

Board of Trustees of the University of Oregon

Motion on Policy on Retention and Delegation of Authority

Whereas, Sections 2, 2a, 2b, 3, 5, 8 to 18, 164, 165, 169 and 170 of Senate Bill 270 and the amendments to statutes and session laws by sections 24, 25, 28 to 37, 40 to 162 and 176 to 178 of Senate Bill 270 and the repeal of statutes by section 163 of Senate Bill 270 become operative on July 1, 2014.

Whereas, Section 172 of Senate Bill 270 provides that the State Board of Higher Education (State Board) and the Board of Trustees of the University of Oregon (Board of Trustees) may take any action before the operative date that is necessary for the State Board and the Board of Trustees to exercise on and after the operative date all of the duties, functions and powers conferred on the State Board and the Board of Trustees by Senate Bill 270.

Whereas, as provided in ORS 352.029, the Board of Trustees manages the affairs of the university by exercising and carrying out all of the powers, rights and duties that are expressly conferred upon the board by law, or that are implied by law or are incident to such powers, rights and duties.

Whereas, as provided in ORS 352.107, the Board of Trustees may establish policies for the organization, administration and development of the university which, to the extent set forth in those policies, shall have the force of law and may be enforced through university procedures that include an opportunity for appeal and in any court of competent jurisdiction.

Whereas, as provided in ORS 352.107, the Board of Trustees may perform any other acts that in the judgment of the Board are required, necessary or appropriate to accomplish the rights and responsibilities granted to the board and the university by law.

Whereas, as provided in ORS 352.146, the president and professors constitute the faculty and as such have the immediate government and discipline of a university with a governing board and the students therein, except as otherwise provided by law or action of the Board of Trustees. The faculty may, subject to the supervision of the Board and ORS 352.089 prescribe the course of study to be pursued in the university and the textbooks used.

Now, therefore, the Board of Trustees of Oregon adopts the Policy on Retention and Delegation of Authority attached hereto as Exhibit A.

Record of Vote Follows

Moved by Ross Kari

Seconded by Ginevra Ralph

Trustee	Yes	No
Connie Ballmer	X	
Peter Bragdon	X	
Rudy Chapa	X	
Andrew Colas	X	
Ann Curry	X	
Sam Dotters-Katz	X	
Allyn Ford	X	
Susan Gary	Not Present	Not Present
Joseph Gonyea III	X	
Ross Kari	X	
Chuck Lillis	X	
Ginevra Ralph	X	
Mary Wilcox	X	
Kurt Willcox	X	

Dated this 12 day of June, 2014.

**Board of Trustees of the University of Oregon
Policy on Retention and Delegation of Authority**

Preamble

As provided in ORS 352.025, the Legislative Assembly has found that the State of Oregon will benefit from having public universities with governing boards that provide transparency, public accountability and support for the university and act in the best interests of both the university and the State of Oregon as a whole.

As provided in ORS 352.029, the Board of Trustees manages the affairs of the university by exercising and carrying out all of the powers, rights and duties that are expressly conferred upon the board by law, or that are implied by law or are incident to such powers, rights and duties.

As provided in ORS 352.107, the Board of Trustees may perform any other acts that in the judgment of the Board are required, necessary or appropriate to accomplish the rights and responsibilities granted to the board and the university by law.

As provided in ORS 352.096, the president of the university is the president of the faculty. The president is also the executive and governing officer of the university, except as otherwise provided by statute or action of the governing board. Subject to the supervision of the governing board, the president of the university has authority to direct the affairs of the university.

As provided in ORS 352.146, the president and professors constitute the faculty and as such have the immediate government and discipline of a university with a governing board and the students therein, except as otherwise provided by law or action of the Board of Trustees. The faculty may, subject to the supervision of the Board and ORS 352.089 prescribe the course of study to be pursued in the university and the textbooks used.

Nothing in this Policy affects any collective bargaining agreement entered into prior to the adoption of this Policy.

