

## PACKET VERSION 2

On November 30th section 3.2 of the policy statement on trustee selection was amended to provide clarifying language.

### NOTICE OF PUBLIC MEETING

The Executive, Audit, and Governance Committee of the Board of Trustees of the University of Oregon will hold a meeting on the date and at the location set forth below. Subjects of the meeting will include: review of proposed governance document changes and additions and an update on the Office of Internal Audit.

**Monday, December 4 at 11:15 a.m. Pacific Time**  
Ford Alumni Center, Giustina Ballroom

The meeting will be webcast, with a link available at <https://trustees.uoregon.edu/meetings>.

Sign language for the deaf or hard of hearing should be requested at least 48 hours in advance of the posted meeting time by contacting Jennifer LaBelle at (541) 346-3166 or emailing [trustees@uoregon.edu](mailto:trustees@uoregon.edu). Please specify the sign language preference.

**Board of Trustees | Executive, Audit, and Governance Committee**  
**Public Meeting | December 4 | 11:15 p.m.**  
**Ford Alumni Center | Eugene Campus**

**Convene**

- Call to order, roll call

- 1. Governance Policy Review.** Elisa Hornecker, Trustee.
  - 1.1** Resolution: Amendment to Policy on Retention and Delegation of Authority
  - 1.2** Resolution: Policy on Public Comment
  - 1.3** Resolution: Policy on Presidential Selection
  - 1.4** Resolution: Policy on Trustee Appointment
  - 1.5** Resolution: Policy on Board Self-Evaluation
  
- 2. Internal Audit Update.** President Karl Scholz.

**Meeting Adjourns**

# **Agenda Item #1**

## **Governance Document Approval**

- 1.1** Resolution: Amendment to Policy on Retention and Delegation of Authority
  - 1.2** Resolution: Policy on Public Comment
  - 1.3** Resolution: Policy on Presidential Selection
  - 1.4** Resolution: Policy on Trustee Appointment
  - 1.5** Resolution: Policy on Board Self-Evaluation

As a part of the Board's commitment to effective governance, periodic review of the Board's governing documents is necessary to ensure alignment with current state legislation, best practice, and in operational alignment with university procedures.

To advise the Board Chair on any necessary changes to Board governing documents, a workgroup comprised of trustees and administrators reviewed the Board's bylaws and have made several recommendations for consideration. Before the Board for approval are proposed updates to the Board's Policy on Retention and Delegation of Authority, and four stand-alone policy statements that are responsive to recent changes in State law. In addition to the attached redline and accompanying resolutions, below are summaries of key substantive amendments to both documents.

#### **Retention and Delegation (Exhibit A)**

- Section 1 – Moves authority of the Board to establish codes of conduct for university staff to section three, where the authority is delegated to the President. Increases financial threshold for construction and real estate related projects requiring Board authority. Moves authority to accept gifts of non-traditional investment assets and deferred gifts to the President as outlined in Section 3. Adds the UO Alumni Association to the entities that receive gifts for the university in accordance with agreements with the university. Makes technical adjustments.
- Section 2 – Removes unnecessary language regarding public notice and public meeting requirements given obligation under state statute to comply with Oregon Public Meeting Law. Makes technical adjustments.
- Section 3 – Delegates authority from Section 1 to the President to establish codes of conduct for university employees. Increases financial threshold for research grants or contracts that must be reported to the Board. Inserts authority for the President to accept gifts of non-traditional investment assets and deferred gifts. Adds authority of the President to execute agreements with the Higher Education Coordinating Commission related to grants or loan agreements to accept state appropriations to the university. In accordance with recent state legislation, delegates to the President new requirement to conduct ongoing reviews of the practices and policies of the university relating to transparency and access. Makes technical adjustments.
- Section 4 – No changes
- Section 5 – No changes.

#### **New State Requirements on Board Policy**

Senate Bill 273, passed during the 2023 Legislative session requires institutional governing boards in the state of Oregon adopt policies on several operational matters. These requirements have been integrated into recent updates to the Board's Bylaws, proposed updates to the Policy on Retention and Delegation of Authority, or are put forward in four new policy statements:

Public Comment – Exhibit B  
Presidential Selection – Exhibit C  
Trustee Appointment – Exhibit D  
Board Self- Evaluation – Exhibit E

Below is a summary with the specific statutory language and the policy statement where the new language can be found.

