Executive Leadership and Management

POLICY/PURPOSE
To ensure the efficiency and effective operation of the Oregon University System (OUS), including the Office of the Chancellor and the seven OUS institutions, the Board will appoint, outline duties, and otherwise dictate and supervise the terms and conditions of employment for the executive and governing officers of the System, including the Chancellor and the presidents of each of the OUS institutions.

AUTHORITY/CROSS-REFERENCES
• Oregon Revised Statutes Chapter 351
• Oregon Revised Statutes Chapter 352
• Oregon Administrative Rules Division 20
• Oregon Administrative Rules Division 21
• Board Policy on Policies & Internal Management Directives

PROCEDURES/GUIDELINES/PROCEDURES
(A) General Duties of the Chancellor

The Chancellor is the chief executive officer of the Oregon University System. The Chancellor is responsible for the implementation of the Board's decisions, directives, and plans. Except where otherwise designated, and consistent with the Board's Policy on Policies and Internal Management Directives, the Chancellor is delegated full authority to act on behalf of the Board, to discharge the day-to-day operations and transactions of OUS, and to ensure, through presidents, that OUS institutions carry out their responsibilities and obligations. The Chancellor will seek the advice of institution presidents when making decisions having substantial System-wide impact. The Chancellor or designee—consistent with Board by-laws, committee charters, and policies—will be responsible for presentation of all business and other matters to be considered by the Board at any of its meetings, in addition to those items identified and brought by Board members.

The procedures to search for, appoint, reappoint, evaluate, and set the terms and conditions of employment of the Chancellor were found at IMD 1.010 through 1.055 [repealed 10/08/10, #843].

(B) Employment Authority of the Chancellor

(1) The Chancellor will make recommendations to the Board—in which rests the sole power of decision—concerning the selection, appointment, reappointment, evaluation, salaries, and terminations of institution presidents.

Unless specifically noted by the Board, the Chancellor is authorized, upon consultation with the Board president, to negotiate and execute employment agreements, notices of appointment, or contracts with institution presidents, including terms and conditions of employment over which authority has not been reserved by the Board.
The procedures to search for, appoint, reappoint, evaluate, and set the terms and conditions of the institution presidents were found at IMD 1.102 through 1.155 [repealed 10/08/10, meeting #843].

(2) The Chancellor is authorized to approve, upon consultation with the Board president, the selection, appointment, reappointment, evaluation, salaries, discipline, reassignments, terminations, and all for terms and conditions of employment of the senior leadership of the Office of the Chancellor, including vice chancellors, legal counsel, and board secretary, consistent with Board rule, policy, and IMD.

(3) The Chancellor is authorized to approve the selection, appointment, reappointment, evaluation, salaries, discipline, reassignments, terminations, and all other terms and conditions of employment of all other employees of the Office of the Chancellor, consistent with Board rule, policy, IMD, and, if applicable, collective bargaining agreement.

(4) The Chancellor is authorized to approve up to sixty (60) days paid leave at ninety (90) percent regular pay for institution presidents, vice chancellors, or the board secretary for purposes of undertaking study or research that will be of benefit to the institution or system.

(5) The Chancellor is authorized to delegate duties or to designate staff to carry out any duties assigned to the Chancellor.

(C) Official Representative to Government

(1) The Chancellor is the official representative of the Oregon University System—including the Office of the Chancellor and the seven OUS institutions—to Oregon state government, including, but not limited to the Governor, the Oregon Legislature, the Secretary of State, the Attorney General, the Treasurer, and the Department of Administrative Services.

(2) To the extent allowed by law, the Chancellor may designate others to represent the Oregon University System in its dealings with Oregon state government, as the Chancellor deems necessary and appropriate.

(D) Chancellor's Reports to the Board

To keep the Board apprised of the operational affairs of the Oregon University System, the Chancellor or designee will:

(1) Report major academic, fiscal, or operational issues to the Board at each regularly scheduled Board meeting; and

(2) Prepare, in consultation with the Board president, a written annual report of the major academic, fiscal, or operational issues facing the Oregon University System that may be used, in part, for the Chancellor's performance evaluation.

