

PROPOSAL: Western Michigan University Board of Trustees Bylaws Revisions

The Michigan Constitution and state enabling legislation established Western Michigan University and provides for a board of control which has general supervision over the university as well as control and direction of all expenditures from the university's funds. Our board of control, the Board of Trustees of Western Michigan University, is a body corporate and, as such, has authority to govern Western Michigan University including enacting, amending, and repealing rules and bylaws for the conduct of the Board's business and for the governance of the institution. This Board's Bylaws were last revised and approved on December 13, 2002.

The Board requested the administration assist in updating its Bylaws, to be consistent with best practices and to bring current board practices into alignment. Over the course of the last several months, the administration has worked with the Board to update and revise the Bylaws to meet that charge. Utilizing advice from governance experts and reviewing Western's Michigan public university peers, the Revised Bylaws have been updated both in form and content. Significant changes include the addition of a Conflict-of-Interest Provision and Non-Discrimination provisions, expansion of the Committees and Indemnification Provisions, as well as revisions and clarifications to provisions that govern when the Board will exercise authority or delegate authority.

Recommended Action

It is recommended the Revised Bylaws of the Western Michigan University Board of Trustees, as set forth in the Exhibit to this Proposal, be approved, and be posted to the Board of Trustees website.