

REGULATIONS
of the
HEBREW UNION COLLEGE-JEWISH INSTITUTE OF RELIGION
(the “College-Institute”)
February 2017

ARTICLE I
BOARD OF GOVERNORS

- 1.1.** The Board of Governors (the “Board”) shall be composed of fifty-five (55) regular voting governors (“Governors”), consisting of forty-two (42) At-Large Governors, eleven (11) Alumni Governors, and one (1) Faculty Governor, selected as described below in this Section 1.1, and the President of the College-Institute (the “President”).
- 1.1.1.** Fifteen (15) At-Large Governors shall be nominated by the Nominating Committee of the Board and elected by the Board.
- 1.1.2.** Four (4) At-Large Governors shall be the four (4) Chairs of the Boards of Overseers (see Article VII, Boards of Overseers), who shall be nominated by the Chair and elected by the Board.
- 1.1.3.** Five (5) At-Large Governors shall be designated by the Board of Trustees of the Union for Reform Judaism, a religious body incorporated under the laws of the State of Ohio (the “Union”), who shall include the President, Chair and Immediate Past Chair of the Union.
- 1.1.4.** Eighteen (18) At-Large Governors shall be nominated by the Nominating Committee of the Board, approved by the Board of Trustees of the Union, and elected by the Board; one of these Governors shall be the President of the Women for Reform Judaism (or the First Vice President or Immediate Past President if so designated by the WRJ President) (the “WRJ Governor”).
- 1.1.5.** Eleven (11) Governors shall be nominated by the Alumni Associations of the College-Institute from among their members, in consultation with the President and the Nominating Committee of the Board, according to the procedures of each Alumni Association and elected by the Board as follows:
- 1.1.5.1.** Six (6) Governors shall be nominated by the Rabbinical Alumni Association; and
- 1.1.5.2.** Five (5) Governors shall be nominated by the President in consultation with the Alumni Associations of the other existing degree-granting programs of the College-Institute.
- 1.1.6.** One (1) Governor shall be nominated by the Provost from the Faculty in consultation with the Faculty and with the Nominating Committee of the Board and elected by the Board.

- 1.2. All of the At-Large Governors shall be members of a constituent congregation or other Jewish entity that is a member of the Union, except that not more than two (2) Governors (or such greater number as may be approved in writing by the Chair of the Union) selected under Section 1.1.1 shall be excused from this requirement; provided, that no At-Large Governor shall be so excused if such person is a member of such a congregation or entity which has resigned its membership in the Union in the previous seven (7) years unless the given individual joins such a congregation or entity which is a member of the Union.
- 1.3. No amendment to this Article which would affect the power of the Board of Trustees of the Union to designate or approve a majority of the At-Large members of the Board of Governors, or which would change the requirements for At-Large members of the Board of Governors to be members of constituent congregations of the Union, shall become effective without the approval of such Board of Trustees.
- 1.4. All fifty-five (55) Governors shall have one (1) vote each.
- 1.5. The term for each elected Governor shall be four (4) years, except as provided below. A Governor with such a term may be elected to no more than three (3) consecutive full four (4) year terms; shorter or partial terms shall not be counted.
 - 1.5.1. Terms shall commence January 1 of the year following the Governor's election and end at the conclusion of the calendar year in which the fourth anniversary of that election occurs except:
 - 1.5.1.1. For Governors elected to fill vacancies whose election may occur at any regular meeting or special meeting and end consistent with the term filled;
 - 1.5.1.2. Chairs of Boards of Overseers; the President, Chair, and Immediate Past Chair of the Union; the WRJ Governor, and the President of the College-Institute shall serve a term as Governor coterminous with his or her term in such positions; and
 - 1.5.1.3. In order to effectuate staggered terms as provided in Section 1.7, Governors may be elected to a term shorter than four (4) years, as recommended by the Nominating Committee.
 - 1.5.2. Term limits of three (3) consecutive full four (4) year terms may be waived by the Board for:
 - 1.5.2.1. Governors who in the view of the Nominating Committee contribute exceptional performance or are critical to the work of a project, task force or committee;
 - 1.5.2.2. A Governor selected to serve as Board Chair, who may remain as a Governor to complete his or her term as Chair and as Immediate Past Chair.

1.6. Governors Emeriti and Chairs Emeriti

1.6.1. Governors Emeriti may be elected by the Board upon nomination of the Nominating Committee for their exceptionally meritorious service as Governors.

1.6.2. All former Board Chairs who complete their service in good standing shall become Chair Emeriti.

1.6.3. Governors Emeriti and Chairs Emeriti shall receive notice of all meetings of the Board.

1.6.4. Governors Emeriti and Chairs Emeriti may serve on Committees and attend and participate in all Board proceedings.

1.6.5. Governors Emeriti and Chairs Emeriti shall have no right to vote.

1.6.6. The term of each Governor Emeritus and each Chair Emeritus shall be for life unless the appointment of a Governor Emeritus is for a shorter period.