*Senate Bill 273: SECTION 3. The governing board of each public university listed in ORS 352.002 shall formally adopt policies that:*

*(1) Provide the opportunity at all regularly scheduled meetings of the governing board for live comments; - **1.1 OF POLICY ON PUBLIC COMMENT GUIDELINES***

*(2) Allow a representative from official student, faculty and nonfaculty staff governance organizations to provide comments or report to the governing board at regularly scheduled meetings of the governing board; - **SECTION 3 OF POLICY ON PUBLIC COMMENT GUIDELINES***

*(3) Allow a representative from official campus labor organizations to provide comments or report to the governing board at regularly scheduled meetings of the governing board, if the representative has requested the opportunity to provide comments or report to the board in advance of the meeting; - **SECTION 4 OF POLICY ON PUBLIC COMMENT GUIDELINES***

*(4) Require the inclusion of at least one faculty member, one nonfaculty staff member and one member of the student body as part of presidential search committees; - **SECTION 2 OF POLICY ON PRESIDENTIAL SEARCHES***

*(5) Ensure that all members of the governing board are provided with institutional electronic mail addresses; - **UPDATED IN BYLAWS 9/12/23***

*(6) Require the public university to clearly and publicly post the electronic mail addresses described in subsection (5) of this section on the website of the public university; - **UPDATED IN BYLAWS 9/12/23***

*(7) Require ongoing reviews of the practices and policies of the public university relating to transparency and access; - **PROPOSED AMENDMENT TO POLICY ON RETENTION AND DELEGATION OF AUTHORITY***

*(8) Require the inclusion and participation of faculty, nonfaculty staff and student representatives when conducting the reviews described in subsection (7) of this section - **PROPOSED AMENDMENT TO POLICY ON RETENTION AND DELEGATION OF AUTHORITY***

*(9) Require that the governing board, or the designee of the governing board, respond to questions that arise from public comments at meetings of the governing board; - **SECTION 1.2 OF POLICY ON PUBLIC COMMENT GUIDELINES***

*(10) Memorialize the process for filling appointments to the governing board; - **POLICY ON TRUSTEE APPOINTMENT***

*(11) Require that when a vacancy on the governing board is expected:*

*(a) At a public meeting, the governing board will assess the needs of the board and identify the ideal characteristics of any individual chosen to fill the vacancy, including but not limited to preferred skill sets, experience or geographic representation; SECTION 3.2 OF POLICY ON TRUSTEE APPOINTMENT*

*(b) The governing board will invite members of the public university community to submit recommendations about the ideal characteristics described in paragraph (a) of this subsection to the board; and - SECTION 3.3 OF POLICY ON TRUSTEE APPOINTMENT*

*(c) That when the governing board notifies the Governor that there will be a vacancy on the board, the board also communicates to the Governor the ideal characteristics identified in paragraphs (a) and (b) of this subsection; and SECTION 3.3 OF POLICY ON TRUSTEE APPOINTMENT*

*(12) Require the governing board to: - POLICY ON BOARD SELF-EVALUATION*

*(a) Regularly conduct a self-evaluation; and*

*(b) At each self-evaluation, provide an opportunity for the university community to provide written input or public testimony evaluating the work of the board.*

**Executive, Audit, and Governance Committee  
Board of Trustees of the University of Oregon**

**Resolution: Adoption of Amendments to Policy on Retention and Delegation of Authority**

WHEREAS, the University of Oregon (University) is governed by, and the business and affairs of the University are ultimately overseen by, the Board of Trustees as described in ORS Chapter 352;

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 352.087(1)(m), 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;

WHEREAS, effective governance is benefited by the Board’s periodic review of its governing documents to ensure alignment with best practice and state statute;

WHEREAS, a review of the Policy on Retention and Delegation of Authority has resulted in recommended changes outlined in Exhibit A, attached to this resolution;

WHEREAS, the Policy on Committees authorizes the Executive, Audit, and Governance Committee to submit items to the full Board as a seconded motion, recommending passage.

NOW, THEREFORE, the Executive, Audit, and Governance Committee of the Board of Trustees of the University of Oregon hereby refers to the full Board of Trustees the recommendation approving the amendments to the Board’s Policy on Retention and Delegation of Authority as outlined in Exhibit A.