1.0 Authority of the Board of Trustees; Appointment of the President of the University

1.1 Board Authority. The Board of Trustees is the final University authority and has full control of the University and its property of various kinds. The Board may take any and all Board actions as it determines necessary or appropriate to the extent permitted by law. Board actions have precedence over other policies, standards, directives and other actions of the University and its constituent parts. Any policies, standards, directives and other actions of the University and its constituent parts shall be consistent with Board actions. To the extent permitted by law, The Board may review and intervene in any and all aspects of the University; modify any policy, standard, or directive; amend or rescind any existing policy, standard or directive; and enact and issue such policies, standards and directives as it deems proper for the University. The Board shall adopt a mission statement for the University in consultation with the faculty, students and staff members.

1.2 Appointment of the President of the University. As provided in ORS 352.096, in consultation with the Governor, or the Governor's designee, the Board shall appoint and employ a President of the University. Except in the case of an interim or acting president, the hiring committee for the president of the University shall include representatives of the university community and at least one other president of a public university based in Oregon. The President reports exclusively to the Board, and the Board supervises the President. The Board shall prescribe the President's compensation and terms and conditions of employment and is responsible for the reappointment or removal of the President. The President shall perform such duties as are assigned by the Board. Except as otherwise provided by law or Board action, the President is the executive and governing officer of the University and President of the faculty. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to the affairs of the University.

1.3 University Budget. The Board shall adopt the budget of the University.

1.4 Tuition and Fees.

1.4.1 The Board shall determine tuition and mandatory enrollment fees in accordance with ORS 352.102, ORS 352.105, and other applicable law.

1.4.2 The incidental fee is a mandatory enrollment fee. The recognized student government will, in consultation with the President, establish a process for requesting the amount of the incidental fee, all uses of the proceeds of the incidental fee, and the modification of the existing incidental fee.

1.4.3 The amount of the incidental fee, uses of the proceeds of the incidental fee, and a decision to modify the existing incidental fee may be refused by the Board or the President if the Board or President determines that: (a) the recognized student government assessed or allocated the mandatory incidental fees in violation of applicable local, state or federal law; or (b) The allocation conflicts with a preexisting contractual financial commitment; or (c) the total mandatory incidental fees budget is an increase of more than five percent over the level of the previous year; or (d) the request is not advantageous to the cultural or physical development of students.

1.4.4 The mandatory incidental fee, use of the fee or decision to modify an existing fee may not be refused by the Board or the President based on considerations about the point of view that the funding seeks to advance.

1.4.5 The President determines all other fees, fines and charges, after providing notice to the Board. In arriving at a determination of fees, fines and charges, the President shall consult with employees and students as the President deems appropriate.

1.5 Student Conduct. The Board has the authority to establish written standards of student conduct in consultation with the President, faculty and students.

1.6 Employees and Volunteers.

1.6.1 The Board has the authority, subject to any collective bargaining agreements, to appoint and employ any instructional, research, administrative, professional, trade, occupational and other personnel as are necessary or appropriate and establish their compensation

and other terms and conditions of employment. The Board also has the authority to appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers. The Board has delegated the authority described in this subsection as set forth in Board actions.

- 1.6.2 Subject to any collective bargaining agreements, the Board has the authority to establish written codes of conduct for instructional, research, administrative, professional, trade, occupational and other personnel, including volunteers.

1.7 Business and Administrative Affairs. The Board retains authority for the following:

- 1.7.1 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.
- 1.7.2 The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$5,000,000.
- 1.7.3 The approval of the appointment of external auditors.
- 1.7.4 The approval of a capital project budget that is anticipated to exceed \$5,000,000, including for architects, construction managers, engineers and other professional consultants; and approval of any increase to a capital project budget that causes the total of all increases to the capital project budget to exceed \$5,000,000.
- 1.7.5 The approval of the execution of instruments relating to any borrowing or debt finance transactions which are or may be in excess of \$5,000,000, singularly or in the aggregate.
- 1.7.6 The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$5,000,000, unless the shares, stock or other equity or interests in or obligations of the entity are publicly traded or provided through the State Treasurer, University of Oregon Foundation or a brokerage firm, investment bank, depository or other licensed firm.
- 1.7.7 Consent to the encumbrance of University real property by the State of Oregon.
- 1.7.8 The approval of the execution of any other instruments, including but not limited to instruments related to the acquisition, disposal or provision of goods and services, where the anticipated cost or value to the University exceeds \$5,000,000; and approval of any increase or decrease in cost or value that causes the total of all increases or decreases in cost or value to exceed \$5,000,000. When the ultimate aggregate cost to the University is not known in advance for instruments relating to the acquisition, disposal or provision of goods or services on a continuing or intermittent basis (e.g. rental, service, or supply contracts), the amounts set forth in this paragraph shall be calculated on an annual basis.
- 1.7.9 The approval of the execution of any instrument that the President, Treasurer, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.

