ARTICLE I
MISSION, VISION, PURPOSE AND OBJECTIVES

Section 1. MISSION
The mission of the UTMB Diversity Council is to work together to harness the broad spectrum of ideas, experiences and voices that characterize the UTMB community.

Section 2. VISION
To vision of the UTMB Diversity Council is to position UTMB as the gold standard in evidence-based strategic diversity management in academic healthcare.

Section 3. PURPOSE
The purpose of the UTMB Diversity Council is to establish organizational programs and initiatives to nurture and sustain an inclusive work environment, which supports the institution’s diverse student, workforce and patient population.

Section 4. OBJECTIVES
To accomplish this purpose, the objectives of the Council are to:

(a) Advise on systems, culture and leadership practices that help encourage effective diversity management;

(b) Provide input into major decisions that influence the institution’s culture so that diversity becomes a lens through which pending actions are examined;

(c) Review programs, policies and communication materials relative to issues of Diversity and inclusion, and make recommendations as appropriate;

(d) Provide ongoing feedback on the results and progress of diversity initiatives and on newly emerging diversity issues facing UTMB;

(e) Create awareness of the importance of valuing diversity in all aspects of life at UTMB by serving as diversity program champions and models of effective behavior; and;

(f) Make recommendations for carrying out diversity initiatives in such areas as recruitment and retention.
ARTICLE II
COUNCIL STRUCTURE

Section 1. COUNCIL AUTHORITY. The Diversity Council reports to the Director of Diversity & Inclusion, who in turn reports directly to the Vice President of Human Resources.

Section 2. COUNCIL COMPOSITION. The Diversity Council shall consist of two co-chairs, council members and ex-officio members. To accomplish the vision set out in Article I, Section 2 above, the Diversity Council shall consist of representatives of the UTMB community, collectively offering leadership, expertise, perspective and commitment.

2.1. Officers. The officers of the Diversity Council shall consist of the co-chairs.

2.2. Members. The Council membership shall be composed of council members and ex-officio members. All UTMB employee members shall be in good standing with the institution. Alternate or substitute members are not permitted.

2.2.1. Council members. To assure the Council reflects the broad-based perspective, skills and experience found at UTMB, the council members shall consist of representatives selected from the UTMB community. Council membership shall reflect the diversity of UTMB.

2.2.2. Ex-officio members. To assure the Council has access to the resources available in the UTMB community, ex-officio memberships are reserved to provide expertise, consultation, and access. Ex-officio members are drawn from offices including, but not limited to, the Executive Committee, Department of Communications, Chaplain Services, Legal, the President’s Office, the Student and Faculty Senate.

Section 3. ELIGIBILITY

3.1. Co-chair eligibility. The standing co-chair of the Diversity Council shall be the Director of Diversity & Inclusion. The other co-chair shall be a member of the institution’s Senior Leadership Team.

3.2. Council member eligibility. Any UTMB employee or appointee may be nominated for council membership, or apply for membership, if they meet the following criteria:

(a) Be employed or appointed full time (with exception of volunteers and students);
(b) Be in good standing, i.e., not on probation or disciplinary action;
(c) Be able to make the commitment to fulfill the responsibilities of Diversity Council membership, as outlined in the By-laws;
(d) Have the recommendation and endorsement of their Department leadership, including assurances that coverage and assignment completion issues will not hinder Diversity Council participation;
(e) Other criteria as recommended by the Council.

3.3. Ex-officio member eligibility. Ex-officio members of the Council are representatives of community and the institution’s senior management team; as such they should specifically be designated for membership by the leadership of the department or constituency being represented.

Section 4. TERM
4.1. Co-chair term. As the standing co-chair is the Director of Cultural Awareness & Inclusion, the term of this officer shall be consistent in duration with the position. The other co-chair shall serve for a 1-year term.

4.2 Council member term. Council members shall serve for a minimum of 12 months up to a maximum of a 3-year term, with one-third of the membership rotating off the council each year. As the initial membership was appointed together, a mechanism to achieve an orderly transition to a 3-year, one-third rotation is described in 4.2.1. No consecutive 3-year terms may be served. Council members may be eligible for reappointment after a 1-3-year absence from the Diversity Council.

4.2.1. Transition to one-third council member rotation. All the initial council members shall serve a full 12 month term, up to an 18 month term. There shall be no mandatory rotation off the council during the first 12 months. At the end of 12 months, one-third of the membership shall rotate off. The term of the remaining two-thirds membership shall be extended either one or two years.

