NOTICE OF PUBLIC MEETING

The Board of Trustees of the University of Oregon will hold meetings at the university's downtown Portland Campus on the dates and at the locations set forth below. Topics of the meeting will include: standing reports, consideration of seconded motions from September 15 committee meetings, a report on the Presidential search process, a presentation and discussion on board governance, and a report from the Office of Internal Audit.

The meeting will occur as follows:

> **Friday, September 16, 9:00 a.m.**
> Naito Building (LCB Portland) Room 136 | 109 NW Naito Parkway, Portland

The meeting's agenda and materials are available at https://trustees.uoregon.edu/upcoming-meetings.

A livestream link will be available at: https://trustees.uoregon.edu/meetings. If telephone conference, sign language for the deaf or hard of hearing, or accessibility accommodations are required, contact trustees@uoregon.edu at least two business days in advance of the posted meeting time. Please specify the sign language preference if applicable.

Public Comment

To provide public comment during the meeting, or if you would like to provide remote public comment, please sign up by emailing trustees@uoregon.edu and include your name, affiliation with the university, and topic for discussion. Public comment guidelines are available here.

Those wishing to provide comments in writing may do so via trustees@uoregon.edu. All written comments will be shared with members of the board, but to ensure comments are provided to trustees *in advance* of the meeting, they must be received by 5:00 p.m. Pacific Time on September 14, 2022.

BOARD OF TRUSTEES

6227 University of Oregon, Eugene OR 97403-1266 | (541) 346-3166 | trustees.uoregon.edu | trustees@uoregon.edu

An equal-opportunity, affirmative-action institution committed to cultural diversity and compliance with the Americans with Disabilities Act

Board of Trustees | 16 September 2022
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Board of Trustees
Public Meeting | September 16, 2022 | 9:00 a.m.
Naito Building, Room 136

Convene
- Call to order, roll call
- Approval of Minutes

1. **Standing Reports**
   1.1 Public Comment
      1.1.1   Officers of Administration Council
      1.1.2   Campus Labor Organizations
      1.1.3   Other Public Comment
   1.2 ASUO. President Luda Isakharov.
   1.3 University Senate Reports University Senate Vice President Gerard Sandoval
   1.4 President's Report. Patrick Phillips, Interim President and Professor Biology

2. **Resolutions (Action)**
   2.1 Board Resolution: Lillis Way Naming
   2.2 Executive and Audit Committee Name Change
       (Pending September 15 committee action)
   2.3 Seconded Motion from FFC: Capital Expenditure Authorization Reduction
   2.4 Seconded Motion from FFC: Knight Campus Phase II Authorization II
   2.5 Seconded Motion from FFC: Practice Facility Land Swap
   2.6 Seconded Motion from FFC: Radio Tower Lease Agreement
   2.7 Seconded Motion from ASAC: Student Conduct Code Changes
   2.8 Seconded Motion from FFC: Tuition Approval – Online Masters in ABA

3. **Board Governance Discussion.** Carol Cartwright, Senior Fellow, Association of Governing Boards.

4. **Presidential Search (Action).** Board Chair Ginevra Ralph.

Meeting recessed until approximately 1:30 p.m.*
Time subject to change and will be announced at the time of recess.

5. **Risk Assessment Methodology and FY23 Internal Audit Plan & FY22 Annual Report (Action)**. Leah Ladley, Chief Auditor.

Meeting Adjourned

Agenda Item #1

Standing Reports

Public Comment
ASUO President*
University Senate Update*
President's Report

*Provided written materials

Associated Students of University of Oregon
Fall 2022

Over the summer, the ASUO Executive branch welcomed more than 20 new secretaries to our cabinet. As each new ASUO President and Vice President create a cabinet that fits their priorities, we created a structure to help rebuild the organization, recover from the effects of the pandemic, and revitalize student life. Executive secretaries have spent the summer going through trainings and beginning several of our ambitious projects for the upcoming year. When running for this position, I felt as though ASUO had a problem with accessibility to the student body and needed a culture shift to become more advocacy-focused. This year, we are focused on making tangible change and doing our best to lead with values. To do so, we have put together a team of extremely passionate and qualified individuals, and are emphasizing integrity, innovation, equity, and inclusion. We have also identified three guiding principles that will guide every project and decision. Believing that it will allow thorough development of our priorities and prevent oversight, we will ensure first and foremost that *all of our processes will be collaborative—* including *all* relevant stakeholders. We also prioritize *informed decision-making*, thoroughly researching and analyzing every issue and policy solution, and guaranteeing everything is meticulously and publicly documented. Finally, we believe in *embracing change*, re-evaluating traditional norms of the organization and processes, and stepping outside of our comfort zones to make things better. Our hope is that by working within these guiding principles, we will leave the University of Oregon better than how we found it, and progress towards making campus a safer and more engaging place for all students.

Dashboard
The ASUO Fall Dashboard is included in the meeting packet. I am happy to answer any questions about the dashboard during lunch.

Successes
- **Campus Safety:**
  ASUO Senator Kayla Krueger was planning to introduce a drug test strip program for students in the spring when her project was flagged by the University's General Council. Under Oregon State Law, the drug test strips are currently classified as "drug testing paraphernalia" and are unable to be distributed legally. In July, our team met with State Rep. Rob Nosse and he agreed to introduce our amendment to state law, which would exempt fentanyl and common-date rape drug testing kits. Passing the amendment would be instrumental in not only helping the University of Oregon become a safer campus but also allowing non-profits and other Oregon public universities to fund and implement similar programs.

- **Sustainability:**

  UO continues to see its campus life and student culture evolve as we move out of the pandemic. In alliance with our mission to leave campus better than how we found it, we explored ways to revitalize old traditions and came up with ideas for new ones. Given its historical significance, one project that emerged was the restoration of the Eugene Millrace, a former asset to student recreation and home to ample biodiversity. Restoration of the area would offer the opportunity to supplement ongoing university sustainability efforts and recreate both a natural and cultural landscape for the community. We are excited to partner with the Department of Campus Planning and Associate Vice President/Campus Architect Mike Harwood to accelerate efforts to restore the Millrace as both a natural and cultural landscape. Additionally, we are looking forward to working with the Office of Sustainability to collaborate on the development of the Willamette Valley River Front, including the possibility of creating a water access point near the Frothenmeyer Bridge.

Challenges

- **Housing:**

  While selecting housing, first-year students were shocked and upset to learn that they would not be able to live in standard two-person rooms this year due to unprecedented enrollment rates. This resulted in many dorms being converted into triples. Graduate housing accessibility has also been subject to scrutiny by both future and current students. The University of Oregon has an obligation to ensure growth in enrollment corresponds with growth in on-campus housing, as no incoming students should be rendered houseless. This year, ASUO has a particular interest this year in further understanding the student housing issue both on- and off-campus due to concerns raised by both undergraduate and graduate students. We have begun initiating conversations with Campus Planning and UO Housing to begin identifying areas of potential improvement.

- **Police Department:**

  This past spring quarter brought on increased tensions between the student body and the Eugene Police Department. The Eugene Police Department abandoned its previous "education first" philosophy[1] when interacting with students and began *Party Patrol* again. This resulted in over 100 alcohol and open-container-related

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[1]

https://www.kezi.com/news/eugene-police-issue-27-citations-following-large-off-campus-parties/article_f1adc900-c3a8-11ec-a674-fb222cec0f33.html

citations for UO students over a two-week span[2]. Many students, particularly those who belonged to groups historically more likely to experience police-related violence, expressed concerns about the spike in police activity in student neighborhoods. ASUO met with the Eugene Police Department over the summer to discuss its relationship with the student body and our Vice President, Kavi Shrestha, is working with the Division of Student Life and both Panhellenic and Interfraternity Councils to establish educational modules for students on safe police interactions and respectful social hosting. We hope to continue strengthening relationships with the University of Oregon Police Department and Administration to ensure students are able to feel safe when engaging in social activities on- and off-campus and understand how to do so responsibly.

Opportunities for Board Engagement

- **October 14:** ASUO Street Faire
  The bi-annual Street Faire helps fund food security programs at the University of Oregon by bringing together vendors, community organizations, and the campus community to celebrate returning to Eugene.

- **October 25:** ASUO Snacks and Social
  Come meet ASUO Executives, senators, and student organization leaders before we break into our weekly meeting. Drinks and appetizers will be available and both Board Members and Administrators are welcome to stay and observe our meeting afterward.

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[2]

https://www.registerguard.com/story/news/2022/05/16/eugene-police-cite-arrest-64-from-weekend-parties-near-university-of-oregon/65355439007/

Fall 2022 Board of Trustees Meeting: UO Senate Report

To: UO Board of Trustees
From: Dan Tichenor, Knight Chair of Social Science and President of the University Senate

The University Senate has an ambitious agenda planned for the 2022-23 academic year, building on important momentum from the Spring term. After a special orientation and training meeting on September 21, we plan to make progress on a number of initiatives. In this brief report, I highlight five key areas likely to rank high on the Senate's agenda this year: 1) Service; 2) Support for new academic initiatives (new degrees and majors); 3) Teaching (peer review and inclusive classrooms); 4) DEI work of the Senate; 5) UO Senate productivity and infrastructure.

Service

The Senate passed a resolution on service in the 2022 Spring term that authorized the creation of a Service Dashboard to track and display the institutional and external service contributed by each statutory faculty member; urged individual units/departments to elaborate service expectations and processes for evaluating this work; and called for the creation of university-wide minimum institutional service standards. The Senate is poised to build on these efforts this year. Indeed, the Senate Task Force on Service is charged during the 2022-2023 Academic Year to address the following items:

- Categorize existing named service assignments into categories that roughly represent their hourly commitment per academic term and address complications that come up during this process.
- Develop strategies to make "invisible service" legible for the Service Dashboard. In particular, the Task Force should address issues of equity in who provides service and how that can have differential impacts on their research, teaching, and wellbeing.
- Create an outline/rubric document that exposits best practices in service, including differential service done by faculty at different ranks, which departments can refer to as they develop their individual policies on service.
- Consider ways to adequately assess quality of institutional service.
- Explore ways to create more rewards for those who do high-workload institutional service.
- Consider the role and evaluation of service performed by those who do not have service specified in their FTE, such as Career research faculty, OAs and Classified Staff.

The Senate leadership expects this year to engage the Senate as a whole in careful deliberation and efficient action on recommendations of the Service Task Force.

Support for New Academic Initiatives (Degree and Course Approvals)

The Senate also is ready to take up a number of new academic proposals related to the new Balmer Institute and to Academic Initiatives on the Environment, Innovation, Diversity, Data Science, and Sports and Wellness. The Balmer Institute, for instance, is poised to propose a new

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bachelor's degree that will be considered Senate review and approval. In addition, Senate leadership in May of 2022 created a task force to study and perhaps to recommend modifications in the criteria and procedures for the review and approval of new courses and proposed changes to existing courses. The creation of this task force stems from numerous criticisms of current course approval policies and processes. The work of the task force is designed to identify areas for improvement in the course approval process that will balance academic quality and timely innovation.

Teaching (Peer Review and Inclusive Classrooms)

We plan in the Fall term to take up and vote on a new motion that provides a stronger framework for the peer review of teaching. Peer review is one of several sources of evidence in the evaluation of teaching at the University of Oregon. Our Continuous Improvement and Evaluation of Teaching Committee (CIET) was charged by the Senate (motion 17/18-19) to bring a new framework to the Senate that provides enhanced parameters for peer review at the unit-level, and aligning these reviews with UO teaching criteria of professionalism, inclusivity, engagement, and research-informed instruction. In addition, the Senate leadership also plans to initiate discussions of how to encourage inclusive classroom experiences for students across the university.

DEI Work of the Senate

For some time, our leadership team has been thinking broadly about a variety of diversity, equity, and inclusion initiatives for the Senate. First, as part of a larger effort to enhance the infrastructure of our numerous UO Senate standing committees (more on this below), one of our primary goals is to integrate commitments to equity, inclusive excellence, and diversity in the regular work of these important committees. Second, as noted, the University Task Force on Service has much work to do this year, and the IDEAL Climate Survey and other sources of community input will be invaluable in its deliberations and problem-solving efforts. Third, our leadership team plans to recruit Senate candidates for the 2023 election who will enhance the representational breadth and depth of the next Senate. Finally, our Senate Vice President Gerard Sandoval has raised faculty retention as prominent concern for the Senate to recognize and address, and this will be a subject of Senate education and discussion this year.

UO Senate Productivity and Infrastructure

One of my chief objectives during my two years in this leadership role is to strengthen the resources, infrastructure, and productivity of the UO Senate. To this end, last academic year I began a process of advancing three important new goals to enhance the efficiency, continuity, and outcomes of our Senate standing committees (each of which has a significant impact on the academic life of our university). These goals are:

2

1. To develop stronger onboarding and training programs for committee chairs, and to encourage a pipeline of future committee leaders by identifying vice-chairs who also will participate in training programs.
2. As already noted, to integrate commitments to equity, inclusive excellence, and diversity in the regular work of these important committees. This may involve training DEI advocates for each of our key committees.
3. To create or refine committee templates, best practices, records, and overall resources for current and future committee chairs and members.

These efforts to facilitate stronger systems for our standing committees will be a top priority during the 2022-2023 academic year.

The infrastructure of the UO Senate also received a major boost with the creation and appointment of a new Senate Secretary (.5 FTE). After careful planning, we established a Senate Secretary position to support our work, promising to strengthen our Senate's management, outreach, and vision. In June, our search committee was thrilled that Sandy Weintraub accepted our offer since he is ideally suited for this important new position. He has rich experience and success in many academic leadership roles, and he has been an excellent Senate Parliamentarian and valued member of the Senate Advisory Group for years. I am delighted that he will join our team in this new role when the Fall term kicks off.

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My regrets that I am unable to attend the UO Board of Trustees meeting on September 15. I will be in Montreal to run and participate in panels as President of the American Political Science Association's Migration and Citizenship Section. I look forward to speaking with you in person at your next meeting.

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Agenda Item #2

Resolutions

2.1 Board Resolution: Lillis Way Naming
2.2 Executive and Audit Committee Name Change

(Pending September 15 committee action)
2.3 Seconded Motion from FFC: Capital Expenditure Authorization Reduction
2.4 Seconded Motion from FFC: Knight Campus Phase II Authorization II
2.5 Seconded Motion from FFC: Practice Facility Land Swap
2.6 Seconded Motion from FFC: Radio Tower Lease Agreement
2.7 Seconded Motion from ASAC: Student Conduct Code Changes
2.8 Seconded Motion from FFC: Tuition Approval – Online
Masters in Applied Behavioral Analysis

Agenda Item #2.1

Lillis Way Naming

Summary of Resolution: Renaming portions of 13th Avenue to Lillis Way

In honor of Chuck and Gwen Lillis's longstanding leadership and contributions to the University of Oregon, university leadership proposes to name the portion of 13th Street from Volcanology to the Lillis Business Complex, as Lillis Way.

Section 1.7.1 of the University of Oregon's Policy on the Retention and Delegation of Authority requires approval by the Board of Trustees (the "Board") for the naming of any university building or outdoor area in recognition of individuals. Attached is a document from Interim President Phillips and immediate past President Schill describing Chuck and Gwen's accomplishments and contributions to the university and formally requesting the board approve the noted renaming. This naming dedication is for university purposes only and would not change building addresses.

If approved. Signage on the designated portion will include a plaque with the same wording.

UNIVERSITY OF OREGON

MEMORANDUM

August 31, 2022

To: University of Oregon Board of Trustees

From: Patrick Philips, Interim President
        Michael Schill, Former President

Re: Naming in honor of Gwen and Chuck Lillis

It is a pleasure to submit this request to name a portion of 13th Avenue on the University of Oregon campus. This naming is in recognition of Gwen and Chuck Lillis, in honor of their generous and long-standing contributions to UO. Both Gwen and Chuck have served the university as volunteers, philanthropists, and mentors. In recognition of the Lillises' steadfast support, countless hours of service, and generous gifts totaling over $26 million, it is our wish to recognize this acclamation by naming 13th Street from Volcanology to the Lillis Business Complex **Lillis Way.** Signage on the designated portion will include a plaque with the same wording. This naming dedication is for university purposes only and would not change building addresses.

Gwen and Chuck have dedicated many years of service to the UO and made major philanthropic contributions to the university. Both have served on the Lundquist College of Business Board of Advisors, Gwen most recently as chair for nearly two decades. Gwen is also an emeriti member of the UO Foundation Board of Trustees. In June of 2022, Chuck stepped down as the first chair of the University of Oregon Board of Trustees after almost a decade of service. He was an instrumental part of the university's inaugural governing board appointment in fall 2013. His vision and leadership have helped boost the UO's academic reputation, set the university on a better trajectory and complete a historic $3.2 billion campaign. They are enthusiastic about this recognition of their support with this special named space.

Gwen and Chuck Lillis are also high level UO donors, having made a mark campus wide through gifts to science, scholarships, theater arts, athletics and most notably, the home of the business school which also bears their name. The first is his family to attend college, Chuck earned his PhD in marketing from the university in 1972. He began working in academia and then the corporate world, eventually joining US West. In the early 1990's he predicted cable television lines would provide internet and phone service and by 1995 he was CEO and chairman of

MediaOne. It quickly grew into a Fortune 100 company. Gwen earned her PhD from Northwestern University, taught as an assistant professor at the University of Colorado business school and was managing partner of Castle Rock Investment Company of Colorado. She is chair of the Lillis Foundation, which provides access to educational opportunities and helps vulnerable segments of society.

Board of Trustees of the University of Oregon
Resolution: Naming of Certain University Property
(Portions of 13ᵗʰ Ave to Lillis Way)

WHEREAS, the University of Oregon wishes to recognize Chuck and Gwen Lillis for their longtime leadership, support, and generosity toward the University of Oregon;

WHEREAS, Chuck Lillis is an alumni, former member of the Lundquist College Business Advisory Board of Advisors, dedicated philanthropist, inaugural Chair of the Board of Trustees, member of the Knight Campus Advisory Board, and trusted advisor to university leaders;

WHEREAS, Gwen Lillis has served as Chair of the UO Foundation board, as Chair of the Lundquist College Business Advisory Board of Advisors, serving for nearly two decades, and is a dedicated philanthropist and supporter of the university;

WHEREAS, Section 1.7.1 of the University of Oregon's Policy on the Retention and Delegation of Authority requires approval by the Board of Trustees (the "Board") for the naming of any university building or outdoor area in recognition of individuals;

WHEREAS, it is the Board's intention to name the certain facilities, for the life of those facilities, in honor of the Lillises;

NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby approves the naming of 13ᵗʰ Street from Volcanology to the Lillis Business Complex, Lillis Way**.**

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Resolution: Naming of Certain University Property (Portions of 13ᵗʰ Ave to Lillis Way)
16 September 2022   Page 1 of 1

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Agenda Item #2.2

Executive and Audit Committee Name Change

UNIVERSITY OF OREGON

Summary of Resolution: Renaming of the Executive and Audit Committee

The Bylaws of the Board of Trustees authorize the Board to establish such committees as it deems appropriate and necessary, and to define the duties of such committees. The Executive and Audit committee of the board is currently authorized to sit as the Executive Committee of the board with the authority to act for the board when necessary, and to sit as the Audit Committee of the board, overseeing audits, compliance, risk and presidential management. Inherent in the authority of the Executive Committee is to oversee governance responsibilities of the board. Given the significance of the matter, the board deems it necessary to more clearly articulate the role the Executive and Audit Committee plays in matters of governance and to reemphasize the importance of these matters in its ongoing stewardship of the university. To that end, the Executive and Audit Committee will be renamed the Executive, Audit, and Governance Committee.

Board of Trustees of the University of Oregon

Resolution: Amendment to Board Policy on Committees

WHEREAS, Article VII of the Bylaws of the Board of Trustees authorizes the Board of Trustees ("Board") to establish such committees as it deems appropriate or necessary and define the duties and reporting requirements of such committees and the membership of the committees;

WHEREAS, the Board has enacted a Policy on Committees to outline and govern the committee structure of the Board;

WHEREAS, the Board has an established Executive and Audit Committee that provides executive oversight of the board, university leadership, and audit related matters;

WHEREAS, Board governance is a matter of critical significance under the auspices of the Executive and Audit Committee, the board believes it is appropriate to more clearly elevate the understanding of the role the Executive and Audit Committee has in matters of Board governance; and,

NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby adopts the amended Policy on Committees attached hereto as Exhibit A which renames the Executive and Audit Committee to be the Executive, Audit, and Governance Committee.

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Resolution: Amendment to Board Policy on Committees
15 September 2022   Page 1 of 1

Board of Trustees of the University of Oregon
Policy on Board Committees

1.0   Executive, ~~and~~ Audit, and Governance Committee

1.1   There shall be a six-member Executive, ~~and~~ Audit, and Governance Committee (EAGC) of the Board of Trustees, which shall sit as the Executive Committee of the Board and the Audit Committee of the Board, and will deal with matters of board governance. The Chair and Vice Chair of the Board and the chairs of the Academic and Student Affairs Committee and the Finance and Facilities Committee shall each be an ex officio voting member of the EAGC, and the Chair of the Board shall select the fifth voting member. The Chair of the Board shall be the chair of the committee. During the absence or incapacity of the Chair, the Vice Chair shall be the chair. During the absence or incapacity of the Chair and the Vice Chair, the chair of the Finance and Facilities Committee shall be the chair.

1.2   When sitting as the Executive Committee, the EAGC shall represent and may act for the Board, except as prohibited by applicable law or policy. The committee should generally endeavor to refer matters to the Board, but it is expected that the committee will act for the Board when the committee determines it to be necessary or appropriate. The committee shall submit reports on its actions to the Board.

1.3   When sitting as the Audit Committee, the EAGC may consider matters pertaining to audits, compliance, risk management, and the presidency. Matters that may be brought before the committee include, but are not limited to, the following examples:

> 1.3.1   Audits and Internal Controls—matters relating to external and internal auditors, audit plans and reports, and internal controls.

> 1.3.2   Compliance—matters relating to compliance with legal and regulatory requirements.

> 1.3.3   Risk Management—matters relating to risk management, insurance, and risk transfer devices.

> 1.3.4   The Presidency—matters relating to the evaluation, compensation or position of the presidency.

All matters considered pursuant to this section 1.3 by the EAGC sitting as the Audit Committee that require action by the Board shall be referred to the Board as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the EAGC. Subsequent to the transaction of any business under such express delegated authority, the committee shall render a report on the business to the Board.

Any of the examples of matters brought before the EAGC sitting as the Audit Committee pursuant to this section 1.3 may be directed to any other committee or the Board for consideration.

2.0   Academic and Student Affairs Committee

2.1   There shall be a seven-member Academic and Student Affairs Committee (ASAC). At the Board's second regular meeting of each even-numbered calendar year or such other time as determined by the Board, the Board Chair shall appoint the chairperson and other members of the ASAC. The Chair and Vice Chair of the Board shall not be appointed to the ASAC but may act as alternates, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

2.2   All matters considered by the ASAC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the ASAC. Subsequent to the transaction of any business under express delegated authority, the ASAC shall render a report on the business to the Board.

2.3   The ASAC may consider matters pertaining to the teaching, research, and public service programs of the University and to its faculty, staff, and students. Matters that may be brought before the Committee include, but are not limited to, the following examples:

    2.3.1   Faculty and Staff Affairs—matters relating to the faculty and the professional and classified staff, including their status and responsibilities, discipline and welfare.

    2.3.2   Educational Policy—matters relating to educational policy, including admissions requirements, instruction, curriculum, degrees, research, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units.

    2.3.3   Student Welfare—matters relating to the general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, sports programs, and policies governing student discipline and student organizations.

Any of the above enumerated examples of matters brought before the ASAC may be directed to any other committee or the Board for consideration.

3.0   Finance and Facilities Committee

3.1   There shall be a seven-member Finance and Facilities Committee (FFC). At the Board's second regular meeting of each even-numbered calendar year or such other time as determined by the Board, the Board Chair shall appoint the chairperson and other members of the FFC. The Chair and Vice Chair of the Board shall not be appointed to the FFC but may act as alternates, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

3.2   All matters considered by the FFC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the FFC. Subsequent to the transaction of any business under express delegated authority, the FFC shall render a report on the business to the Board.

3.3   The FFC may consider matters pertaining to the financial, capital, and other assets of the University. Matters that may be brought before the Committee include, but are not limited to, the following examples:

Board of Trustees of the University of Oregon – Policy on Board Committees
Page 2

3.3.1   Budget—matters relating to the University's operating and capital budgets and requests for appropriation of state funds.