Moved: \_\_\_\_\_ Seconded: \_\_\_\_\_

Trustee	Vote	Trustee	Vote
Aaron		Hornecker	
Evans Jackman		Seeley	
Holwerda		Storment	

*Record here if voice vote without dissent rather than roll call:* \_\_\_\_\_

Dated: \_\_\_\_\_ Recorded: \_\_\_\_\_

**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 352.087, 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, periodically, 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 352.103, ORS 352.105, and other applicable law.

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

1.6.1 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.

1.6.2 The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$8,500,000. However, a quarterly report to the Board is required for each execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$5,000,000 but is less than \$8,500,000.

1.6.3 The approval of the appointment of external auditors.

1.6.4 The approval of a capital project budget that is anticipated to exceed \$8,500,000, including for architects, construction managers, engineers and other professional consultants; and approval of any increase to a board-approved capital project budget that causes the total of all increases to the capital project budget to exceed \$8,500,000 or fifteen percent (15%) of the approved budget, whichever is greater. However, a quarterly report to the Board is required for each capital project that exceeds \$5,000,000 but is less than \$8,500,000.

- 1.6.5 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.
  - 1.6.6 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.
  - 1.6.7 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.
  - 1.6.8 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.
- 1.7 Academic Programs; Degrees; Admissions.
- 1.7.1 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.
  - 1.7.2 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.
  - 1.7.3 Except as provided by Board action, the President of the University 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.

1.8 Gifts. The Board retains authority for the acceptance of the following gifts to the University:

- 1.8.1 Gifts that create obligations on the part of the University for which there is no established funding source.
- 1.8.2 Gifts with a value exceeding \$5,000,000 which involve construction of facilities not previously approved, 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.
- 1.8.3 A gift requiring naming of a University building or outdoor area.
- 1.8.4 Any other gift that the President, Treasurer, or a majority of the Board of Trustees deems appropriate for Board consideration.
- 1.8.5 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.

1.9 Gifts to the University of Oregon Foundation and the Alumni Association of the University of Oregon. Gifts to the University of Oregon Foundation and the Alumni Association of the University of Oregon shall be accepted by the University of Oregon Foundation or Alumni Association of the University of Oregon, as appropriate, in accordance with then-current agreements between the University and the Foundation or the University and Association (as may be amended periodically).

## 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.

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.

### **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 procedures 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 policies and procedures 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. Subject to ORS 352.076, 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.

3.6.4 Subject to any collective bargaining agreements, the President has the authority to establish written codes of conduct for instructional, research, administrative, professional, trade, occupational and other personnel, including 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 The acceptance of current gifts of non-traditional investment assets, including but not limited to charitable lead trusts, bargain sale gifts of property, and partial interest gifts.
- 3.8.10 The acceptance of deferred gift assets.
- 3.8.11 Real property acquired through gift or devise from the University of Oregon Foundation;
- 3.8.12 The protection of the University's interests, property and operations in an emergency.
- 3.8.13 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business;
- 3.8.14 The selection of depositories and investments.
- 3.8.15 [Instruments from the Higher Education Coordinating Commission, including, but not limited to, grant or loan agreements, to convey funds or state appropriation to the University.](#)
- 3.8.16 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.

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.

3.12 Transparency Practices. As described in ORS 352.076, the President shall conduct ongoing reviews of the practices and policies of the university relating to transparency and access. When conducting the reviews the President shall include faculty, nonfaculty staff and student representatives.

#### **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 committee responsible for academic affairs 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**

PROPOSED REDLINES TO SEPTEMBER 2021 ADOPTED VERSION – FALL 2023

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.



**Executive, Audit, and Governance Committee  
Board of Trustees of the University of Oregon**

**Resolution: Adoption of Policy Statement on Public Comment**

WHEREAS, the University of Oregon (University) is governed by, and the business and affairs of the University are ultimately overseen by, the Board of Trustees as described in ORS Chapter 352;

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 352.087(1)(m), 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;

WHEREAS, Senate Bill 273, passed by the Oregon Legislature in 2023 requires governing Boards to establish policy relating to specific requirements regarding public comment at Board meetings;

WHEREAS, the Policy on Committees authorizes the Executive, Audit, and Governance Committee to submit items to the full Board as a seconded motion, recommending passage.

NOW, THEREFORE, the Executive, Audit, and Governance Committee of the Board of Trustees of the University of Oregon hereby refers to the full Board of Trustees the recommendation approving the policy statement on public comment at Board meetings described in Exhibit B.