(E) Institution Residents Responsible to the Chancellor
(1) The institution president is the executive and governing officer of the institution and is president of the faculty pursuant to ORS 352.004. The institution president is responsible to the Chancellor for all matters concerning the institution and is an advisor to the Chancellor in matters of inter-institutional policy and administration. The institution president will participate in meetings called by the Chancellor to seek advice regarding OUS operations and policy. The institution president will implement and execute rules, policies, plans, directives, budgets, and guidelines as approved by the Chancellor.

(2) The institution president will develop and implement, in consultation with the appropriate institution committees, groups, and employees, the policies, plans, proposals, budgets, and guidelines affecting the institution as deemed necessary and/or advisable, as consistent with Board rule, policy, IMD, or direction from the Chancellor. The institution president will advise the Chancellor of any institution events that substantially affect the well-being of the institution or system or of any major proposed changes of institution policies, plans, budgets, or standards.

(3) The institution president or designee is responsible for all recommendations transmitted from the institution to the Chancellor.

(4) The relationship of the institution president to the Board is through the Chancellor as the chief executive officer of the Oregon University System.

(F) Residential Authority

(1) The institution president is delegated full authority and responsibility to manage and administer the affairs of the institution, except as otherwise provided for in Board rule, policy, IMD, and directive. The institution president is delegated full authority for determining the organizational structure of the institution, except as otherwise provided for in Board rule, policy, IMD, and directive.

(2) The Board delegates to institution presidents the authority for the terms and conditions of employment of all institution employees to the extent that the exercise of such authority is consistent with Board rules, policies, internal management directives, and, when applicable, collective bargaining agreements.

(3) Notwithstanding section (F)(2) of this policy, institution presidents will, for any employee that reports directly to the institution president as part of his/her senior leadership team, including, but not limited to vice presidents, provosts, athletic directors, and legal counsel:

   (a) Inform the Chancellor or designee regarding the proposed material terms and conditions of employment, including, but not limited to, compensation from all sources, term of employment, and any termination with or without cause or severance provisions, prior to appointment or reappointment;

   (b) Provide the Chancellor or designee with a final written employment agreement, notice of appointment, or contract after appointment or reappointment; and
(c) Inform the Chancellor or designee regarding a proposed non-renewal, reassignment, negotiated resignation, or termination, with or without cause, prior to execution of the proposed employment action.

(4) Notwithstanding section (F)(2) of this policy, institution presidents will inform the Chancellor or designee prior to the appointment or reappointment of any employees, regardless to whom they report, regarding proposed compensation, from any source, exceeding $300,000 and/or a term of employment of greater than three years and provide a copy of the employment agreement, notice of appointment, or contract for these employees to the Chancellor or designee after its execution.

(5) Notwithstanding section (F)(2) of this policy, for institution employees with annual compensation exceeding $300,000, the institution president will consult the Chancellor and the Board president prior to the execution of any severance package, separation agreement, or negotiated termination of employment.

(6) As outlined in OR5 352.004, the institution president is the president of the institution faculty. The institution president is authorized to convene and preside over the faculty and to veto any decisions of the faculty or its representative bodies. The institution president will define the scope of faculty authority—including its councils, committees, and officers, subject to review by the Chancellor—except as provided in Board rule, policy, or IMD.

(7) Each institution is authorized to formulate a statement of internal governance expressed as a constitution or in another appropriate format which will be ratified as the official statement of internal governance by the relevant institutional body or bodies and the institution president. All statements of internal governance will be consistent with statutes governing the Oregon State Board of Higher Education, the Oregon University System, and any applicable Board rules, policies, or IMD.

(8) The statement of internal governance is subject to review and amendment when a new institution president assumes office or at other such times provided for in the internal governance statement. Any amendment to the statement of internal governance will be subject to ratification by the relevant institutional body or bodies and the institution president.