3.3.2   Investments and Finances—matters relating to the University's investments, finances, financial accounts, and debt finance.

3.3.3   Tuition and Fees—matters relating to tuition and mandatory enrollment fees.

3.3.4   Real Property—matters related to the acquisition, management, development and disposal of real property.

3.3.5   Personal Property—matters related to the acquisition, management, development and disposal of personal property, tangible and intangible.

Any of the above enumerated examples of matters brought before the FFC may be directed to any other committee or the Board for consideration.

4.0   Special Committees

Special committees may be established and appointed by the Chair of the Board with the concurrence of the Executive Committee or the Board, and with such membership, powers and duties as the Executive Committee or the Board may determine.

5.0   Notice of Meetings of Committees

Meetings of committees of the Board shall be held at such times and places as may be fixed by each committee or its chairperson. The Secretary of the University shall give each member of the Board notice of committee meetings in sufficient time and manner to allow attendance at the meetings. Notice of meetings that are subject to the Oregon Public Meetings Law shall be given in accordance with the Public Meetings Law. The committee shall provide for the taking of written minutes of all Public Meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the Public Meetings and the comments of the participants. In addition to written minutes, the committee may provide for an audio recording of a Public Meeting.

6.0   Quorums

A majority of the members of a committee shall be necessary to constitute a quorum. The faculty and nonfaculty staff members of a committee may not participate in any discussions or action by the committee or attend any executive session of the committee involving collective bargaining issues that affect faculty or nonfaculty staff at the university.

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Agenda Item #2.3

Capital Expenditure Authorization Reduction

UNIVERSITY OF OREGON

Summary of Resolution: Reducing FY2023 Capital Expenditure Authorization

Board of Trustees ratification is sought to adjust the FY23 Capital Expenditure Authorization down by $61,000,000. At its regular May 2022 meeting the Board authorized an increase to the FY22 capital expenditure authorization of $61,000,000 for the purchase and sale agreement of the former Concordia University campus in Northeast Portland. Because it was unclear at that time if the transaction would be completed before the end of FY22, expenditure authority for this project was also included in the FY23 capital expenditure authorization of $224,700,000. The purchase was completed before the end of FY22, thus expenditure authority for this project is no longer necessary for FY23. After this adjustment FY23 Capital Expenditure Authority will be $163,700,000.

The revised capital expenditure authority is outlined below:

UNIVERSITY OF OREGON

FY23 Capital Project Expenditures (revised)
The budgets represent the FY23 expenditure budget not the full budget for each project

Project	FY23 Budget	Expected Source of Project Funds
Housing Transformation Project	$ 71,500,000	Department($1.5M)/UO Bonds ($70M)
~~Concordia Campus~~	~~$ 61,000,000~~	~~Gifts ($61M)~~
Concordia Renovation Projects	$ 10,000,000	Gifts ($10M)
Huestis Deferred Maintenance	$ 20,500,000	State Bonds($20.25M)/ Matching Funds($250K)
Knight Campus Ph2	$ 31,700,000	Gifts ($31.7M)
Heritage Project	$ 10,000,000	State Bonds($8.5M)/ Matching Funds($1.5M)
Thermal Storage Tank	$ 5,000,000	Departmental($5.0M)
ZIRC Expansion	$ 1,000,000	Grant ($1.0M)
State Funded - Capital Projects	$ 8,000,000	State Bonds ($8M)
Misc. Departmental Projects	$ 6,000,000	TBD
	$ 163,700,000	

Board of Trustees of the University of Oregon
Seconded Motion: Reduction of FY23 Capital Expenditure Authorization

WHEREAS, ORS 352.087(1)(a) provides that the Board of Trustees may acquire, receive, hold, keep, pledge, control, convey, manage, use, lend, expend and invest all moneys, appropriations, gifts, bequests, stock and revenue from any source;

WHEREAS, ORS 352.087(1)(i) provides that the Board of Trustees may, subject to limitations set forth in that section, spend all available moneys without appropriation or expenditure limitation approval from the Legislative Assembly;

WHEREAS, ORS 352.102(1) provides that the Board of Trustees may authorize, establish, collect, manage, use in any manner and expend all revenue derived from tuition and mandatory enrollment fees;

WHEREAS, 352.087(3) provides that the Board of Trustees may perform any other acts that in the judgment of the Board of Trustees are required, necessary or appropriate to accomplish the rights and responsibilities granted to the Board and the University by law;

WHEREAS, ORS 352.087(2) requires, and the Board of Trustees finds, that the budget of the University of Oregon be prepared in accordance with generally accepted accounting principles;

WHEREAS, the completion of the real estate transaction to acquire the Concordia campus closed in FY22 reducing expected capital expenses in FY23, and the Board of Trustees wishes to adjust the capital expenditure authorization and related for fiscal year 2023;

WHEREAS, the Finance and Facilities Committee has referred this matter to the full Board of Trustees as a seconded motion, recommending adoption;

NOW, THEREFORE, the Board of Trustees of the University of Oregon adopts the following:

1. RESOLVED, the capital budget for FY23 is decreased by $61,000,000 to $163,700,000. If such expenditure authority is insufficient, the Treasurer may seek additional expenditure authority from the Executive and Audit Committee of the Board of Trustees.

2. RESOLVED, the Treasurer may provide for the further delegation of the authority set forth in paragraph 1.

-Vote Recorded on Following Page-

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Seconded Motion: Reduction of FY23 Capital Expenditure Authorization
16 September 2022   Page 2 of 2

Agenda Item #2.4

Knight Campus Phase II – Authorization II

KNIGHT CAMPUS PHASE II: PRELIMINARY EXPENSES

Planning for Phase II of the Knight Campus for Accelerating Impact's physical footprint is underway and gift funds for the project have been secured. A $15 million authorization was approved by the Board of Trustees in September of 2021. It was project leadership's expectation to be back for full project approval during the summer of 2022, however the current bid climate and continued escalation challenges have them working hard to align the project budget with the academic and research program needs within the building. To confirm budget alignment, project leadership needed to carry the project through Design Development, instead of just Schematic Design, to establish a full project budget to be brought to the Board for authorization. Extending through Design Development, to bring a more accurate assessment of the project to the Board, requires additional authority to contract for additional services related to design and preconstruction services from contracting partners on the project. These additional expenses are estimated at an additional $15 million, bringing the total spending authority needed to $30 million.

As a result of these dynamics, the University requests Board authorization for an additional $15 million in budget authorization and will return to the Board for full project review and approval once a complete picture of the project's design and associated costs are identified.

> *Status & Timeline*: The project is currently in the Design Development phase. The project team anticipates returning to the Board for project review in winter 2022 and is hopeful that construction can begin in spring 2023 with completion by the summer of 2025.

> *Costs & Sources of Funds*: Additional expenses along with the original authorization will not exceed $30 million and the project is supported by philanthropy.

> *Displacement*: The construction staging associated with this project will cause the displacement of some activities associated with the Urban Farm, which is operated by the College of Design. Efforts are currently underway with the College of Design to locate additional space to address the displaced uses.

> *FY23 Authorization*: In May 2021, the Board approved a capital expenditure authorization for Fiscal Year 2023 (FY23) based on projects previously approved or reasonably anticipated. The resolution associated with this approval included more than this $15 million expenditure authorization in relation to Knight Campus Phase 2, so this request does not impact the amount reported to the Board for FY23.

Board of Trustees of the University of Oregon

Seconded Motion: Authorization for Certain Capital Expenditures (Knight Campus Phase II – Authorization II)

WHEREAS, the Knight Campus for Accelerating Scientific Impact (Knight Campus) is in design on Phase II, which includes a new facility north of the first building along Riverfront Parkway;

WHEREAS, Phase II is currently in the design and planning phase, with a total project overview and budget anticipated for Board of Trustees (Board) review and consideration in December 2022;

WHEREAS, in September 2021 the Board approved expenditure authorization for the initial schematic design planning phase of the Knight Campus Phase, not to exceed $15 million;

WHERAS, increasing prices in the construction market has led the university to carry planning through the design development phase in order to develop a more accurate projection of the full cost of the project to the board;

WHEREAS, the aggregate value of the additional planning contracts and expenditures would exceed $5,000,000, a threshold requiring Board authorization;

WHEREAS, the Finance and Facilities Committee has referred this matter to the full Board of Trustees as a seconded motion, recommending adoption;

> NOW, THEREFORE, the Board of trustees authorizes the President or their designee(s) to execute contracts and expend resources relating to design, pre-construction, and site-evaluation services of the Knight Campus Phase II project in an amount not to exceed $30 million prior to full project approval by the Board of Trustees. This comprises a $15 million increase to the previously approved $15 million authorization, approved in September 2021.

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Seconded Motion: Authorization for Certain Capital Expenditures (Knight Campus Phase II – Authorization II)
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Page 31 of 139

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Agenda Item #2.5

Practice Facility Land Swap

UNIVERSITY OF OREGON

Indoor Practice Facility Land Swap - Explanation of Intent

The University of Oregon proposes to construct a new Indoor Practice Facility to support the student athletes' needs for safe and secure practice space during periods of inclement weather and air quality events. The project calls for a 140,000 square-foot new indoor practice facility (plus another 30,000 square-feet of renovations to the existing Hatfield Dowling complex) to be built on existing practice fields and a pair of new outdoor fields to be built on land that would need to be acquired from the city. Construction of the new facility and practice fields would be 100% donor funded. This new practice complex would benefit the community with enhancements to public park land and UO student athletes across multiple sports with increased access to indoor training facilities while providing one of the finest indoor football practice facilities in the country.

To replace the existing outdoor practice fields where the proposed facility would be built the university has been in discussions with the city regarding acquisition of the necessary land for the project's completion. Current discussions have focused on swapping slightly more than 8 acres of the university's

Summary of Requested Action |
Authorization for Certain Capital Projects (Practice Facility Land Swap)

riverfront property between the Willamette River and the railroad, adjacent to the city's new riverfront park at the former EWEB (Eugene Water & Electric Board) steam plant with the city in exchange for about four acres, including a parking lot, across the street from the Autzen Stadium Complex. The parcel the city would be contributing would allow for the construction of the Indoor Practice Facility. The proposal would allow for the re-routing of Leo Harris Parkway, which would create a contiguous parcel to accommodate both the structure and two outdoor practice fields. The attached images are related to discussions that have taken place with City of Eugene staff
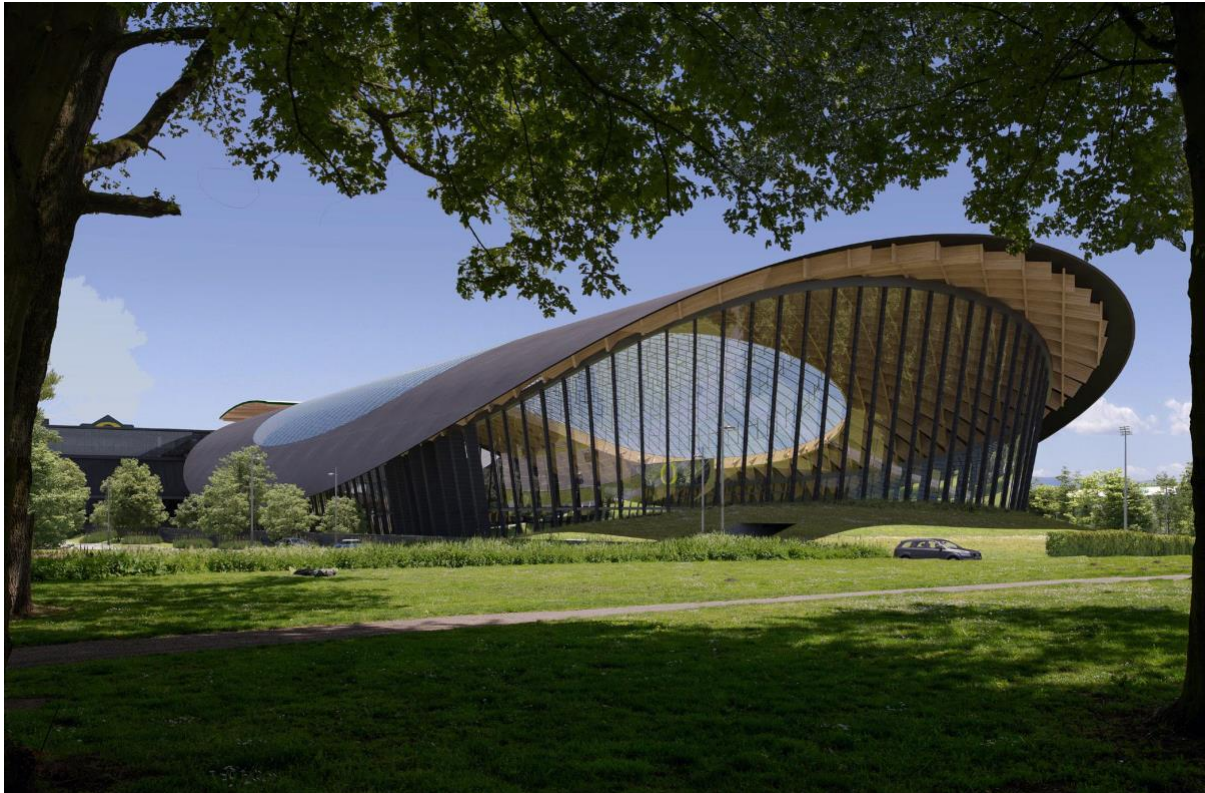
The university has been exploring possibilities with city staff and has consulted stakeholders responsible for operating the Cuthbert Amphitheater and the Eugene Science Center, both of which lease their facilities from the city. As part of the expanded development, the university is working closely with those stakeholders to create enhancements such as improved parking, ADA access and landscape improvements, as well as other opportunities for community benefits. There are also on-going discussions with city staff to jointly develop a project that would benefit the community.

In addition to board approval, the proposed transaction will require City Council review and approval. University staff have worked closely with city staff to brief the Council members and answer their questions. Once deal points for the transaction have been finalized, we will enter into the appropriate agreements with the City. This will be a PHIT styled project where the UO Foundation leases the land, constructs the improvements, and then donates the improvements to the university. The Foundation will include the various park improvements into the scope of larger project.

Summary of Requested Action |
Authorization for Certain Capital Projects (Practice Facility Land Swap)

Board of Trustees of the University of Oregon

Seconded Motion: Authorization for Certain Real Estate Transactions (Indoor Practice Facility)

WHEREAS, the Department of Intercollegiate Athletics seeks to construct a new indoor practice facility to support student athletes' needs for safe and secure practice space during periods of inclement weather and hazardous air quality.;

WHEREAS, the construction of the new facility will be funded entirely by private philanthropy and construction of the project will be managed by a University of Oregon Foundation related entity;

WHEREAS, displacement of existing practice fields related to the construction of the new practice facility requires acquisition of adjacent land owned by the City of Eugene;

WHEREAS, the university and the City of Eugene have established key terms for the acquisition of the land necessary to complete the practice facility, (attached hereto as Exhibit A – Outline of DEAL POINTS), which includes the transfer of real property owned by the university, and which exceeds $5 million in total value;

WHEREAS, Board of Trustees' approval is required for the execution of instruments relating to real property where the value to the university exceeds $5 million;

WHEREAS, the Finance and Facilities Committee has referred this matter to the full Board of Trustees as a seconded motion, recommending adoption;

NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby authorizes the president or his designee(s) to execute the necessary agreements for the acquisition and transfer of real property related to the construction of the new indoor practice facility as described in Exhibit A.

Moved: _____   Seconded: _____

Record here if voice vote taken without calling roll: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Initials: _____

Seconded Motion: Authorization for Certain Real Estate Transactions (Indoor Practice Facility)
16 September 2022   Page 1 of 1

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Outline of Deal Points
UO Board of Trustees
September 15, 2022

The City of Eugene and the University of Oregon are in discussions to enter into a series of Agreements to exchange lands near the Willamette River and to make improvements to nearby areas of the City's Alton Baker Park in order to accommodate improvements to the university's Indoor Practice facility.

In order to develop the Agreements, the university has proposed the following:

1.   Transfer of Riverfront Property to City. In order to advance the City's Riverfront Urban Renewal District, City will acquire a portion of the University land on the south bank of the Willamette River that is at map and tax lot 17-3-32-24-5300 (the "Riverfront Property").

- **Boundaries of Transfer Area.** The Riverfront Property to be transferred will include the 200" wide natural area reserve, as well as the developable portion of tax lot 5300.

- **Conditions to City Acquisition.** City's acquisition of the Riverfront Property is contingent on City's satisfaction with the condition of the Riverfront Property, completion of any needed property line adjustment to convey the Riverfront Property to City, and satisfaction of the conditions to University's acquisition of the Leo Harris Property set forth in Section 3.2 below.

2.   Master Plan Obligations for Riverfront Property. Upon transfer of the Riverfront Property, the university has requested the City assume the University's obligations for the Riverfront Property that are set forth in the North Campus Conditional Use Plan. The City has indicated their intent to follow the university's commitments in the North Campus Conditional Use Plan.

3.   Transfer of Leo Harris Parkway Property to University. In exchange for the City's acquisition of the Riverfront Property, the City will transfer land to the University for the campus expansion of University facilities near Autzen Stadium. This land is certain City property along Leo Harris Parkway (the "Leo Harris Property"). The Leo Harris Property will include the existing Alton Baker Park parking lot near the Eugene Science Center (within map and tax lot 17-3-29-40-305), the area east of Leo Harris Parkway within map and tax lot 17-3-29-34-300, and adjacent areas of the existing Leo Harris Parkway right-of-way.

- **Conditions to University Acquisition.** University's acquisition of the Leo Harris Property is contingent on University's satisfaction with the condition of the Leo Harris Property, and on compliance with all regulatory requirements for both University's desired development and use of the Property and the realignment of Leo Harris Parkway described in Section 4 below. University will acquire the Leo Harris Property "AS IS" upon University's satisfaction of the condition and regulatory status of the Leo Harris Property.

4.   **Realignment of Leo Harris Parkway.** Leo Harris Parkway will be realigned to facilitate University's use of the Leo Harris Property and the improvements to Alton Baker Park described in Section 6 below. The University will provide any needed dedication of land to the City for the realignment, provided that the dedication is consistent with University's planned use of the Leo Harris Property and surrounding University lands.

5.   **Parking Mitigation.** The Parties will agree on appropriate mitigation for parking lost due to University's development of the Leo Harris Property. The mitigation plan will include the improvements listed in Section 6. The replacement parking solutions will be constructed prior to the removal of the existing parking spaces.

6.   **Alton Baker Park Improvements.** The university's intent is to replace all lost parking spaces prior to their removal. University will fund the following set of improvements to Alton Baker Park:

- ADA parking adjacent to the Cuthbert Amphitheater (approximately 40 spaces),
- ADA parking south of Leo Harris Parkway (approximately 6 spaces),
- Reconfigured parking around the Science Center (approximately 150 spaces),
- Parking to the east of the footbridge over the "Canoe Canal" (including a canoe launch (between 40 and 100 spaces),
- Resurfacing of the footbridge over the Canoe Canal,
- Improvements to the stormwater pond north of the Science Center,

7.   **Regulatory Cooperation.** The Parties will cooperate to ensure regulatory compliance for the Parties' desired development and use of the properties subject to the Agreement. This cooperation will include coordination between the Parties regarding communications and any needed regulatory filings with other governmental entities that concern the subjects of the Agreement.

8.   **Additional Terms of Agreement.** The Parties will define additional terms of the Agreement that are commercially reasonable and consistent with the terms outlined in this Outline (e.g., access to property, closing mechanics, title insurance).

9.   **Timeline for Agreement and Development**. The Parties expect to reach a preliminary Agreement as soon as practicable. The Agreement will anticipate closing of the exchange of lands subject to the Agreement by Spring 2023.

10.   **Community Benefit Project**. The university and the city agree to develop a project of mutually agreed upon community benefit. The university has pledged $1 million towards that joint project.

Agenda Item #2.6

Radio Tower Lease Agreement

Request

Purchasing and Contracting Services, on behalf of the University of Oregon's public classical music radio station KWAX, is requesting approval to extend six existing radio tower leases on towers located around the State of Oregon for cumulative terms beyond 20 years.

Background

KWAX is a Public Broadcasting radio station under the umbrella of University Communications. KWAX's primary station is located off campus on Centennial Loop in Eugene. KWAX is supported solely by listener donations, underwriting and grants.

Beginning as a student radio station in an attic above Villard Hall, KWAX quickly expanded to become a professional public broadcaster of classical music in the 1960s. Today, the station streams online and broadcasts to 12 Oregon cities from Newport to Redmond. For years, KWAX-FM has served the world only the best classical music. Listeners from Oregon to Germany to New Zealand tune in every day to hear one of the remaining stations committed to providing quality classical music programming. As a public broadcasting radio station, KWAX must comply with Federal Communications Commissions (FCC) and provides additional public service transmitting public service announcements including emergency alert notifications for those localized areas.

KWAX is committed to diversity and inclusion while supporting the diverse Western Oregon community and strives to reflect this commitment through all our platforms and formats and at all levels of our organization.

Along with KWAX's primary off-campus radio station located in Eugene, KWAX transmits from 11 other locations across Oregon and online. Each of these transmissions requires either digital or analog equipment to be installed on a 3rd party owned tower located on designated mountain tops across Oregon. KWAX leases tower and ground space to transmit throughout Oregon from those established FCC compliant locations. For each of these leases, KWAX is merely contracting for the right to place transmitting equipment on a broadcast tower and in attached facilities, as well as to access those facilities operate and maintain the equipment.

Leases to be Renewed

Over the next two years, KWAX expects to renew the following leases such that their cumulative terms extend beyond twenty years:

Summary of Requested Action | Authorization for Certain Lease Agreements (KWAX)
16 September 2022

Lessor Name	Location	Yrs. Under Contract	Current Contract Term Date	FY23 Annual Cost
Oregon Public Broadcasting	Corvallis, Vineyard	18	Month-to-Month	$3,900
Slater Sites Inc-Silkie Communications	Salem	16	9/1/2019—8/31/2024	$5,100
West Lane Translators Inc	Florence, Glenda Hill	15	1/1/2020—12/31/2024	$1,400
California Oregon Broadcasting Inc/COBI-BLANTON	Eugene, Blanton Heights	14	5/1/2017—4/30/2022	$21,300
Total Network Communications Inc TNC T-NET	Prineville, Grizzly Mountain	14	10/1/19—9/30/2024	$6,900
NPG of Oregon Inc	Bend	13	1/1/2019—12/31/2022	$5,326

These locations are critical to enable KWAX to provide service to communities within its broadcast footprint so it can continue its mission of broadcasting classical music to people in Western Oregon in compliance with FCC regulations.

Policy Requirements
Under University Policy I.01.01-Retention and Delegation of Authority, Section 3.8.8 the University of Oregon Board of Trustees delegated to the University President, or their designee, the power to execute transactions related to lease of real property with a cumulative term of up to 20 years. Accordingly, Board of Trustees approval is required for university administrators to execute any lease with a cumulative term that extends beyond 20 years. With the Board of Trustees' approval, Purchasing and Contracting Services will work with University Advancement and University Communications to extend the above referenced leases for cumulative terms beyond 20 years.

Board of Trustees of the University of Oregon
Seconded Motion: Authorization for Certain Lease Agreements (KWAX Tower Leases)

WHEREAS, KWAX public broadcasting radio station has operated underneath university oversight and management since it began as a student run radio station in the 1960's;

WHEREAS, KWAX provides high quality classical music across the state of Oregon as well as across the world, and is supported entirely by donations, underwriting, and grants;

WHEREAS, KWAX, as a public broadcasting radio station, must comply with Federal Communications Commissions (FCC) and provides additional public service transmitting public service announcements including emergency alert notifications for those localized areas;

WHERAS, KWAX transmits from 12 locations across Oregon and online, each of which requires either digital or analog equipment to be installed on a 3rd party owned tower located on designated mountain tops across Oregon;

WHEREAS, the university wishes to renew lease agreements necessary to keep equipment on 3rd party installations and maintain operations, and such agreements extend beyond 20 years;

WHEREAS, university policy on retention and delegation of authority 3.8.8 requires board approval on leases and licenses for real property and modifications of up to 20 years;

WHEREAS, the Finance and Facilities Committee has referred this matter to the full Board of Trustees as a seconded motion, recommending adoption;

NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby authorizes the President or their designees to execute lease agreements necessary to maintain KWAX operations, with cumulative value not to exceed $350,000.

