
**Kansas Board of Regents
Governance Committee Charter**

November 16, 2011

Introduction

The Kansas Board of Regents (KBOR) has constituted and established a Governance Committee (the “Committee”) with authority, responsibility, and specific duties as described in this Charter.

Composition

The Committee shall consist of Board of Regents members appointed by the Board Chairman and approved by the Board. In the performance of its duties, the Committee may call upon subject matter experts from other Board Standing Committees, Board Councils and Committees established in Section II.A.4.b. of the Board Policy Manual, and faculty or staff at the public postsecondary institutions or Board Office.

Mission Statement and Principal Functions

The Committee’s basic responsibility is to carry out certain administrative responsibilities of and for the Kansas Board of Regents.

Specifically, the Committee shall be responsible for the following:

- Facilitating the Board’s efforts to meet its responsibility to system institutions and to the public at large
 - Ensuring compliance with Board fiduciary duties
 - Filing of Board member and staff substantial interest statements
 - Managing the Board’s and Retirement Planning Committee’s conflict of interest policies
 - Managing Board members’ oaths of office
 - Cultivating relationships with key constituencies
 - Cultivating global understanding of the Board’s varied responsibilities
 - To govern the six state universities
 - To coordinate the public postsecondary institutions
 - To regulate the private postsecondary institutions
- Overseeing the Board’s by-laws, regulations and policies and its fulfillment of statutory responsibilities
 - Ensuring that Board statutes, regulations, and policies are reviewed and updated on a routine and regular basis (actual drafting may be delegated to other committees or councils as appropriate)
 - Educating Board members and constituencies regarding Board statutes, regulations, by-laws and policies
- Overseeing Board effectiveness
 - Developing a set of desirable key characteristics for an effective Board member
 - Participating in new member orientation

- Conducting Board performance evaluations and/or standing committee performance assessments
- Providing for Board member development
- Reviewing Board processes for meeting its responsibilities
 - CEO hiring, assessments and compensation review processes
 - Structure, content and frequency of meetings
 - Structure, content and frequency of committee meetings

Delegation to Sub-committees

The Committee may delegate any of its responsibilities to one or more sub-committees comprised of one or more members of the Committee.

Resources and Authority of the Committee

In discharging its responsibilities, consistent with Board decisions, the Committee shall have full access to any relevant records of the Board. The Committee may request that any employee of a public postsecondary institution or any other person meet with any members of the Committee, or provide other assistance to the Committee in the discharge of duties. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. The Board retains final decision making authority.

Meetings

The Committee will meet regularly to carry out its responsibilities. Meetings may be called by the Chairperson of the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting. Resolutions or other actions made or taken by the Committee shall require the affirmative vote of the majority of the members attending a meeting (in person or by telephone).

The Committee may elect to designate one or more sub-committees to meet more frequently to address relevant issues prior to presenting recommendations back to the full Governance Committee.

Evaluation

This charter will be reviewed and assessed by the Committee periodically and any proposed changes shall be submitted to the Board for approval.