DOCUMENT HISTORY

- Promulgated October 8, 2010, by majority vote of the Board.
- Board Policy on "Delegation of Approval of Routine Items to Chancellor"
  - Approved by the Oregon State Board of Higher Education, Meeting #575, April 21, 1989, pp. 205-208
  - Amended Meeting #577, June 15, 1989, pp. 293-296
  - Repealed, Meeting #843, October 8, 2010
- IMDs 1,010 through 1.055, repealed Meeting #843, October 8, 2010
Executive Searches, Appointments, and Management

POLICY/PURPOSE

To ensure effective executive leadership of the Oregon University System ("OUS"), including the Office of the Chancellor and the seven OUS institutions, the Board will deploy the following standards for the search, appointment, reappointment, and evaluation of the executive and governing officers of the System, including the Chancellor and the presidents of each of the OUS institutions.

AUTHORITY/CROSS-REFERENCES

- Oregon Revised Statutes Chapter 351
- Oregon Revised Statutes Chapter 352
- Oregon Administrative Rules, Division 20
- Oregon Administrative Rules, Division 21
- Board Policy on Policies & Internal Management Directives
- Board Policy on Executive Leadership and Management

PROCEDURES/GUIDELINES/PROCEDURES

(A) Selection and Appointment of the Chancellor

(1) The Board retains the sole responsibility for the selection and appointment of the Chancellor and authorizes the Board president to conduct the search on its behalf.

(2) When it becomes necessary to hire a Chancellor, the Board president will initiate a search. The search will be conducted in a manner consistent with guidelines recommended by the Governance and Policy Committee and approved by the Board. The search guidelines will be designed to ensure appropriate public notice and will address affirmative action considerations.

(3) A single search committee will be responsible for assisting the Board president by identifying, recruiting, and evaluating possible candidates for Chancellor. The Board, in addition to a search committee, may contract for the services of a consulting or executive search firm in order to assist it recruiting candidates and organizing and executing the search process.

(a) The Board president will appoint members of the search committee. At least one member of the search committee will be a current member of the State Board of Higher Education. The Board president will appoint a search committee chair, who will be a current member of the State Board of Higher Education.

(b) The Board president will appoint a senior employee of the Office of the Chancellor to serve as coordinator of the search. The coordinator will serve as a non-voting ex officio member of the committee.
(4) The search committee will recommend finalists to the Board president. The Board president may meet with the search committee to discuss the strengths and weaknesses of the finalists. The search committee will not rank the finalists.

(5) Consistent with the guidelines approved by the Board at Section (A)(2), the Board president will interview the finalists. The Board president, after consultation with the search committee and members of the Governance and Policy Committee, is authorized to narrow the field of finalists that will be forwarded to the Board.

(6) Consistent with the guidelines approved by the Board at Section (A)(2), the Board will interview the finalist or finalists in executive session. Following the interviews, the Board president will negotiate terms and conditions of employment with the Board's first preference for Chancellor. If the negotiation is unsuccessful, the Board president will seek further advice from members of the Board before negotiating with other finalists.

(7) Upon the successful negotiation of the terms and conditions of employment, the Board will vote on the new Chancellor's appointment at a public meeting of the Board.

(B) Selection of an Interim or Acting Chancellor

(1) When the position of Chancellor becomes vacant prior to the appointment of a regular successor, the Board president will, after consultation with the members of the Governance and Policy Committee and other constituents as necessary, recommend a candidate for interim Chancellor.

(2) The Board president or designee will interview the recommended candidate for interim Chancellor. The Governance and Policy Committee or the Board, in its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

(3) At its next regular meeting or at a special meeting, the Board will vote on the interim Chancellor's appointment. The interim Chancellor will serve until the Board has appointed a regular Chancellor or until the interim Chancellor has been relieved of the duties and responsibilities of Chancellor. Throughout his/her term, the interim Chancellor will serve at the pleasure of the Board.

(4) When an incumbent Chancellor is temporarily unable to discharge his/her duties or leaves for a period that, in the judgment of the Board president, warrants a temporary replacement, the Board president, after consultation with members of the Governance and Policy Committee and other constituents as necessary, will recommend a candidate for acting Chancellor.