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Agenda Item #2.7
Student Conduct Code Changes

UNIVERSITY OF OREGON

PURPOSE AND BACKGROUND

The UO's Student Conduct Committee ("Committee") and the Office of the Dean of Students seek Board of Trustees approval for revisions to the Student Conduct Code ("Code").

Per the Code, *"Upon approval by the Board of Trustees of the University of Oregon, this Student Conduct Code becomes effective and supersedes all previous policies pertaining to student discipline at the University of Oregon."*

The Committee provides a peer perspective on matters of student conduct and academic integrity at the University of Oregon. The Committee of students, faculty, and staff serves a tripartite purpose for supporting the university conduct system through Advising, Advocating, and Advancing.

> **Advising**—Reviewing and making recommendations to the Code and related procedures.
> **Advocating**—Providing educational outreach to university students, faculty, and staff.
> **Advancing**—Exploring new and innovative ways to increase student and faculty awareness of and involvement in the student conduct program.

2021-2022 Student Conduct Committee Membership

Student Membership:
> Addie Beplate—Law Student
> Katarina Finseth—Undergraduate Student
> Ryan Laws—Undergraduate Student
> Aaron Silberman—Undergraduate Student
> McKale Walker—Undergraduate Student

Faculty Membership:
> Erik Girvan—Associate Professor, School of Law and CRES Faculty Director
> Ryan Hildebrand—Senior Librarian, and Special Collections and Authorities Cataloger
> Michael Tomcal—Senior Instructor I, Accounting

Staff Membership
> Laurel Bastian—Faculty Consultant, Teaching Engagement Program
> Kristi Patrickus—Attorney, Student Advocacy Program
> Sandy Weintraub—Director, Oregon Law Commission
> hannah white—Coordinator, Holden Center for Leadership and Community

Administrative and Advisory Personnel
> Ali Selman—Student Conduct Coordinator, Student Conduct and Community Standards (SCCS)
> Dianne Tanjuaquio—Associate Dean of Students, and Director of SCCS

The Committee met on the following dates to discuss, finalize, and approve proposed revisions to the Code to be presented to the Board of Trustees:
- October 22, 2022
- November 19, 2021
- December 10, 2021

- January 28, 2022
- February 18, 2022
- February 25, 2022
- March 11, 2022
- April 1, 2022
- April 22, 2022
- May 6, 2022

Recommendations

<u>Removal of the Faculty Resolution Process</u>

The Committee prioritized a review of the Faculty Resolution process, which instructors have often utilized to resolve academic misconduct concerns. In this process, instructors with academic misconduct concerns are expected to reach out to the accused student and provide an opportunity to meet with them to discuss the alleged incident. An accused student who acknowledges engaging in academic misconduct through this process typically also agrees to the imposition of an academic sanction from the instructor, in the form of a grade penalty. The instructor will then report the resolution of the matter, as well as the corresponding academic sanction, to SCCS to maintain in their records. Concerns with the Faculty Resolution process were presented by all constituent subgroups represented in the Committee.

The primary concern discussed by the Committee was related to the adjudication of student conduct matters by instructors—rather than student conduct professionals—through a process that may not ensure that students are afforded the same protections and rights as in a formal student conduct review. These rights include:

- The right for information related to their student conduct matter to remain private, as delineated by the Family Educational Rights and Privacy Act (FERPA)
- The right to receive written notice of the alleged violation(s) of the Code, including the sections and corresponding definitions of the Code being used to make a finding
- The right to review all documents related to the alleged violation(s) of the Code
- The right to be accompanied by a support person
- The right to share their perspective, provide documents, and potential witness information
- The right to review and respond to all information gathered related to the alleged violation(s) through the course of an investigation

The Committee concluded that along with potentially bypassing these rights, the Faculty Resolution process may amplify inequities in the power dynamic between students and their instructors. The Committee noted that having instructors serve as both reporters and adjudicators created a conflict of interest, and feedback they received from students suggested that in some cases they felt pressure was strongly exerted on them by instructors to acknowledge violations of the Code. The feedback also suggested that instructors may have implied that acknowledging a violation through the Faculty Resolution process would result in more favorable outcomes than being referred to SCCS for a formal student conduct review.

The Committee also noted that for instructors, responsibility for administering the Faculty Resolution process—in addition to their primary academic teaching and research obligations—requires a significant time commitment, as well as a level of training that does not currently exist. The Committee found that most instructors participate in the Faculty Resolution process while unaware of the legal risk involved with imposing academic sanctions based on students acknowledging violations of the Code, under circumstances which suggest that students are not being informed of their due process rights.

The recommendation from the Committee was to eliminate the Faculty Resolution process, and for instructors to refer incidents of suspected academic misconduct directly to SCCS for review and adjudication. Responsibility for determining an appropriate academic sanction or grade penalty would remain with instructors, but only once they have been notified by SCCS that the student has acknowledged or been found responsible for engaging in academic misconduct through the formal student conduct process.

Redefining "Cheating" and Adding "Unauthorized Collaboration"
The Committee found that the inclusion of "unauthorized collaboration" as an act of "cheating" suggested that unauthorized collaboration may only occur during in-person or remotely proctored academic exercises such as exams or quizzes. The Committee recommended that "unauthorized collaboration" be defined in the Code as a distinctive type of academic misconduct that may apply to all academic course requirements, including homework assignments, papers, and projects. It is also important to note that the recommended definition for "unauthorized collaboration" requires that students not collaborate unless expressly permitted by the instructor—as opposed to allowing students to assume that they can collaborate when they have not been expressly prohibited from doing so.

Proposed changes are provided in EXHIBIT A.

Board of Trustees of the University of Oregon

Seconded Motion: Adoption of Proposed Changes to Student Conduct Code

WHEREAS, UO Policy III.01.01, the Student Conduct Code ("Code") stipulates that the primary mission of the Code is to "set forth the community standards and procedures necessary to maintain and protect an environment conducive to learning";

WHEREAS UO Policy III.01.01 notes that a corollary mission of the Student Conduct Code is to teach students to live and act responsibility in a community setting, with respect for the rights of other students and members of that community…and to encourage the development of good decision-making and personal integrity;

WHEREAS to be effective, the Student Conduct Code must be updated and kept current, and must be aligned with state law, federal law and best practices;

WHEREAS certain portions of the UO's Student Conduct Code require updates to reflect best practices, provide greater clarity, and reflect new knowledge, issues, and understanding since the Code's last update (2015);

WHEREAS, the Board of Trustees has been presented with a set of recommended changes put forward by the Student Conduct Committee and the Office of the Dean of Students;

WHEREAS, the UO's Policy on the Retention and Delegation of Authority stipulates that the Board retains authority to approve any and all changes regarding student conduct policies;

WHEREAS, ORS 352.029 provides that the Board 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; and,

WHEREAS, the Academic and Student Affairs Committee has referred this matter to the full Board of Trustees as a seconded motion, recommending adoption;

> NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby adopts proposed changes to the Student Conduct Code attached hereto in _____EXHIBIT A_____.

Vote recorded on the following page.

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Board of Trustees
Seconded Motion: Adoption of Proposed Changes to Student Conduct Code
16 September 2022   Page 2 of 2

Policy

Section 1: Introduction

The University of Oregon's mission statement states, "The University of Oregon is a comprehensive public research university committed to exceptional teaching, discovery, and service. We work at a human scale to generate big ideas. As a community of scholars, we help individuals question critically, think logically, reason effectively, communicate clearly, act creatively, and live ethically." As a community of scholars,

- We value the passions, aspirations, individuality, and success of the students, faculty, and staff who learn and work here.
- We value academic freedom, creative expression, and intellectual discourse.
- We value our diversity and seek to foster equity and inclusion in a welcoming, safe, and respectful community.
- We value, and endeavor to learn from, the unique history and cultures of Oregon that shape our identity and spirit.
- We value our shared charge to steward resources sustainably and responsibly.

The Student Conduct Code sets forth the community standards and procedures that maintain and protect an environment that is conducive to learning and supports the educational objectives of the University of Oregon.

Section II: Definitions

1. "Cannabis" means the parts, product, and derivatives of the plant Cannabis sativa, indica, ruderalis, and hybrid strains, regardless of the delta-9-tetrahydrocannabinol level, and is a federally controlled substance. Pursuant to federal law, the use of cannabis, including medical use, is prohibited on University Premises and at University Sponsored Activities. Cannabis, for the purpose of this policy, does not include FDA approved substances or industrial hemp as permitted by federal law.

2. "Case Manager" means a University employee who is designated by the Director to investigate and/or determine the appropriate resolution of an alleged violation of the Student Conduct Code.

3. "Complainant" generally means the University. In reports of discrimination or harassment, Complainant may also mean the Student that has been the subject of another Student's alleged misconduct. A Student Complainant has the same opportunities under the Student Conduct Code as are provided to the Respondent.

4. "Director of Student Conduct and Community Standards" is the person designated by the University to be responsible for the administration and interpretation of the Student Conduct Code, or their designee. This person may be referred to as "Director".

5. "Person Reporting" means any person who reports an allegation. This person is not automatically considered the Complainant.

6. "Policy" means the written rules and regulations of the University.

7. "Respondent" means any Student or Student Organization reported to have violated the Student Conduct Code.

8. "Student" means any person registered or enrolled in a University academic course or program, and any person admitted to the University who is on University Premises for any purpose related to the person's registration or enrollment, or any person who participates in University programs that require Student status. Student includes any person who was a student in the previous term and is eligible for registration.

9. "Student Organization" means any group of University of Oregon Students meeting the University's criteria for organizational recognition or registration established by the University or its units, colleges, or departments. Jurisdiction is retained for behavior that occurred when the Student Organization was recognized of registered, regardless of current status.

10. "Support Person" means any person who accompanies a Respondent or Complainant for the purpose of providing support, advice, or guidance. Any limitations on the scope of a support person are defined in written procedures or other relevant University policy. Witnesses or other Respondents are not allowed to serve as Support Persons.

11. "University Appellate Body" means the person or persons designated to consider an appeal from the outcome of an administrative conference. The appellate body for Discriminatory Misconduct and Student Organization conduct cases will be designated by the Vice President for Student Life. The appellate body for all other conduct cases will be designated by the University President.

12. "University Official" means a person having assigned University responsibilities who is performing their University duties. This includes Students who have been authorized to act on behalf of the University, such as resident assistants.

13. "University Premises" includes all land, buildings, or grounds owned, leased, operated, controlled, or supervised by the University and adjacent sidewalks and streets.

14. "University Sponsored Activity" means any activity that is directly initiated or supervised by the University or a Student Organization, on or off University Premises.

Section III: Scope, Authority, and Jurisdiction

1. The Director of Student Conduct and Community Standards (Director) develops procedures for the administration of the student conduct system.

2. Allegations of misconduct may be reported to the Director at any time, whether or not the Respondent is currently enrolled or registered. The Director has the authority to determine whether or not the allegation merits further response, including referral to the University student conduct system.

3. The Student Conduct Code applies to each Student for behavior that occurs from the time of admission, registration, or enrollment (whichever occurs first) through the actual awarding of a degree or complete withdrawal as defined by the University, regardless of when the behavior is reported.

   a. It applies to behavior that occurs during periods of suspension from the University.
   b. It applies even if the Respondent subsequently withdraws from the University.
   c. It applies to behavior that occurs between periods of enrollment unless the Respondent completely withdraws before the deadline to register for the next term. For Students enrolled in the spring term, jurisdiction is maintained until the deadline to register for the fall term.

4. The Student Conduct Code applies to all activities on University Premises and during any University Sponsored Activity regardless of location. The University may apply the Student Conduct Code to Student behavior which occurs off-campus in which the University can demonstrate a clear and distinct interest as an academic institution regardless of where the conduct occurs and a) which causes substantial disruption to the University community or any of its members, b) which involves academic work or any University records, documents, or identifications, or c) which seriously threatens the health or safety of any person.

5. Proceedings under the Student Conduct Code are separate from civil or criminal proceedings and may, at the discretion of the Director, be carried out prior to, simultaneously with, or following civil or criminal proceedings.

6. Allegations of misconduct by Student Organizations will be managed using the same process (Section V. Resolution Process) as individual Students.

Section IV: Prohibited Conduct

1. **Academic Misconduct**

   a. Assisting in the commission of academic misconduct: Helping another engage in academic misconduct.

   b. Cheating: Accessing or using of unauthorized materials, information, tools, or study aids.
   b. Cheating: Unauthorized collaboration, accessing, or using of unauthorized materials, information, tools, or study aids.

   c. Fabrication: Providing false information in fulfillment of an academic assignment, exercise, or other requirement, including making up data, sources, efforts, events, or results and recording, reporting, or using them as authentic.

   d. Multiple submissions of work: Using or submitting the same or substantially the same academic work for credit more than once, unless specifically authorized by the instructor of record for the course in which it's being submitted for credit. If authorized, appropriate disclosure and citation is required.

e.   Plagiarism: Presenting another's material as one's own, including using another's words, results, processes or ideas, in whole or in part, without giving appropriate credit.

f.   Unauthorized recording and/or use: Recording and/or dissemination of instructional content, or other intellectual property, without the express written permission of the instructor(s), intellectual property owner or the Accessible Education Center.

g.   Unauthorized collaboration: Collaborating or attempting to collaborate with others in fulfillment of an academic assignment, exercise, or other requirement when not expressly permitted by the instructor(s).

2.   **Substance Use Misconduct**

a.   Alcohol.
   i.   Possession or consumption of alcohol by those under the legal drinking age.
   ii.   Furnishing of alcohol to a person under the legal drinking age.
   iii.   Possession or consumption of alcohol by a person of the legal drinking age in unauthorized areas or furnishing of an alcoholic beverage to any person in unauthorized areas.
   iv.   Causing another to ingest alcohol without consent.

b.   Cannabis.
   i.   Use, possession, or procurement of cannabis except as expressly permitted by both State and Federal law. Per Oregon law, possession of cannabis by someone under the age of 21 includes possession by consumption, permitted the consumption occurred within the past 24 hours.
   ii.   Furnishing, cultivation, manufacturing, distributing, or selling cannabis except as expressly permitted by both State and Federal law.
   iii.   Causing another to ingest cannabis without consent.

c.   Other controlled substances.
   i.   Use, possession, or procurement of a Controlled Substance except as expressly permitted by both State and Federal law.
   ii.   Furnishing, cultivation, manufacturing, distributing, or selling of a Controlled Substance, except as expressly permitted by both state and federal law.
   iii.   Causing another to ingest a controlled substance without consent.

d.   Smoking and tobacco.
   i.   Smoking and tobacco use, including "vaping," is prohibited on University owned or controlled property by University Policy.
   ii.   Possession of tobacco products and inhalant delivery systems ("e-cigarettes") by those under 21 years of age on University Premises or at a University Sponsored Activity, is prohibited in accordance with state law. This does not prohibit the use or possession of products that have been approved by the United States Food and Drug Administration for sale as a tobacco cessation product, provided the product is marketed, sold, and used solely for the approved purpose.

3.   **General Misconduct**

a. Attempts, threats, or inciting others: Attempting to, threatening to, or inciting others to engage in any of the conduct prohibited by this Code.

b. Damage and/or destruction: Damage to or destruction of University property or the property of another.

c. Disruptive behavior: Engaging in behavior that could reasonably be foreseen to cause, or that causes, the disruption of, obstruction of, or interference with:
    i.   the process of instruction, research, service, administration, administering the Student Conduct Code, or any other University Sponsored Activities,
    ii. an environment conducive to learning, or
    iii. freedom of movement on University Premises, either pedestrian or vehicular.

d. Failure to comply: Failure to comply with any reasonable directive of University or public officials in the performance of their duties. This includes but is not limited to, failures to: adhere to no-contact-directives, remove oneself from University Premises, complete conduct outcomes and/or sanctions, and cease and desist.

e. Falsification: Knowingly providing/presenting, creating, or possessing falsified or forged materials, records, or documents. Additionally, intentionally initiating any false report or providing false or misleading information to a person acting in their capacity as a University or public official.

f. Gambling: Any activity not approved by the University in which a person stakes or risks something of value upon the outcome of a contest of chance or a future contingent event not under the control or influence of the person, upon an agreement or understanding that the person or someone else will receive something of value in the event of a certain outcome, except as permitted by law.

g. Harassment: Engaging in behavior that is sufficiently severe, pervasive, and objectively offensive to a degree that it interferes with a reasonable person's ability to work, learn, live, or participate in or benefit from the services, activities, or privileges provided by the University.

h. Hazing: Intentionally subjecting another to a situation or action that a reasonable person would foresee as causing mental or physical discomfort, embarrassment, injury, or ridicule. Individual acceptance of or acquiescence to any activity does not affect a determination of whether the activity constitutes hazing. This includes compelled participation in behavior which would violate the law and/or University Policy. Hazing may include, but is not limited to, sleep deprivation or causing excessive fatigue, physical or psychological shock, compelled ingestion of a substance, and other activities not consistent with the parent organization's rules and regulations.

i. Physical contact: Physical contact that endangers or harms the health or safety of any person. This may include "Violent Behavior" as defined by the Campus Violence Prevention Policy.

j. Public Urination or Defecation: To urinate or defecate in any public location not specifically designated as a restroom.

k. Retaliation or Obstruction: Any adverse action taken toward a person who is, or is perceived to be, engaged in an investigation, a report, or student conduct process, because that person participated in the University's process, or to deter a person from participating in the University's process. Includes retaliation as defined by the Discrimination Complaint and Response Policy.

l. Safety hazard: Tampering with firefighting equipment or smoke detectors, causing a false alarm, or endangering the health or safety of others.

m. Theft: Unauthorized taking or possession of property of another, including goods, services, and other valuables.

n. Threatening behavior: Behavior that constitutes a threat, as defined by the Campus Violence Prevention Policy.

o. Unauthorized access or use: Unauthorized access to, entry to, or use of physical or virtual space, including misuse of access privileges. Unauthorized use of University property or services, or the property of others. This includes conduct which violates the Access Control Policy and the Facilities Scheduling Policy.

p. Unwanted contact: Repeated contact or communication to another person when the contacting person knows or should know that the contact or communication is unwanted by the other person and:
    i.   The contact would cause a reasonable person fear of physical harm; or
    ii. The contacting person knows or should know that the contact or communication significantly impacts the other person's ability to perform the activities of daily life.

q. Misuse of computing resources: Violation of UO acceptable use of computing resources policy pertaining to use of computing or network resources, including:
    ii. Unauthorized access to, or sharing of information necessary to access, accounts, courses, course materials, or computer labs;
    ii. Commercial or illegal use of electronic or computer resources; or
    iii. Violation of copyright law.

r. Violation of law: Any action or behavior that violates federal, state, or local law.

s. Violation of University Policy: Any action or behavior, by a Student that violates University Policy.

t. Weapons.
    ii. Possession of explosive materials, firearms, ammunition or other dangerous weapons is prohibited on University Premises and at University Sponsored Activities, unless expressly authorized by law and applicable University Policy. Includes violation of the Firearm Policy.

      ii.   Use of explosive materials, firearms, ammunition, other dangerous weapons, or any object or substance used as a weapon is prohibited on University Premises and at University Sponsored Activities, unless expressly authorized by law and applicable University Policy.

      iii.   Weapons, possessed, used, or handled off-campus in a manner that is unlawful or contributes to any other violation of the Code is also prohibited.

4. **Discriminatory Misconduct**

   1. Any action or behavior prohibited by the University of Oregon Prohibited Discrimination and Retaliation Policy.

Section V: Resolution Process

1. **Report.** The Director determines within a reasonable time whether a report alleges a potential violation of the Student Conduct Code and whether the matter should proceed through the conduct process.

2. **Student Rights.** If the matter will proceed through the conduct process, the Respondent will:
   a. Be informed of the alleged violation(s) and the alleged misconduct upon which the report is based.
   b. Be informed of the process.
   c. Have the opportunity to meet, in person or virtually, with a Case Manager to review the report, the process, and options for disposition of the case in advance of an administrative conference.
   d. Have the opportunity to access, prior to an administrative conference, any documentation in possession of the Director that may be relied upon in decision making, subject to limitations from policies, regulations, and State and Federal law. What documentation is available, and how it may be accessed, is defined by written procedure.
   e. Have the opportunity to respond to the allegations to the Director or their designee in an administrative conference and
      i. Have a reasonable amount of time to prepare for the conference;
      ii. Have the opportunity to propose relevant witnesses;
      iii. Have the opportunity to submit questions to the Director for witnesses involved; and
      iv. Have the opportunity to be accompanied by a Support Person

3. **Notice and Administrative Conference.**

   a. The Director assesses whether an informal resolution, alternative resolution, formal student conduct action, or other process is appropriate. If the Director deems formal student conduct action to be appropriate, the Director will issue a written notice to the Respondent via Respondent's official University of Oregon e-mail address. All communications sent by the Director are considered received when sent. In cases involving Student Organizations, the notice will be emailed to the organization's representative (normally the president on file with ASUO, the Office of Fraternity & Sorority Life, or the Center for Student Involvement).

b. **Notice.** The notice will identify whether the Respondent may be subject to suspension, expulsion, or negative transcript notation. If the Director receives additional information which could elevate the potential sanction to suspension, expulsion, or transcript notation, the Director will issue a new notice to the Respondent informing them of the additional information and potential sanction(s).

c. The Case Manager will schedule an informational meeting as a part of the above notice. The informational meeting is a meeting between a Respondent and a Case Manager to review the report and relevant information, explain the student conduct process, and review possible options for resolving the matter. Respondents need not provide a response to the allegation(s) in this meeting.

d. After the informational meeting, the Case Manager will determine whether the case requires an administrative conference. The Respondent may also request an administrative conference. A Student who agrees to resolve violations without an administrative conference may waive their right to appeal. Such a waiver will be knowing, voluntary, and explicit.

e. If the Respondent, after receiving notice of the administrative conference does not appear for the conference, the conference will proceed without the Respondent.

f. Following the administrative conference, the Case Manager, applying a preponderance of the evidence standard, will determine if any violation of the Student Conduct Code occurred. The Case Manager will determine any sanctions(s) to be imposed for violation(s). In cases involving allegations of Discriminatory Misconduct, the sanction decision will be made by the Director.

g. In determining if a Student Organization is in violation, in addition to the above, the Case Manager may consider whether:
   i. The violation arises out of a group-sponsored, organized, financed, or endorsed activity or event;
   ii. The organization provides the impetus for the violation;
   iii. The violation occurs on the premises owned or operated by the group;
   iv. A group leader has knowledge of the violation being likely to occur before it occurs and fails to take corrective action; or
   v. A pattern of individual violations is found to have existed without proper and appropriate group control, remedy, or sanction

4. **Alternate Dispute Resolution Processes.** The Director and Respondent may determine that an alternate dispute resolution process (facilitated dialogue, mediation, etc.) is appropriate. Any case resolved through an alternate dispute resolution process may not be appealed and does not result in a finding of a conduct violation.

5. **Accommodations for Students with Disabilities.** A Student requesting an accommodation must follow the appropriate process for requesting an accommodation through the Accessible Education Center. The Accessible Education Center will make a determination regarding the request and notify the appropriate parties.