4.3. Ex-officio member term. The membership is tied to the leadership of the specific Department or community group being represented; thus, should the leader of such an office leave or depart; their term shall be immediately filled by the new position (or interim position) of said office. Ex-officio memberships will be reviewed every year by the Director of Diversity & Inclusion for adjustment in representation.

Section 5. APPOINTMENT

5.1. Co-chair appointment. The Director of Diversity & Inclusion serves as the standing co-chair of the Diversity Council. The other co-chair may be a member of the institution’s Senior Leadership Team who is appointed by the President.

5.2 Council member appointment. Council members are appointed by the President, based upon volunteer interest, recommendations from the Director of Diversity & Inclusion in consultation with the members and co-chair of the Council.

5.3. Ex-officio member appointment. Ex-officio members are representatives from the community and the institution’s senior management team and are appointed by the President.

Section 6. VACANCIES. In the event a member must resign for any reason, the Director of Diversity & Inclusion shall be notified in writing immediately. Any vacancy in the membership of the Council by causes other than by expiration of the term of a member shall be filled within two months, upon recommendation of the Director of Diversity & Inclusion and appointment by the President.

6.1. Selection of members to fill vacancies. The co-chairs of the Council, in consultation with the designated committee members, shall select a new appointee consistent with the intent of the vacant council membership or ex-officio membership.

6.2 Term. The new appointee shall serve the remainder of the term of the member being replaced. A consecutive term may be considered for a council member serving a term of less than three years.

Section 7. DUTIES AND RESPONSIBILITIES.

7.1. Co-chairs. The Director of Diversity & Inclusion and a member of Senior Leadership functions as the Chairpersons during regular or special meetings of the council. The co-chairs shall:
   (a) Perform all duties consistent with the office;
   (b) Assume the duties of the other Chair in each other's absence
   (c) Serve as parliamentarian during the meeting of the Council.
7.2. Members. In addition to general management of the objectives, affairs and interests of the Council, all members (including council members and ex-officio members) shall:

(a) Attend at least two-thirds of the regularly scheduled meetings each year. Members shall notify the Department of Diversity & Inclusion of any absence.
(b) Accept appointment to at least one of the committees of the Diversity Council, performing such duties as necessary for the committee to complete its charge.

ARTICLE III
COMMITTEES OF THE COUNCIL

Section 1. COMMITTEE AUTHORITY. Committees operate under the authority of the Diversity Council. The Council shall retain final approval for all committee recommendations.

1.1. Advisory role. Committees of the Council shall have a stated charge, focus or objective. Committees may be advisory to the Department of Diversity & Inclusion and/or to the co-chairs of the Council, the Strategic Executive Council, the Executive Committee, including other institutional entities.

Section 2. COMMITTEE COMPOSITION. Committees of the Diversity Council shall consist of standing committees and ad hoc committees, established as necessary to carry out the purpose and objectives of the Council.

2.1. Standing committees. The standing committees of the Diversity Council are the Academic Enterprise Committee, the Health System Committee, the Business & Finance Committee and Diversity & Inclusion Infrastructure Committee.

2.1.1 Academic Enterprise: Strengthen diversity and inclusion initiatives in UTMB educational programs and support the use of evidence-based research to address health disparities.

2.1.2 Health System: Increase multicultural awareness and competency among health care providers to help ensure a uniform standard of care for a diverse patient population.

2.1.3 Business and Finance: Evaluate and measure the effect of UTMB’s diversity and inclusion programs on the overall goals of the institution.

2.1.4 Diversity Infrastructure: Promote the university’s commitment to diversity and cultural inclusion and reinforce brand awareness through communications and marketing efforts.

2.2. Ad hoc committees. The co-chairs, with Council approval, may establish ad hoc committees as necessary. The charge and responsibilities of ad hoc committees shall be delineated at the time the committee is established. It is expected that ad hoc charges shall be resolved within one year; an extension may be granted by the Diversity Council, as appropriate. Ad hoc committees include the Nominations Committee and Community Outreach and Special Events Committee.

2.2.1 Community Outreach and Special Events. The Community Outreach and Special Events committee oversees the development and execution of positive recognition and celebratory events and programs.
2.2.2 **Nominations Committee.** The Nominations Committee is charged with developing processes and procedures to identify potential candidates for membership in the Diversity Council. Responsibilities may include, but are not limited to, developing a nominations screening process, maintaining an active roster (or pool) of nominees in good standing, and updating/recommending criteria for membership.

Section 3. **COMMITTEE MEMBERSHIP.** Committees shall consist of a membership of Diversity Council members (including council members and ex-officio members), as well as other eligible UTMB employees and students selected by the committee. Officers of the Diversity Council may serve ex-officio, without vote, on any committee. Guests may participate in committees, and shall include internal and/or external participants who may be invited by the committee, as needed. All members of the Diversity Council, except officers, are required to serve on at least one committee.

