) members or more participate in the decision-making process. The chair of the Board may also submit a matter to the Board to be decided by referendum.

As soon as practicable, within the established term and with prior notice, each member will subscribe and transmit to the executive secretary a written statement with their decision. The executive secretary will file the documents signed by the members, as appropriate, along with the minutes of the proceedings, and will notify a copy to all Board members once the process is concluded. The minutes will be presented at the next Board meeting for approval. A member who wishes that the minutes reflect the reasons for their vote are so entitled following the provisions of subsection G.5 of this section.

Committees may make decisions on any matter by referendum following the procedure established herein (unless otherwise provided in Law 159-2013, which applies only to the Board). The Committee will determine the minimum number of participants in each case.

J. Minutes

The secretary of the Board will certify the minutes of all Board meetings, including instances where the Board acts without a meeting or by referendum. The minutes will describe the agreements and decisions of the Board, including requests for information and tasks assigned, as well as any other details or documents that the Board determines should be recorded in the minutes given its significance. All minutes must be circulated with no less than three (3) days before the meeting at which they will be considered for approval.

The executive secretary, with the authorization of the Board, may use an audio recording device throughout the meeting for the purpose of drafting of the minutes and will keep the recording until the Board approves the corresponding minutes. The portion of the recording pertaining to the discussion of business exempted from online broadcast will be confidential and under no circumstances may it be published, reproduced or copied, except by order of a court with competent jurisdiction.

Board members are entitled to listen to the recording to clarify any business discussed at the meeting to verifying what was discussed before approving the minutes in question.

All minutes will be available for public inspection, subject to the limitations and procedures established in the Rules for Access to Official Documents of the University of Puerto Rico, Certification No. 93-139, and any subsequent amendments.

The Board must keep the file the recordings of the online broadcast of its in-person meetings and make them available through a link on the University's homepage and on the Board's website. The link to the file must be clearly identified and contain a certification that the recording is a true and faithful copy of all business discussed at the meeting not expressly excluded by Law 159-2013. The Board will also retain a physical copy of such recordings for five (5) years. Physical copies will be available to be reproduced upon request from the general public in accordance with the applicable regulations and the provisions of Section 7 of Law 159-2013.

K. Certification of Agreements

1. The secretary of the Board will certify the agreements in which the Board drafts regulations, rules, guidelines, or policies to govern the orientation and development of the University, including, academic affairs, finances, and human or physical resources, as well as any other resolution as determined by the Board. The secretary will separately certify the decisions and resolutions of appeals taken from the decisions of the president of the University, the University Board, Non-Teaching Staff Appeals Board, and the Retirement System Board.

2. The executive secretary will keep the foregoing certifications and a record thereof, make them available for public inspection, and undertake to publish such certifications through the proper electronic means and any other means as deemed appropriate.

Section 9 - BOARD COMMITTEES

A. Standing and Special Committees

The Board may establish as many standing or special committees deemed appropriate to assist the Board in the performance of its duties and in the discharge of its responsibilities. To such ends, committees shall be created for the main purpose of recommending to the Board the adoption of policies or actions or to draw findings of fact. The following general provisions shall apply to all committees unless otherwise provided.

B. Freedom of Membership

Membership in a committee is a voluntary, and any official appointment by the Board must have the approval of the member concerned.

C. Standing Committees

The chair of the Board, in consultation with each member, shall appoint members to the standing committees each year and submit their names for approval at the Board's first annual meeting. Each committee shall elect its chair each year at its first meeting. Section 11 establishes the subject areas delegated to the standing committees.

D. Special Committees

The chair of the Board shall also appoint, in consultation with each member, the members of the special committees established by the Board and shall submit them for approval in due course. The Board shall approve the number of members for each special committee and establish how to select its chair. Concerning their operation, special committees shall be governed by rules similar to those in place for standing committees. Once their task is completed and their report rendered, each special committee shall be dissolved.

E. Publication of Committee Composition

The composition of each committee shall be announced through appropriate means, including the Board's website.

F. Representative of the President of the University

At the Board's request, the president of the University shall assign an officer or another member of their team to assist the committees in their tasks. The committee chair may also request such assistance.

G. Committee Agendas

The matters to be discussed at committee meetings are that the Board shall assign to such committee, in keeping with its purpose or as determined by the committee chairs in consultation with its members.

H. Committee Proceedings

A simple majority of the members shall constitute a quorum at committee meetings. Committee decisions shall be adopted by a simple majority of those present and in the presence of a quorum. The executive secretary, with the approval of the committee chair, shall draft reports of the committee's recommendations to the Board on matters submitted its consideration.

Section 10 - SUBJECT AREAS OF STANDING COMMITTEES

Each year the Board shall determine which standing committees that will be active throughout the year to assist the Board in the performance of its duties and responsibilities. These committees shall consist of no fewer than three (3) members, who shall be appointed as provided in Section 9.

Each active standing committee shall meet at least three (3) times a year, shall give priority to assignments related to its subject areas as established by the Board, and report on its work and recommendations to the Board.

The executive secretary shall call meetings of the standing committees in consultation with or at the request of the committee chair or of seven (7) Board members,

with at least three (3) days' notice or, if not possible, with as much advance notice as circumstances reasonably allow.

The subject areas of standing committees shall be as follows:

A. Appeals and Laws and Regulations Committee

This committee shall hear appeals filed with the Board regarding decisions made by the president of the University, the University Board, the Non-Teaching Staff Appeals Board, and the Retirement System Board and shall recommend to the Board the decisions it should adopt in each case.

This committee shall also entertain matters related to the construction or amendment of laws affecting the Board and matters concerning the adoption, amendment, or repeal of University regulations and policies, and other matters related to University or governance standards.