6. **Action Plan.** When a Student or Student Organization is found to be in violation of the Student Conduct Code, the Director will develop an action plan intended to promote personal reflection and growth, repair any harm caused, and help the Student or Student Organization realign with institutional values. The following describes the outcomes and sanctions that may be imposed,

individually or in various combinations, on any Student or Student Organization as part of an action plan. An administrative sanction may be deferred for a designated length of time.

a. Outcomes.
   i. Educational Outcome: The Student or Student Organization is required to complete a project or activity designed to promote learning and prompt changes to Student behavior and prevent further misconduct. Educational outcomes may include, but are not limited to, workshops, seminars, meetings, assignments, and substance abuse assessments.
   ii. Reflective Outcome: The Student or Student Organization is required to complete a project or activity designed to promote self-reflection on one's actions and the impact of those actions on others.
   iii. Restorative Outcome: The Student or Student Organization is required to complete a project or activity designed to address the impact of the behavior and repair harm caused to any person and/or community.

b. Administrative Sanctions.
   i. Conduct Warning. The Student or Student Organization is given written notice that the conduct engaged in is inconsistent with University standards and expectations and informed that future violations of the Student Conduct Code may result in the imposition of more serious sanctions.
   ii. Disciplinary Probation. A period of probation may be imposed during which any violations of the Student Conduct Code will result in more serious sanctions than might be otherwise imposed. A Student or Student Organization on probation may lose designated privileges during the period of probation.
   iii. Suspension.
      1. Individual Suspension. The Student is separated from the University for a specified period. A Student who has been suspended from the University shall not be permitted to reside in University-owned or operated facilities and may not participate in any University Sponsored Activity.
      2. Group Suspension. A Student Organization loses University recognition or registration and all associated privileges for a specified period.
   iv. Expulsion. The Student is permanently separated from the University. A Student who has been expelled from the University shall not be permitted to reside in University-owned or operated facilities.
   v. Revocation of Degree. An academic degree previously awarded by the University may be revoked if it was obtained by fraud or a significant part of the work submitted in fulfillment of, and indispensable to, the requirements for such degree constitutes academic misconduct. The Academic Requirements Committee may, upon appeal, stipulate the requirements for obtaining a degree.
   vi. University Housing Transfer or Eviction. As a result of a Student Conduct Code violation, the University may administratively transfer a resident to an alternate housing assignment, or may evict the resident from their housing assignment. Students who are evicted due to a conduct violation are no longer eligible for University Housing.

vii. Negative Notation on Transcript. Entry of the fact of violation on the Student's permanent academic record may be imposed at the discretion of the Director. After the expiration of the period of time, if any, set by the Director, the notation is removed.

viii. Exclusion. The Student is not permitted to participate in University Sponsored Activities, or appear at or be present on all, or a specified portion of, University Premises without advance written permission from the Director.

ix. Loss of Privileges. The Student or Student Organization is denied specified privileges normally associated with Student status or recognized Student Organization status, such as participation in or sponsorship of University activities, use of University facilities or services, or living in University-owned or supervised housing.

x. Restitution. The Student or Student Organization is required to replace or restore damaged, stolen, or misappropriated property.

7. **Appeals.** A Respondent may choose to appeal an administrative conference decision within ten business days. The appeal goes to the designated University Appellate Body. In cases involving Discriminatory Misconduct, the Complainant may also appeal the decision to the designated University Appellate Body. Faculty may appeal an academic misconduct finding when they are the Person Reporting or the instructor of record. Appeals must be in writing, state the basis for the appeal, and be delivered as directed to the Office of Student Conduct and Community Standards.

   a. Except for new information, an appeal is limited to the case file. An appeal will only be accepted for one or more of the following purposes (Basis for Appeal):
      i. To determine whether there was any procedural irregularity that affected the outcome of the matter;
      ii. To determine whether the action plan imposed was appropriate for the violation(s);
      iii. To determine whether the finding is not supported by the preponderance of the evidence; and/or
      iv. To consider new information that could alter a decision, only if such information could not have been known to the appealing party at the time of the administrative conference.

   b. After considering an appeal, the University Appellate Body may either modify the action plan or send the matter back to the Director with a recommendation for additional fact finding, other resolution, or dismissal of the case. If the University Appellate Body grants an appeal on basis of "new information" the only action the University Appellate Body may take is to send it back to the Director with a recommendation for additional fact finding, other resolution, or dismissal of the case.

Section VI: Interim Action
The Director may impose an interim action(s) regarding a Student or Student Organization when, in the professional judgement of the Director or designee, it is necessary to address a substantial and immediate threat of harm to persons or property.

1. Interim action may include, but is not limited to:

a. Interim removal/suspension of the Student from the University;
b. Interim removal from, or relocation within, University-owned or operated housing facilities;
c. Restrictions on the Student's presence on University Premises or at University Sponsored Activities; and/or
d. An administrative hold which would prevent registration and the Student from obtaining an official copy of the Student's transcript.

2. When the interim action takes place, the Director will:

   a. Inform the Respondent of the reason for the interim action;
   b. Schedule a preliminary meeting and inform the Respondent of its date, place, and time. At the preliminary meeting, Respondent has the opportunity to explain why interim action should or should not be taken.

3. Within two business days of the interim action, the preliminary meeting takes place. The Respondent may have a Support Person in attendance.

4. Based on the reasonable evaluation of the information presented at the preliminary meeting, the Director will notify the Respondent of the decision, no later than the following business day, to:

   a. Dissolve the interim action and take no further action;
   b. Dissolve the interim action but proceed to an administrative conference; or
   c. Sustain or modify the interim action until such time as a resolution is reached following an administrative conference.

5. An interim action is reviewed by Vice President for Student Life's Designee at the request of the Respondent. The review provides an opportunity for the requesting party to explain in writing why an interim action need no longer be imposed, or should be altered. Subsequent review of the same emergency action may be requested, at most, every ten business days.

Section VII: Academic Misconduct Procedures
Regardless of the method of resolution, relevant University Officials, including faculty members, are required to file a written report of any academic misconduct with the Director.

1. Faculty Resolution.

   a. If a faculty member suspects Academic Misconduct has occurred, that person should contact the Respondent directly. If the faculty member is unable to reach out to the Respondent for any reason, the matter must be submitted to the Director for resolution in a timely manner.
   b. **Acknowledged Case.** If the Respondent acknowledges the academic misconduct occurred, the faculty member must provide written notice of the resolution, including any academic sanction, to the Respondent. This notice, and a written report of the academic misconduct must then be sent to the Director within 5 business days. The

> ~~Director may initiate additional action based on the circumstances or Respondent's conduct history.~~
> c. ~~**Contested Case.** If the Respondent does not agree that academic misconduct occurred, or does not agree to discuss the matter, the faculty member, will make a written report to the Director for resolution.~~
>> i. ~~If the Respondent responds to the faculty member, this report must occur within 5 business days of meeting with the Respondent.~~
>> ii. ~~If the Respondent does not respond to the faculty member, within 5 business days, a written report must be submitted to the Director for resolution within 5 additional business days.~~

2.~~1.~~ Director Resolution.

    a. In cases of suspected academic misconduct that are reported by relevant University Officials, the case resolution will be conducted in accordance with the procedures established in this Code.

    a. ~~For cases which are not resolved through Faculty Resolution, and cases which are reported by other relevant University Officials, the case resolution will be conducted in accordance with the procedures established in this Code.~~

3.~~2.~~ Academic Sanction.

    a. If the Respondent is found in violation of academic misconduct in a course, in addition to the Action Plan imposed through the regular student conduct procedures, the faculty member may assign an appropriate academic sanction, up to and including an "F" or "N" for the course.

    a. ~~If the Respondent admits, or is found, to have engaged in academic misconduct in a course, in addition to the Action Plan imposed through the regular student conduct procedures, the faculty member may assign an appropriate academic sanction, up to and including an "F" or "N" for the course.~~

    b. The Respondent may appeal an academic sanction to the designated University Official within the department, college, or school from which the academic sanction originated.

    c. If there is a finding that the Respondent did not engage in academic misconduct, no academic sanction may be imposed.

4.~~3.~~ Withdrawing from a Course.

    a. A Respondent may not drop or withdraw from a course that is pending after the Respondent has been made aware of the alleged academic misconduct via notice from the Director.

    a. ~~A Respondent may not drop or withdraw from a course that is pending after the Respondent has been made aware of the alleged academic misconduct by the faculty member, or University Official, or after the Respondent receives notice from the Director.~~

    b. If a Respondent's academic misconduct does not result in an academic sanction, the Respondent may withdraw from the course or change the course's grading option no later than five business days after the decision or termination of Student Conduct Code proceedings without sanction.

Section VIII: Retention of Student Conduct Records

1. **Student Conduct Records and Files.** Case reports will result in the development of a student conduct record in the name of the Respondent and Complainant, if applicable. These records will be maintained for a minimum of seven years in accordance with State of Oregon records policies and in compliance with federal legislation such as FERPA, the Clery Act, and Title IX.

2. **Petition for non-reportable records.** Respondents may, under some circumstances, petition to the Director for a conduct record to be considered "non-reportable." The Director's decision is discretionary and may not be appealed. If the Director is compelled to report the record by lawful order, the approved petition will not apply.

Section IX: Student Conduct Code Adoption and Revision

1. Any question of interpretation regarding the Student Conduct Code shall be referred to the Director for final determination.

2. The Student Conduct Advisory Committee provides peer perspective on matters of student conduct and academic integrity at the University of Oregon. The Committee of Students, faculty, and staff serves a tripartite purpose for supporting the university student conduct system: Advising, Advocating, and Advancing.

   a. The Committee will assist the Director by:
      i. Advising. Review and make recommendations for changes to the Code and related procedures.
      ii. Advocating. Provide educational outreach to university students, faculty, and staff.
      iii. Advancing. Explore new and innovative ways to increase student and faculty awareness of and involvement in the student conduct program.

   b. The Director will provide the Committee with an annual report which includes:
      i. Articulation of currently published procedures
      ii. Overview of previous year, including the activities of the Committee, trends regarding student behavior, and recommendations for the committee's review.

3. Upon approval by the Board of Trustees of the University of Oregon, this Student Conduct Code becomes effective and supersedes all previous policies pertaining to student discipline at the University of Oregon.

4. This Code is not a contract, express or implied, between any applicant, student, staff or faculty member. This Code may be amended by the Board of Trustees of the University of Oregon, consistent with the Policy on Retention and Delegation of Authority.

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Agenda Item #2.8

Tuition Approval: Online Masters in Applied Behavioral Analysis

Summary of Requested Action: Adoption of Tuition for the Online Master's of Science in Applied Behavior Analysis

In December of 2021, the Board of Trustees approved a new online Master's of Science in Applied Behavior Analysis from the College of Education. This program is aimed at increasing the number of UO graduates with the knowledge, skills, and experiences necessary to design, deliver, and evaluate applied behavior analytic services and supports to individuals with disabilities (e.g. intellectual and developmental disability including autism spectrum disorder).

The intention was to charge standard College of Education Masters Clinical Science tuition rates for the new program. However, the tuition rate for this new program was inadvertently not included with other graduate program tuition rates in the Graduate Tuition Notes section of the tuition approval submitted to the board at the Board's March 2022 meeting. The program will begin during Fall 2022, and staff is seeking approval to charge the College of Education's Masters Clinical Science Rate for this new program for the 2022-2023 Academic Year. Please refer to the detailed tuition tables and graduate education program notes included below.

Staff responsible for new program approval and the tuition setting process will be putting new processes in place to avoid omissions such as this in the future.

UNIVERSITY OF OREGON
Academic Year 2022-23 Graduate Tuition Rates
COLLEGE OF EDUCATION

| | Academic Year Graduate | | | | | | | |
| | Resident | | | | Nonresident | | | |
Credits	Masters / Doctoral	DEd	Masters / Doctoral Supervision	Masters Clinical Science	Masters / Doctoral	DEd	Masters / Doctoral Supervision	Masters Clinical Science
1	1,199.00	1,199.00	1,256.00	1,317.00	1,514.00	1,514.00	1,571.00	1,628.00
2	1,861.00	1,861.00	1,974.00	2,107.00	2,491.00	2,491.00	2,604.00	2,729.00
3	2,523.00	2,523.00	2,692.00	2,897.00	3,468.00	3,468.00	3,637.00	3,830.00
4	3,185.00	3,185.00	3,410.00	3,687.00	4,445.00	4,445.00	4,670.00	4,931.00
5	3,847.00	3,847.00	4,128.00	4,477.00	5,422.00	5,422.00	5,703.00	6,032.00
6	4,509.00	4,509.00	4,846.00	5,267.00	6,399.00	6,399.00	6,736.00	7,133.00
7	5,171.00	5,171.00	5,564.00	6,057.00	7,376.00	7,376.00	7,769.00	8,234.00
8	5,833.00	5,833.00	6,282.00	6,847.00	8,353.00	8,353.00	8,802.00	9,335.00
9	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
10	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
11	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
12	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
13	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
14	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
15	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
16	6,495.00	6,495.00	7,000.00	7,637.00	9,330.00	9,330.00	9,835.00	10,436.00
17	7,157.00	7,157.00	7,718.00	8,427.00	10,307.00	10,307.00	10,868.00	11,537.00
18	7,819.00	7,819.00	8,436.00	9,217.00	11,284.00	11,284.00	11,901.00	12,638.00
Each Add'l Credit Hour	662.00	662.00	718.00	790.00	977.00	977.00	1,033.00	1,101.00

UNIVERSITY OF OREGON
Summer 2023 Graduate Tuition Rates
COLLEGE OF EDUCATION

| | Summer Graduate | | | | | | | |
| | Resident | | | | Nonresident | | | |
Credits	Masters / Doctoral	DEd	Masters / Doctoral Supervision	Masters Clinical Science	Masters / Doctoral	DEd	Masters / Doctoral Supervision	Masters Clinical Science
1	687.00	687.00	720.00	774.00	773.00	773.00	799.00	851.00
2	1,104.00	1,104.00	1,170.00	1,278.00	1,276.00	1,276.00	1,328.00	1,427.00
3	1,521.00	1,521.00	1,620.00	1,782.00	1,779.00	1,779.00	1,857.00	2,003.00
4	1,938.00	1,938.00	2,070.00	2,286.00	2,282.00	2,282.00	2,386.00	2,579.00
5	2,355.00	2,355.00	2,520.00	2,790.00	2,785.00	2,785.00	2,915.00	3,155.00
6	2,772.00	2,772.00	2,970.00	3,294.00	3,288.00	3,288.00	3,444.00	3,731.00
7	3,189.00	3,189.00	3,420.00	3,798.00	3,791.00	3,791.00	3,973.00	4,307.00
8	3,606.00	3,606.00	3,870.00	4,302.00	4,294.00	4,294.00	4,502.00	4,883.00
9	4,023.00	4,023.00	4,320.00	4,806.00	4,797.00	4,797.00	5,031.00	5,459.00
10	4,440.00	4,440.00	4,770.00	5,310.00	5,300.00	5,300.00	5,560.00	6,035.00
11	4,857.00	4,857.00	5,220.00	5,814.00	5,803.00	5,803.00	6,089.00	6,611.00
12	5,274.00	5,274.00	5,670.00	6,318.00	6,306.00	6,306.00	6,618.00	7,187.00
13	5,691.00	5,691.00	6,120.00	6,822.00	6,809.00	6,809.00	7,147.00	7,763.00
14	6,108.00	6,108.00	6,570.00	7,326.00	7,312.00	7,312.00	7,676.00	8,339.00
15	6,525.00	6,525.00	7,020.00	7,830.00	7,815.00	7,815.00	8,205.00	8,915.00
16	6,942.00	6,942.00	7,470.00	8,334.00	8,318.00	8,318.00	8,734.00	9,491.00
17	7,359.00	7,359.00	7,920.00	8,838.00	8,821.00	8,821.00	9,263.00	10,067.00
18	7,776.00	7,776.00	8,370.00	9,342.00	9,324.00	9,324.00	9,792.00	10,643.00
Each Add'l Credit Hour	417.00	417.00	450.00	504.00	503.00	503.00	529.00	576.00

Please see Graduate Tuition Notes.

GRADUATE TUITION NOTES

Notes:

1. A one-time Matriculation fee is assessed on all new and transfer students — $490.70 Undergraduate / $490.70 Graduate and Law.
2. Law and Law LLM students pay per semester rather than per term.
3. Education "Masters / Doctoral" includes programs in Educational Leadership; Doctoral Programs in Communication Disorders and Sciences, Critical and Socio-Cultural Studies in Education, Special Education and Early Intervention, and Master's Program in Prevention Science.
4. Education "Masters / Doctoral Supervision" includes Doctoral programs in Counseling Psychology and School Psychology; Masters Programs in Curriculum and Teaching.
5. Education "Masters Clinical Science" includes programs in Communication Disorders and Sciences, and Couples and Family Therapy, and Applied Behavioral Analysis.
6. Journalism and Communication's Journalism Master's program falls under Media Studies.
7. LCB's Master's of Finance, OEMBA, Sport Product Management (Face-to-face), and the Sport Product Management (Online) programs charge a per quarter flat rate for enrolled students.
8. PPPM majors include Community and Regional Planning, Nonprofit Management, Planning and Public Affairs, Public Administration, and Arts Management. Museum Studies is part of History of Art and Architecture.
9. Starting with the 2021-22 academic year, the Lundquist College of Business's MBA program will offer a tuition guarantee for students enrolled in the two-year full-time program (six consecutive terms not including summer). The guarantee does not cover mandatory enrollment fees. Students enrolled in fall term for the accelerated program will have tuition guaranteed for four consecutive terms (not including summer) if they maintain full-time status. Accelerated students starting in an off term would be subject to tuition adjustments through the entire program. Students enrolled in the FLEX (up to four-years) program will be subject to annual tuition increases. The tuition guarantee for a tuition cohort is for two years with the following exceptions:

   ● Withdrawal from the University for U.S. Military or Other U.S. National Defense Services. Students who are called to active duty in the United States military because of national emergency or because of the mobilization of the reserve forces, including the National Guard, and re-enroll at the University within one year after the completion of their active military service will be entitled to resume their two-year guarantee for time remaining in their guarantee at the time of their military withdrawal. The student must submit a petition to initiate the extension.
   ● Extraordinary Circumstances. Students who believe the circumstances of their situation merit an extension may appeal to the College. Because the fixed-tuition guarantee is for two years, non-military exceptions will rarely be granted.

   Accelerated students who do not complete the program in four consecutive terms are subject to tuition increases. Exceptions above do not apply. The tuition guarantee does not apply to concurrent degree programs (double majors), staff or family rates, or the Executive MBA program (OEMBA).

Board of Trustees of the University of Oregon

Resolution: Tuition Adoption – Online MS Applied Behavior Analysis

WHEREAS, the Board of Trustees of the University of Oregon (the "Board") has the authority to determine tuition and mandatory enrollment fees in accordance with ORS 352.087, ORS 352.102, ORS 352.103, ORS 352.105, and other applicable law and policy; and,

WHEREAS, the university's recommendations regarding tuition and fees are not taken lightly and are developed after robust consultation and inquiry, including the analysis of many factors, including, but not limited to, affordability, state appropriations, rising costs, and appropriate service levels; and,

WHEREAS, the university president has submitted recommended tuition and mandatory fee rates for the Online Masters of Sciences in Applied Behavior Analysis in alignment with other Masters in Clinical Science programs within the College of Education; and,

WHEREAS, the Board has authority to establish policies for the organization, administration, and development of the university; and,

WHEREAS, the Finance and Facilities Committee has referred this matter to the full Board of Trustees as a seconded motion, recommending adoption; and,

NOW, THEREFORE the Board of Trustees of the University of Oregon
adopts the following:

1. RESOLVED, the Graduate Tuition Notes within the AY22-23 Tuition and Mandatory Fee Schedule are amended as provided to the trustees as Exhibit A attached to this resolution.

Vote recorded on the following page.

Moved: _____   Seconded: _____

Seconded Motion: Tuition Adoption – Online MS Applied Behavior Analysis
16 September 2022

Dated: _____   Recorded: _____

Seconded Motion: Tuition Adoption – Online MS Applied Behavior Analysis
16 September 2022

GRADUATE TUITION NOTES

Notes:

1. A one-time Matriculation fee is assessed on all new and transfer students — $490.70 Undergraduate / $490.70 Graduate and Law.
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Agenda Item #3

Board Governance: Review with the Association of Governing Boards

AGENDA

University of Oregon Board Meeting, September 16, 2022

10:30-11:00 am   Highlights from Senate Education Committee Report

    Major findings from the Governance Review of Oregon's Public Universities

    Implications for University of Oregon

    Role of a Governance Committee

11:00 am to Noon   Principles of Trusteeship

    The authority of the board

    How individual members contribute to the effectiveness of the board

        Understanding governance

        Leading by example

        Thinking strategically

Suggested readings:

Governance Review of Oregon's Public Universities, report to the Oregon Senate Education Committee, January 28, 2022.

"What Kind of a Board member Are You?" by Marla J. Bobowick. May/June 2021 issue of Trusteeship.

AGB Consulting

January 28, 2022
Governance Review of Oregon's Public Universities

COMMISSIONED BY
The Oregon Higher Education Coordinating Commission
FOR
The Oregon Senate Education Committee

PREPARED BY
Carol A. Cartwright and Richard Novak, Senior Fellows and Senior Consultants
Association of Governing Boards of Universities and Colleges
1133 20th Street NW, Suite 300
Washington, DC 20037

Table of Contents

Introduction

A review of the governance structure and bylaws of Oregon's seven public universities was commissioned by the Oregon Higher Education Coordinating Commission (HECC) at the request of the Oregon Senate Education Committee. The particular emphasis for the review is on the alignment with best practices, transparency and public access of the universities' governance policies and practices. According to conversations with Senate Education Committee Chair, Senator Michael Dembrow, the Committee is also interested in information about the general state of university governance given that the move to establish the individual boards of trustees is relatively recent. Senate Bill 242, the legislation that created HECC and started the process of considering individual boards for each of the public universities, was passed in 2011. It preserved the Oregon University System for a short time, and the new boards began to be implemented in 2014 and 2015. Therefore, the Committee believes that a progress report would be helpful at this time.

The governance review was undertaken based on an agreement between the universities and Senator Lew Frederick on June 17, 2021 (see Attachment A). The agreement was in lieu of the Senate Education Committee advancing Senate Bill 854 further through the legislative process and included a commitment to engage in this collaborative review.

To accomplish the review specified in the agreement of June 17, 2021, HECC was selected as the organization to commission the governance review. Accordingly, HECC issued an RFP on September 3, 2021. AGB responded on September 14, 2021, and, subsequently, was selected to do the review.

Process for the Review

Guidance and Logistics

The work commenced on October 18, 2021, with a virtual meeting between the consultants and Senator Dembrow, Chair of the Senate Education Committee, and Matt Perreault, Analyst, Oregon Legislative Policy and Research Office, and HECC representatives Executive Director Ben Cannon and Kyle Thomas, Director of Legislative and Policy Affairs. The purpose of the initial meeting was to review the purposes of the project, clarify expectations regarding the nature and scope of the work, and begin discussions about the list of those to be interviewed and the development of guidelines to be used in the interviews.

Matt Perreault was assigned as the official liaison between the Senate Education Committee and the consultants. After the October 18th meeting, the list of those to be interviewed was completed, and the consultants developed and gained approval for a set of interview guidelines that were tailored to various interview groups. Everyone interviewed received some of the same questions, but other questions were designed to align with the groups' different interests regarding governance.

The Oregon Council of Presidents (OCOP) was identified as the organization in the best position to schedule interviews with university presidents, board chairs, and board

secretaries. Dana Richardson and Debora Dupras arranged these interviews on behalf of the Council. Matt Perreault was responsible for scheduling all other interviews.

The consultants also developed a statement to be used in setting up the interviews so that those who were interviewed understood the reasons for the governance review and were clearly informed that the review was being conducted with the specific guidance of the Senate Education Committee. The consultants were seeking the perspectives of different stakeholders about the governance policies and practices of the universities and were interested in impressions of the effectiveness of university governance from the viewpoint of the various stakeholder groups. Interviews were confidential in the sense that the consultants promised that there would be no attributed quotes in the final report. In instances where a specific quote makes a particularly salient point, they are included in this report without attribution.

Bylaw Review

During the October-November timeframe, the consultants completed the review of each university's board bylaws and related board policies. The bylaws and policies were reviewed against a list of established best practices. Bylaws are the foundation for good governance. They provide a framework for the governing board to organize itself and describe the board's responsibilities and structure.

Interviews

Small group and individual interviews were used in this study. Overall, 62 individuals participated in 28 interviews which were conducted virtually and typically lasted about one hour. The following stakeholders were interviewed:

- Members of the Oregon Legislative Assembly
- HECC Executive Director and Board Chair
- Education Policy Advisor, Office of the Governor
- Executive Director, Oregon Student Association
- Student Body Presidents from five universities[1]
- Faculty Senate Presidents or Chairs from all universities
- Staff Senate Presidents or Chairs from all universities with a staff organization
- Union Representatives from all unions at all universities
- Presidents from all universities
- Board Chairs from all university boards
- Board Secretaries from all universities

Interviews took place in November and December 2021 except for several with leaders of student government associations which were held over to January 2022 because of scheduling complications related to students' final exams and the holiday break.

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[1] Two student groups did not respond to several invitations.

Virtual Listening Sessions and Written Comments

Virtual listening sessions were held for each institution during three-hour time blocks on January 14, 18, and 19, 2022 (a total of 21 hours of listening sessions). Consultants set up times for virtual meetings (also referred to as virtual office hours), and a message from Senator Dembrow was sent to the entire community at each university describing the governance review and inviting anyone who wanted to participate but had not been interviewed, to sign into the virtual meeting and comment.

