

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

BOARD OF TRUSTEES OF THE UNIVERSITY OF OREGON

**RESOLUTION
AMENDING THE POLICY ON BOARD 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 believes it is appropriate to establish a fourth standing committee that focuses on the Board's relationship with the UO's president in order to establish effective evaluations, goal-setting and collaboration;

Whereas, a Presidential Factors Committee is required by the Board's internal Presidential Review Policy to manage and execute routine evaluations of the President;

Whereas, the Executive and Audit Committee of the Board would benefit from the addition of one trustee to its membership to help manage and execute work flow and projects; and

Whereas, pursuant to the Board's Policy on Committees, the Executive and Audit Committee voted to refer this matter to the full Board of Trustees, recommending its adoption;

Now, therefore, the Board of Trustees of the University of Oregon hereby adopts the amended Policy on Committees attached hereto as Exhibit A.

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

DATE: September 11, 2014

Recorded by the University Secretary:  _____

Exhibit A

Proposed Amendments to the Policy on Board Committees (Red-Lined Version)

1.0 Executive and Audit Committee

1.1 There shall be a ~~five~~six-member Executive and Audit Committee (EAC) of the Board of Trustees, which shall sit as the Executive Committee of the Board and the Audit Committee of the Board. 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 EAC, 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 EAC 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 EAC may consider matters pertaining to audits, compliance and risk management. 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.

All matters considered pursuant to this section 1.3 by the EAC 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 EAC. 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 EAC 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

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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:

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

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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 Presidential Factors Committee

4.1 There shall be a five-member Presidential Factors Committee (PFC) of the Board of Trustees. The Chair of the Board (the "Chair") shall select one member to be the chair of the PFC and four additional members at such a time as determined by the Chair. During the absence or incapacity of the chair of the PFC, the Chair of the Board shall select one of the other committee members to be the interim chair. The President of the University (the "President") may not be a member of the PFC.

4.2 The PFC shall consider matters pertaining to the recruitment, retention, resignation, evaluation and compensation of the President. Matters within the Committee's purview or that may be brought before the PFC include, but are not limited to the following examples:

4.2.1 Presidential Performance & Expectations – matters relating to the evaluation of presidential performance and setting of goals and expectations for the President.

4.2.2 Presidential Compensation – matters relating to the President's salary, benefits, housing or any other compensation-related items.

4.2.3 Presidential Contract – matters relating to the formation, amendment, breach, enforcement, or review of the President's contract with the University.

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

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

54.0 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.

65.0 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.

76.0 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.