3.1. **Standing committees.** Each standing committee shall have a chair and a vice chair, to ensure continuity in standing committee leadership. The vice chair shall succeed the chair at the conclusion of the term of the chair. Standing committees shall consist of no fewer than 7 members, including the chair and vice chair. The chair and vice chair of a standing committee must be members of the Diversity Council; in addition, the majority of the committee membership shall be composed of members of the Council.

3.2. **Ad hoc committees.** Ad hoc committees shall consist of no fewer than three members, including the committee chair. The chair of an ad hoc committee must be a member of the Diversity Council. Membership of the ad hoc committee should be appropriately constituted to fulfill the committee charge, and may include Diversity Council members, other eligible UTMB employees, and/or external participants.

Section 4. **TERM.**

4.1. **Standing committee chair.** The term of a standing committee chair will be one year. The standing committee chair will be succeeded by the committee vice chair at the conclusion of the term.

4.2. **Standing committee vice chair.** The term of a standing committee vice chair entails a 2-year commitment, as follows: one year as the committee vice chair, and the second year as the committee chair.

4.3. **Council standing committee members.** Consistent with the 3-year term of Diversity Council members, committee members who are also members of the Diversity Council shall serve one-year renewable terms, up to a maximum of three consecutive years.

4.4. **Non-council standing committee members.** To assure both continuity and specific expertise, committee members who have left the Diversity Council and/or other eligible UTMB students and employees selected by the committee, shall serve one-year renewable terms, up to a maximum of three consecutive years.

4.5. **Ad hoc committees.** Ad hoc committee members, and chair, shall serve a term consistent with the charge established for such ad hoc committee.

Section 5. **APPOINTMENT TO COMMITTEES.** Committee members, chairs and vice-chairs shall be appointed with the approval of the Diversity Council.

5.1. **Standing committees.** The Director of Diversity & Inclusion, in consultation with the standing committee vice-chairs, shall make recommendations for appointments to standing committees in
accordance with the needs of the various committees. These appointments shall be made annually and become effective each July, concurrent with new members joining the Council.

5.1.1. **Standing committee chairs and vice-chairs.** Recommendations for chairs and vice chairs for the various standing committees shall be brought to Council for approval and shall become effective each September.

5.2. **Ad hoc committees.** The members and chair shall be appointed at the time the ad hoc committee is established.

Section 6. **VACANCIES.** Committee membership shall be reviewed annually, and committee member vacancies shall be filled each September (at the beginning of each fiscal year).

6.1. **Standing committee chair.** In the event a standing committee chair must vacate that position for any reason, the committee vice chair shall immediately succeed to the chair and complete the unexpired term of the chair.

6.2. **Standing committee vice-chair.** In the event a standing committee vice-chair must vacate that position for any reason, then the duration of that vacancy shall be determined. Should the duration of that vacancy be greater than six months, then a new appointment for vice-chair shall immediately be made to both complete the vice-chair term and assume the subsequent year commitment as the chair. Should the duration of that vacancy be fewer than six months, then the vacancy will be unfilled and the standing committee chair shall continue an additional year. In the event that continuing an additional year may extend beyond a 3-year term as a member of the Diversity Council, then an exception shall be allowed to Article III, Section 3.1 above, in this one event.

Section 7. **DUTIES AND RESPONSIBILITIES.** Committees are responsible for the execution of their charge(s), as described in Article III, Section 2 above.

7.1. **Conduct of committees.** Committees shall assure an environment that welcomes a diversity of viewpoints and encourages open discussion. Every member's opinion is valued, and committee members need to be prepared to participate.

7.2. **Duties of chair.** Committee chairs shall be responsible for calling and scheduling committee meetings, setting the committee agenda, presiding at committee meetings, and presenting committee reports. Committee chairs may consult with the co-chairs of the Diversity Council as to committee needs.

7.3. **Duties of vice-chair.** Committee vice-chairs shall assume the duties of the chair when the chair is absent and/or unable to perform the duties of the chair. Committee vice-chairs may consult with the co-chairs of the Diversity Council as to committee needs and annual review of committee membership.

7.4. **Duties of committee members.** Committee members are expected to perform such duties as necessary for the committee to complete its charge. This would include attendance at scheduled committee meetings, review and comment via electronic messaging, participation via teleconferencing, etc. The chair shall be notified of any expected absence or inability to participate. The committee member is expected to deal with the committee chair for an excused absence or for assistance to resolve problems in the member's ability to participate.