Those who could not participate or wished to comment another way, were invited to send an email message with their comments directly to the consultants. Across all institutions, 88 individuals chose to sign in and comment during the virtual office hours and an additional 54 submitted written comments. The consultants believe that the goal of providing an inclusive process for collecting information by offering these two additional opportunities for input was achieved based on the combined participation of 142 individuals representing all seven universities.

Inventory of Board Outreach and Engagement Practices

Throughout the interviews, there were many references to practices implemented by the universities and their boards for providing access to the board and for building relationships between board members and various stakeholders. To ensure the availability of a comprehensive list of ways to gain access to the boards, the consultants asked board secretaries to compile a list for each of their institutions. Then, the consultants merged the information into a master list which is provided as an attachment to this report.

Findings

Bylaw Review

The characteristics of effective university board bylaws were used as the criteria for judging the adequacy and appropriateness of each university's bylaws.

According to an authoritative source listed below[2]:

"Effective bylaws have the following characteristics:

1. Board-focused. The bylaws should be reserved for articulating the board's broad authority, structure, and practices. Other groups, such as the faculty senate, alumni association, and advisory councils, have separate guiding documents that define their responsibilities and relationships to the board; some of these documents may be subject to governing board approval.
2. Clearly and succinctly expressed. Reflecting their legal import, bylaws must be framed with care. Arcane and technical wording can cause confusion. Rather than

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[2] These characteristics and criteria on effective board bylaws are from: *"Updating Board Bylaws: A Guide for Colleges and Universities"* by *Robert M. O'Neil, published by AGB Press, 2012.*

repeating legislative statutes verbatim, bylaws should offer clear and concise language.

3. Balanced in detail. Too much detail may prompt the need for frequent revision, while too little detail may invite inconsistent interpretation and action. Brevity and simplicity are desirable unless the result omits critical guidance.

4. Appropriately flexible. While the bylaws should provide for continuity and consistency over time, they should also allow the board enough flexibility to respond to changing circumstances.

5. Customized. Bylaws must take into account federal and state laws (such as a state's non-profit corporation act or requirements for entities that receive government funding), and the latter vary in many ways. Equally important, the bylaws should be adapted to the institution's culture and traditions. While much can be learned from reviewing bylaws of peer institutions, specific provisions need to be applied thoughtfully.

6. Streamlined. Over time, bylaws can become unduly complex. With the best of intentions, boards are prone to adding provisions to the bylaws each time a challenge arises. In the absence of careful pruning and revision, the result can be a morass of excess and sometimes inconsistency.

7. Well-organized. The bylaws provide a roadmap for board operations. They should be well-organized, with a table of contents, articles, and numbered sections. Each paragraph should be numbered so that cross-references are easy to follow."

Bylaws typically include a section on the powers and authority of the board to govern and set institutional policies and a reference to what responsibilities have been delegated to the president by the board. Bylaws also include information about membership on the board such as the number of board members, their terms of service, and how they are selected and appointed. They also include information about resignation and/or removal of board members and guidance about how to fill vacancies.

Other typical components of board bylaws describe board meetings, including the required number of regular meetings, special meetings, how to notice meetings, open meeting requirements, the definition of a quorum, the manner of action, and the use of executive sessions. Board officers, together with information about their election and terms of service, are also included in the bylaws. Some bylaws also include a section on the officers of the university—usually the president, provost (chief academic officer), vice president of finance, and secretary.

Board committees are identified and described in the bylaws. Information about committees includes statements about membership and descriptions about how members are appointed to committees. A statement of purpose (often referred to as the charge or charter) for each committee is provided in the bylaws or in related policy documents. Finally, bylaws include references to the university's conflict of interest policy, indemnification, and the process for

amending the bylaws. All information in the bylaws must be consistent with state and federal laws.

In the judgment of the consultants, all the universities' bylaws meet the criteria described above. Essential information is included, and the details are appropriate to describe the authority and general operating procedures of the boards. For each university, the bylaws, or a specifically linked policy document, includes a clear statement about the powers of the board and a policy about the board's delegation of authority to the president.

Since the boards are relatively new, there is not a long history of amendments to the bylaws, and, therefore, less opportunity for them to become overly complex and cumbersome.

Discussion of Information from Interviews, Virtual Listening Sessions, and Written Comments
Comments about the Process
The interviews provided a rich source of information for the governance review. Those who were interviewed expressed appreciation for being included in the process, and they appeared to be open, direct, and honest in their responses to the consultants' questions. For example, the consultants heard comments such as, "Since I know this is confidential, let me tell you how I really feel about the effectiveness of the board." Such statements were followed by both positive and negative viewpoints.

Often, individuals who expressed critical comments concluded the interview with a statement about their overall support for the mission of their institution and their general sense that the board was appropriately exercising its responsibilities. One said, "This interview is an opportunity to provide critical comments, and I took advantage of that opportunity, but I am proud of my work and believe in our mission, and I think the board, overall, is doing a good job."

Those involved in the virtual listening sessions also expressed appreciation for the opportunity to participate in the review. While these sessions were organized so that individuals could drop in for the virtual meeting and then drop out after making their comments, many chose to stay in the session and continue to participate in discussions about governance practices. Like the interviews, these were productive sessions in that they provided important perspectives and offered participants opportunities to elaborate on their views about board governance at their universities.

Individuals who chose not to or could not participate in the virtual listening sessions were invited to provide written comments. As noted above, 54 comments were received, and individuals from all seven universities participated. There is a pattern of more participation from those at institutions where there have been recent controversies. For example, participation was high at an institution with a recent vote of no confidence in the president.

In both the listening session and the written comments from individuals at one institution there appeared to be an organized effort to promote a different way of selecting board members which would involve election of trustees by the faculty, staff, and students from the

university. Such a process does not exist anywhere in the nation, and it ignores the fact that trustees individually and collectively represent Oregon's citizens and the public good rather than specific constituencies.

In the execution of their legal fiduciary duties, trustees are obligated to make decisions that are in the best interests of the institution, not specific constituent groups. The fiduciary duty of care requires trustees to make decisions that are in the best interests of protecting and enhancing both the short-term and long-term vitality and sustainability of the institution they serve. Determining what is in the best interests of an institution is left to the sound judgment of the governing board and involves a balancing of interests and priorities consistent with institutional mission and priorities.[3]

Support for the Individual Boards

The State's decision to dissolve the Oregon University System and the State Board of Higher Education and create individual boards of trustees for each of the seven universities is seen as a positive development. A significant majority of those interviewed provided unqualified support for an individual board that understands and addresses the challenges and opportunities unique to its own university and university community. Some noted the ability of their university to move more quickly under independent governance to devote needed resources to combat the COVID-19 pandemic.

The general conclusion is that the boards are much better in terms of public access and transparency than the prior Board of Higher Education even though there are some criticisms. Many interviews included comments such as this: "The system was removed from the work of the universities. Now, we have regular interactions with faculty, staff, and students. And we have a greater connection to the campus and what matters." Similar statements were made in the listening sessions and written comments.

Most of the criticisms revolved around concerns that the boards focused on the wrong priorities and did not seem to acknowledge and deal with problems that were brought to their attention. Some fear that the move to individual boards will lead to more intense competition among the universities for new programs and limited state resources.

Board Education and Development

The governing boards are relatively new, and it is generally understood that they are still evolving and moving at different paces toward full effectiveness. For example, in the interest of affirming their commitment to best practices and an on-going review of the policy literature about governance, the Portland State University Board recently restructured their committees to include a new Governance Committee which will, among other duties, guide board education.

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[3] For additional details about the board's fiduciary duties, refer to the *"AGB Board of Director's Statement on the Fiduciary Duties of Governing Board Members"* issued by AGB in 2015.

Board chairs and presidents understand the need for on-going board education and development in addition to robust orientation for new members, but orientation and continuing board education practices are uneven across the universities. Some have been more systematic about continuing to develop their boards with specific commitments to regular education sessions and board retreats. For example, the Western Oregon University Board and the Oregon State University Board select a theme (for example student success, diversity and inclusion, or applied research) for each meeting. They provide an educational session about that theme and set up opportunities for board members to meet faculty, staff, and students involved with the theme as part of the board meeting.

Given the expressed desire to adopt best practices, boards could be more systematic in their identification and understanding of them. Some effective practices may be found in sharing among the universities, and others are available through established sources such as AGB. The key is to have a process for identification and consideration. For example, for those boards that have implemented a governance committee, part of the committee's purpose is to regularly review best practices and recommend adoption of those considered relevant to the institution. Five of the seven universities have a governance committee or have specific references to work similar to what would be found in a governance committee embedded in the description—the charge—of an executive committee.

Another important role of a governance committee is to oversee regular assessments of board performance. Boards should take time annually to reflect on their effectiveness and to compare their work with established best practices. They should also undertake more comprehensive assessments every three to five years. Information from these assessments must then be used to make necessary changes in board practices. The assessments are not effective if the results are not used to reflect on past performance and consider ways to improve. All seven institutions have a practice of regular board assessment, with the commitment to assessment codified in a board policy or in specific statements about trustee responsibilities.

Understanding the Fundamentals of Governance

Ideas about improvements in board governance were expressed by many of the participants, but a large number of those ideas indicated a lack of understanding of the board's fiduciary duties and essential roles and responsibilities. Many stakeholders did not fully understand what a governing board does, what it is responsible for, and to whom it is accountable. For example, some participants did not understand the concept of delegation of authority from the board to the president, and they seemed to think that any and all problems should be brought directly to the board for the board to solve.

When their needs or demands are perceived as being unmet or dismissed, some stakeholders want to go "up the ladder" from the administration to the board. They also expressed frustration that they did not know where to go next if the board did not appear to deal with

their issue. These comments indicate a lack of understanding of the board's legal obligations under the fiduciary duty of care.

Process for Responding to Constituents

Many of those providing information for the review expressed frustration that there is no feedback when they make comments to the board. They feel that the board is just "checking the box" to have public comment, and that the board does not take their comments seriously. It is usually not appropriate for the board to engage in discussion when the comment is made in the meeting because board members do not have adequate or appropriate background information to engage in intelligent discussion at that time. As one person stated in the interview, "It is key that the 'circle of dialogue' be completed; when someone presents a comment, they should get a response—in the future, not in the moment."

There should be a process for feedback that follows the board meeting. For example, Oregon State University assigns a board staff member to review and provide responses to everyone who makes a public comment. The responses are likely to be highly variable depending on the nature of the topic. For example, the appropriate course of action may be to refer the issue to a particular university office with an expectation the office will manage it. Another response may be that the item is included in a committee agenda at a future meeting. Another example may be that the board chooses to make a public statement about the topic at its next meeting. The responses should be tailored to the specific comments.

Building a Board Culture of Outreach and Engagement

Many stakeholders recognized the need to be educated about the board's fiduciary responsibilities, the concept of board accountability, and what authority a board reserves for itself and what it decides to delegate to the university president. All the universities' bylaws include clear statements about board duties and the delegation of authority.

The information is accessible on each university's website. The challenge is to communicate about these concepts in ways that are valued and embraced by various stakeholder groups. For example, expecting someone to go to a website and find information is different from hosting a town hall meeting about the work of the governing board. A specific outreach activity is more likely to increase understanding and more likely to create a culture that signals the board's interest in transparency and access.

In another example of a culture of outreach, a special communication to the university community about the importance of certain topics on the agenda for the next meeting or the posting of minutes from the prior meeting that calls out significant board actions signals more interest in communicating about the work of the board than simply posting the agendas and minutes. Providing access through the posting is important but taking the extra steps to reinforce messages or alert constituents to forthcoming board discussions is even better.

Regarding a culture of engagement, multiple examples exist at all universities to demonstrate the board's interests in meeting and talking with the university's faculty, staff, students, and community partners. The inventory of outreach and engagement practices, provided in Attachment B to this report, is testimony to the boards' interests in getting involved more deeply and learning at a more detailed level about various university programs and priorities. An example shared during the virtual listening sessions makes this point: the board secretary observed a presentation that he thought would interest trustees and arranged for a meeting with trustees and a group of students that provided board members with an opportunity to have a compelling conversation about food insecurity and homelessness. This experience enhanced the board's understanding of the lived experiences of students in a way that a formal board presentation would not have achieved.

Shared Governance

Shared governance is not well understood by many who participated in the interviews and meetings, and it seems to be practiced in different ways across the seven universities. This is not unique to the Oregon universities. Institutions across the nation are involved in discussions about the meaning and effectiveness of shared governance on their campuses. Each of the Oregon universities has a formal statement about the board's commitment to shared governance.

In some cases, there is confusion about what belongs to formally designated shared governance organizations (such as faculty and/or staff senates, and student government associations) and what should be part of relationships with unions. To be clear, unions play an important role and it is incumbent on university presidents to develop good working relationships with the unions at their universities. However, while unions serve an important purpose, they are not part of the official governance structures and should not expect the same access and privileges as those accorded to formally designated governance organizations.

The various unions have strong interests in working conditions, salaries and benefits, and faculty and staff morale, and their expressed concerns may be reasonable and justified. Best practices dictate that building relationships between the university administration and the unions is delegated to the president, who, in turn, typically delegates to a senior leader in the provost's office (for faculty) and a senior HR leader (for staff). While the board, in its fiduciary role, approves final contracts and holds the president accountable for working to develop relationships with unions, it is not a direct actor in contract negotiations or in administering collective bargaining agreements.

The National Landscape in Higher Education and Effects of the Pandemic

Understanding the current national context for higher education is relevant for this review, and for understanding why stakeholders believe access to the board is so important. Many of those interviewed noted that concerns about faculty and staff morale have been exacerbated by the COVID pandemic. They noted that the pandemic has interfered with many effective

informal opportunities to build board-constituent relationships. They also regarded the pandemic as a reason for people feeling very stressed and why they felt the stakes are so high about the governing board's understanding of their issues. This is a national phenomenon across nearly every single college and university in the country. There is also a strong sense that significant change is coming for higher education because of enrollment and funding uncertainties, and a fear of the unknown ramifications of these uncertainties has added to the overall sense of anxiety. Again, this is not unique to Oregon; it is playing out nationally.

The Value of Debate

Some of those interviewed mentioned tensions they felt they observed in board meetings, and they almost always described these as problems. When such tensions are displayed, they are not necessarily a sign of dysfunction. Rather, they are likely part of the normal process of expressing different viewpoints or gaining different perspectives in order to reach better solutions. This is not to say that tensions are always productive; in some cases, they can be a sign of deeper issues.

On the other hand, some participants who had observed board meetings mentioned the lack of any expressions of different opinions and concluded that the trustees were agreeing to whatever was put before them. This is rarely the case since most board actions are a product of significant discussion over the course of several meetings, occurring especially within the board's committees.

Effective boards engage in robust debate and see it as a healthy way to surface multiple perspectives which allow them to reach the best possible decisions. The key is for all board members to be supportive of their collective decisions once votes have been taken. Airing differences in public meetings can easily be misinterpreted as negative, but often it is evidence that the fiduciary duty of care is working.

Leadership Matters

Some of those who participated in interviews and meetings or provided written comments shared their perspectives about what they saw as problems at their university. One said, "We are dealing with personality issues." In situations where there are actual or perceived problems, the issue may not be the governance structure, but the people who are implementing it. These problems may have more to do with leadership than with the structures and policies of the institution. For example, shared governance practices may be ignored, individuals may not be exercising good judgment or demonstrating respect and commitments to transparency and access. These might be real issues and should be acknowledged as such. But changing the governance structure—be it modifying the board's composition or requiring certain board actions to be vetted by some centralized authority— will not fix them. Even the best structures can be undermined with poor leadership.

Board Composition

As the consultants gathered information from many sources, they heard suggestions about how the composition of the boards might be changed to better represent the university's stakeholders and align better with the institutions' missions.

In those universities with extensive graduate and research programs, the graduate students expressed a desire to be represented on the board, perhaps by alternating with the undergraduate student representative or by adding another board member from the graduate student population. Rather than altering the composition of the boards, there are other ways of ensuring that the voice of graduate students is included such as regularly scheduled presentations on the board agenda.

Another suggestion involved the staff position. In some institutions, it is reported this is always a classified staff member, in other institutions it is reported that this is rarely a classified staff member, and in others, the position alternates between a classified and a non-classified staff member. Some attention to the original intent of the statute would be helpful, and ways to regularize the way this position is used should be determined.

The consultants also heard several suggestions about the value of including some board members with some educational experiences, preferably higher education experience. Other suggestions were to include individuals from the community where the university is located. This occurs for some universities, but not all. These suggestions have merit and should be considered.

Board Member Selection

Many of those participating in this review expressed a lack of understanding and/or a concern about the process of selecting board members. Practices vary across the institutions in terms of the process for recommending at-large public members as well as securing recommendations for the representatives of the faculty, staff and student body who serve on the boards. Generally, transparency about the processes is lacking. All understand that the Governor appoints the board members, but many believe that the presidents control who comes to the attention of the Governor. Information gathered in the interviews suggests that this is not the case, but there are significant perceptions that "presidents choose their board members."

Oregon is one of only three states that provides for a faculty member, a staff member, and a student to serve as members on its university governing boards. In law, faculty and staff can be appointed as voting or non-voting members, but it is the consultants' understanding that all recent appointments for the three positions serve as full-fledged voting members. The consensus among those participating in this review is that the full board values the perspectives of these individuals and respects their contributions. There were, however, some who described them as having marginalized voices.

The board members who are internal to the institution are in a challenging position because, while they come from the faculty, the staff, or the student body, they do not technically represent them in the sense that they are bound to vote as their constituencies might expect of them. Instead, they are full fiduciaries with the same legal responsibilities as all board members. They bring important insights to the board based on their roles as faculty members, staff members, and students just as the external members bring important insights from their backgrounds and professional work, but they are perceived by the various constituent groups at the universities as representing those respective groups. The tensions this creates could be ameliorated somewhat if the broader university community had a better understanding of the roles and responsibilities of boards and board members.

Higher Education Coordinating Commission, Council of Presidents and Statewide Responsibilities

There are several concerns among governing board leaders, presidents, and many stakeholder groups surrounding the role and responsibilities of HECC. Although some would like HECC to assert a stronger role in state higher education policy, there is an overall concern about its effectiveness, confusion about the extent of its authority, different opinions about how it should involve stakeholders, questions about its commitment as an advocate for higher education, and unease about its relationships to the boards of trustees and whether its policy decisions are beginning to infringe on board governance.

HECC appears to be proud of its mission, vision and values and transparent about its statutory authority and its several mandated responsibilities, as evidenced on its extensive website. Nevertheless, no matter how precisely written its enabling statute may be regarding where its authority begins and ends, increasing disharmony appears to be occurring between HECC and the universities. As one institutional leader said, "HECC sees us as just another stakeholder group rather than partners. We were happy to provide feedback on the Strategic Roadmap, but it would have been better to have our input at the beginning of the planning process given our extensive experience as the actual providers of education."

On the other hand, it is not clear that institutional leaders acknowledge the universities' (and their boards') recognition of statewide, public interest responsibilities. The Council of Presidents and its affiliated subgroups of institutional officers appear to provide an excellent vehicle for the universities to demonstrate their commitment to resolving issues among the seven universities, as well as for pursuing collaborative activities and statewide opportunities beyond the university sector. The extent to which such opportunities have been considered by the Council—separately or under the auspices of HECC—is not clear. There are some examples where the universities have collaborated through OCOP (health care for part-time faculty), but many more opportunities likely exist.

Board Committee Opportunities

Board committees represent an excellent means to engage more stakeholders in the governance process. But unfortunately, board committees are being underutilized, resulting

in missed opportunities for faculty, staff, and students to gain more access to, and have an impact on, the work of boards.

There is less formality, and there are more opportunities to dig deeper into key issues in committee meetings than there are in full board meetings. There are also many ways to involve those who are not voting board members. They could be invited as regular members of the committee, without a vote, because of their expertise on committee topics. They could also be invited occasionally because of their expertise on the specific topic under discussion.

Committee meetings are open public meetings, but they do not appear to be used effectively in communicating and involving faculty, staff, and students about the important work of the board. These stakeholder groups would get a better sense of how various issues are debated and might come to a better understanding that boards are asking challenging questions, and not doing whatever the administration requests, if they attended or participated in committee meetings.

Board Secretaries[4]

Senate Bill 854 raised the question as to whether it is detrimental to Oregon's universities for the board secretaries to be members of the university administrative staff. It is a best practice for board secretaries (often called board professionals) to be members of the university's administrative staff. They should work in partnership with the president and the board and serve as the primary liaison, planner, and staffer to the governing board. In earlier decades, most nonprofit boards filled this role with a member of the board. With increased scale and scope of responsibilities, the board secretary position changed to a professional staff member rather than a volunteer member of the board.

Core responsibilities of the board secretary are to plan and execute the business of the board with duties such as setting agendas, preparing recommendations, organizing meeting logistics, staffing committee meetings, planning engagements with the university community, and preparing ceremonial resolutions. They also promulgate and record board actions by preparing minutes and managing storage and retrieval systems for board documents and actions.

The board secretary is the central actor in providing information to the board and the primary point of contact for board members seeking additional information and for members of the university community seeking information or participation from the board. Much of the work is behind-the-scenes and requires deep knowledge of governance and of the programs and policies of the university.

A governing board is an independent body that must be viewed, and viewed by itself, as an entity separate from the university administration for all the reasons inherent in autonomous

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[4] More detailed information about the role of the board professional and best practices regarding how board professionals support the governing board can be found in: *"The Role of the Board Professional"* by Charlene K. Reed, in the AGB Board Essentials Series, published by AGB Press in 2017.

board governance, for the division of policy from administration, and to hold those accountable for the day-to-day running of the institution. This, however, does not imply that those who work for the board and the president—particularly the secretary to the board or the university legal counsel—are conflicted. Their responsibility is first and foremost to the board as the legal embodiment of the university.

Costs of Decentralization

While not mentioned often, there were concerns expressed about the costs of dissolving the Oregon University System and transferring significant responsibilities to the institutions. This decentralization does not appear to have created issues for the larger institutions, but, in some ways, it has burdened the smaller institutions with the need to employ additional administrators to do what used to be done for them by the system. There is a shared services organization (the University Shared Services Enterprise) that includes all seven universities, and which appears to provide important functions for common back-office operations. Nevertheless, further exploration, especially by the smaller universities, of the value of developing additional shared services would be productive.

Inventory of Board Outreach and Engagement Practices

Throughout the process of gathering information, there were multiple references to ways that boards provide access and work to build relationships between the board and various stakeholders. Attachment B is a merged list of all such activities across all seven institutions. All the universities have implemented a significant number of these activities, and, with this master list in hand, the consultants are confident that they will consider and add new approaches as they learn about what their colleagues are doing.

Funding for Higher Education in Oregon

Statements about the history and status of funding for higher education in Oregon were mentioned often in the interviews and referenced occasionally in the virtual meetings and emailed comments. There was a general sense that funding issues are at the center of some of the concerns expressed. In other words, it may be inadequate funding as much as governance that is driving some perceptions about board effectiveness. As one interviewee put it: "A lack of resources is Oregon's biggest problem."

Some facts[5] worthy of consideration in this regard are:

- General operating appropriations for higher education in Oregon have decreased 13.6% per FTE from $8,567 in 2001 to $7,404 in 2020.
- Oregon ranks 40th nationally for appropriations per FTE for all public four-year universities; the national average is $8,636 and the Oregon average is $5,582.
- Tuition revenue exceeds taxpayer support in Oregon. Oregon higher education received $1.2 billion in state and local appropriations, and $1.3 billion in tuition revenue.

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[5] These financial figures are from *State Higher Education Finance FY 2020*, issued by the State Higher Education Executive Officers Association.

- Oregon had an above the national average student share of institutional revenues in 2020. Oregon's two-year student share was 22%; the state's four-year student share was 70%.

Recommendations

For Governing Boards and Universities

The following policies and practices are recommended for all seven Oregon university governing boards. They are offered to enable the boards to become increasingly effective in serving all the stakeholders of the universities, especially their students and the citizens of Oregon. Several of these recommendations are already embedded in board bylaws and in the regular practices of the governing boards. Some are more recent or still emerging policies and practices. Others were suggested during the interviews and in the virtual listening sessions conducted by the consultants, some were provided in the written comments, and still others are derived from the principles of trusteeship and best practices developed by AGB over the past several decades. The recommendations are numbered for ease of reference; they are not in priority order.