1.7. Governor terms shall be staggered as follows:

1.7.1. The terms of approximately one half (1/2) of the Governors elected or designated as provided in Sections 1.1.3. and 1.1.4. shall expire in one biennium period and the terms of the remaining such Governors shall expire in the alternate biennium period;

1.7.2. The terms of approximately one-half (1/2) of the Governors elected as provided in Section 1.1.1. shall expire in a non-biennium year and the terms of the remaining such Governors shall expire in the succeeding non-biennium year.

1.7.3. The terms of five (5) of the Governors elected as provided in Section 1.1.5. shall expire in one biennium period and the terms of six (6) such Governors shall expire in the alternate biennium period;

1.7.3.1. The class of five (5) Alumni Governors shall be comprised of three (3) Rabbinical Alumni and two (2) Alumni from the other degree- granting programs.

1.7.3.2. The class of six (6) Alumni Governors shall be comprised of three (3) Rabbinical Alumni and three (3) Alumni from the other degree- granting programs.

1.7.4. The term of the Governor nominated by the Provost from the Faculty shall expire in a non-biennium year.

1.8. Any Governor, Governor Emeritus, or Chair Emeritus may resign at any time.

1.9. Any vacancy occurring on the Board shall be filled for the unexpired term by a nominee

or designee of the body which nominated or designated the Governor no longer acting.

- 1.10.** The authority and control of the College-Institute shall be vested in the Board who shall establish, review, interpret and support the mission and purpose of the College-Institute and set policy within that context for implementation by the College-Institute's administration. Further, the Board shall be responsible to:
 - 1.10.1.** Establish, assess and keep the College-Institute's mission current, and advocate on the College-Institute's behalf, consistent with the mission;
 - 1.10.2.** Select and support the President, and periodically assess his or her performance and terms and conditions of employment;
 - 1.10.3.** Oversee the finances of the College-Institute, including its endowment and pension funds, including reviewing and approving the annual budget of the College-Institute;
 - 1.10.4.** Review, approve, and authorize all purchases and sales of land, major construction, and major renovations, and incurrence of indebtedness for borrowed money;
 - 1.10.5.** Make the College-Institute a priority in their personal philanthropy, and examine their connections with potentially helpful givers;
 - 1.10.6.** Participate in effective organizational planning, including periodic evaluation, approval, and monitoring of strategic plans and budgets;
 - 1.10.7.** Articulate prerequisites for Board membership and recruit Board candidates, orient new members, and periodically evaluate their performance;
 - 1.10.8.** Monitor, assess, and ensure the educational quality of the College-Institute and its programs; and
 - 1.10.9.** Engage regularly, in concert with senior administration, with the College-Institute's major constituencies, including faculty, students, and alumni.
- 1.11.** The Governors shall be the directors of the College-Institute for all purposes under the laws of the State of Ohio, and all Governors when acting in their capacity as Governors of the College-Institute owe the same fiduciary duties to the College-Institute, irrespective of their source of selection, subject to all rules, regulations, and policies of the College-Institute.

ARTICLE II **MEETINGS OF THE BOARD OF GOVERNORS**

- 2.1.** The Board of Governors shall regularly hold at least three (3) meetings every year.
 - 2.1.1.** Meetings shall be held on the three (3) state-side campuses in rotation annually, with the Jerusalem campus in the rotation every third year at a minimum.

- 2.1.2.** The Fall Meeting shall be designated “the Annual Meeting.”
 - 2.1.2.1.** It shall be held no earlier than October of each year.
 - 2.1.2.2.** The Fall Meeting shall be held on the Cincinnati campus unless it is held on the Jerusalem campus or any other location subject to Board determination.
- 2.1.3.** Unless the Chair otherwise determines, Board meetings shall take place on Mondays with Committee meetings scheduled for the preceding Sunday.
- 2.1.4.** It is expected that each Monday Board meeting should highlight a particular topic, e.g., Budget, Governance, Strategic Planning, etc., and should include services.
- 2.1.5.** Each meeting shall include an executive session.
- 2.2.** Attendance at Board meetings shall be limited to current Governors, Governors Emeriti, Chairs Emeriti and others invited by the Chair.
- 2.3.** The dates and venues of meetings shall be designated by the Chair no later than the last preceding meeting.
- 2.4.** Written notice shall be delivered personally or sent to all Governors, Governors Emeriti, and Chairs Emeriti by U.S. First Class mail, express mail, or courier service with postage or fees prepaid, electronic transmission, telecopy, or telegram at least ten (10) days in advance of each meeting.
 - 2.4.1.** All written reports, including those to be given at the meeting, should be sent or posted at least ten (10) days prior to the meeting.
 - 2.4.2.** Any Governor, Governor Emeritus, or Chair Emeritus may waive, in writing, facsimile or by electronic transmission, any notice required to be given under this Article II, whether before or after the time stated for the notice.
- 2.5.** Special meetings of the Board may be called by the Chair in his or her discretion and shall be called by the Chair upon receipt of a written request signed by ten (10) or more Governors.
 - 2.5.1.** The request for a special meeting shall set forth the purpose or purposes of the meeting.
 - 2.5.2.** Written notice of special meetings shall be personally delivered or sent to all Governors, Governors Emeriti, and Chairs Emeriti by U.S. First Class mail, express mail, or courier service with postage or fees prepaid, electronic transmission, telecopy, or telegram, at least ten (10) days in advance of the meeting and set forth the purpose or purposes of the meeting.
 - 2.5.3.** No other business shall be transacted at such special meeting.