7.4.1. **Failure to participate.** Unexcused failure to participate in three consecutive committee meetings may result in the committee chair and vice-chair calling on the committee member to resolve the problem. In the event of irreconcilable conflicts, the committee chair may consult with other committee chairs to recommend re-appointment to an alternative committee. Failure to work
with the committee chair and vice-chair to resolve problems in participation may result in a recommendation to the Director of Diversity & Inclusion that the member be removed from the committee and/or the Council.

7.5. Documentation. The committees should maintain copies of working documents and attendance records. Final approved reports and documents submitted by all committees shall be maintained by the appropriate staff support of the Diversity Council.

ARTICLE IV
MEETINGS

Section 1. Council Meetings.

1.1. Regular Meetings. The Diversity Council shall meet monthly, unless advance notice of cancellation is given.

1.2. Special Meetings. Special meetings of the Council may be called at the discretion of the co-chairs, or upon written request made to the Department of Diversity & Inclusion by at least one-third of the membership.

1.3 Notification. The Department of Diversity & Inclusion shall deliver notice to all members, in writing or via electronic mail, of the date, time, place and agenda of all meetings.

1.3.1. Timing of notification. Notice of regular meetings shall be given five (5) days prior to such meetings. Notice of special meetings shall be given three (3) working days in advance. Written notice of the subjects to be considered at special meetings shall be sent at least 48-hours in advance.

1.3.2. Cancellation. Regular meetings shall not be cancelled without two (2) working days notification from the Department of Diversity & Inclusion.

1.3.3. Agenda. The agenda deadline is five (5) working days prior to the meeting. The agenda and minutes from the previous meeting are distributed five (5) working days prior to the meeting.

Section 2. Committee Meetings. Each committee shall meet as needed to complete their charge.

2.1. Committee Reports. Committees shall present a committee report at the full Council meeting monthly when actively conducting committee business, or at least annually should the committee have no business in hand.

2.2. Notification. The chair of the committee shall be responsible for calling committee meetings. Notice of such meetings will be given two (2) weeks in advance.

Section 3. Documentation. The Office of Diversity & Inclusion should maintain official records of the Diversity Council. This includes, but is not limited to, Council minutes, agendas, committee reports, handouts and other documents.
ARTICLE V
VOTING AND QUORUM

Section 1. VOTING.

1.1. Eligibility

1.1.1. In Council. Each of the council members shall be entitled to one vote on each matter brought to vote at the Diversity Council. Ex-officio members do not vote. Council chairs may only vote to break a tie. If a voting member cannot be present at a regular or special Council meeting, that member may not vote.

1.1.2. In Committee. Each of the appointed committee members shall be entitled to one vote on each matter brought to vote in committee. Officers of the Diversity Council and guests may participate in discussion but may not vote.

1.2. Means.

1.2.1. In Council. Permissible means include voice vote, show of hands, and ballot. Voting may only occur in person during the course of a regular or special Council meeting at which a quorum is established. No proxies are allowed as a means of voting.

1.2.2. In Committee. Decision making by committee should be by consensus of those members present at any committee meeting.

Section 2. QUORUM.

2.1. In Council. A minimum of 9 members shall constitute a quorum for Council decision-making on ordinary business. In the absence of a quorum, no vote may be taken, although the Council may continue to meet and discuss. The act of a quorum of members present at any council meeting shall be the act of the Council except in the case of amendments to bylaws, where a two-thirds vote is required.

2.2. In Committee. A minimum of 3 committee members shall constitute a quorum for committee decision-making.
ARTICLE VI
REMOVAL

All members of the Diversity Council (including ex-officio members) are responsible for the execution of their duties, as described in Article II, Section 7.2 above. Failure to perform said duties and responsibilities may result in removal from the Diversity Council by the President, upon recommendation from the Director of Diversity & Inclusion in consultation with the co-chair of the Council.

ARTICLE VII
AMENDMENTS TO BY-LAWS

These bylaws may be amended at any time by two-thirds vote of the Council at any regular or special meeting. Written notice of any proposed amendment shall be given to each member of the Council at least 30 days prior to the meeting.

ARTICLE VIII
PARLIAMENTARY PROCEDURE

Robert’s Rules of Order shall be the parliamentary authority on all matters not covered by the bylaws of the Diversity Council.

ARTICLE IX
ADHERENCE TO THE UTMB STANDARDS OF BEHAVIOR & COUNCIL GROUND RULES

To encourage and maintain a high level of ethical conduct and accountability, The Diversity Council, and the committees thereof, shall strictly abide by the following:

(a) The UTMB Standards of Behavior; and
(b) Diversity Council Ground Rules