1. One of the primary goals of each board should be deliberate efforts to build a positive board culture that sustains itself as members rotate off the board and new members join. If not already in existence, each board should create a Governance Committee or add governance responsibilities to the charge of an existing committee. The Governance Committee should be constantly scanning for best practices and should oversee regular board assessments.

2. Each university should develop enhanced institutional orientation for new board members and create more opportunities for continuing board education for longer-serving members. Opportunities to meet with members of the general student body in addition to meeting with student government leaders is one way to enhance orientation. Another would be to schedule a session with union representatives in the spirit of a "getting to know you" meeting, but which would not deal with negotiating or contract issues. As part of the on-boarding process for new members, a senior member of the board should be assigned as a mentor for a specified period—perhaps the first year.

3. Each board should make a regular practice of scheduling "learning sessions" as part of the board meeting agenda. These sessions are opportunities for the board to become more deeply informed about issues of strategic importance to the board, the university, and the faculty, staff, and students. The sessions should be designed for more extensive dialogue and understanding and would not be accompanied by any formal action items. Tours, meetings, and other campus experiences that provide for informal interaction around the topics of the learning sessions should be included as part of the meeting.

4. Each university should conduct periodic education programs for faculty, staff, and student groups on the fiduciary duties and fundamental roles and responsibilities of its governing board. This should include information about what is included in the board bylaws and policies. It should also include discussion about what belongs to the board, what belongs to the university administration (because of delegated authority), and what belongs to the various shared governance groups. The shared governance responsibilities for all parties (board, president, administration, and faculty, staff, and student governance groups) should be addressed. Participation by board members in these programs would enhance the experience for the stakeholders.

5. Boards should signal openness and respect for the voices of internal stakeholders (faculty, staff, and students). This could be accomplished in a variety of ways: scheduled formal engagements during board meetings; scheduled informal time such as coffee hours and lunches; and invitations to faculty, staff, and students to serve on board committees or institutional task forces when their participation would be beneficial. The inventory provided as Attachment B provides numerous examples of such opportunities for genuine engagement.

6. Governing boards should have opportunities to learn about and gain understanding of statewide higher education policy and take ownership of statewide needs and priorities in the context of their institution's mission and strategic planning.

7. Boards should be systematic about assessing their governance practices and their progress on implementing best practices. An annual board self-assessment should be conducted to determine commitment to best practices and alignment between university priorities and board practices. AGB has free guidance and templates for these types of assessments. Equally important to the assessment process, is a board discussion of the results in a retreat setting where weaknesses are identified and action plans to correct them are developed.

8. Boards should develop systematic processes for responding to comments provided in the public comment portion of the board agenda. Feedback should assign any resolution to the appropriate university office rather than reinforce the misplaced idea that all problems should be resolved by the board. The board needs to know about issues and communicate interest, but it should also work to build an understanding that the day-to-day work of the institution has been delegated to the president and his or her administration.

9. The board chairs of the university governing boards should meet regularly throughout the year. This could occur under the auspices of the Council of Presidents (perhaps twice a year) and also during an annual statewide trusteeship program (recommended below). It is clear that presidents, board secretaries, and other university officers benefit from meetings including all seven universities, and the same opportunity should be available to board chairs.

10. Universities should review the Inventory of Board Outreach and Engagement Practices provided in this report and implement any ideas that supplement and expand their existing practices for building relationships between the board members and members of the university community.

11. Evidence suggests that recently created presidential search committees at Western Oregon, Southern Oregon, and Oregon State Universities have been broad-based. Going forward, all university governing boards should ensure that such committees include members of the faculty, nonfaculty staff, and the enrolled student body, as was prescribed in S.B. 854. Doing so may help preclude the high profile, failed searches that dominated the news and which still resonate with many on the affected campuses.

12. Board policies and processes that advance names to the Governor for the public at-large positions on the board should be explicit and transparent. Matrices or other similar means should be employed to identify skill sets, relevant experiences, prior relationships to the institution, under-represented groups, etc., that the board deems necessary to sustain its effectiveness. Likewise, policies and processes that advance names to the Governor for the faculty, staff, and student positions should be explicit and transparent, including the specific roles of the constituent governance groups in providing names to the board for these three positions. Policies and processes should include needed clarity on the designated staff position to address the issue of balancing or alternating classified and non-classified staff nominations; clarity for those universities with significant numbers of graduate students for considering names of graduate students for the designated student position; and clarity for those universities with teaching and non-teaching faculty to address the issue of balancing or alternating nominations for the designated faculty position.

For State Government and State Higher Education Leaders

1. The Governor's Office should ensure that board selection criteria are transparent and publicly available for all board positions across all institutions, including the faculty, staff, and student positions. Board matrices that document the range of skill sets currently on a board and those that are needed for future members should be a welcome part of the selection process. Gender, racial and ethnic diversity, and geographical and economic diversity should be a stated goal for the board of each university.

2. Oregon's elected leaders should seriously consider creating a non-partisan trustee selection screening committee. This would sustain the quality of appointments to the university boards of trustees, ensure board diversity, and ensure that statewide politics do not intrude on the process in future years. Such a committee, receiving and reviewing all suggested nominations and employing merit criteria prior to recommending candidates to the Governor, could be created by executive order but is best created permanently in state statute.

3. With or without a trustee selection screening committee, there is a need for publicly stated confirmation criteria to use in the Senate confirmation process. These confirmation criteria should be created by the Senate Education Committee.

4. A statewide orientation and education program should be conducted annually under the auspices of the Governor's Office. In addition to the Governor, members of the Legislature should be invited panelists and outside experts on trusteeship and governance should be included. The State should consider if participation should be mandatory for new board appointees. Sitting board members could be required to attend, if not annually, then once in a two- or three-year period. This annual convening could also include sessions on statewide challenges, opportunities, and significant policy issues on which the higher education community could provide valuable perspectives. As one participant put it, "Information and dialogue are our friends."

5. The HECC executive director and senior staff and chair of the commission should seek enhanced opportunities to meet regularly and informally with the university presidents and the boards of trustees. The purposes of such meetings should be an open exchange of ideas among leaders and ways to seek clarity on any impending HECC initiative, study, or statewide plans and goals.

6. HECC's responsibility as a convener of leaders and experts to devise solutions to the state's educational challenges, such as efforts on Oregon's educational attainment goals, cannot be underestimated or dismissed. The necessity to overcome barriers facing today's students requires HECC's collaborative, systemic approach that spans the State's higher education's sectors. But as a strategy for tackling future critical issues, HECC might consider the advantages of having a college or university assume or be assigned as the lead institution, with HECC becoming an equal partner with the participating colleges and universities. Likewise, the Legislature should not overburden HECC with new mandated studies or activities. It's admirable that HECC has the Legislature's confidence, but the Council of Presidents or an ad hoc group of university and community college leaders (including board members) could assume responsibility for specific assignments and would likely welcome the opportunity to demonstrate leadership on postsecondary issues of key statewide significance.

7. Before HECC crafts its next statewide strategic plan, it should review its planning process to see what improvements can be made. Greater university buy-in at the beginning stages of the process might be attainable by being more attentive to the views and opinions of governing board and executive leaders, with special attention to the potential contributions from institutions of varied institutional missions, which include research and service as well as teaching. HECC also needs to ask to what extent the goals of its statewide plan inform institutional strategic planning, such that the universities seek to align elements of their own plans with it and thus contribute to the plan's statewide goals.

Conclusion

As noted in this report, there is strong agreement among university leaders, faculty and staff that the State made the correct decision when the Oregon University System was discontinued, and governance authority was transferred to institutional boards of trustees. In doing so, Oregon joined seventeen other states with similar university-based governance structures.

The seven boards are still relatively new, and they are developing on different schedules. It is not surprising that they are all not evolving at the same pace. The boards of the largest universities have more experience with governance due to their histories but also, in part, due to the fact that they were established earlier in the transition from a state system to individual boards. By all accounts, the appointments to the boards have been first-rate. As Oregon becomes ever more wedded to the concept of local, institutional governance it is vitally important that the quality of the boards continue. More than one interviewee stated that if the boards' authority is diminished in any substantive way, it will become much harder to find quality candidates willing to serve. At all institutions, a positive board culture is evident, and boards are working hard to improve and sustain their culture as new members join the boards and retiring members rotate off.

The consultants acknowledge the several critical observations and opinions expressed by individuals in the interviews, written comments, and virtual office hours. Some individuals are dismayed over the residual effects of recent retrenchment and others are angry over a perceived lack of board transparency. Others feel they have limited access to the board and are concerned that their voices are not heard by the board or the administration, or if heard, not taken seriously. Many of these individuals were supportive of the governance changes contained in S.B. 854. Whether this is accurate or not, one faculty member stated, "The board has a sense of stewardship but not a sense of partnership." Stewardship is an essential part of the board's fiduciary duties but building a sense of collaboration and partnership on behalf of the institution's mission and priorities enhances the stewardship.

Senate Bill 854 caught the attention of the governing boards, presidents and other administrators of the seven universities and as a result, it is apparent that improved and regularized practices are occurring, and that further improvements and adoption of best practices will be made in the future. As is made clear in this report, shared governance is not well understood by many of those interviewed. Although there can be overlap in areas such as morale and working conditions, confusion exists about what properly belongs to shared governance organizations and what belongs in the category of union members' concerns. In part, this is likely due to the recent unionization of campus faculties at some of the universities. Nevertheless, going forward, it will be particularly important that the voices of faculty, staff and students are heard, respected and acknowledged, be those voices from shared governance organizations or from union members. Several issues that students and employees wish to bring before the board are honest concerns, ideas, and suggestions about the health or future of the university and bear listening to.

Boards need space to discuss, debate, and disagree, collect input and examine data, make and learn from mistakes, and self-evaluate their performance in order to make course corrections. The consultants are confident that the performance of all seven boards will improve as a result of the discussions, actions, and self-reflections prompted by the introduction of S.B. 854 and from the observations and recommendations of this report.

Attachment A
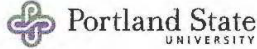
June 17, 2021

Dear Senator Frederick:

The volunteer trustees at Oregon's public universities are committed to effective, transparent governance. Each of the public universities' Boards of Trustees has adopted a set of practices and bylaws to optimally meet their legal responsibilities as fiduciaries. The procedures are specific to each board and aligned to the unique needs of the institution they serve. They are not static. Boards across the state are regularly engaged in self-examination and seek to adopt policies informed by the best practices advanced by national experts and the expectations of their university and community.

The boards and institutions welcome opportunities to collaborate with the legislature on best practices over the coming months. In lieu of the passage of SB 854, and in anticipation of future collaborative work, the leadership of each of the boards commits to continuing or implementing the following actions effective immediately and pending the outcome of the interim study:
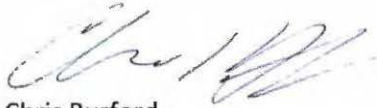
- Setting aside specific time at all regularly scheduled meetings of the full Board of Trustees for live comments, either in person or remote, depending on the structure of the meeting;

- Allowing a representative from official student, faculty and non-faculty governance organizations to provide comment or report to the full board at regular board meetings.

- Allowing a representative from official campus labor organizations to provide comment or report to the full board at regular board meetings upon request.

- Inclusion of at least one member of each of the faculty, the non-faculty staff, and the student body on presidential search committees.

- Providing all trustees with institutional e-mail addresses and posting them to the universities' websites immediately.

- Engaging in a collaborative review of best practices for institutional boards related to transparency and access, including review of the provisions in SB 854. The review will include institutional representatives, faculty/staff representatives, Higher Education Coordinating Commission designee(s), student representatives, and legislative designees and be completed no later than January, 2022.

Thank you for your commitment to Oregon's public universities.

Sincerely,

Inventory of Board Outreach and Engagement Practices

Associated with Regular Board Meetings

- Public notice, together with the agenda and meeting materials is posted on the board website, and an email notice with links to the agenda and meeting materials is sent to the university community.

- Standing agenda items include:
    1. Public Comments (comments are accepted in a designated part of the agenda early in the day and throughout the meeting in response to specific agenda items).
    2. Shared Governance Leader Reports (written reports are invited from the shared governance leaders and included in the meeting materials; shared governance leaders have time on the agenda to address the board, and trustees are invited to ask questions or provide comments about the shared governance reports. Shared governance leaders include faculty senate, staff senate and student government).

- A press release is sent to local media advising them of the meeting and the major topics.

- All board meetings are livestreamed.

- Board meetings provide opportunities, in addition to the meeting itself, to engage with members of the campus community through targeted tours, hands-on demonstrations, and experiential learning with groups and academic programs as a way to share the details of their work.

- Receptions and dinners for trustees, faculty, staff, and students are held when board members are on campus for meetings.

- The spring board meeting is scheduled at the same time as an annual Spring Symposium where students present their capstone work, so trustees can engage directly with students and faculty.

- The Board Office co-hosts, with different colleges, dinners, and related events with faculty and students around topical themes related to research, teaching, and engagement.

- Board meetings provide informal opportunities for board members to interact with students, staff, and faculty members including:
    1. Student lunches or breakfasts in which an invitation is sent to the entire campus community; space is limited so attendees are selected on a first come, first served basis.
    2. Faculty lunches or breakfasts in which an invitation is sent to the entire faculty; space is limited so attendees are selected on a first come, first served basis.

- A representative of HECC is invited to each board meeting.

- Occasionally, political leaders are invited to present to the board and engage in dialogue with them.

- Upon request, the labor organizations can address the board.

- A coffee "meet and greet" opportunity is provided prior to each meeting with opportunities for interested parties to interact directly with board members.

Associated with Regular Committee Meetings

- Public comment (both written and oral) is invited.

- A notice with links to the agendas and meeting materials is sent to the university community.

Associated with Board Retreats

- Retreats are held in locations throughout the State in order to engage with local leaders, learn about local concerns, and engage in dialogue about how the university can best serve the region.

- A community reception is held with invitations sent to alumni, donors, and key business, political and education leaders. A press release is sent to the general public inviting their attendance.

- Tours of local businesses and educational facilities are scheduled.

- Meeting agendas include panel discussions with local leaders.

- Shared governance leaders are invited to attend the full retreat, including meals and associated activities.

- Deans of the colleges are invited to attend the full retreat, including meals and associated activities.

- Public comment is invited as a specific agenda item.

- Remote and in-person attendance by the general public is invited.

- A press release is sent to local media advising of the meeting and the major topics.

<u>Other</u>

- Ad hoc listening sessions are conducted by the board periodically; small groups of campus trustees hold open forum listening sessions for students, faculty, and staff.

- Student, staff, and faculty trustees hold office hours on a regular basis to provide opportunities for the campus community to engage with them. Individuals are invited to sign up and the board secretary's office facilitates these meetings with trustees.

- The board secretary regularly schedules one-to-one meetings with campus trustees upon request.

- Special events are scheduled for student engagement, such as coffee hours and dinners with student government leaders.

- Trustees engage in TRU Lobby Day and also have other engagement with the Legislature around specific issues.

- Trustees participate in Convocation for the opening of the academic year and in Commencement.

- Trustees are invited and participate in campus events such as groundbreaking ceremonies and ribbon-cutting ceremonies for new buildings. They participate in programs and social activities associated with these events.

- Trustees are invited and attend athletics events.

- The Board website contains a great deal of public information about the board, the individual trustees, and the work of the board, including agendas and materials from all board and committee meetings.

- Board members' emails are publicly accessible.

- An email address for the board has been established for comments to come directly to the full board. Messages are considered at a weekly board leadership call.

- Input is required from university stakeholders, including but not limited to shared governance bodies, for comprehensive (as opposed to annual) presidential performance evaluations.

- Trustees hosted listening sessions with campus constituents to seek feedback about the qualities the next president should possess, what opportunities and challenges they might face, and what priorities the next president should focus on.

Carol A. Cartwright is President Emeritus of Kent State University and Bowling Green State University and a Senior Fellow and Senior Consultant with the Association of Governing Boards of Universities and Colleges. A highly respected voice in higher education, her career has been distinguished by innovative teaching, pioneering research, and national leadership. Dr. Cartwright was president of Bowling Green State University from 2008 to 2011. Her retirement in 2011 marked a 45-year career in higher education. From 1991 to 2006, she served as president of Kent State University, a role which earned her the distinction of the first female president of a state college or university in Ohio. Prior to Kent State, she was vice chancellor for academic affairs at the University of California-Davis, and dean for undergraduate programs and vice provost of The Pennsylvania State University. She was a faculty member at Penn State from 1967 to 1988 and led a variety of research projects and authored numerous books, professional publications, and technical reports. Dr. Cartwright served higher education as a board member for several national higher education associations and as a long-time member of the Knight Commission on Intercollegiate Athletics. She is a trustee and chair of the Governance Committee of Heidelberg University in Tiffin, Ohio.

Richard Novak is a senior fellow and consultant with the Association of Governing Boards of Universities and Colleges helping to advance the association's interests and member needs in state and federal education policy and board education. He concluded his 21-years as a full-time AGB staff member serving as the Senior Vice President for Programs and Research and of the Ingram Center for Public Trusteeship and Governance. As such, Rich directed or co-directed studies in several states, led several initiatives on the effectiveness of public college and university governing boards, advocated for the reform of public board member selection practices, and oversaw the association's programs and research for both public and private members. He has led or co-led several dozen board workshops, statewide board education programs, leadership institutes, and consulting assignments in public governance. Prior to AGB, he was on the staff of the American Association of State Colleges and Universities.

What Kind of Board Member Are You?

By Marla J. Bobowick   //   Volume 29, Number 3   //   May/June 2021

During a year-long process, AGB developed and published the *Principles of Trusteeship*—a set of nine principles designed to enhance the effectiveness of individual board members. It is AGB's hope that board members will adopt these principles as bedrock and then apply them to their needs and circumstances throughout their board service.

Your college or university faces daunting demands for change in the midst of great uncertainty, societal ruptures, and unprecedented fiscal pressures. You and your fellow board members hold the institution in trust for current and future generations. How is the board responding to these challenges? What are you doing as a trustee?

Boards must govern better and differently to recover from the pandemic and to overcome the underlying conditions of disruption and governance failures in higher education. Now is the time for every trustee to step up in support of good governance and the academic enterprise for which they are responsible.

To help board members rise to this challenge, AGB has developed a set of guiding principles of trusteeship. Over the course of a year, AGB engaged thought leaders and members in defining the attitudes and behaviors of highly effective trustees. We distilled them into a set of principles that are foundational to good governance. They build upon the work of the board, and they speak to the work of individual trustees.

What Do We Know for Sure?

The value of the board should be greater than the sum of its parts. We focused on individual board members because the quality of governance depends on the caliber and commitment of the individuals involved. Without great trustees, boards will not have the strength and stamina to do the hard work needed to ensure vitality to our colleges and universities.

Governance is a team sport. Most governance guidance focuses on the work of the board— hiring the president, providing financial oversight, and setting policy. These responsibilities are essential and collective, but they lack clear and compelling guidance about what

individual trustees should do and how to share leadership with other partners in governance. Board work is, at its heart, a collective effort and everyone has a vital role to play.

Trusteeship is about serving—not sitting—on the board. It requires much more than showing up at board meetings. It's also about what happens between them. When asked to describe their best board members, trustees, presidents, and board professionals shared examples of individuals who were deeply engaged in the most important issues, at the right time, and in the right way.

What Can You Do?

On the surface, it seems simple: understand governance, think strategically, and lead by example. In practice, it's not so easy. Good governance depends on clarity, communication, and collaboration. It requires real time and concerted effort. It changes as players and circumstances change. The core remains constant. To make it more accessible, we have broken it down into nine principles and nested them within the three fundamental functions: understand governance, think strategically, and lead by example.

Understand Governance

Being a great trustee begins with knowing what your job is and what it isn't. For starters, you should have received a statement of board responsibilities during orientation. But board work often feels unfamiliar. In our personal and professional lives, we're usually tasked with deciding what to do and then doing it. Governance bifurcates these functions and disperses them across committees, the administration, and the faculty, as well as foundations and/or systems in public enterprises. Seek to understand how this plays out at your institution.

Putting the Principles into Practice

Leading an academic enterprise that changes the lives of individuals, communities, and our world should be exhilarating. But it isn't easy. How would you handle these situations?

Reading Committee Reports Closely

The board packet included an update from the student affairs committee about campus health and safety. The backup report noted that during the past 10 years the college's student population had increased by 48 percent and the number of students seen by the counseling center had increased by 176 percent. This reminded one of the new trustees of a

post she saw on a social media group for parents: "My son's really struggling with anxiety this semester due to his heavy class load. Can anyone recommend a local therapist?" Several parents chimed in with similar stories. During the board meeting, the trustee asked how the college was responding to mental health issues. The director of student affairs explained that the college had a student hotline, an online self-help program, and 1.5 new staff in the counseling center. When the trustee asked what else the college might do, the finance committee chair jumped in, "We'll have to wait until the next budget because we're under a hiring freeze this year."

Crossing the Line

The advancement committee chair emailed the university president, "Our chief development officer has been absolutely terrific on the capital campaign this year. I think a significant raise plus a sizable bonus would be in order when we set compensation for the upcoming year." The president responded, "Thanks for the positive feedback. It's so great when a regent recognizes the hard work of our leadership team." What the president didn't know was that, separately, the committee chair had asked the vice president for human resources to provide compensation data for chief development officers at 10 peer institutions.

Responding to Public Pushback

A community member cornered a board member at the local supermarket to complain about a recent controversial board decision that made the front page of the newspaper. The board member responded, "Thanks for your concern. I'll share this with the president and the board." The board had agonized over the issue and the vote was not unanimous, but board members all agreed that the process had been thorough. Rather than being defensive or off-putting, this board member listened and responded without making any promises on behalf of the university. He also sent a quick note to the president and board chair to let them know about this encounter.

Sharing Subject Matter Expertise

A new board member with extensive experience in public financing shared that his organization had issued a century bond, which was a highly unusual business strategy at the time. The university CFO and most board members dismissed the idea at first. After considerable research, the board concluded that this approach made sense given that the university was likely to exist for another 100 years and given historically low interest rates. The board would not have pursued this option without a board member who had the experience

and the patience to help the finance committee and then the board work through their concerns.

The Principles of Trusteeship

The nine Principles of Trusteeship are designed to empower individual trustees to serve as partners in governance and leadership with their boards and presidents. This table unpacks the attitudes and actions of a highly effective board member. Board service extends beyond the board meeting, and trustees wear multiple hats:

- As a **fiduciary**, each trustee is responsible for the sustainability of the whole Fiduciary work is tied to shared responsibility and collective action.
- As a **member of a team**, a trustee works alongside fellow board members and the administration. Everyone is expected to come prepared, participate productively, and support the will of the
- As an **individual**, a trustee brings unique expertise and experience, time and This happens inside and outside the boardroom as each person contributes and collaborates in personal ways.

Being a great trustee is about sharing leadership with fellow trustees, the president and administration, and the faculty. More often than not, the heavy lifting is done by others who have more subject matter expertise and frontline responsibility. Then the board explores the issues and considers the recommendations. This hand-off requires the board to respect subject matter experts but does not require unconditional acceptance. It does not excuse or exclude trustees from governing; rather, it depends on information sharing from the administration and due diligence by board members. Follow guidance from your partners in governance, and make thoughtful and informed decisions.

Being a great trustee requires respecting the boundaries between the board and the administration. These boundaries can be blurry. Sometimes, it's about making informed decisions, but more often it's about informing decisions. Board work has always included updating investment policies and reviewing pending lawsuits. These days, it also includes tough calls about room-and- board refunds and reductions in workforce. Remember that trustees provide insight and oversight but don't manage or implement.

Think Strategically

Being a great trustee means keeping an eye on the horizon. It's easier to pay attention to the

recent past and pressing present. It's harder to keep the big picture and future in focus—especially in the aftermath of a global crisis. As the board approves plans for the near term, trustees need to also keep in mind what matters to long-term sustainability. How will demands for hybrid learning and accelerated programs affect campus life? What are the implications of declining birthrates and income inequality on our business model?

Being a great trustee means asking the right questions. For board members, this can be challenging because higher education is an unfamiliar industry and academic enterprises are complex. Trustees need support from the administration in the form of good information and honest conversations. For their part, trustees need to do their homework and bring an inquisitive, open mind to their work. Institutional success is more likely when trustees serve not as rubber stamps but as strategic thought partners with the president to determine the best path forward. Come prepared to frame the issues and wrestle with the solutions together with the administration.