- 2.6. A quorum of eighteen (18) Governors is required at regular and special meetings for the transaction of business. A lesser number may adjourn a meeting from time to time.

ARTICLE III
OFFICERS AND TERMS OF OFFICE

- 3.1. The Officers of the College-Institute shall consist of a:
- 3.1.1. President;
 - 3.1.2. Board Chair;
 - 3.1.3. Chair-Elect;
 - 3.1.4. Immediate Past Chair;
 - 3.1.5. Vice-Chair or Vice-Chairs as the Board may from time to time determine;
 - 3.1.6. Treasurer;
 - 3.1.7. Secretary;
 - 3.1.8. Provost, and other officers with academic titles, as determined by the Board;
 - 3.1.9. Such Vice-Presidents, Assistant Treasurers and Assistant Secretaries and such other officers as determined by the Board; and
 - 3.1.10. Such honorary officers as determined by the Board.
- 3.2. Only the Chair, Chair-Elect, Immediate Past Chair, Vice-Chairs and the President must be Governors.
- 3.3. There shall be specific terms of office for Officers as follows:
- 3.3.1. The initial term of the Chair shall be four (4) years with up to two (2) additional one (1) year extension terms;
 - 3.3.2. The term of the Chair-Elect shall be no more than one (1) year preceding election to an initial four (4) year term as Chair; and
 - 3.3.3. The term of Immediate Past Chair shall be one (1) year following service as Chair.
- 3.4. Officers shall be nominated by the Nominating Committee and elected by the Board at the Annual Meeting.
- 3.5. Except as provided for in Section 3.3., Officers shall be elected to take office for the ensuing calendar year following election at the Annual Meeting or for the portion of

the year or term remaining after an election not held at the Annual Meeting.

- 3.6. Vacancies in office shall be filled from time to time by the Board after nomination by the Nominating Committee.
- 3.7. Subject to their earlier resignation or removal by the Board, Officers shall serve until their successors have been elected.

ARTICLE IV **DUTIES OF OFFICERS**

- 4.1. The Chair shall:
 - 4.1.1. Preside at all Board meetings;
 - 4.1.2. Preside at all Executive Committee meetings;
 - 4.1.3. Be among the Officers designated by the Board to execute all documents and papers of whatever nature authorized by the Board in the name of the College-Institute including but not limited to all documents acknowledging receipt of gifts and legacies to the College-Institute, and all other documents required in connection therewith;
 - 4.1.4. Designate additional Officers or individuals to execute documents and papers authorized by the Board;
 - 4.1.5. Appoint the chairs and members of all Standing Committees, Task and Time Limited Committees and Task Forces;
 - 4.1.6. Assign duties to the other Officers of the College-Institute not already specifically assigned in these Regulations, not inconsistent with these Regulations;
 - 4.1.7. Submit a report at the Annual Meeting of the Board.
 - 4.1.8. Serve as a voting member of the Executive Committee and an ex-officio, voting member of all other committees; and
 - 4.1.9. Perform such other duties as are usually discharged by chairs of similar bodies.
- 4.2. The Chair-Elect shall:
 - 4.2.1. Participate with the Chair in consultations between the Chair and the Administration in order to facilitate the effective transition of leadership from Chair to Chair-Elect by the expiration of the Chair's term;
 - 4.2.2. Serve as a member of the Executive Committee with a vote; and
 - 4.2.3. Perform such other duties as are usually discharged by chairs-elect of similar bodies or assigned to the Chair-Elect by the Chair.

- 4.3. The Immediate Past Chair shall:
 - 4.3.1. Serve as a member of the Executive Committee with a vote; and
 - 4.3.2. Perform such other duties as are usually discharged by immediate past chairs of similar bodies or as assigned to the Immediate Past Chair by the Chair.
- 4.4. A Vice-Chair shall:
 - 4.4.1. Convene and preside at Board meetings in the absence or disability of the Chair;
 - 4.4.2. Act on behalf of the Chair in the event of the absence or disability of the Chair; and
 - 4.4.3. Perform such other duties as are usually discharged by Vice-Chairs of similar bodies or as assigned to a Vice-Chair by the Chair.
- 4.5. The President shall:
 - 4.5.1. Be the Chief Executive Officer of the College-Institute;
 - 4.5.2. Supervise and have direct responsibility for all activities of the College-Institute, subject to the final authority of the Board;
 - 4.5.3. Preside at public meetings of the College-Institute;
 - 4.5.4. Report at each regular meeting of the Board on the activities of the College-Institute;
 - 4.5.5. Make recommendations to the Board based on the activities of the College-Institute;
 - 4.5.6. Discharge such other duties as the Board may from time to time prescribe or as may be permitted by law; and
 - 4.5.7. Serve as an ex-officio, voting member of all committees, except the Audit Committee.
- 4.6. The Provost and the Vice-President(s) shall perform such duties under the direction of the President as may be assigned to them by the Board or the President.
- 4.7. The Treasurer shall perform such duties as are normally pertinent to this office or as may be assigned by the Board.
- 4.8. An Assistant Treasurer, should one be elected, shall perform all the duties of the Treasurer during the absence or disability of the Treasurer.
- 4.9. The Secretary or Assistant Secretary shall:

- 4.9.1. Keep a current record of the proceedings of the Board and the Executive Committee;
 - 4.9.2. Maintain the records of the College-Institute;
 - 4.9.3. Be the custodian of the Seal of the College-Institute; and
 - 4.9.4. Perform such other duties as are usually discharged by Secretaries of similar bodies or as assigned by the Board or the Chair.
- 4.10. Other officers and honorary officers shall have such duties as the Board may determine from time to time.

ARTICLE V **EXECUTIVE COMMITTEE**

- 5.1. The Executive Committee shall be comprised of at least seven (7) Governors in addition to the Board Chair, the President, the Immediate Past Chair and the Chair-Elect (when such positions are filled), the Vice-Chair(s), the Treasurer and Secretary (when such offices are held by Governors); and shall include the Chair and the President of the Union, who shall serve as ex-officio members without vote. All members of the Executive Committee shall be nominated by the Nominating Committee and elected by the Board at the Annual Meeting to serve during the succeeding calendar year and until their successors have been elected.
- 5.2. Meetings of the Executive Committee may be called by, and shall be held at such time and place, including telephonically, as may be designated by:
- 5.2.1. The Board Chair; or
 - 5.2.2. Three members of the Executive Committee.
- 5.3. The Executive Committee, in the interim between meetings of the Board, shall be vested with all the authority of the Board for the transaction of business, except for election of Officers or Governors and the adoption of changes to these Regulations.
- 5.4. Notice of all Executive Committee meetings must be made at least one (1) day in advance of the meeting date to each member of the Executive Committee by mail, telephone, facsimile, courier service, or electronic transmission stating the time, place or manner and purpose of the meeting. Any member of the Executive Committee may waive, in writing, facsimile or by electronic transmission, any notice to be given under this Article V, whether before or after the notice is received.
- 5.5. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. A lesser number than a majority may adjourn the meeting from time to time. No action of the Executive Committee shall be taken without the concurrence of at least five (5) members.

- 5.6. The Executive Committee may meet in executive session in order to review and discuss issues of a confidential nature.
- 5.7. The Executive Committee shall keep minutes of its proceedings and transmit them to all Governors by way of a Governor-only access electronic portal or web site as follows:
 - 5.7.1. All actions taken on behalf of the Board shall be promptly posted;
 - 5.7.2. Minutes of all matters reviewed, discussed, or voted on in regular session shall be posted consistent with circulation of the Minutes to the members of the Executive Committee; and
 - 5.7.3. Notification that executive sessions have been held shall be reported promptly by electronic posting to each Governor without disclosure of confidential material.
- 5.8. The Executive Committee may act in writing, signed by all members, without a meeting, but notice of such action and minutes shall be given to all Governors in the same manner provided above for minutes of regular Executive Committee meetings.

ARTICLE VI **COMMITTEES**

- 6.1. The Nominating Committee:
 - 6.1.1. Shall be comprised of at least seven (7) Governors elected at the Annual Meeting upon recommendation by the Board Chair in consultation with the Chair of the Governance Committee and the Chair of the Nominating Committee;
 - 6.1.2. At least two (2) members of the Nominating Committee shall be Governors not then serving on the Executive Committee;
 - 6.1.3. At least two (2) members of the Nominating Committee shall be Governors elected under Section 1.1.4;
 - 6.1.4. Shall consult with the Chair or the President of the Union before making any nomination for At-Large Governor;
 - 6.1.5. Members' terms shall be for the succeeding calendar year until their successors have been elected but no Governor shall be elected to serve more than six (6) consecutive one (1) year terms on the Nominating Committee
 - 6.1.6. Term limits may be waived for members who in the view of the Nominating Committee, in consultation with the Chair of the Governance Committee and the Board Chair, contribute exceptional service;
 - 6.1.7. Chair shall be appointed by the Board Chair in consultation with the Chair of the Governance Committee;

