

BOARD OF TRUSTEES OF THE UNIVERSITY OF OREGON

**RESOLUTION
ADOPTION OF CERTAIN BOARD OPERATING PROCEDURES AND GUIDELINES**

Whereas, the Board of Trustees (“Board”) benefits from having established operating procedures and guidelines that are understood and published;

Whereas, ORS 192.660 authorizes the Board to meet in executive sessions in certain circumstances when necessary to protect privacy or other statutorily recognized interests;

Whereas, the Board has developed a set of executive session procedures to follow when the Chair of the Board or the Chair of a committee of the Board determines an executive session is lawful and appropriate;

Whereas, the Board believes strongly in the value of public comment at its meetings and considers it an opportunity for community members and stakeholders to share ideas, information and opinions with the Board;

Whereas, meetings of the Board address a variety of topics and such meetings must be efficiently and effectively managed;

Whereas, standardized procedures for public comment at Board meetings should be publically known;

Whereas, a trustee may be reimbursed for reasonable expenses incurred while performing official duties for or on behalf of the Board of Trustees;

Whereas, trustees are better able to understand the guidelines surrounding such expenses and reimbursements if there is a written guideline in place; and

Whereas, pursuant to the Board’s Policy on Committees, the Executive and Audit Committee voted to refer these guidelines and procedures to the full Board of Trustees, recommending their adoption;

Now, therefore, the Board of Trustees of the University of Oregon hereby adopts the guidelines and procedures relating to executive sessions, public comment, and trustee expenses and reimbursements, attached hereto as Exhibit A, Exhibit B and Exhibit C, respectively.

-Vote Recorded on Following Page-

APPROVED AMENDMENT(S) [Incorporated in published document]

#1: Adjusted language in germaneness portion of public comment guidelines

VOTE: Voice Vote Recorded – Ayes carried (no dissent)

#2: Adjusted general length in the time allotted section of public comment guidelines

VOTE: Voice Vote Recorded – Ayes carried (no dissent)

VOTE: Voice Vote Recorded – Ayes carried (no dissent)

DATE: September 11, 2014

Recorded by the University Secretary:  _____



The Board of Trustees has the authority, pursuant to ORS 192.660, to meet in executive session when considering certain matters. The Chair of a given meeting shall have discretion, consistent with applicable law, to determine whether a Committee or the full Board should meet in an executive session. **When the Chair of a meeting determines an executive session is appropriate, he/she shall follow the following procedure:**

- The Chair shall announce that the meeting is going into executive session per ORS 192.660 and cite the reason(s) for and statute(s) authorizing an executive session for each subject to be discussed;
- The Chair or Secretary will specify individuals that may remain in the meeting;
- The Chair or Secretary shall instruct the news media on specific executive session subjects about which they may not disclose;
- The Chair or Secretary shall also notify news media that they are prohibited from making audio or visual recordings of the executive session;
- The Chair and/or Secretary shall notify news media that they are excluded from executive session if the discussion is about litigation and the news media representative involved in the litigation or is an employee, agent or contractor of a news media organization that is a party to the litigation;
- The Chair and/or Secretary shall determine whether the executive session is recorded or whether minutes shall be kept. If a recording made, the Secretary shall specify on the recording when the executive session begins and ends; and
- At the conclusion of executive session, the Secretary shall notify all other members of the audience that the open meeting is back in session.

The list below is intended to provide an overview of instances when the Board or one of its committees may meet in executive session; this list is not exclusive.

- **Employment of Public Officers, Employees and Agents:** The Board of Trustees may hold an executive session to consider the employment of a public officer, employee, staff member or individual agent, if the body has satisfied certain prerequisites. ORS 192.660(2)(a). This applies to employment of the chief executive officer, other public officers, employees, and staff members of any public body only if the vacancy for the position has been advertised, regular procedures for hiring have been adopted, and, for a public officer, the public has had opportunity to comment on the employment.
- **Discipline of Public Officers and Employees:** The Board of Trustees may hold an executive session to consider the dismissal or disciplining of a public officer, employee, staff member or individual agent, or hear complaints or charges brought against such a person, if that person does

not request an open hearing. In order to permit the affected person to request an open hearing, that person must have sufficient advance notice of the purpose of the meeting and the right to choose whether he or she wants the meeting to be in executive session or in an open session. ORS 192.660(2)(b).