Lead by Example

Being a great trustee requires impeccable integrity. Because the board sits at the top of the hierarchy in an academic enterprise, trustees must model the institution's ethics and values. As a board member, you not only have to put the interests of the institution first, you also have to hold the institution accountable to those standards. If you see something, say something. Board members who look the other way about questionable business partners or unethical behavior put the institution's reputation at risk. Use your board's code of conduct and your institution's values statements as a touchstone when making decisions.

Being a great trustee requires independent thinking and collective action. *Thinking independently* happens inside the boardroom when trustees ask questions, probe for more information, and challenge assumptions. This may be uncomfortable and unpopular with fellow trustees, the administration, or other stakeholders, but used constructively, it leads to robust discussion and better solutions. *Acting collectively* happens outside the boardroom, where the board speaks with a singular voice and trustees stand united behind decisions. Respect that the president is the spokesperson for the institution, and the chair is the spokesperson for the board.

What Will You Do?

Your academic enterprise needs you, now! Better governance happens one trustee at a time. To help you bring your best, most prepared self to your board, set aside some time for

reflection. Read the *Principles of Trusteeship: How to Become a Highly Effective Board Member*, which can be downloaded from www.agb. org. Reflect on how you can contribute to great governance. Talk about it with fellow trustees to bolster your board's culture and camaraderie.

Trusteeship is not an easy endeavor for the faint of heart. But it is a calling for those who want to make a difference. Leading an academic enterprise that changes the lives of individuals, communities, and our world should be an exhilarating experience. Now is the time to step up in support of good governance and the academic enterprise for which you are responsible.

Marla J. Bobowick, *is a governance consultant who served as the project director for the AGB Principles of Trusteeship project.*

Takeaways

- The *Principles of Trusteeship* lays out a vision for more effective boards based on more effective board members. To help individual board members become more effective, AGB developed a set of nine principles nested within three core functions: understand governance, lead by example, and think strategically.
- Being a great trustee begins with knowing what your job is, and what it isn't. It is about sharing leadership with fellow trustees, the president and administration, and the faculty —but it also requires respecting the boundaries between the board and the administration.
- Trusteeship is about the future. It means keeping an eye on the horizon and thinking about the enterprise as a whole. It is also about listening and learning. It means asking the right questions.
- Trusteeship requires impeccable integrity. Because the board sits at the top of the hierarchy in an academic enterprise, trustees must model the institution's ethics and values.
- Trusteeship is not about sitting on the board; it is about serving on the board. It is a calling for those who want to make a difference in a number of ways.

	Fiduciary	Team Member	Individual
UNDERSTAND GOVERNANCE			
1. **Embrace the full scope of your responsibilities as a board member.**	Fulfill your fiduciary responsibilities.	Recognize that governance is a collective endeavor.	Prepare in advance, show up fully present, and participate productively.
2. **Respect the difference between the board's role and the administration's role.**	Honor the academic norm of *shared governance*, which includes the president, administration, and faculty.	Be humble and respect your partners in governance and leadership.	Provide advice and counsel but leave operational decisions to the administration.
3. **Be an ambassador for your institution and higher education.**	Advocate on behalf of your institution and higher education.	Represent the institution proudly and recognize who speaks for the board.	Engage actively, appropriately, and appreciably.
LEAD BY EXAMPLE			
4. **Conduct yourself with impeccable integrity.**	Act in the institution's best interests, putting them ahead of your personal preferences and political allegiances.	Preemptively disclose conflicts—actual and perceived—and dualities of interest.	Uphold the highest ethical standards.
5. **Think independently and act collectively.**	Constructively challenge *and* support the president, administration, and committees.	Speak up on important issues, even if they are uncomfortable or unpopular.	Express your concerns diplomatically to the appropriate person(s) at an appropriate time.
6. **Champion justice, equity, and inclusion.**	Protect and promote justice and equity throughout the enterprise.	Seek diversity and model inclusion.	Be mindful of how your experience shapes your assumptions.
THINK STRATEGICALLY			
7. **Learn about your institution's mission, constituents, culture, and context.**	Shape your institution's vision and strategy based on its unique mission and constituents.	Understand the present state of your institution and focus on its future needs.	Become a student of higher education.
8. **Focus on what matters most to the institution's long-term sustainability.**	Make decisions based on the strategy and vitality of the entire enterprise.	Help define what constitutes success for your institution.	Focus your personal and professional talents on significant strategic issues.
9. **Ask insightful questions and listen with an open mind.**	Pose the right questions, rather than prescribe answers.	Listen actively and seek to understand.	Bring genuine curiosity and an open mind into the boardroom.

Agenda Item #4

Presidential Search

Board of Trustees of the University of Oregon

Resolution: Establishing Presidential Search Committee and Related Items

WHEREAS, ORS 352.096(1) authorizes the Board of Trustees of the University of Oregon ("Board") to appoint and employ a president of the university; and,

WHEREAS, appointing a president is one of the most important responsibilities of the Board; and,

WHEREAS, the President of the University of Oregon will be responsible for leading a top public research university in the country, and for building on recent successes to achieve new heights as an institution of higher education; and,

WHEREAS, a successful search must include gathering input from a cross-section of University of Oregon stakeholders; and,

WHEREAS, the process to search for, recruit and ultimately appoint the next President of the University of Oregon must be thoughtful, disciplined, collaborative and thorough; and,

WHEREAS, the Bylaws of the University of Oregon authorize the Board to establish such committees as it deems appropriate or necessary from time to time, defining the duties, reporting requirements, and membership of such committees; and

NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby grants the Board Chair the responsibility and authority to manage the Presidential search process and establishes a Presidential Search Committee to advise the Board Chair in arriving at finalist(s) to be forwarded by the Board Chair to the full Board for consideration. Further the Board adopts the guidelines and procedures established in the Presidential Search Overview attached hereto as Exhibit A.

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Resolution: Presidential Search Committee and Related Items
16 September 2022   Page 1 of 4

Exhibit A
Overview of 2022-23 the Presidential Search and Recruitment

OVERVIEW
Appointing a president is one of the most important responsibilities of the Board of Trustees of the University of Oregon ("Board"). The process to search for, recruit and ultimately appoint a president must be thoughtful, disciplined, collaborative, creative and thorough. Gathering input from a cross-section of UO stakeholders is imperative to a successful search.

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.

PRESIDENTIAL SEARCH COMMITTEE
To assist with this process the Board Chair will establish a Presidential Search Committee (the "Committee" or "PSC"). The Chair will charge the Presidential Search Committee with organizing and executing all aspects of the search for and recruitment of candidates for the position as UO's next president. The Board Chair will ensure the search committee complies with ORS 352.096 and is consistent with the commitments made by the university in response to SB 854 during the 2021 Legislative session.

Committee Responsibilities
The Chair shall charge the committee with organizing and executing the search. Activities will include but are not limited to:
- ✓ Working with a search firm to outline and structure the search process.
- ✓ Setting and announcing the schedule for Committee meetings.
- ✓ Planning and hosting opportunities for the campus community and public to provide input on the search.
- ✓ Developing position profile and related documents for the position of UO President.
- ✓ Managing all aspects of publicizing the position opening and search.
- ✓ Working with a search firm to assist with identifying, recruiting, and evaluating possible candidates for the position of UO President.
- ✓ Pre-screening applicants and narrowing the pool to a first round of selected interviewees.
- ✓ Interviewing selected potential candidates.
- ✓ Engaging in necessary site visits for recruiting, information gathering or other activities.
- ✓ Providing the Chair with final candidate recommendations.

Structure
The Chair will appoint 19 members to the Committee. The Chair will appoint a current Board member to serve as Chair of the Committee ("Committee Chair") who shall run the Committee and a current Board member to serve as Vice Chair of the committee. The Committee shall contain the following members:
- ✓ Five UO trustees
- ✓ Five UO faculty members
- ✓ Three UO vice presidents
- ✓ Two members of UO academic leadership
- ✓ One Undergraduate student

Resolution: Presidential Search Committee and Related Items
16 September 2022   Page 2 of 4

- ✓ One Graduate student
- ✓ One Classified staff member
- ✓ One president of another public university in Oregon
- ✓ Two at large members

The Board Chair may appoint such additional members, from within the University or from the community, as the Board Chair determines appropriate

STAFFING
The Committee will be staffed by the University Secretary, who will work in close coordination with the Committee Chair and Vice Chair. Other UO executive staff members may be asked to provide support throughout the process (e.g. general counsel, vice presidents).

INITIAL PROCESS POINTS
The Board Chair may retain the services of a search firm to assist with the search. A formal timeline will be established by the Committee after consultation with the search firm. The following items below provide an overview of selected early process points. Given the nature of the work required to prepare for a presidential search, many activities will be front-loaded (e.g., development of a position profile). Work will also be backloaded when it comes to vetting, reviewing, and interviewing potential candidates.

These items are targeted for completion by November 1:
- ✓ Appoint members of the Search Committee
- ✓ Select a search firm
- ✓ Develop and go live with a web page dedicated to information about the search
- ✓ Schedule for public forums announced
- ✓ Begin development of draft presidential profile

RECOMMENDATIONS TO THE BOARD / BOARD ACTION
The Search Committee shall recommend qualified and vetted preliminary finalists to the Board Chair, who shall forward final candidates to the full Board. The Board shall interview finalists forwarded by the Board Chair. 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.

SEARCH CONFIDENTIALITY
Because the Board wishes to attract the best-qualified candidates possible, a certain degree of caution and candor is necessary. High-caliber candidates often need to be recruited and cultivated in confidence. The premature disclosure of candidate information can have a chilling effect on the willingness of such candidates to be considered and can damage reputations at candidates' current institutions. Therefore, consistent with past practice under the State Board of Higher Education and at other Oregon public universities, the work of the Search Committee and the identity of candidates is to be kept confidential. Members of the Search Committee will be required to maintain adherence to this confidentiality requirement to participate.

SEARCH COMMUNICATION
The Board recognizes that the campus community—faculty, staff, students, and community partners are invested in the future and success of the University and deeply interested in the selection of a new President. Members of the campus community have invaluable insight to help inform a good selection. The composition of the Search Committee, its mandate, the processes, and procedures it is to use, the

position profile and the desired characteristics of an ideal candidate are all matters that should be carefully and thoroughly communicated to the campus.

SPOKESPERSON/MEDIA RELATIONS
The only individuals authorized to speak publicly about search and recruitment activities and processes are the Board Chair and Committee Chair. The Board Chair and Committee Chair may authorize additional committee members or staff to speak on specific topics or specific occasions. The Committee should send any inquires to the University Secretary, who will manage those requests and work with the Board Chair and Committee Chair to respond as appropriate.

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Agenda Item #5

Risk Assessment Methodology and FY23 Internal Audit Plan & FY22 Annual Report

FY22 Annual Report

Office of Internal Audit

EXECUTIVE SUMMARY

The FY22 Office of Internal Audit Annual Report provides a summary of activities for the period beginning July 1, 2021 through June 30, 2022.

During this time, we performed audit engagements, investigations, and advisory services designed to improve management's risk mitigation techniques. Engagement results have been reported to the appropriate levels of leadership and the Board of Trustees. Management progress on the remediation of outstanding audit recommendations is reasonable and there are no instances in which we believe management has accepted unreasonable levels of risk.

Highlights for this reporting year include:

- Continued to enhance our continual risk assessment processes to aid in prioritizing audit and consulting projects
- Transitioned to Finance and Administration Shared Services for business support, including partnering to develop the career path for IT audit
- Further developed the Quality Assurance and Improvement Program as described by the Institute of Internal Auditors
- Successfully recruited internal auditors onto the team

A message from Chief Auditor, Leah Ladley

The University of Oregon (UO) continues to do such great things in 2021 and 2022. While education and research are the priorities, we also see achievements in administration.

Enhancements in internal controls provide us more assurance that the dollars we receive are spent as intended. While turnover of people results in intermittent vacancy, it can be an exciting time when new skills and talent are added to the team.

The OIA started the year with two vacancies and filled those vacancies with one search. Brandi Fleck and Michelle Greene joined the office in October 2021 and continue to sharpen their audit skills and techniques.

This year, a lessened impact from the pandemic allowed us to revive traditional risk assessment activities to which all are likely accustomed. While we continue to believe that risk assessment is most effective when it remains at the forefront of audit activities, the more-typical risk assessment and annual audit plan have been presented to the Board of Trustees for review and approval.

Your audit team continues to engage with the University through collaborative meetings and participation on various committees. This participation provides an opportunity for better understanding of processes and for minor consulting projects as committees strive to improve select processes at UO.

The collaborative and professional connections provided primarily through the Association of College and University Auditors help your audit team remain aware of risks identified at peer institutions as well as operational successes that might be replicated at UO.

We are always open to hearing your concerns or discussing the results of our work and look forward to serving you in future years.

If you have questions or would like additional information, please contact:

Leah Ladley
Chief Auditor
lladley@uoregon.edu
541-346-3200

ADMINISTRATION

The OIA Department Charter, attached to this report, defines the purpose, authority, and responsibility of the office, and is approved by the UO Board of Trustees.

Vision

The internal audit team serves UO by assessing risks, advising on internal controls, investigating instances where the process lacks internal controls, and advising on corrective action plans. To facilitate that service, we make every effort to be knowledgeable about operations and risks. We maintain confidences and make ethical decisions. We treat our clients and associates fairly, always striving to understand before offering advice. We provide assurance in our audit reports and sometimes that assurance is simply "no concerns noted". This does not indicate we audited the wrong area/process; it simply means that the risks are being addressed appropriately. We design our processes to conform to the International Professional Practices Framework (IPPF, also knows as *Standards*) and the guidance promulgated by the Institute of Internal Auditors (IIA).

IIA Core Principles

- Demonstrates integrity
- Demonstrates competence and due professional care
- Is objective and free from undue influence
- Aligns with the strategies, objectives, and risks of the organizations
- Is appropriately positioned and adequately resourced
- Demonstrates quality and continuous improvement
- Communicates effectively
- Provides risk-based assurance
- Is insightful, proactive, and future-focused
- Promotes organizational improvement

Monitoring of Mitigation

During the year, management responded to audit recommendations, and we determined that action plans for 27 recommendations across 12 audits have been completed. Target completion dates defined during the reporting phase of the audit may not be achievable and with appropriate engagement and collaboration with management, are reset to future dates. This most often occurs when there is key vacancy or new leadership in an area, or attention had to be shifted to an unforeseen and urgent project, thus causing delays in implementation of an action plan. The OIA appreciates management's partnership both during audits and during the follow-up phase.

Risk Assessment

OIA has historically performed an annual risk assessment to produce an internal audit plan for the upcoming fiscal year. Frequently, as an annual plan is being announced, modifications are already underway. Industry guidance indicates that annual risk assessment is less than optimal and ongoing risk assessment is recommended.

We have undertaken this ongoing risk assessment approach involving the following touchpoints, at a minimum:

- At the conclusion of each project, notes are recorded about items out of scope for that project but that should be considered for future projects as well as items that should be included in a future audit in that same area
- Monthly and quarterly meetings occur with senior leadership, including close contact and detailed collaborations with the UO Strategic Enterprise Risk Management and Compliance Committee
- Community and industry activities are monitored through participation in meetings where candid discussions occur
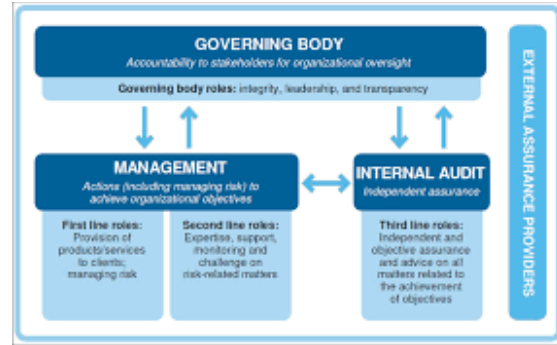
Committees and Community

Involvement with University committees provides not only an opportunity for community connection but also insight into opportunities for consulting or audit projects. Internal auditors participate on committees including University Records Management Committee, Information Security and Privacy Governance Committee, Data Security Incident Response Team, Strategic Enterprise Risk Management and Compliance Committee, Cybersecurity Awareness Team, Gramm-Leach-Bliley Act Team, Information and Communication Technology Committee, Payment Card Industry Team, UO Forms Service Advisory Board, and the Standing Policy Security Advisory Board. Auditors also participate on work groups such as the Data as a Service Work Group and the Building Systems, Safety, and Security Work Group. Auditors may also serve on Search Committees and provide interview assistance as requested.

The higher education internal auditing community is professionally known as the Association of College and University Auditors (ACUA). UO supports the audit staff by providing a group membership, and ACUA provides educational webinars, two different international educational events, and opportunities for mentoring and collaboration.

Since April 1, 2021, Katie Bumgardner, Associate IT Auditor, has been serving as the Chair of the Professional Education Committee for ACUA. In this capacity, Katie oversees the planning committees for two national conferences, AuditCon and Audit Interactive, as well as the Virtual Learning Committee, while working in close coordination with the ACUA Board of Directors. In September 2021, Katie was the recognized as ACUA's Rising Star; this award

recognizes an "up-and-coming" member who has made significant individual contributions in the areas of internal audit, compliance, or risk management that furthers the mission of ACUA. Since March 2022, Katie has also been serving as a member of the Audit Committee for the State of Oregon Department of Parks and Recreation.

Leah Ladley, Chief Auditor, also volunteers with ACUA and serves on the Peer Review Team (PRT) for ACUA KickStarters. The PRT is a six-member review team, and KickStarters are designed to provide a starting place for audits identifying risks, sample tests, and common observations in a variety of auditable areas applicable to universities.

Quality Assurance and Improvement Program (QAIP)

As described in the Standards promulgated by the IIA, the Chief Auditor is responsible for ensuring the quality of the internal audit activity. Components of the QAIP include:

- Periodic self-assessments of the activity using the Standards as the criteria, and
- External assessments every five (5) years.

Industry standard provides self-assessments are to be completed annually and may examine conformance to components of the Standards. External assessments may be completed one of two ways, self-assessment with external validation or fully external assessments.

The OIA was established July 1, 2014, when UO became an independent public university. The IIA QAIP guidance suggests the time for the external assessment would have been during FY19. External assessment has not yet occurred. Several factors influenced the decision to postpone the external assessment including no evidence of annual self-assessments and the arrival of the new Chief Auditor late in FY20. Budgeting for the external assessment had not been done and the challenges of the pandemic made the assessment seem less important than other University initiatives. Therefore, the Chief Auditor developed a plan to be ready for an external assessment in three years' time and

included in the FY23 audit plan is the assessment with the external component.

QAIP results are reported as Generally Conforms, Partially Conforms, and Does Not Conform. It is our opinion that, even considering the state of the external assessment, the internal audit activity at UO Generally Conforms with the IIA Standards.

AUDIT REPORT SUMMARIES

The following section provides a brief summary for audit reports issued during the period. Open recommendations from prior periods are not included here though they continue to be monitored by OIA.

Advancement Data Review

The objective of this review was to assess end-to-end data security by evaluating the controls over UO data, defined for the purposes of this review as data created by, or on behalf of, the University of Oregon. The scope included processes within Advancement for access controls, change management, incident response, application training, and data security policies and procedures.

Early Childhood (EC) Cares

EC Cares provides early intervention and early childhood special education to infants, toddlers, and preschool age children in Lane County. Services are free of charge and are funded primarily through grants. The objective of this review was to assess the unit's operational and financial sustainability to support continuous services, determine whether operational and financial processes were effective and efficient, and whether transition and business continuity plans were planned or implemented.

University Health Services Limited Review

The objective of this review was limited to telemedicine operations and conformance to requirements established by accreditations, federal and state regulations, and leading practices.

2021 NCAA Football Attendance

The objective of this review was to determine if the University complied with the home football

attendance requirements detailed by the NCAA Division I Operating Bylaws.

UOPD Firearms Inventory

The scope of this review included aspects of inventory management including purchasing, storing, accessing, and traveling with firearms. This review focused on internal control measures and not policing or general operations.

AY22 Scholarship Eligibility Verification

Annually, the OIA confirms the eligibility of the scholarship recipient as required by the award sponsor. OIA confirmed eligibility and receipt of funds.

INVESTIGATIONS

The University of Oregon provides a hotline for the purpose of receiving reports which may require investigation. The OIA takes the lead on each report received and may investigate or may find that the allegation is better suited to be investigated by another unit on campus. A workflow has been established to better triage these allegations and share information as appropriate. The OIA also receives referrals from other units, email allegations and other direct reports.

Both the quantity and topic for reports received at UO remain consistent with those self-reported by other universities in the region. (Data collected by internal auditors in the Pacific Northwest.)

Allegations received on the hotline or tracked and reported here by OIA should not be considered the total of allegations made at the UO. Other units receive and track allegations and reports, such as human resources, Title IX, student conduct, and athletics. The allegations received on the hotline are not always exclusive to the hotline and have sometimes been reported in multiple places. Hotline and OIA tracked case counts are:

| Year	Count
FY19	16
FY20	27
FY21	14
FY22	17

Upon the conclusion of an investigation, no matter the intake method, if a control appears to need strengthening or implementation, a memo is provided with a recommendation included. The risk is also tracked within our departmental records.

Coming Soon: Application enhancements to allow for better systematic reporting as to allegation type, functionality to allow investigator to update allegation type to improve accuracy, and conclusion types.

STAFFING

The current level of staffing for the OIA includes a chief auditor, an associate IT auditor, and two auditors, hired at level I.

During the year, the office had vacancies until hiring in October. Additionally, the associate IT auditor was on personal leave beginning in April and lasting the remainder of the year.
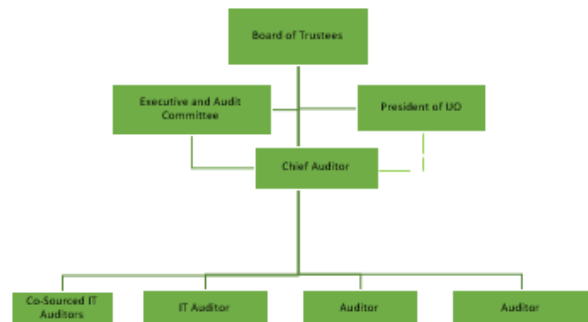
CERTIFICATIONS

The IIA Standards direct an internal audit activity be well positioned to address the organization's requirements for that office and not that each auditor hold all skills and knowledge.

Current certifications in the OIA are:

Certification	Quantity
CPA	1
CIA	1
CFE	1
CRMA	1
CISA	0
CCSA	0
Other	0

The OIA strives to support auditors toward certification as they gain experience and knowledge.

TRAININGS

The OIA provided internal controls and fraud awareness training to the Financial Stewardship Institute and at the meeting of the Budget Partners.

GOVERNANCE MATTERS TO REPORT

As mentioned previously, OIA's activities are governed by Standards promulgated by the Institute of Internal Auditors, known as the International Professional Practices Framework. This section of the annual report provides annual communications as required by the Standards.

Organizational Independence

The OIA must confirm to the board, at least annually, the organizational independence of the internal audit activity. UO's OIA reports administratively to the President's Office and functionally to the Executive and Audit Committee (EAC) of the Board of Trustees. Reporting functionally to the EAC promotes the independence necessary for the OIA to adequately perform its job function.

Impairments to Independence or Objectivity

If independence or objectivity is impaired in fact or appearance, the details of the impairment must be disclosed. There were no impairments to independence or objectivity for any engagements performed during the reporting period.

Disclosure of Nonconformance

Occasionally circumstances require the completion of projects/engagements in a manner that is not consistent with all applicable standards. When this occurs, the OIA must disclose the nonconformance and the impact to executive management and the board. During the reporting year, there were no instances in which projects were performed in a manner that did not comply with applicable standards.

Resolution of Management's Acceptance of Risks

Each audit engagement can potentially reveal items that may pose risks to university operations. Some items will require management's attention while others may be situations in which management decides to accept the risk associated with the current practice. This is normal in limited circumstances and is often due to cost/benefit or capacity constraints. The OIA is required to disclose (to executive management and the board) any situations in which it believes University personnel has accepted a level of residual risk that may not adequately reduce/mitigate the risk of loss. There have been no such instances during the current reporting year.

END OF REPORT

Office of Internal Audit

Department Charter

This charter defines the purpose, authority, and responsibility of the Office of Internal Audit at the University of Oregon

December 2019

*Amended and Approved by the University of Oregon
Board of Trustees Executive and Audit Committee
December 9, 2019*

Purpose

Internal auditing is an independent, objective assurance and consulting activity designed to add value and improve university operations. It helps the university accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes. The Office of Internal Audit enhances and protects the University's value by providing risk-based and objective assurance, advice, and insight.