Moved: \_\_\_\_\_ Seconded: \_\_\_\_\_

Trustee	Vote	Trustee	Vote
Aaron		Hornecker	
Evans Jackman		Seeley	
Holwerda		Storment	

*Record here if voice vote without dissent rather than roll call:* \_\_\_\_\_

Dated: \_\_\_\_\_ Recorded: \_\_\_\_\_

## Public Meetings and Constituent Participation Policy

The Board of Trustees of the University of Oregon (the “Board”) believes that public comment and participation is an important component of effective governance. Additionally, the Board strives to ensure that its partners in shared governance at UO have meaningful opportunities to provide reports and feedback to the board at its regularly scheduled meetings.

### **Section 1- Comments by members of the public**

*1.1 The Board will provide a live public comment period at each regularly scheduled Board meeting.*

*1.2 The Board, or an assigned designee, will provide a response to questions that arise from the public comment period within 60 days of each regularly scheduled meeting.*

### **Section 2- Public Comment Guidelines**

2.1 Public comments must align with the Board’s published Public Comment Guidelines

2.2 Priority in public comment will be given to topics before the Board on the given meeting’s agenda. The Board Chair may grant an exception to this priority if no other individual is waiting to comment on an agenda item if time allows. The Board Chair may call individuals out of order to ensure that as many relevant viewpoints as possible are heard. The Chair may also ask that groups designate one spokesperson to make comments on a given topic.

2.3 Each full Board meeting will generally include 30 minutes scheduled for public comment.

2.4 Each person providing public comment is generally limited to three minutes. This time may be adjusted at the discretion of the Board Chair to include a greater number of participants.

2.5 Those wishing to make public comment at a meeting of the Board need to sign-up and provide their name, email, phone and relationship to the University either on the public sign-up sheet available at the meeting, or at least 24 hours prior to the meeting by emailing the Board.

2.6 Individuals wishing to provide written information to the Board may do so by emailing the Board at least 24 hours ahead of a meeting or bringing 30 copies of the material to the meeting, or delivering 30 copies to the Office of the Secretary 48 hours before the meeting.

2.7 The Board Chair and the Secretary will determine whether submitted material is appropriate for dissemination to trustees based on the University’s bylaws. Documents provided to the board are public records.

**Section 3- Participation by Campus Shared Governance Organizations**

*3.1 A representative from the Associated Students of the University of Oregon will be allowed to provide comments and submit a report at each regularly scheduled Board meeting.*

*3.2 A representative from the University of Oregon Senate will be allowed to provide comments and submit a report at each regularly scheduled Board meeting.*

**Section 4- Participation by Campus Labor and Employee Organizations**

*4.1 A representative from each official campus labor organization certified by the Employment Relations Board, will be allowed to provide comments and submit a report at each regularly scheduled Board meeting if requested.*

*4.2 A representative from the Officers of Administration Council will be allowed to provide comments and submit a report at each regularly scheduled Board meeting if requested.*

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**Executive, Audit, and Governance Committee  
Board of Trustees of the University of Oregon**

**Resolution: Adoption of Policy Statement on Presidential Selection**

WHEREAS, the University of Oregon (University) is governed by, and the business and affairs of the University are ultimately overseen by, the Board of Trustees as described in ORS Chapter 352;

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 352.087(1)(m), 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;

WHEREAS, Senate Bill 273, passed by the Oregon Legislature in 2023 requires governing Boards to establish policy relating to specific requirements regarding the process for selecting a new permanent president for the university;

WHEREAS, the Policy on Committees authorizes the Executive, Audit, and Governance Committee to submit items to the full Board as a seconded motion, recommending passage.

NOW, THEREFORE, the Executive, Audit, and Governance Committee of the Board of Trustees of the University of Oregon hereby refers to the full Board of Trustees the recommendation approving the policy statement on the process for selecting a new permanent president for the university described in Exhibit C.

Moved: \_\_\_\_\_ Seconded: \_\_\_\_\_

Trustee	Vote	Trustee	Vote
Aaron		Hornecker	
Evans Jackman		Seeley	
Holwerda		Storment	

*Record here if voice vote without dissent rather than roll call:* \_\_\_\_\_

Dated: \_\_\_\_\_ Recorded: \_\_\_\_\_

## Presidential Search Policy

The Board of Trustees of the University of Oregon (the “Board”) recognizes that the recruitment and selection of a university president is one of the most critical decisions that the board will undertake. The impact of the decision will impact all members of the university community including students, faculty, staff, alumni, and the state of Oregon.