1.8 Academic Programs; Degrees; Admissions.

- 1.8.1 The Board has the authority to establish, eliminate, control or substantially reorganize academic programs and units of operation. Any significant change in the University's

academic programs as defined by the Higher Education Coordinating Commission must be approved by the Board prior to submission to the Commission.

- 1.8.2 The Board confers academic degrees, certificates and other forms of recognition upon the recommendation of the faculty. Such academic degrees, certificates and other forms of recognition are granted in the name of the Board of Trustees of the University of Oregon and are executed by the Board Chair and the University President. The Board reserves the right to review and approve the granting of any degree, certificate or recognition. The Board shall have the exclusive authority to approve honorary degrees.
 - 1.8.3 The Board has the authority to establish standards, qualifications, policies and practices relating to admission to study at the University and the curriculum, grading, credits, scholarships, and academic standards of the University. Except as set forth in law or Board action, the faculty (the "president and professors") has the immediate government and discipline of the university and the students therein and the authority to prescribe the course of study to be pursued in the University and the textbooks to be used. The faculty shall have primary authority over choice of method of instruction; subject matter to be taught; academic standards for admitting students; and standards of student competence in a discipline.
- 1.9 Gifts. The Board retains authority for the acceptance of the following gifts:
- 1.9.1 Gifts that create obligations on the part of the University for which there is no established funding source.
 - 1.9.2 Gifts with a value exceeding \$5,000,000 which involve: (1) Construction of facilities not previously approved; or (2) Non-traditional investment assets (such as real estate, debt instruments, closely held stock, partnership interests, permanent insurance policies, royalties, copyrights, licenses, and other illiquid assets); provided that gifts described in this subsection with a value between \$1,000,000 and \$5,000,000 will be reported to the Board of Trustees quarterly.
 - 1.9.3 A gift requiring naming of a University building or outdoor area.
 - 1.9.4 Any other gift that the President, Treasurer, or a majority of the Board of Trustees deems appropriate for Board consideration.
 - 1.9.5 Current gifts of non-traditional investment assets, charitable lead trusts where the University is to act as trustee, bargain sale gifts of property, and partial interest gifts.
 - 1.9.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.
 - 1.9.7 Gifts of real estate, interests in real estate, or gifts of debt instruments secured by real estate from other than the University of Oregon Foundation. The Treasurer shall determine in each such case, including when the gift is from the University of Oregon Foundation, whether a hazardous waste inquiry or other due diligence is required, and the scope and extent of such inquiry. The President and the Treasurer, in consultation with the Vice President for Advancement, shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

1.10 Gifts to the University of Oregon Foundation. Gifts to the University of Oregon Foundation shall be accepted by the University of Oregon Foundation in accordance with then-current agreements between the University and the Foundation (as may be amended from time to time).

2.0 Policies, Standards and Directives

2.1 Governing Documents. The University shall have the following governing documents:

- 2.1.1 Bylaws of the University of Oregon, policies, standards, directives and other actions approved by the Board of Trustees or a committee of the Board as appropriate ("Board actions").
- 2.1.2 Policies, standards and directives approved by the President of the University regarding matters within the authority of the President ("Presidential actions").
- 2.1.3 A University Constitution as described in this policy by which the President, professors and University constituencies shall exercise their shared governance roles in accordance with ORS Chapter 352.

2.2 Force of Law; Emergency and Temporary Actions. Board actions shall have the force of law to the extent set forth therein. Emergency and temporary Presidential actions may have the force of law to the extent set forth therein. Any Board action or Presidential action that is intended to have the force of law must include an opportunity for appeal.

2.3 Enforcement. Any Board action or Presidential action may be enforced by the University through internal procedures and in any court of competent jurisdiction. All Board actions and Presidential actions are binding on University employees, students, volunteers, contractors and members of the public, except as set forth therein.