Mission Statement:

Driven by the highest professional and ethical standards, the Office of Internal Audit helps the University accomplish its objectives by evaluating and identifying opportunities to improve the effectiveness of governance processes, risk management, and internal controls.

Professional Standards:

The responsibility of the Office of Internal Audit is to serve the University in a manner that is consistent with the standards established by the internal audit community. At a minimum it shall comply with the Institute of Internal Auditors' ("IIA") mandatory guidance including the *Definition of Internal Auditing*, the *Code of Ethics* and the *International Standards for the Professional Practice of Internal Auditing* ("IPPF"). Additionally, the Office of Internal Audit references other appropriate audit frameworks, such as the Generally Accepted Government Auditing Standards.

The Office of Internal Audit will undergo external peer reviews pursuant to the IPPF. The Executive and Audit Committee shall have input into peer reviews and results of peer reviews will be available to the Committee upon completion.

Authority

To ensure the independence of the Office of Internal Audit, the Chief Auditor reports administratively to the Office of the President and functionally to the Executive and Audit Committee of the University of Oregon's Board of Trustees. The Chief Auditor will provide written quarterly progress reports to trustees and will present at regular meetings of the Board or an appropriate committee thereof, summarizing the results of engagement activities and issued audit reports. In addition, the Chief Auditor will keep Board leadership, the President, and campus leadership, apprised of high-risk engagement issues.

The Office of Internal Audit is granted full and unrestricted access to all functions, records, systems, property, and personnel. Any documents or information obtained by the Office of Internal Audit through the course of work will be handled with the confidentiality defined by the IIA's Code of Ethics. The Office of Internal Audit has authority to audit any function, program, account or system deemed necessary and appropriate in the judgment of the Chief Auditor, notwithstanding a flexible pre-approved audit plan.

University management is responsible for risk management, control, and governance of the areas audited. The Office of Internal Audit has no direct responsibility or authority over any of the areas audited. Staff shall not perform any operational duties for the University, initiate or approve accounting transactions of areas under review, or direct the activities of any University employee, except to the extent such employees have been appropriately assigned to an audit team or to otherwise assist the auditors.

All university employees are expected to comply fully and timely with requests made by the Office of Internal Audit. This includes, but is not limited to, timely provision of information, access to information, or responses to draft reports. Recommendations made by the Office of Internal Audit shall be taken seriously and steps shall be taken to assess and determine a course of action in response to the recommendations. The Chief Auditor may report any non-compliance on the part of university programs or employees to the President and the Executive and Audit Committee.

Responsibility

The Office of Internal Audit is responsible for developing and implementing a flexible annual audit plan using an appropriate risk-based methodology. The annual audit plan should include consideration of any   risks or control concerns identified by management, and should be reviewed and approved by the President and Executive and Audit Committee.

The Office of Internal Audit shall perform engagements in the following areas:

- Assurance services: Performed within the context of the IPPF, these services are independent and objective evaluations designed to provide reasonable assurance regarding the achievement of objectives over the effectiveness and efficiency of operations, reliability of financial reporting, or compliance with applicable laws and regulations.

- Consulting services: Performed within the context of the IPPF, these services may be requested by managers and other department and unit leaders to help identify a variety of areas for improvement. The scope and objectives are agreed upon by the Office of Internal Audit and management of the area.

- Investigative services: These services evaluate allegations of fraud, waste, abuse or unethical business practices. The Fraud and Ethics Hotline is free, confidential, and available to employees, students, and the community to report unlawful or unethical concerns. Operated by EthicsPoint, reports are managed by the Office of Internal Audit. Reports can also be made directly to the Office of Internal Audit.

- Other services: These services include coordination and oversight for external auditing agencies, and follow-up work. External auditing agencies include agencies such as the Secretary of State and the NCAA. Follow-up work is performed within the context of the IPPF to ensure plans and actions are taken to correct report conditions. Additionally, the Office of Internal Audit provides awareness training covering topics such as fraud, risks, and internal controls.

Office of Internal Audit

Update: September 2022

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Discussion Agenda – Highlights from Submitted Materials

▶ Risk Assessment Methodology and Annual Audit Plan

  ▶ Inputs to the plan

  ▶ Highlights of the plan

▶ Annual Report

  ▶ Highlights

  ▶ Governance Communications

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Risk Assessment Methodology

▶ Various inputs to assessing risk
  ▶ External to UO and Internal from UO
    ▶ ACUA and other peers
    ▶ Regulatory and compliance updates
    ▶ SERMC REM
    ▶ UO news and highlights
    ▶ Collaborations with UO leadership
    ▶ Organizational changes
    ▶ OIA insights

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Proposed FY23 Audit Plan

▶ Required projects:
  ▶ Scholarship Recipient Eligibility Confirmation
  ▶ NCAA Attendance Confirmation
  ▶ External Quality Assurance of OIA
▶ Identified and plan to _initiate_:
  ▶ Operational:
    ▶ Athletics Revenue Contracts/Payments
    ▶ Technology Licensing Income
    ▶ Research Contracts Process Review
    ▶ Scholarship Governance at the Colleges
  ▶ IT Projects:
    ▶ Identity and Access Management
    ▶ Data Center – Eugene Campus

Other projects have been identified and can be substituted should significant changes occur resulting in the deferral of these projects.

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Annual Report Highlights

▶ Monitoring of risk mitigation continues, and management is appropriately engaged across UO

▶ Formal Risk Assessment activities resumed

▶ OIA engages with UO via committees and collaborative meetings

▶ Quantity of hotline reports is as expected

▶ Fully staffed as of end of year (4 total FTE) and maintaining contract relationship with Baker Tilly for IT audit services/supplement

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Governance Communications for FY22

▶ Organizational Independence
  ▶ Confirmed
▶ Impairments to Independence or Objectivity
  ▶ None
▶ Disclosure of Nonconformance (with applicable Standards)
  ▶ None
▶ Resolution of Management's Acceptance of Risk
  ▶ No excessive acceptance of residual risk

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The Board of Trustees authorizes an annual audit plan for the Office of Internal Audit. That plan is the culmination of discussions with senior leaders, observations by the Office of Internal Audit, projects deferred from prior years, and other inputs. The resolution and FY23 plan proposal (Exhibit A) are in this packet following the FY22 annual report from OIA.

Board of Trustees of the University of Oregon

Resolution: Adoption of FY23 Risk Assessment and Audit Plan

Whereas, the University of Oregon (University) is governed by, and the business and affairs of the University are ultimately managed by, the Board of Trustees;

Whereas, the University takes seriously the responsibility to manage, invest, and spend resources;

Whereas, the University's Office of Internal Audit (Internal Audit) provides independent, objective evaluations and advisory services that add to the accountability of the University;

Whereas, the Internal Audit works closely with university leadership, faculty, and staff to conduct and coordinate a broad range of audit functions for the University;

Whereas, the Office of Internal Audit has developed a Risk Assessment and Audit Plan for Fiscal Year 2023, attached hereto as Exhibit A; and,

NOW, THEREFORE, the Board of Trustees of the University of Oregon hereby approves the proposed FY23 risk assessment and audit plan attached hereto as Exhibit A, and directs the officers, or their designee(s), of the University to take all actions and steps deemed necessary and proper to implement the approved plan.

Moved: _____   Seconded: _____

Trustee	Vote	Trustee	Vote
Aaron		Lo	
Boyle		Madison	
Evans Jackman		Moses	
Fick		Seeley	
Holwerda		Ralph	
Hornecker		Ulum	
Kari		Worden	

Dated: _____   Recorded: _____

Office of Internal Audit

Risk Assessment Methodology

and Internal Audit Plan

FY23

BACKGROUND

The Institute of Internal Auditors' (IIA) International Professional Practices Framework (IPPF), also referenced as *Standards,* requires the chief audit executive to establish a risk-based plan to determine priorities for the Internal Audit function.

Since March 2020, much of the University's resources have been occupied by the COVID-19 pandemic and its impact on the University's students, faculty and staff, state resources, and daily operations. During this time, Internal Audit continued to audit previously identified areas and arising concerns as appropriate.
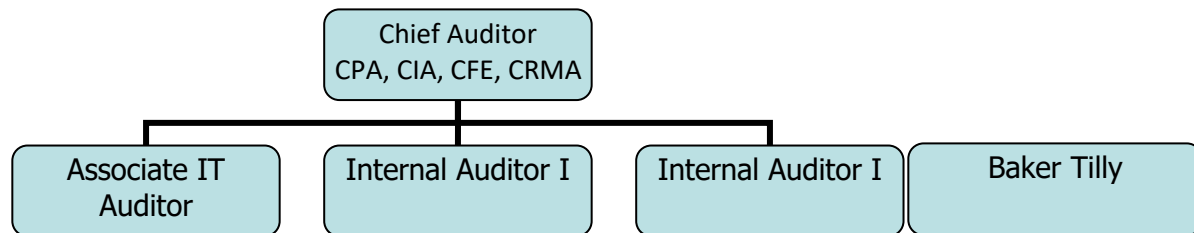
Risk assessment activities are a normal part of Internal Audit and a routine framework by which auditors interpret information. Additional emphasis on these activities occurs to develop an annual plan.

METHODOLOGY

Mission Statement

The mission of Internal Audit is to assist leadership in accomplishing its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, internal controls, and governance processes.

Audit Resources

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                    Chief Auditor
                 CPA, CIA, CFE, CRMA
     ┌──────────────┬──────────────┬──────────────┐
 Associate IT   Internal       Internal       Baker Tilly
   Auditor      Auditor I      Auditor I
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Activities

Internal Audit engages in three primary activities – assurance, consulting, and investigative services. Only assurance projects are listed in the FY23 audit plan. Performance of the audit plan may be impacted by consulting or investigative requirements and requests. Significant changes will be communicated to executives and the Board of Trustees.

Audits	Consultations	Investigations	Other
• Planning, Fieldwork, Reporting • Follow-up • Risk Assessment	• Management requests • Internal Audit requests to collaborate on projects	• Challenging to plan the impact to our year • May lead to future audits or consultations	• Professional Development • Presentations and committee participation • Vacation/Sick/Holiday

Once we begin to get an idea of our availability, we then consider our risk assessment results.

Risk Assessment

Multiple sources of information inform the audit plan, including, but not limited to:

External to UO	From within UO
• Association of College and University Auditors • Institute of Internal Audit • Regulatory and Compliance Updates • Higher Education Internal Audit peers	• SERMC • UO News and Highlights • UO leadership collaborations • Organizational changes • Office of Internal Audit insights

The Internal Audit plan is predominately risk-based with a small amount of recurring required work. Required projects have specific procedures associated to their objectives and they address risks someone else has identified. For FY23, required projects include NCAA Attendance Confirmation, a specific Scholarship Recipient Eligibility Confirmation, and a quality assurance review of Internal Audit with an external component.

Working closely with the Strategic Enterprise Risk Management Committee (SERMC) throughout the year allows us to continually monitor management's response to risk, challenges to implementing controls, and the resulting residual risk. Monthly meetings in which candid conversation about operations facilitate the sharing of information and risks and strategy are disclosed play a major role in the Internal Audit risk assessment process.

Other inputs to the plan include the changing regulatory and compliance environment in which the University operates. Close monitoring of our higher education Internal Audit peers and headlines stimulates a response ranging from conversations with management to audit projects determined by the risk level at UO.

Importantly, the Internal Audit team routinely records Risks for Consideration into our departmental working papers. This listing includes detailed information an auditor learned from a project that was deemed out of scope for that project but deserves a second look. Ultimately, a column is populated with an agreed-upon resolution for that line item. Resolution options include more information needed, added to audit plan, prepare for consultation, or notes from a discussion with management that provide a conclusion. This document is discussed periodically to assess the escalation of projects denoted for audit plan that have no imminent project planned. You may see these audits on the plan in Tier II or III when there is no escalation or urgency to that audit being completed.

Requests for our work often come from management but can also come from executives, the Board, and Internal Audit team members. Discussion is held to assess the concern and define the level of urgency. Additional planning is used to determine whether an audit project or a consultation should be planned.

For FY23, the current SERMC heat map, as shared with the UO Board of Trustees in May 2022 provides the following:
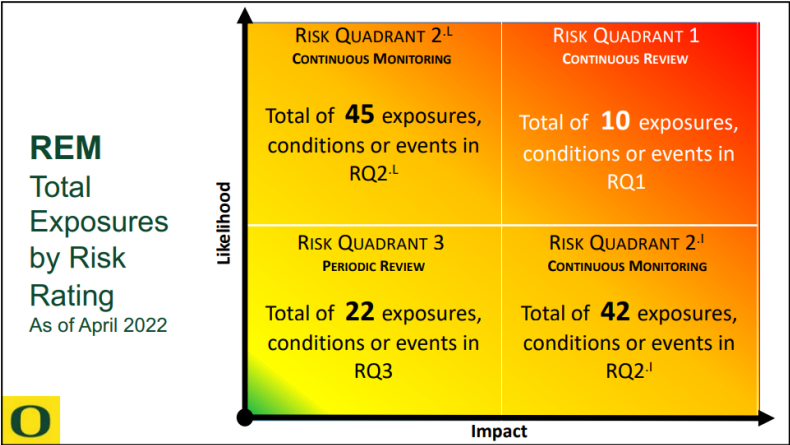
As illustrated, many risk-based projects were available for the audit plan. Special consideration has been given to materials presented to the Board of Trustees, questions asked by the Board and executives during meetings, and internal UO communications that enhance our risk awareness.

The plan you see presented here is designed to include required projects and risk-based projects. Tier I includes projects we plan, as of now, to <u>initiate</u> during the year. Tiers II and III include projects that may substitute for Tier I projects. Reasons for substitution include penetrating or key personnel turnover in the area, implementation of new process or primary application within the process being reviewed, and the imminent need to complete one project over another. Projects placed in Tiers II and III are likely to be moved into Tier I in subsequent years, absent new or escalating risks not addressed in this plan. While we are hopeful to initiate Tier I projects during FY23, we recognize that we will not complete all of Tier I during the year.

During FY23, there will be a focus on revenue in the risk-based work. Given the current economic stresses resulting from an inflationary period, we believe we can provide assurance or recommendations in areas not frequently reviewed by outsiders (i.e., external financial statement auditors), but where promises have been made related to University funds.

Attached to this document is a reference to the COSO Internal Control – Integrated Framework Principles. COSO has been adopted by the University as the control framework to guide processes and Internal Audit utilizes this framework in our analysis during audits and consultations.

FY23 Internal Audit Plan*		
	Operational Audits	**IT Audits**
Current Projects	Export Controls	Education and Community Support NIST Gap Analysis
	Custody of Human Remains, Phase 1	Transform IT, USS Transition (Baker Tilly)
	Stipend Review	
	OIA Self-Assessment	
Required Projects	Scholarship Recipient Eligibility Confirmation	
	NCAA Attendance Confirmation	
	External Quality Assessment of OIA	
Tier I	Athletics Revenue Contract Payments	Identity and Access Management
	Technology Licensing Income	Data Center – Eugene Campus
	Research Contracts Process Review	
	Scholarship Governance at the Colleges	
Tier II	Clery Act Compliance	Data Center – other location(s)
	Conflict of Interest/Commitment Process	Knight Campus IT Risk Assessment
	Policy Governance Review	Business Continuity and Disaster Recovery
	Construction Project	
	Environmental	
Tier III	National Security and Research	Research Data Security
	Custody of Human Remains, Phase II	Centers and Institutes
	Background Screening Process	GLBA Updates

*Listed are projects we plan to *initiate* as circumstances beyond our control contribute heavily to delays, at times.

Objectives for required audits:
- *Scholarship Recipient Eligibility Confirmation*: The objective is to provide assurance that can ultimately be shared with the award sponsors that the selected recipient meets their stated criteria. An additional objective is to confirm the award's receipt by the selected recipient.
- *NCAA Attendance Confirmation*: The objective is to confirm attendance recorded at UO home football games meets or exceeds to NCAA threshold.
- *External Quality Assurance of the Office of Internal Audit*: The Institute of Internal Auditors describes an external component to assessing the operations of the Internal Audit activity and recommends this component every 5 years.

Preliminary objectives for Tier I risk-based audits:
- *Athletics Revenue Contract Payments*: The preliminary objective is to confirm payments received by UO Athletics align with contract terms and conditions. This review is not likely to involve the contract negotiation process but will focus on an analysis of payments received reviewing for conformance to the contract terms. The audit will begin with a selection of the contract(s) to be analyzed.

- *Technology Licensing Income*: Research often leads to the commercialization of some result. Customary arrangements provide for an income-sharing arrangement with some return to the University and some income to the researcher(s). The preliminary objective is to evaluate the management of payments to the University that arise from licensing and other such agreements.
- *Research Contracts Process Review*: Research awards may be in the form of grants or contracts. While the preponderance of awards are grants involving the cash draw process, contracts may include contractual payments for which milestones may or may not be defined. This review will evaluate the process for executing and reviewing these contracts, interim set-up steps and operational controls, and the accounting treatment for research contracts.
- *Scholarship Governance at the Colleges*: Donors contribute gifts that support the educational and strategic objectives of the University and often direct these gifts through the Colleges. When donors establish intent or restrictions, it becomes the responsibility of the Colleges to comply with those wishes. The preliminary objective of this review is to determine whether donor intent is communicated appropriately and that governance over those funds is designed appropriately.
- *Identity and Access Management*: Identity and access management controls safeguard the confidentiality and integrity of systems and data by restricting users to only the rights needed to fulfill authorized actions. This project will review those controls.
- *Data Center – Eugene Campus*: Widely accepted guidance for data centers includes physical, environmental, and technical safeguards designed to facilitate the security and reliability of the data held within. This project will review the University's Eugene data centers' implementation of those safeguards.

Preliminary objectives for Tier II risk-based audits:
- *Clery Act Compliance*: The Clery Act requires universities with police departments or security departments to maintain certain crime data. Also required is a report that includes Clery reportable crimes. This project will review the adequacy of the process that informs the Clery Report for the University.
- *Conflict of Interest/Commitment Process*: The preliminary objective is to determine whether the process of identifying conflicts is optimally managed and there is consistency in the process for management plans, as needed.
- *Policy Governance Review*: The preliminary objective for this review is to assess the governance processes for policy review. Upon dissolution of the Oregon University System, each University inherited the responsibility for developing their own policies. This review will include what is known at UO as "Big P Policies" though a similarly structured process might occur at the department or unit level.
- *Construction Project*: Construction projects begin with an idea, require funding, and are governed by architectural drawings and a contract. This project is not yet defined and will likely be determined by the type of contract utilized for the construction project.

- *Environmental*: This project is not yet defined but will have a regulatory/compliance component.
- *Data Center – other location(s)*: Widely accepted guidance for data centers includes physical and technical safeguards designed to facilitate the security and reliability of the data held within. This project will review data centers' (other than Eugene) implementation of those safeguards.
- *Knight Campus IT Risk Assessment*: An IT risk assessment project will provide foundational knowledge of risks particular to the Knight Campus. Of particular interest, will be exploring the necessary requirements for expansion of research project types.
- *Business Continuity and Disaster Recovery*: The primary objectives of a business continuity plan are to limit downtime during a business interruption, protect personnel in the event of a disaster, minimize financial losses due to a disruptive incident and restore critical business functions and infrastructure following an incident. This project will review the business continuity and disaster recovery plans.

Preliminary Objectives for Tier III risk-based projects:
- *National Security and Research*: Undue influence in research generally occurs within the following categories: peer review violations, foreign employment arrangements, or overlap or over-commitment supporting a foreign grant or research effort. This project will examine the University's processes for protection in these areas and conformance to updated guidance.
- *Custody of Human Remains, Phase II*: This project will be initiated soon after management actions from Phase I can be confirmed as complete. Phase I recommendations included the development of an inventory and the implementation of work group recommendations. Phase II will include audit procedures for the inventories.
- *Background Screening Processes*: This review will take an in-depth look at the various background screens completed that occur pre-hire and upon internal transfer.
- *Research Data Security*: Controls for research data security begin prior to accepting research projects and continue through the life of the research project and include records management, retention, and possibly destruction. The preliminary objective for this project is to assess those data security controls.
- *Centers and Institutes*: Centers and Institutes: Certain centers and institutes operate IT environments at UO and are not directly connected to VPRI or IS/ISO. The preliminary objective for this review is to assess research data controls.
- *GLBA Updates*: The Gramm-Leach-Bliley Act (GLBA) focuses requirements on data privacy and protections. Updated with implementation dates into 2022, this review will examine compliance with the new requirements related primarily to the Safeguards Rule. These include modifications to prior guidance specific to a written risk assessment and required components of that assessment, and the accountability enhancements including a named individual and compliance with the required annual Board reporting. Other (less-technical) aspects may also be included.

COSO Internal Control —
Integrated Framework Principles

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Treadway Commission (COSO). Used by permission.

Control Environment

1. The organization demonstrates a commitment to integrity and ethical values.

2. The board of directors demonstrates independence from management and exercises oversight of the development and performance of internal control.

3. Management establishes, with board oversight, structures, reporting lines, and appropriate authorities and responsibilities in the pursuit of objectives.

4. The organization demonstrates a commitment to attract, develop, and retain competent individuals in alignment with objectives.

5. The organization holds individuals accountable for their internal control responsibilities in the pursuit of objectives.

Risk Assessment

6. The organization specifies objectives with sufficient clarity to enable the identification and assessment of risks relating to objectives.

7. The organization identifies risks to the achievement of its objectives across the entity and analyzes risks as a basis for determining how the risks should be managed.

8. The organization considers the potential for fraud in assessing risks to the achievement of objectives.

9. The organization identifies and assesses changes that could significantly affect the system of internal control.

Control Activities

10. The organization selects and develops control activities that contribute to the mitigation of risks to the achievement of objectives to acceptable levels.

11. The organization selects and develops general control activities over technology to support the achievement of objectives.

12. The organization deploys control activities through policies that establish what is expected and procedures that put policies into action.

Information & Communication

13. The organization obtains or generates and uses relevant, quality information to support the functioning of internal control.

14. The organization internally communicates information, including objectives and responsibilities for internal control, necessary to support the functioning of internal control.

15. The organization communicates with external parties regarding matters affecting the functioning of internal control.

Monitoring Activities

16. The organization selects, develops, and performs ongoing and/or separate evaluations to ascertain whether the components of internal control are present and functioning.

17. The organization evaluates and communicates internal control deficiencies in a timely manner to those parties responsible for taking corrective action, including senior management and the board of directors, as appropriate.

For more information about COSO, visit coso.org.

The Board of Trustees exercises oversight for the development and performance of internal control through each of the five components of the *COSO Integrated Framework,* as illustrated in the table below:

Internal Control Component	Oversight Activities of the Board
Control Environment	- Oversee the definition of and apply the standards of conduct of the University - Establish the expectations and evaluate the performance, integrity, and ethical values of the President - Establish oversight structures and processes aligned with the objectives of the University (e.g., Board and committees as appropriate with requisite skills and expertise) - Commission Board oversight effectiveness reviews and address opportunities for improvement - Exercise fiduciary responsibilities and due care in oversight (e.g., prepare for and attend meetings, review the University's financial statements and other disclosures) - Challenge senior management by asking probing questions about the University's plans and performance, and require follow-up and corrective actions, as necessary (e.g., questioning transactions that occur repeatedly at the end of interim or annual reporting periods)
Risk Assessment and Management	- Consider internal and external factors that pose significant risks to the achievement of objectives; identify issues and trends (e.g., sustainability implications of the University's operations) - Challenge management's assessment of risks to the achievement of objectives, including the potential impact of significant changes (e.g., risks associated with entering a new market), and fraud or corruption - Evaluate how proactively the University assesses risks relating to innovations and changes such as those triggered by new technology or economic and geopolitical shifts
Control Activities	- Make specific inquiries of management regarding the selection, development, and deployment of control activities in significant risk areas and remediation as necessary (e.g., in response to significant risks emerging from internal or external factors) - Oversee senior management in its performance of control activities
Information and Communications	- Communicate direction and tone at the top - Obtain, review, and discuss information relating to the University's achievement of objectives - Scrutinize information provided and present alternative views - Review any financial statement disclosures for completeness, relevance, and accuracy - Allow for and address upward communication issues
Monitoring	- Assess and oversee the nature and scope of monitoring activities, any management overrides of controls, and management's evaluation and remediation of deficiencies - Engage with management, internal and external auditors, and others, as appropriate, to evaluate the level of awareness of the University 's strategies, specified objectives, risks, and control implications associated with evolving business, infrastructure, regulations, and other factors