It is essential that the Board can attract and retain an exceptionally qualified individual to serve as President so that the University can best achieve its mission and goals and serve the citizens of Oregon.

The Board is committed to having an open and inclusive process that engages and keeps the campus community informed at various points in the process.

### **Section 1- Appointment of an Interim President and commencement of Presidential search**

1.0 When a vacancy arises, the Board will appoint an interim president. Board Chair will consider diverse, and well-qualified candidates with a strong working knowledge of the University of Oregon and recommend candidate(s) to the Board for approval.

1.1 Although the Board retains the responsibility for the selection and appointment of UO’s President, the Board delegates to the Chair of the Board (“Chair”) the responsibility and authority to manage the search process and forward finalist(s) to the full Board for review and consideration.

### **Section 2- Formation of a search committee for permanent president**

2.0 To help facilitate a successful search, the Board chair will appoint a search committee that must include individuals that represent each of the following constituencies.

1. the Board
2. statutory faculty
3. current UO students
4. administrative staff (non-faculty)
5. classified staff
6. alumni
7. UO Foundation

2.1 The search committee must include a president of a public university based in Oregon.

2.2 The committee will include a search advocate to help ensure an inclusive process that gives due consideration to a diverse pool of candidates.

2.3 The search committee will be chaired by a trustee who will serve as the spokesperson for the committee.

2.4 The Chair will charge the Presidential Search Committee with organizing and executing all aspects of the arriving at a slate of finalists for the position as UO's next president, to be forwarded to the Board Chair.

2.5 The Board Chair may retain the services of a search firm to assist with the search.

2.6 The University Secretary will staff the committee as directed by the search committee chair.

### **Section 3- Development of a Presidential Profile**

3.0 The Board will approve a comprehensive leadership profile that will guide the search process.

3.1 The search committee will assist in the creation of this profile by conducting public comment sessions, surveys, and targeted focus groups.

3.2 The presidential profile should provide background on the university and should include the presidential position summary.

### **Section 4- Presidential Selection**

4.1 The Search Committee shall recommend qualified and vetted preliminary finalists to the Board Chair, who shall forward final candidates to the full Board.

4.2 The Board shall interview finalists forwarded by the Board Chair.

4.3 Prior to the final selection the Board chair will consult with the Governor or Governor's representative regarding the first-choice candidate as required by ORS 352.096(1)

4.4 The Board's final decision must be made in a public meeting and the Board's decisions and deliberations leading to that decision are to be made in accordance with Oregon's public meetings law.

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**Executive, Audit, and Governance Committee  
Board of Trustees of the University of Oregon**

**Resolution: Adoption of Policy Statement on Trustee Appointment**

WHEREAS, the University of Oregon (University) is governed by, and the business and affairs of the University are ultimately overseen by, the Board of Trustees as described in ORS Chapter 352;

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 352.087(1)(m), 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;

WHEREAS, Senate Bill 273, passed by the Oregon Legislature in 2023 requires governing Boards to establish policy relating to specific requirements regarding the process for trustee appointment;

WHEREAS, the Policy on Committees authorizes the Executive, Audit, and Governance Committee to submit items to the full Board as a seconded motion, recommending passage.

NOW, THEREFORE, the Executive, Audit, and Governance Committee of the Board of Trustees of the University of Oregon hereby refers to the full Board of Trustees the recommendation approving the policy statement on the process for trustee appointment described in Exhibit D.

Moved: \_\_\_\_\_ Seconded: \_\_\_\_\_

Trustee	Vote	Trustee	Vote
Aaron		Hornecker	
Evans Jackman		Seeley	
Holwerda		Storment	

*Record here if voice vote without dissent rather than roll call:* \_\_\_\_\_

Dated: \_\_\_\_\_ Recorded: \_\_\_\_\_

## Board of Trustee Recruitment and Appointment Policy

The Board of Trustees of the University of Oregon (the “Board”) goal is to maintain a Board that operates at the highest levels of its fiduciary and governance responsibility. The Board will represent a wide range of expertise, knowledge, experiences and should be diverse and representative of the communities it serves. The purpose of this policy is to guide the Board’s efforts to identify individuals to recommend to the Governor for appointment that ensure this goal is met and the Board is best positioned to serve the university.