- 6.1.8.** Duties shall include nominating the following for election by the Board at the Annual Meeting to take office the following calendar year:
 - 6.1.8.1.** Officers as provided in Section 3.4.;
 - 6.1.8.2.** Members of the Executive Committee as provided in Section 5.1.;
 - 6.1.8.3.** Governors as provided in Section 1.1.;
 - 6.1.8.4.** Members of the Investment Committee as provided in Section 6.2.; and
 - 6.1.8.5.** Governors to fill vacancies that may occur during the year as provided in Section 1.9.
- 6.1.9.** Shall select Governors from the Boards of Overseers and from other sources.
- 6.1.10.** Shall monitor the performance and interest of the members of the Boards of Overseers for possible future nomination as Governors.
- 6.2.** The Investment Committee shall:
 - 6.2.1.** Be comprised of at least nine (9) Governors and up to three (3) non-Governor, non-voting members;
 - 6.2.2.** Have each member elected to a four (4) year term at the Annual Meeting in such a fashion that the terms of approximately one-fourth (1/4) of the members shall expire each year;
 - 6.2.3.** Have its Chair appointed by the Board Chair;
 - 6.2.4.** Meet at least quarterly;
 - 6.2.5.** Have charge of all endowments, investments, and other securities, as are given to and accepted by the College-Institute and not designated for current expenses by the donor, the Board of Governors or rules established by the Board and consistent with the Board approved Investment Policy;
 - 6.2.6.** Have responsibility for investment of pension and other retirement funds within the control of the College-Institute;
 - 6.2.7.** Be empowered, subject to such rules for their governance as the Board may from time to time provide:
 - 6.2.7.1.** To make investments and reinvestments in financial assets such as equities, fixed income securities and alternative investments without restriction as in their sole judgment are acceptable, including the sale or other disposition thereof, and

to select and monitor the performance of investment funds and investment managers, where the underlying investments include marketable equity and fixed income securities as well as other financial investments;

- 6.2.7.2.** To do all things necessary or incident to convey, assign and transfer any and all forms of investments which may come into their hands;
- 6.2.7.3.** To register securities in the name of a nominee or nominees, or to keep them in bearer form;
- 6.2.7.4.** To determine what is income and what is principal, subject to review by the Board;
- 6.2.7.5.** To designate a subcommittee of not less than three (3) Member Governors to act on behalf of the Investment Committee under such rules and regulations as the Members of the Committee may from time to time prescribe, such actions to be immediately reported to the full Committee and recorded in the minutes of the Committee; and
- 6.2.7.6.** To employ brokers and investment counsel under terms and conditions acceptable to it; and to employ a trust company or trust companies and/or bank or banks to hold funds and securities, and to contract with them to keep separate and distinct accounts of said funds, and to perform such other of the duties as the Committee may designate;
- 6.2.8.** Not require anyone working with the Committee to look to the application of money or other things of value paid or delivered to the Committee or the College- Institute.;
- 6.2.9.** Require that no member of the Committee shall have a proprietary interest in or an investment in, or be an officer or employee of any firm employed as broker or investment counsel or in any bank or trust company in which the College-Institute has deposits or trust accounts without disclosing that interest or relationship to the Nominating Committee prior to nomination to the Investment Committee or to the other members of the Investment Committee should the interest or relationship arise after election to the Investment Committee, both Committees to act in accordance with the Board approved policy on conflicts of interest;
- 6.2.10.** Render annually to the Board, and more frequently if requested by the Board, a full account of its affairs;
- 6.2.11.** Require that a majority of the members of the Committee shall constitute a quorum and no action may be taken without the concurrence of at least three (3) of its members;
- 6.2.12.** Have its meeting called by the Chair of the Committee or by any three (3) members of the Committee;

- 6.2.13.** Require at least five (5) days written notice of each Investment Committee meeting be sent to each member of the Committee unless waived in writing by each member not so notified, before or after the meeting; and
- 6.2.14.** Act in writing without a meeting as long as the action is signed by all the members.
- 6.3.** The Board shall have Standing Committees, Task and Time Limited Committees and Task Forces. Promptly following the Annual Meeting, the Chair shall appoint the chair, a vice-chair and other members of the Standing Committees for one-year terms commencing January 1 following the Annual Meeting or at the pleasure of the Chair. The chair and vice-chair of each Standing Committee shall always be Governors and shall serve in the capacity of chair or vice-chair for not more than six (6) one (1) year terms. The Chair and the President shall be ex-officio members of every Standing Committee. Unless otherwise specifically provided, each Standing Committee shall elect its own secretary, who need not be a Governor. The Standing Committees shall have such duties as are provided in the following sections of this Article and as may be assigned to them by the Chair or the Board from time to time. The following Standing Committees shall have at least twelve (12) members:
- 6.3.1. The Academic and Faculty Affairs Committee shall:**
- 6.3.1.1.** Be comprised of both Governor and non-Governor members;
 - 6.3.1.2.** Governors shall constitute at least two-thirds (2/3's) but not more than three-fourths (3/4's) of the members; and
 - 6.3.1.3.** Appointments to the Committee shall be made in consultation with the Provost who shall nominate the non-Governor members of the Committee.
 - 6.3.1.4.** The Committee shall concern itself with recommendations to the Board for:
 - 6.3.1.4.1.** Faculty appointments and promotions;
 - 6.3.1.4.2.** Compensation of Faculty members;
 - 6.3.1.4.3.** Utilization of educational resources of the College-Institute; and
 - 6.3.1.4.4.** Related matters.
- 6.3.2. The Communications Committee shall:**
- 6.3.2.1.** Be comprised of at least nine (9) Governors and up to three (3) non-Governor members; and