- **Labor Negotiator Consultations:** The Board of Trustees may hold an executive session to deliberate with persons designated by the Board to carry on labor negotiations. The media may be excluded from such a session pursuant to ORS 192.660(4). This statute does not apply to holding executive session to meet with the employees' negotiator; this authority is discussed in a later section under labor negotiations.
- **Real Property Transactions:** The Board of Trustees may go into executive session to deliberate with persons designated to negotiate real property transactions. Real property transactions are not limited to the purchase or sale of real property. An example of this would be long-term lease transactions. The executive session must be limited to discussions of negotiations regarding specific real property and may not include discussion of long-term space needs or general policies concerning lease sites. ORS 192.660(2)(e).
- **Exempt Public Records:** The Board of Trustees may go into executive session to consider "information or records that are exempt by law from public inspection." ORS 192.660(2)(f). The "law" that exempts records from public inspection is the Public Records Law, specifically ORS 192.445, 192.447, 192.496, 192.501 and 192.502. Unless a record is exempt from disclosure under these statutes, the Board of Trustees may not consider the record in executive session under ORS 192.660(2)(f).
- **Legal Counsel:** The Board of Trustees may go into executive session for consultation with counsel concerning legal rights and duties regarding current litigation or litigation likely to be filed. ORS 192.660(2)(h).
- **Performance Evaluations of Public Officers and Employees:** The Board of Trustees may hold an executive session to evaluate and review the job performance of a chief executive officer, other officers, employees, and staff, if the person whose performance is being reviewed and evaluated does not request an open hearing. ORS 192.660(2)(i).
- **Public Investments:** The Board of Trustees may hold an executive session in order to carry on negotiations with private businesses or persons regarding proposed acquisition, exchange or liquidation of public investments pursuant to ORS 192.660(2)(j). This authority to negotiate with private parties in executive session does not permit the Board to take final action or to make a final decision in executive session. ORS 192.660(6).
- **Security Programs:** The Board of Trustees may go into executive session to "discuss information about review or approval of programs relating to the security" of a number of specified structures, activities, and materials relevant to the operation of the state's infrastructure. ORS 192.660(2)(m).
- **Labor Negotiations:** On occasions when the Board is engaged in labor negotiations with employees' representatives, it may do so in executive session. ORS 192.660(2)(d). Normally, designated representatives of both parties meet at the bargaining table, in which circumstance, the meeting is not held by the Board and the Public Meetings Law does not apply.

- **Other Executive Session Statutes:** Additional statutes may also set forth instances when the Board of Trustees may go into executive session. For example, ORS 332.061 authorizes an executive session, excluding media, when the Board considers student expulsion or medical records of students.



Although public comment and participation is not generally required at public meetings, the Board of Trustees of the University of Oregon (“Board”) believes public comment is an important component of effective governance of the UO. Public comment provides an opportunity for community members and stakeholders to share ideas, information and opinions with the Board. To help promote these goals, public comment should be related to an issue on the Board’s agenda, and not used as a forum for negotiations or questioning individuals.

Standard protocol for public comment during Board meetings that include public comment as an agenda item is as outlined below. The Chair of the meeting has the authority to alter this protocol for any given meeting in the interest of time or other management considerations. This outline is meant to inform the public and Chair of a meeting of the standard format and protocol for public comment.

Germaneness	Priority in public comment will be given to topics before the Board on the given meeting’s agenda. A Chair may grant an exception to this if no other individual is waiting to comment on an agenda item and if time allows.
Time Allotted	Each full board meeting will generally include 30 minutes for public comment. Each committee meeting of the Board – based on overall demands on an agenda – may include 15 minutes for public comment. This time allotment may be adjusted at the discretion of the Chair.
Length of Comments	Each person providing public comment is generally limited to three minutes. This time may be adjusted at the discretion of the Chair to include a greater number of participants.
Sign-Up Required	Those wishing to make a public comment at a meeting of the Board or one of its committees shall sign-up and provide their name, their email and phone, the subject matter they wish to discuss, and their relationship with the University (e.g. student, faculty, staff, alumni, other) by: (1) emailing trustees@uoregon.edu at least 24 hours prior to the meeting, (2) submitting a request via the Board website at least 24 hours prior to the meeting; or (3) filling out the sign-up sheet available at the meeting.
Submitted Material	Individuals wishing to provide written information to the Board may do so by: (1) sending that information electronically to trustees@uoregon.edu ; (2) bringing 30 copies of the material to the meeting; or, (3) delivering 30 copies of the material to the Office of the Secretary 48 hours before the meeting. The Chair and the Secretary shall determine whether submitted material is appropriate for dissemination to trustees based on the University’s bylaws. Please note that documents provided to the Board are public records, and that material submitted might not be distributed until after the meeting concludes.
Time Management	It is important to the Board that relevant topics are addressed during the public comment period. The Chair of a meeting may call individuals out of order to ensure that as many relevant viewpoints as possible are heard. The Chair of a meeting may ask that groups designate one spokesperson to make comments. Those who sign up and are not called are invited to share their comments via email (trustees@uoregon.edu).



General

As provided in the Bylaws of the University of Oregon, a trustee performing his or her official duties is not acting as an employee of the University and shall not receive a salary. A trustee may be reimbursed for reasonable expenses incurred in connection with the performance of official duties in accordance with University policy and upon approval first by the Secretary and then by the Treasurer.

Attendance at Events in an Official Capacity

From time to time, trustees may be invited to attend University events as part of the trustee's duties and in an official capacity. Such events may include, but are not limited to, artistic performances, athletic competitions, speeches and other events for which there is ordinarily an attendance charge. Up to two tickets to such an event, without charge, may be provided by the University to a trustee. When attending such an event, the trustee and his or her spouse, partner or guest is considered to be appearing in an official capacity and may be required to attend official functions or play an official role related to such an event. Such tickets, and the reimbursement of any reasonable expenses related to the event, are considered reimbursement of an expense and not a gift for purposes of the Oregon Government Ethics law.

Procedure for Reimbursement

All reimbursements are subject to the relevant University of Oregon policy. Trustees seeking reimbursement should coordinate with the Secretary's Office to review current policies relating to expenditures and reimbursements. As noted above, all reimbursements require the approval first of the Secretary and then of the Treasurer. To receive such approval, trustees shall submit to the Secretary the following information:

- The business purpose of the travel or expenditure;
- If for travel, the agenda for the meeting, conference or trip;
- Original receipts including, but not limited to, boarding passes, hotel folios, parking receipts, restaurant receipts, etc. (if purchased online, electronic receipts are acceptable); and
- Actual mileage if using a personal vehicle for travel, including a starting and ending address.