### **Section 1- Appointments to the Board of Trustees**

1.1 All members of the Board are nominated by the governor of the state of Oregon and confirmed by the Oregon Senate.

### **Section 2- Board of Trustee Terms**

2.1 At-large positions have four-year terms, and the student, faculty and staff positions have two-year terms.

2.2 All trustees may serve up to two full consecutive terms. If a trustee is appointed to fill a seat after the term has started, then the first appointment is considered a partial term, not a full term.

### **Section 3- Submitting recommendations to the Governor of Oregon for at-large Board vacancies.**

3.1 At a regularly scheduled Board meeting, the Board will assess the current needs of the board and publicly identify the ideal characteristics of an individual needed to fill the vacancy.

3.2 When a vacancy arises the Board will invite members of the public university community to submit their recommendations to the Board about the ideal characteristics of an individual to fill the vacancy.

3.3 When the Board notifies the Governor that there will be a vacancy, the Board Chair will communicate to the Governor the ideal characteristics identified in section 3.1 and 3.2 of this section.

3.4 The Board Chair will submit recommendations to the Governor for the at-large positions. Recommendations are based on a holistic view of the Board, its priorities, and the skills, characteristics, experiences, geographic diversity, and perspectives that will contribute to a well-rounded, effective, and collegial Board.

#### **Section 4- Process for nominations for campus-based Board positions**

4.1 The Board shall complete the processes outlined in section 3.1 and 3.2 and will forward their needs assessment on to any campus-based organizations engaged in making recommendations to the Governor.

4.2 Individual organizations on campus such as the Associated Students of the University of Oregon (ASUO), University Senate, and campus-based labor organizations, may submit recommendations to the governor's office for student and staff designated position.

4.3 Any processes associated with these recommendations to the governor will be run by those outside representative organizations.

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**Executive, Audit, and Governance Committee  
Board of Trustees of the University of Oregon**

**Resolution: Adoption of Policy Statement on Board Self-Evaluation**

WHEREAS, the University of Oregon (University) is governed by, and the business and affairs of the University are ultimately overseen by, the Board of Trustees as described in ORS Chapter 352;

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 352.087(1)(m), 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;

WHEREAS, Senate Bill 273, passed by the Oregon Legislature in 2023 requires governing Boards to establish policy relating to specific requirements regarding the process for Board self-evaluation;

WHEREAS, the Policy on Committees authorizes the Executive, Audit, and Governance Committee to submit items to the full Board as a seconded motion, recommending passage.

NOW, THEREFORE, the Executive, Audit, and Governance Committee of the Board of Trustees of the University of Oregon hereby refers to the full Board of Trustees the recommendation approving the policy statement on the process for the Board of Trustees' self-evaluation described in Exhibit E.

Moved: \_\_\_\_\_ Seconded: \_\_\_\_\_

Trustee	Vote	Trustee	Vote
Aaron		Hornecker	
Evans Jackman		Seeley	
Holwerda		Storment	

Record here if voice vote without dissent rather than roll call: \_\_\_\_\_

Dated: \_\_\_\_\_ Recorded: \_\_\_\_\_

## Board of Trustees Self-Evaluation Policy

The Board of Trustees of the University of Oregon (the “Board”) acknowledges that to best fulfill its responsibility to effectively govern the University, it holds itself to high standards of performance and professionalism. To achieve these standards, the Board commits itself to regular self-evaluation that will benefit the University of Oregon.

### **Section 1- Commitment to self-evaluation**

- 1.1 The Board will regularly perform self-reflective assessments of its work.
- 1.2 The evaluation process should focus on ensuring that the Board, as public officials who hold a fiduciary responsibility for the University, are performing at their highest level of engagement, performance, and professionalism.

### **Section 2- Self-evaluation process**

- 2.1 The Board’s Chair will be responsible for initiating the self-evaluation and setting the agenda and parameters of the process.
- 2.2 Each self-evaluation will include an opportunity for the university community to provide written input or public testimony evaluating the work of the Board.
- 2.3 The Board may utilize an outside consultant to guide the process, analyze the results, and help facilitate the public comment portion of the review.

## **Agenda Item #2**

### **Internal Audit Update**

**THERE ARE NO MATERIALS FOR THIS AGENDA ITEM**