6.3.2.2. Oversee College-Institute communications as directed by the Chair.

6.3.3. The Development Committee shall have at least one (1) member of the Legal Committee. The Committee shall be concerned with:

6.3.3.1. Working with the Communications Committee on the overall public relations programs;

6.3.3.2. All fundraising plans and programs;

6.3.3.3. Other fundraising activities in furtherance of increasing the Endowment; and

6.3.3.4. An awareness of the financial needs of the College-Institute.

6.3.4. The Finance Committee shall:

6.3.4.1. Be comprised of at least nine (9) Governors and up to three (3) non-Governor members;

6.3.4.2. Have three (3) members who are also members of the Investment Committee;

6.3.4.3. Have at least one (1) member who shall also be a member of the Legal Committee;

6.3.4.4. Concern itself with overseeing the financial affairs of the College-Institute at all its locations and advising the Board of Governors of needed action with respect to:

6.3.4.4.1. Its annual budget,

6.3.4.4.2. Its properties,

6.3.4.4.3. Funds of the College-Institute other than endowment funds,

6.3.4.4.4. Its long-range financial planning and management, and

6.3.4.4.5. The level of compensation, pension, and retirement benefits for personnel of the College-Institute.

6.3.4.5. Have a Sub-Committee known as the Pension and Benefits Committee.

6.3.4.5.1. It shall be comprised of at least nine (9) members:

6.3.4.5.1.1. At least five (5) of whom shall be

Governors,

6.3.4.5.1.2. Three (3) of whom shall be from the Faculty, and

6.3.4.5.1.3. One (1) of whom shall be from the non-academic staff of the College-Institute.

6.3.4.5.2. It shall concern itself with the recommendations for retirement and other benefits for personnel of the College- Institute and shall report to and work with the Finance Committee.

6.3.5. The Governance Committee shall:

6.3.5.1. Be comprised of at least nine (9) Governors and up to three (3) non-Governor members;

6.3.5.2. Review the governance of the Board and Administration;

6.3.5.3. Recommend to the Board any needed changes in Board governance;

6.3.5.4. Recommend to the Board any needed changes in institutional governance; and

6.3.5.5. Propose amendments to these Regulations.

6.3.6. The Recruitment, Admissions and Placement Committee shall:

6.3.6.1. Include the Provost and the National Director of Admissions; and

6.3.6.2. Concern itself with the issues of recruitment, admissions and student placement including but not limited to long term outreach efforts, alumni support and employer (congregations, Hillel, Jewish agencies and federations, etc.) relationships.

6.3.7. The Student Life and Local Board Coordination Committee shall:

6.3.7.1. Be comprised of the Chairs of the Boards of Overseers of each campus, one of whom shall serve as chair of the Committee, plus the Deans of each campus, the Provost and other Governors and Overseers as appropriate;

6.3.7.2. Concern itself with identifying and implementing best practices on each campus regarding non-academic aspects of student life, experience and welfare; and

6.3.7.3. Identify issues requiring an institution-wide approach including but not limited to:

- 6.3.7.3.1. Mentoring;
- 6.3.7.3.2. Welcome events; and
- 6.3.7.3.3. Integration of students into the wider community, etc.

6.4. The following Standing Committees shall have at least five (5) members:

6.4.1. The Audit Committee shall:

- 6.4.1.1. Be comprised of Governors who possess financial expertise or literacy;
- 6.4.1.2. Be chaired by a member who is not the Chair of either the Finance or Investment Committees nor the Board Treasurer;
- 6.4.1.3. Have up to three (3) non-Governor, non-voting members who have special expertise in corporate governance and audit requirements;
- 6.4.1.4. Be responsible for the selection and appointment of independent professional auditors for the College-Institute's annual audit;
- 6.4.1.5. Assist the Administration in adopting and maintaining best practices in accounting for the assets of the College-Institute;
- 6.4.1.6. Review with the Administration and independent professional auditor the results of the annual audits and related comments; and
- 6.4.1.7. Serve as a resource for the President and Chief Financial Officer of the College-Institute in fulfilling their obligations to sign the audit management representation letter;
- 6.4.1.8. The President shall not be a member of the Audit Committee.

6.4.2. The Buildings and Grounds Committee shall:

- 6.4.2.1. Be comprised of members with expertise in building design, construction and management;
- 6.4.2.2. Other than the Committee chair the other members of the Committee may or may not be Governors and may include Overseers;
- 6.4.2.3. Be familiar with the physical plant of at least one College-

Institute campus; and

- 6.4.2.4.** Review, prioritize and recommend needed capital improvements and assist in the oversight of capital projects on campuses.

6.4.3. The Israel Committee shall:

- 6.4.3.1.** Be comprised of both Governor and non-Governor members;
- 6.4.3.2.** Have responsibility for matters involving the Jerusalem Campus; and
- 6.4.3.3.** For matters involving the College-Institute's relations with and development in the State of Israel.

6.4.4. The Legal Committee shall:

- 6.4.4.1.** Be comprised of both Governor and non-Governor members all of whom shall be licensed attorneys;
- 6.4.4.2.** Concern itself with the legal matters that affect the College- Institute; and
- 6.4.4.3.** Advise on the selection and retention of outside counsel.