2.4 Public Notice. Except for emergency and temporary Board actions and Presidential actions, meeting materials and public notice shall be provided according to the Oregon Public Meetings Law.

2.5 Posting. After approval, emergency and temporary Board actions and Presidential actions shall be posted on the University website in a manner reasonably calculated to provide public notice of the approval.

3.0 Authority of the President of the University

3.1 Executive and Governing Officer; Delegation. The President of the University is the executive and governing officer of the University, except as otherwise provided by statute or Board actions. Subject to the supervision of the Board and Board action, the President shall direct the affairs of the University. The authorities and responsibilities of the President of the University include, but are not limited to, the authorities and responsibilities set forth in and modified by section 1.0 and this section 3.0, and the President may delegate any authorities and responsibilities, except as provided by Board actions. Any delegation must be consistent with Board actions. The President remains responsible for the proper functioning of the University, notwithstanding any delegation.

3.2 Policies, Standards and Directives; Consultation. The President of the University shall formulate, prescribe and issue Presidential actions regarding matters within the authority of the President when the Board or the President deems it necessary or appropriate. Any Presidential actions are subordinate to and must be consistent with Board actions. In carrying out these duties, the President shall consult with the faculty, other employees, and students as deemed appropriate by the President. Consultation shall not remove from the President the authority and the responsibility vested in the President by law and Board actions.

3.3 Emergency and Temporary Actions; Technical Corrections. The President of the University shall establish emergency and temporary policies, standards and directives when the Board or the President deems it necessary or appropriate. Such policies, standards and directives may have the scope and force of Board actions and must be reported to the Board expeditiously. Pursuant to expedited procedures, the President of the University may amend Board actions and Presidential actions in order to correct typographical errors, make address or formatting changes, or clarify language without changing their effect. Such amendments must be reported to the Board quarterly. The President may make expedited repeals of Board actions (upon notice to the Board) and Presidential actions, provided that expedited repeals of Board actions must be ratified at the next Board or Executive Committee meeting.

3.4 Committees, Councils and Advisory Groups. The President of the University shall establish and define the charge of any and all University committees, councils, and advisory groups, except as provided in Board action. The establishment and charge of any and all University committees, councils and advisory groups shall be consistent with law and Board actions. The recommendations and reports of all committees, councils and advisory groups shall be made to the President. The President shall inform the Executive Committee of the Board regarding significant recommendations and reports related to the affairs of the University. Upon request by the Chair of the Board or a majority of the Trustees, the President shall provide the Board with a recommendation or report of a University committee, council or advisory group.

3.5 Students. Subject to Board action, the President is responsible for development and administration of University policies and rules governing the role of students and their conduct. In carrying out this responsibility, the President shall take into account the views of students, faculty, and others. The guidelines for student conduct which set forth prohibited conduct and provide for appropriate disciplinary hearings and sanctions for violations of institutional rules must be consistent with standards of procedural fairness. The Board recognizes and affirms the importance of active student involvement in the deliberative and decision-making processes.

3.6. University Personnel.

3.6.1 The President of the University shall act for the Board of Trustees regarding all personnel and employment matters, including labor relations and approval of collective bargaining agreements. Subject to Board action, the President has the exclusive authority to and shall establish necessary or appropriate written policies, standards and directives covering all employees not represented by a collective bargaining organization and necessary or appropriate written policies, standards and directives covering employees represented by a collective bargaining organization, subject to any

legal obligation to negotiate the terms and conditions of such policies, standards and directives with the exclusive representative of the relevant bargaining unit. Upon request by the Chair of the Board or a majority of the Board, the President shall provide the Board with requested information regarding personnel and employment matters, including labor relations and collective bargaining.

3.6.2 In a manner consistent with applicable state law and applicable collective bargaining agreements, the President may appoint any instructional, research, administrative, professional, trade, occupational and other personnel as are necessary or appropriate and establish their compensation and other terms and conditions of employment.

3.6.3 The President may appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers.

3.7 Research Grants and Contracts. The President of the University shall act for the Board of Trustees regarding grants and contracts for research, development, service, and training. However, a quarterly report to the Board is required for each initial contract or grant award that exceeds \$5,000,000, and when any increase or decrease to a contract or grant award causes the total of all increases or decreases to the contract or grant award to exceed \$5,000,000.