B. Academic Affairs, Research, and Innovation Committee

This committee shall deal with matters concerning academic rules and academic planning and innovation within the University as a higher education system and shall require periodic assessments of existing academic programs and the adaptation of proposals for revisions and new programs to each unit's development plan and to the overall strategic plan. The committee shall address new academic programs, curriculum changes, graduate studies, research, academic honors and recognitions for consideration by the Board, and other academic matters.

C. Student Affairs Committee

This committee shall deal with matters related to student participation and concerns in institutional life. The committee shall bring to the Board's attention students' concerns, views, and needs regarding various aspects of institutional activities affecting students, both academic affairs and issues related to services and quality of life at the University.

D. Financial Affairs Committee

This committee shall deal with matters concerning budget, finances, financial planning, permanent improvements, and other issues related to short-term and long-term planning. Its tasks include the periodic review of the University's fiscal and financial policies and receiving and evaluating reports and recommendations from external auditors.

In addition, this committee shall be responsible for advising the Board on the University's financial statements and making recommendations to the Board on such matters. The committee shall also receive and evaluate reports and recommendations from the president of the University on other financial matters and make the corresponding recommendations to the Board.

E. Retirement System Committee

This committee shall deal with matters concerning policy formulation, administration, operation, and regulation of the University of Puerto Rico Retirement System. It shall also attend to matters related to investments of University of Puerto Rico Retirement System funds and the effect of retirement benefits on the University's finances.

Amended by Certification No. 144 (2015-2016).

The remaining paragraphs are renumbered.

F. Audit Committee

This committee shall be in charge of reports from the Office of the Comptroller of Puerto Rico and its notices of noncompliance, reports from the University's Internal Audit Office (IAO), and other related matters such as complaints received and special investigations conducted by the IAO at the committee's request. It shall also evaluate the performance and independence of external auditors and shall receive annually a report on the Management Letter issued by them and the appropriate corrective actions. The committee shall also have the authority to receive and evaluate reports and recommendations from external auditors.

The committee shall have the authority to make recommendations to the Board regarding the hiring or replacement of external auditors, review the proposed scope and objectives of the audits proposed by external auditors, in consultation with the Central Administration's finance director, discuss with external auditors the most important accounting standards, audit results, and any complex transactions or extraordinary situations they may identify, regularly meet with external auditors, and attend to any discrepancies between the University management and external auditors.

The committee shall generally oversee the work of the IAO and its director and shall submit for Board approval the IAO's work plan, regularly review its status and results, and receive reports from the IAO director. The committee shall keep the Board informed of its dealing and issue recommendations to address matters related to audit reports. In addition, the committee may request reports from the president of the UPR, chancellors, or executive directors in connection with notices of noncompliance issued by regulatory agencies.

This committee shall submit a charter for approval by the Board, establishing its composition and rules of operation and expounding on the powers delegated herein and any others that may be necessary to discharge its duties.

G. Development Committee

This committee shall be in charge of University policies and activities geared to raising private gifts and donations and identifying and obtaining funds from nongovernmental external sources to advance and develop institutional goals. Its tasks include assisting the president of the University in developing policies to recommend to the Board for adoption regarding the University's relationship with affiliate foundations and

fundraising activities from external sources; recommend fundraising goals to the Board for government donations and make sure they are reached; actively collaborate and participate in fundraising activities as required; develop policies in collaboration with the president of the University regarding the acceptance of gifts and donations, donor recognition, management of such gifts and donations, and similar actions, and recommend that they be adopted by the Board; evaluate the needs and overall operation, as well as the general supervision of the tasks and components of external fundraising, such as development offices, marketing and communications, alumni and community relations; and keep the Board informed of its business.

H. Infrastructure and Technology Committee

This committee shall be responsible for considering all matters within the Board's responsibility related to the physical infrastructure of the University, including its buildings, properties, and spaces. The committee's tasks include receiving and evaluating periodic reports on the implementation of the Permanent Improvement Plan, the building improvement program, the building maintenance plan, the state of existing facilities, their use and sufficiency; assisting the president of the University in developing policies to recommend to the Board for adoption regarding the design, location, planning, construction, and maintenance of buildings and other spaces; evaluate and make recommendations regarding the Permanent Improvement Plan submitted by the president of the University; evaluate and make recommendations regarding the nomination of buildings, structures, and spaces with the names of individuals or legal entities; develop policies in collaboration with the president of the University regarding the use, acquisition, and disposition of University real estate property and recommend their adoption by the Board; and keep the Board informed of its business.

This committee shall also be responsible for considering all matters within the Board's charge concerning the acquisition and use of technology at the University. Its tasks include receiving information about and evaluating the implementation of technology, the state of existing resources and their use and sufficiency; considering the development and use of technology in administration, teaching, and institutional services; assisting the president of the University in developing policies to recommend to the Board for adoption regarding the acquisition or use of technology; keeping the Board informed and issue recommendations on the issued under its consideration.

Section 11 - PARLIAMENTARY AUTHORITY

Deliberations of the Board and its committees shall be governed by the rules of parliamentary procedure as provided in the most recent edition of the *Manual de Procedimiento Parlamentario* [Manual of Parliamentary Procedure] by Prof. Reece B. Bothwell or *Robert's Rules of Order, Newly Revised*, with particular attention to the rules applicable to small boards, unless contrary to any applicable constitutional or statutory provision or with any rules approved by the Board.

Section 12 - AMENDMENTS

These Regulations may be amended by the Board by a vote of two-thirds of its members, provided that the specific amendment or amendments are submitted to the Board members in writing at least seven (7) days prior to the meeting where the matter will be discussed.

Section 13 - EFFECTIVE DATE

These Regulations shall take effect immediately upon approval.