6.5. The Board Chair or the Board may appoint other Standing Committees, Task and Time Limited Committees and Task Forces with such responsibilities and tenure as may be assigned by the Board Chair or the Board, as the case may be.

6.6. Meetings of Committees (including the Executive Committee) may be held through any communications equipment if all persons participating can contemporaneously communicate with one another.

ARTICLE VII **BOARDS OF OVERSEERS**

7.1. There shall be a Board of Overseers for each of the campuses of the College-Institute: Cincinnati, Jerusalem, Los Angeles and New York. Each Board of Overseers may adopt By-Laws for its own governance not inconsistent with these Regulations and subject to the approval of the Board of Governors.

7.2. The Chair of each Board of Overseers shall:

- 7.2.1.** Be nominated by the Chair of the Board of Governors;
- 7.2.2.** Be elected as a Governor; and

enhance the public standing of the College-Institute through advocacy and outreach to the URJ Congregations, the broader community and the Jewish World.

ARTICLE VIII **INDEMNIFICATION**

8.1 Indemnification.

8.1.1. To the fullest extent permitted by law, the College-Institute shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, whether or not it is by or in the right of the College-Institute, by reason of the fact that such person is or was a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer of the College-Institute, or is or was serving at the request of the College-Institute as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or a business corporation, or a limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

8.1.2. To the extent that a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer has been successful on the merits or otherwise in the defense of any action, suit, or proceeding referred to in subsection 8.1. or in the defense of any claim, issue, or matter in such an action, suit, or proceeding, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection with that action, suit, or proceeding.

8.2. Determination of Indemnification. Any indemnification permitted under subsection 8.1. shall be made by the College-Institute only as authorized in the specific case, upon a determination that indemnification of a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer is proper in the circumstances because such person has met the standard of conduct set forth in applicable law. Such determination shall be made in any of the following manners:

8.2.1. By a majority vote of a quorum consisting of Governors of the College-Institute who were not and are not parties to or threatened with the action, suit, or proceeding referred to in subsection 8.1;

8.2.2. Whether or not a quorum as described in subsection 8.2.1. is obtainable, and if a majority of a quorum of disinterested Governors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with an attorney, who has been retained by or who has performed services for the College-Institute or any person to be indemnified within the past five years;

8.2.3. By the court of common pleas or the court in which the action, suit, or proceeding referred to in subsection 8.1. was brought. If an action or suit by or in the right of the College-Institute is involved, any determination made by the disinterested Governors under subsection 8.2.1. or by independent legal counsel under subsection 8.2.2. shall be communicated promptly to the person who threatened or brought the action or suit by or in the right of the College-Institute, and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

8.3. Advancement of Expenses.

8.3.1. Expenses, including attorney's fees, incurred by a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer of the College-Institute in defending any action, suit, or proceeding referred to in subsection 8.1. may be paid by the College-Institute as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Governors in the specific case, upon receipt of an undertaking by or on behalf of the Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer to repay the amount if it ultimately is determined that such person is not entitled to be indemnified by the College-Institute under this Section 8.

8.3.2. Unless the only liability asserted against a Governor in an action, suit, or proceeding referred to in subsection 8.1 is pursuant to section 1702.55 of the Ohio Revised Code, the expenses (including attorney's fees) incurred by a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, agent, or volunteer in defending such action, suit, or proceeding shall be paid by the College-Institute. Upon the request of the Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, agent, or volunteer, together with an undertaking by or on behalf of the Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, agent, or volunteer to repay the amount if it ultimately is determined that such Governor, officer, agent, or volunteer is not entitled to be indemnified by the College-Institute under this Section 8, those expenses shall be paid as they are incurred, in advance of the final disposition of the action, suit, or proceeding. Notwithstanding the foregoing, the expenses (including attorney's fees) incurred by a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, agent, or volunteer in defending an action, suit, or proceeding referred to in subsection 8.1. shall not be paid by the College-Institute upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to the College-Institute by the Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, agent, or volunteer, if it is proved, by clear and convincing evidence, in a court with jurisdiction, that the act or omission of the Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, agent, or

volunteer was one undertaken with a deliberate intent to cause injury to the College-Institute or if it was one undertaken with reckless disregard for the best interests of the College- Institute.

- 8.4.** Insurance. The College-Institute may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer of the College-Institute, or is or was serving at the request of the College-Institute as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or a business corporation, or a limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the College-Institute would have the power to indemnify such person against that liability under this Section 8. Insurance may be so purchased from or so maintained with a person in which the College-Institute has a financial interest. Any insurance or other similar protection purchased or maintained by the College-Institute for or on behalf of anyone covered by this Article VIII is in addition to and not a replacement for the indemnification provided through this Article VIII.
- 8.5.** Miscellaneous. The indemnification and advancement of expenses authorized by this section 8 shall:
- 8.5.1.** Not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification or advancement of expenses, pursuant to the articles of incorporation, any agreement, a vote of disinterested Governors, or otherwise, both as to action by a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer in such person's official capacity and as to action in another capacity while holding such person's office or position;
- 8.5.2.** Continue as to a person who has ceased to be a Governor, Governor Emeriti, Chair Emeriti, Overseer, Committee advisor, Committee member, officer, honorary officer, employee, agent, or volunteer; and
- 8.5.3.** Inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX **THE FACULTY**

- 9.1.** The Faculty of the College-Institute shall include:
- 9.1.1.** The President;
- 9.1.2.** Professors;
- 9.1.3.** Instructors; and
- 9.1.4.** Faculty serving under a Blended Track Appointment.