3.8 Execution and Administration of University Affairs. Except as provided by Board action, the President of the University shall act for the Board regarding the execution and administration of instruments and the affairs of the University. Notwithstanding the dollar limits specified in section 1.0 above, the President shall act for the Board of Trustees regarding the execution and administration of all instruments, business affairs, and operations relating to:

3.8.1 Acquisition of electricity, natural gas, sewer, water, and all other utility services;

3.8.2 Subcontracts for collaborative research entered into in furtherance of sponsored research programs.

3.8.3 The acquisition of goods and services made by participating in contracts entered into by group purchasing organizations or pursuant to collaborative purchasing initiatives with public or non-profit entities.

3.8.4 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board of Trustees.

3.8.5 The acquisition of goods and services for sponsored research programs when the source of the goods or services is directed by the sponsor, or the sponsor retains title to the goods acquired.

3.8.6 The settlement of claims or lawsuits brought against the University.

3.8.7 The acquisition of insurance or self-insurance.

3.8.8 Leases and licenses of real property and modifications thereto of up to 20 years.

3.8.9 Deferred gift assets.

3.8.10 Real property acquired through gift or devise from the University of Oregon Foundation;

3.8.10 The protection of the University's interests, property and operations in an emergency.

- 3.8.12 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business;
- 3.8.13 The selection of depositories and investments.
- 3.8.14 The execution of instruments or the conduct of business affairs where approval by the Board or a Board committee is impractical due to time or other constraints. The President shall submit a report of any actions taken pursuant to this delegation to the Board of Trustees or its Executive Committee on or before the next regularly scheduled meeting.

3.9 Legal Action. The President of the University shall act for the Board of Trustees regarding all legal action necessary or appropriate to protect the interests of the University. However, no litigation shall be instituted against a public entity or official or in exercise of the power of eminent domain without approval by the Board of Trustees. The Board Chair may authorize the institution of other litigation.

3.10 Gifts. Subject to Board action, the President of the University shall act for the Board of Trustees regarding all current and deferred gifts to the University, including gifts to establish quasi-endowed or permanently endowed funds. Notwithstanding any delegation by the President, a gift with unusual terms or conditions affecting an academic program shall be accepted only with the concurrence of the President to the proposed terms or conditions. The proceeds of any gift, devise, bequest, or contribution received by the University shall be administered in accordance with the intention of the donor and any directions of the Board of Trustees in accepting the gift. Wherever possible, the University of Oregon Foundation shall manage gifts. The President of the University is authorized to act for the Board of Trustees regarding the disposition of gifts.

3.11 Fees, Fines and Charges. Subject to Board action and applicable laws, the President of the University shall establish fees, fines, and charges after providing notice to the Board. In arriving at a determination of fees, fines and charges, the President shall consult with employees and students as the President deems appropriate. The President shall enforce the collection of tuition, mandatory enrollment fees, other fees, fines, charges, and all other amounts due to the University.

4.0 Authority of the Faculty

4.1 Role of the Faculty. As provided in ORS 352.146, the faculty, which consists of the President and the professors, has:

- 4.1.1 The immediate government and discipline of the university and the students therein, except as otherwise provided by law or action of the Board.
- 4.1.2 The authority, subject to the supervision of the Board, to prescribe the course of study to be pursued in the University and the textbooks to be used.

4.2 The President and the Professors. The President and the professors constitute the faculty. The President of the University is the president of the faculty. Shared governance, as a principle in American higher education, is embedded in longstanding practices, and reflects the regard for all stakeholders in

the academic endeavors of the University.

4.3 Higher Education Coordinating Commission. Any significant change in the University's academic programs as defined by the Higher Education Coordinating Commission must be approved by the Board prior to submission to the Commission.

4.4 University Constitution. The faculty has adopted a University Constitution which was ratified by the President in 2011. A University Constitution, and any amendments to it, must be consistent with law and Board actions.

4.5 Modification. A University Constitution is subject to modification as set forth therein or by the Board of Trustees in consultation with the President and the professors consistent with applicable law.

5.0 Channel of Authority

The faculty and officers and employees of the University shall, through appropriate channels, be responsible to the President of the University and through the President to the Board of Trustees, except that the Treasurer, General Counsel and Secretary are responsible to the Board in relation to the business of the Board.