

Note for Online reference: Any materials or exhibits referenced in this approval resolution can be found in the meeting materials posted at: <https://trustees.uoregon.edu/meetings>.

Board of Trustees of the University of Oregon

Resolution: Amendments to the Statement of Governance and Trustee Responsibilities

Whereas, the Board of Trustees of the University of Oregon adopted a Statement of Governance and Trustee Responsibilities (the "Statement");

Whereas, the Statement outlines core values and responsibilities of the Board as a whole, as well as individual responsibilities each Trustee is expected to uphold;

Whereas, the Board of Trustees wishes to clarify and add language relating to certain of those individual responsibilities;

Whereas, the Executive and Audit Committee of the Board of Trustees has referred this matter to the full Board recommending passage;

Now, therefore, the Board of Trustees of the University of Oregon hereby resolves that the University of Oregon's Statement of Governance and Trustee Responsibilities shall be amended as articulated in the attached Exhibit A.

| Trustee | Yes | No |
|----------|-----|----|
| Ballmer | X | |
| Bragdon | X | |
| Chapa | X | |
| Colas | X | |
| Curry | X | |
| Ford | X | |
| Gary | X | |
| Gonyea | X | |
| Kari | X | |
| Lillis | X | |
| Ralph | X | |
| Schlegel | | X |
| Wilcox | X | |
| Willcox | | X |

Dated: 11 of September , 2015.

Initials: 

EXHIBIT A

UNIVERSITY OF OREGON Statement of Governance and Trustee Responsibilities

The Board of Trustees develops and advances the University of Oregon's mission and goals. It ensures that the institution is well managed, provides for adequate resources, and maintains good relations with all constituencies, on campus and across the state and globe. It appoints and evaluates the President, approves and monitors the implementation of institutional strategy and policies, provides transparency and accountability, ensures that the University meets its obligations as part of Oregon's education system and preserves the autonomy of the institution.

The Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified herein. Each Trustee assigns a high priority to a stewardship role with a commitment to the strengths, traditions and values of the institution and pledges to fulfill the following responsibilities:

Act as a responsible fiduciary

- Act in the best overall interest of the University of Oregon and the State of Oregon as a whole.
- Make service to the University a high personal priority: participate constructively and consistently in the work of the Board and its committees and working groups; accept and discharge leadership positions and other assignments; work on behalf of the University between Board meetings; and attend functions and events to which Trustees are invited.
- Actively participate in meetings of the Board and its committees and working groups, avoiding absences when at all possible. Trustees should endeavor to make all meetings of the Board and their respective committees, and should notify the Chair or the Secretary of any irreconcilable scheduling conflicts as soon as possible.
- Prepare for meetings by reading the agenda and supporting material and by keeping informed about the University and trends and issues in higher education.
- Participate in rational, informed deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution.
- Use your own judgment in voting versus following the lead of others.
- Participate in self-evaluations and evaluations of Trustee performance.

Advance the mission of the University of Oregon

- Represent the University positively in words and deeds, particularly and proactively to University constituents.
- Be committed to serving the University and the State as a whole rather than any part or any personal or political cause. The faculty, nonfaculty staff and student trustees should inform the Board about the interests and concerns of faculty, nonfaculty staff and students as they relate to Board business. Trustees, but should be mindful that they represent and serve the institution as a whole.
- Help the University secure the financial, human and other resources necessary for the institution to achieve its mission.

Uphold the integrity of the Board

- Speak for the Board only when authorized to do so by the Board Chair or University President, and be mindful that providing personal opinions on university matters may still nevertheless confuse public audiences about the Board's or the university's intention(s) and position(s) and that such comments may be given greater weight or attention due to the individual's role as a trustee.
- Refrain from directing the President or staff and from requesting special considerations or favors. The President reports to the Board as a whole.
- Avoid conflicts of interest or the appearance thereof, in accordance with the Board's policies on conflict of interest.
- Adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University.
- Maintain compliance with public official laws and regulations.

~~Adopted~~ Amended by the Board of Trustees, ~~January 24, 2014~~ September 11, 2015.