- 9.2.** Appointments to and promotions of members of the faculty shall be made by the Board in accordance with the following procedure:
- 9.2.1.** Members of the Administration or the Faculty after consideration shall appropriately document consistent with the Faculty Handbook (or any document that succeeds the Faculty Handbook) the needs of the College-Institute for new Faculty appointments and existing Faculty member promotion and awards of tenure and submit that documentation to the President;
 - 9.2.2.** The President after consideration of any recommendations by members of the Administration or the Faculty or on the President's own initiative and review of the relevant documentation which is basic to such proposed appointment, promotion or award of tenure, shall submit recommendations to the Academic and Faculty Affairs Committee for its review and recommendations concerning the proposed position descriptions and funding for new appointments, for promotions and awards of tenure;
 - 9.2.3.** The Academic and Faculty Affairs Committee shall review with the Provost the recommendations of the President and present its recommendations for funding of proposed new appointments, for promotions and for awards of tenure to the Board of Governors;
 - 9.2.4.** The Board of Governors shall vote on whether to fund new appointments and to approve promotions and awards of tenure; and
 - 9.2.5.** Appointments approved and funded by the Board shall be filled by the Administration.
- 9.3.** Tenure shall mean that a full-time member of the Faculty granted tenure by the Board of Governors shall serve as a member of the Faculty until retirement unless:
- 9.3.1.** The appointment provides otherwise;
 - 9.3.2.** The department or academic area in which the Faculty member teaches is discontinued; or
 - 9.3.3.** After notice and hearing in accordance with procedures established by the Board of Governors, the employment is terminated for adequate cause related directly and substantially to:
 - 9.3.3.1.** The fitness of the Faculty member in his or her professional capacity as teacher or researcher; or
 - 9.3.3.2.** Permanent disability.
- 9.4.** The Board has final authority in all matters affecting the College-Institute; the Provost and the Faculty, working in concert, have primary responsibility for policy in all academic areas, including but not limited to:

- 9.4.1. Academic standards;
 - 9.4.2. Curriculum;
 - 9.4.3. Subject matter and methods of instruction;
 - 9.4.4. Research;
 - 9.4.5. Those aspects of student life, which are related to the educational process.
- 9.5. It is the responsibility of the Provost to coordinate all academic aspects of the College-Institute which are subject to the control of the President as provided for in Section 4.5 and its subparts of Article IV. This includes matters of "Faculty Status" such as recommendations to the Administration regarding:
- 9.5.1. Appointments;
 - 9.5.2. Reappointments;
 - 9.5.3. Promotions and tenure; and
 - 9.5.4. Decisions not to reappoint, promote, or grant tenure.
- 9.6. The Faculty may express itself to the Board of Governors or any of its Committees on any subject affecting the welfare of the College-Institute through the Provost, the President and through its duly designated representative.

ARTICLE X
ACADEMIC SEAL

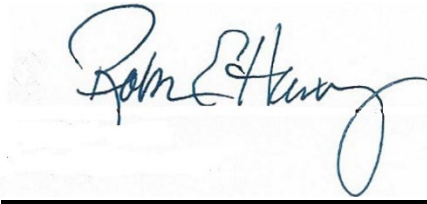
- 10.1. The Seal of the College-Institute shall consist of three (3) concentric circles.
- 10.1.1. The outermost circle shall contain the words:
"UNION FOR REFORM JUDAISM 5633 – 1873"
 - 10.1.2. The second circle shall contain the words:
"HEBREW UNION COLLEGE-JEWISH INSTITUTE OF RELIGION 5635 – 1875"
 - 10.1.3. The center of the third innermost circle shall contain a representation of a Scroll of the Law,
 - 10.1.3.1. With the following words inscribed above: חתום תורה בלמדי
 - 10.1.3.2. And the following words inscribed below: הבוקר אור

ARTICLE XI
AMENDMENTS

11.1. Subject to Section 1.3., any of the foregoing Regulations may be repealed, amended, or added to by a vote of two-thirds (2/3's) of the Governors present and voting at a meeting of the Board, provided:

11.1.1. Written notice of the proposed change or addition is sent to the Governors not less than thirty (30) days prior to the meeting at which such change or addition is to be acted on; and

11.1.2. Notice of the amendments to these Regulations shall be sent to all Governors promptly after their adoption and posted on the Board's protected website.



Robin E. Harvey
Chair, Legal Committee



Andrew R. Berger
Chair, Board of Governors