

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>.

Board of Trustees of the University of Oregon

Resolution: Amendments to Presidential Review Management and Processes

Whereas, evaluating the president of the University of Oregon ("President") is one of the most important responsibilities of the Board of Trustees ("Board") and is non-delegable;

Whereas, certain changes to the Board's policy on Presidential Review and Evaluation are necessary to ensure a better processes and outcomes;

Whereas, the President, the Board and the University as a whole will benefit from a routine an improved evaluation process;

Whereas, the Board believes it is no longer necessary to have a standing committee to address presidential matters and that the Executive and Audit Committee can manage such items (e.g. evaluation, compensation);

Now, therefore, the Board of Trustees of the University of Oregon hereby amends the Presidential Review and Evaluation Policy as articulated in Exhibit A, attached hereto; and approves associated amendments to the Policy on Committees as articulated in Exhibit B, attached hereto.

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

DATE: March 4, 2016

Recorded by the University Secretary: 

Exhibit A

Proposed Presidential Review & Evaluation Policy (Redline)

The Board of Trustees of the University of Oregon (the “Board”) will evaluate the university President on a regular basis to facilitate clear communication, reflect best practices and promote the effective execution of the University’s strategic plans. To accomplish this, the Board, its committees and its members shall adhere to the following Policy on Presidential Review and Evaluation:

1.0 Guiding Principles

- 1.1 Evaluating the President is a non-delegable responsibility of the Board of Trustees. While various viewpoints will be solicited and considered, the Board must take direct responsibility for the evaluation.
- 1.2 A review of the President should be based on the University’s values and the objectives set forth in its mission, goals and strategic plans.
- 1.3 Objectivity and candor, as well as a well-defined and timely process, are critical to an effective evaluation.
- 1.4 Nothing in the establishment of annual or comprehensive review policies and processes should imply that informal, ongoing evaluations cannot, should not or will not occur; ongoing, reciprocal communication between the President and the Trustees is important to effective governance of the University.

2.0 Timelines

- 2.1 Annual Review – The Board shall undertake a performance evaluation of the President on **at least** an annual basis (the “Annual Review”). The Annual Review shall take place ~~between March 1 and June 30.~~ **during a timeframe specified by the Chair and Vice Chair of the Board, with consideration of the academic calendar and meetings of the Board. Typically, this timeframe would fall between May and September.**
- 2.2 Comprehensive Review – The Board shall undertake a comprehensive evaluation and review (the “Comprehensive Review”) at least every five years **of a president’s tenure during a timeframe specified by the Chair and Vice Chair of the Board, with consideration of the academic calendar and meetings of the Board.** ~~The Comprehensive Review shall take place between May 1 and July 31 after every fifth completed year fiscal year, or fraction thereof, of the President’s tenure.~~

3.0 Committee

The ~~Board shall establish a Presidential Factors Committee~~ **Executive and Audit Committee or its designee(s)** (“the Committee”) ~~for purposes of~~ **shall be responsible for** managing and executing this Policy.

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4.0 Components of the Annual Review

4.1 President's Annual Self-Assessment – The President shall complete an annual self-evaluation, due to the Board at a date specified by the Chair. The self-evaluation shall include a retrospective component and a prospective component as described below.

4.1.1 The *retrospective* portion will customarily include, but is not limited to: institutional achievements and the President's role(s) therewith; assessment of the President's relationships with the Board, university leadership, and other key stakeholders; a review of goals previously established under Section 6.0 of this policy and progress made toward those goals; and identification of significant institutional or personal challenges faced throughout the preceding year, with particular focus on those likely to persist into the future.

4.1.2 The *prospective* portion will customarily include, but is not limited to: goals the President proposes for him/herself and the University over the course of (i) the next year and (ii) the next five years; professional development plans or objectives; an assessment of the University's primary opportunities, challenges, strengths and needs, especially as those items relate to the University's strategic plan; and areas in which the President seeks the Board's assistance.

4.2 ~~Presidential Review Survey – The following persons will evaluate the President through completion of an annual Presidential Review Survey (“Survey”): Vice Presidents, Academic Deans, and Officers of the University. The committee may, at its discretion, ask other persons to complete the Survey. The survey shall be developed annually by the Committee and shall be administered by the Secretary. The Survey shall be completed and results shared with the Board and the President according to a timeline specified by the Board in accordance with the requirements of Section 2.0.~~

Presidential Review Feedback – The Committee (or designee) shall solicit feedback from trustees, vice presidents, the President's direct reports, and academic deans. The Committee (or designee) may, at its (their) discretion, ask other persons to provide feedback. The feedback shall be shared with the Board and the President in accordance with the requirements of Sections 2.0 and 8.0.

4.3 Solicitation of Other Information and Material – The Committee (or designee) shall solicit information on the President's performance from other members of the university community and, where appropriate, external constituencies. Nothing in this section is meant to imply an obligation by the Board or any committee of the Board to solicit or accept information or material from any particular individual, organization or position. All material collected or obtained shall be provided to the President.

5.0 Components of the Comprehensive Review

Prior to the commencement of each Comprehensive Review, the Committee (or designee) shall establish the components and related processes not otherwise specified in this Policy by which the Comprehensive Review shall be administered. The Comprehensive Review shall supplement, and not replace, the Annual Review.

6.0 Reporting

6.1 Annual Review – Following the completion of each Annual Review, the Committee (or designee) shall prepare a report summarizing its findings and any associated recommendations, goals or action items for the President, the Committee and/or the Board. Such findings and recommendations may include consideration of presidential compensation. This report shall be presented to the Board at the first regular meeting of the Board following completion of the Annual Review.

6.2 Following the completion of each Comprehensive Review, the Committee (or designee) shall prepare a report summarizing its findings and any associated recommendations, goals or action items for President, the Committee and/or the Board. This report shall be presented to the Board at the first regular meeting of the Board following completion of the Comprehensive Review.

7.0 Establishment of Goals and Expectations

Upon completion of the Annual Review, but not later than thirty (30) days following the Board's acceptance of the report required in section 6.1, the Committee, in consultation with the Board Chair and the President, will establish and memorialize in writing the President's performance goals and expectations for the upcoming year.

8.0 Confidentiality

Oregon law governs the confidentiality of the President's review(s) and related materials. Evaluative information shall be received and maintained in a manner that is consistent with the personnel records standards outlined in ORS 351.065 and associated University policies.

Exhibit B

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

1.0 Executive and Audit Committee

1.1 There shall be a 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, **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 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 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:

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- 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 — 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.~~

4.05-0 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.

5.06-0 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.

6.07-0 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.