TO: UVU Board of Trustees

FROM: Linda Makin, Vice President of Budget, Planning, and Human Resources

DATE: June 19, 2014

SUBJECT: Proposed UVU Board of Trustees Bylaws Revision

On March 28, 2014, the Utah State Board of Regents approved Policy R122 Board Conflict of Interest. This new policy sets forth standards of conduct for Regents and institutional Trustees in areas in which there are actual or potential conflicts of interest between their public duties and their private interests.

Utah State Board of Regents Policy R122 provides guidelines for compliance to state law, duties to disclose personal business interests, rules regarding the use of official positions, and guidelines for abstaining from official business where personal interests may pose a conflict of interest. Additionally, the policy outlines procedures for submitting a disclosure statement if a board member does in fact have significant interests in a transaction involving the University.

Section 7.1 of the Policy R122 states: “Institutional Boards of Trustees shall adopt similar standards of conduct for their respective Board members including conflict of interest policies within 120 days of enactment of this policy.” In order to comply with the 120-day deadline, the updated bylaws will need to be presented to and approved by the Board of Trustees at their June 19, 2014, meeting. Further, Policy R122 indicates that within 30 days of the adoption of this update to the bylaws all Trustees are required to provide a signed disclosure statement.

Included in this agenda is the proposed text to be inserted in the existing UVU Board of Trustees’ bylaws. This section would become number 4 in Article V and would be inserted after 3. Duties and Powers. Further, a disclosure statement has been drafted (modeled after the Board of Regents), a copy of Regents Policy R122, and a comparison of AGB recommendations with Regents Policy R122.

The proposed bylaws revision and disclosure statement have been reviewed by David Jones, Assistant Attorney General, and Board Chair Steve Lund.
ARTICLE IV
CONFLICT OF INTEREST

4. Conflict of Interest. Trustees must comply with all state laws, with particular attention to those that govern conflicts of interest and their service as public officials, including *Utah Procurement Code* and *Utah Public Officers’ and Employees’ Ethics Act*. Trustees who are officers, directors, employees, or who are owners of a substantial interest in any business entity that is or may be involved in any transaction with UVU shall disclose such facts in a sworn disclosure statement before participating in their official capacities with respect to any such transactions and annually thereafter. (“Substantial interest” means the ownership, either legally or equitably, by a Trustee, the Trustee’s spouse, or the Trustee’s minor children, of at least 5% of the outstanding capital stock of a corporation or a 5% in interest in any other business entity.) Trustees shall recuse themselves from the discussion and vote on a matter that involves any business entity as to which they are officers, directors, or employees or in which they own a substantial interest. Trustees shall not receive or agree to receive compensation for assisting any person or business entity in any transaction involving a Utah state agency, including UVU, without first disclosing such facts in a sworn, written disclosure statement. This disclosure statement must be made in writing and under oath and be submitted to the Board Secretary.

The disclosure statement must be submitted before the Trustee participates in his or her official capacity with respect to such transactions or within 30 days of the adoption of this bylaw and annually thereafter. The Trustee shall submit another disclosure statement whenever his or her position or ownership interest in a business entity changes significantly. The Board Secretary shall then file the disclosure statement with the following offices as appropriate:

a. UVU Compliance Office

b. UVU Office of the President

c. The State Attorney General Office

The submitted disclosure statements will be reviewed by the Trustees Executive Committee. The disclosure statement is public information and shall be available for examination by the public. Trustees shall not use or attempt to use their official positions to further substantially their personal economic interest or to secure special privileges or exemptions for themselves or others. The minutes of the Board of Trustees meetings and all committees with board delegated powers shall contain the names of those Trustees who abstain from participation in their official Trustee capacities in transactions involving business entities where they have a position or own a substantial interest.
UTAH VALLEY UNIVERSITY BOARD OF TRUSTEES
PUBLIC OFFICER’S DISCLOSURE STATEMENT

__________________________, being duly sworn upon oath states as follows:

*Print Name of Trustee*

1. My address is: _____________________________________________________________

2. I am a Trustee of Utah Valley University.

3. I am an officer, director, agent, or employee of the following business entities that are or may be involved in transactions with Utah Valley University. (If not applicable, write “NA” in the space provided.)

<table>
<thead>
<tr>
<th>Name of Business Entity</th>
<th>Position Held</th>
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<tbody>
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4. I, my spouse, or my minor children, own, either legally or equitably, at least 5% of the following for-profit business entities that are or may be involved in transactions with Utah Valley University. (If not applicable, write “NA” in the space provided.)

<table>
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5. I will receive or have agreed to receive compensation for assisting a person or business entity in a transaction involving Utah Valley University. The transactions and parties are described below. (If not applicable, write “NA” in the space provided.)

Name and address of agency involved: _____________________________________________
_____________________________________________________________________________

Name and address of person or business entity being assisted: ___________________________
_____________________________________________________________________________

A brief description of the transaction and the nature of the service performed or to be performed:
______________________________________________________________________________
______________________________________________________________________________
______________________________________________________________________________

6. I understand that this Disclosure Statement is considered to be public information.

DATED this _____ day of _____________________________, 20____.

__________________________________________
Signature of Board Member

SUBSCRIBED AND SWORN TO before me by________________________________________
this _____________ day of __________________, 20_____.

_______________________________
Print Name of Board Member

My commission expires: __________________________
NOTARY PUBLIC
Residing at: ___________________________________