(5) The Board president or designee will interview the recommended candidate for acting Chancellor. The Governance and Policy Committee or the Board, in its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.
(6) At its next regular meeting or at a special meeting, the Board will vote on the acting Chancellor's appointment. The acting Chancellor will serve until the incumbent is able to resume his/her duties or until the acting Chancellor has been relieved of the duties and responsibilities of Chancellor. Throughout his/her term, the acting Chancellor will serve at the pleasure of the Board.

(C) Selection of an Interim Chancellor as Regular Chancellor

(1) When the Board must decide whether to search for a Chancellor or move an interim or acting Chancellor to regular status, the process at Section (B) will be used.

(D) Evaluation of the Chancellor

(1) The Chancellor will be evaluated for performance by the Board pursuant to the process, standards, and criteria established by the Board's Governance and Policy Committee. The Chancellor and Board president will be consulted as the Board's Governance and Policy Committee establish the evaluative process, standards, and criteria.

(E) Election and Appointment of an Institution Resident

(1) The Board retains the sole responsibility for the selection and appointment of institution presidents and delegates authority to the Chancellor to conduct the search on its behalf. The direct costs of the presidential search will be borne by the institution.

(2) When it becomes necessary to hire an institution president, the Chancellor, after consultation with Board leadership, will initiate a search process. The search will be conducted in a manner consistent with guidelines established by the Chancellor and approved by the Board. The search guidelines will be designed to ensure appropriate public notice and will address affirmative action considerations.

(3) A single search committee will be responsible for assisting the Chancellor and the Board by identifying, recruiting, and evaluating possible candidates for the position of institution president. The Board, in addition to a search committee, may contract for the services of a consulting or executive search firm in order to assist it recruiting candidates and organizing and executing the search process.

(a) The Chancellor will appoint the members of the search committee after consultation with Board leadership. The search committee will include at least one current Board member. A current Board member will serve as chair of the search committee.

(b) The Chancellor will appoint a senior employee of the Office of the Chancellor to serve as coordinator of the search. The coordinator will serve as a non-voting ex officio member of the committee.

(c) The Chancellor will appoint a campus-based search coordinator after consultation with the senior employee of the Office of the Chancellor assigned to the committee, the search committee chair, and institutional leadership.
(4) The search committee will recommend finalists to the Chancellor. The recommendations should be accompanied by a detailed report of the strengths and weaknesses of each candidate, especially in terms of the desired qualifications for the position. The report may include summaries of the evaluations from individuals and groups who provided information to the search committee. The recommendations from the search committee will be unranked.

(5) The Chancellor will interview the committee's finalists. The Chancellor is authorized to narrow the field of candidates, but only after consultation with the search committee. The Chancellor is authorized to rank the candidates.

(6) The Board will interview the finalists forwarded by the Chancellor in executive session.

(7) Consistent with the guidelines approved by the Board at Section (F)(2), the Board will interview the finalist or finalists in executive session. Following the interviews, the Chancellor will negotiate terms and conditions of employment with the Board's first preference for institution president. If the negotiation is unsuccessful, the Chancellor will seek further advice from members of the Board before negotiating with other finalists.

(8) Upon the successful negotiation of the terms and conditions of employment, the Board will vote on the new institution president's appointment at a public meeting of the Board.

(F) Selection of an Interim or Acting Institution Resident

(1) When the office of institution president become vacant prior to the appointment of a regular successor, the Chancellor will, after consultation with Board leadership, campus leadership, and other constituencies as necessary, recommend the name of a candidate for interim president.

(a) The Board president or designee will interview the recommended candidate for interim president. The Board, in its discretion, may meet in executive session to discuss the recommended candidate's strengths and weaknesses.

(b) At its next regular meeting or at a special meeting, the Board may appoint the candidate as interim president. The interim president will serve until the Board has appointed a regular institution president or until the interim president has been relieved of the presidential duties and responsibilities. Throughout his/her term, the interim president will serve at the pleasure of the Board.

(2) When an incumbent institution president is temporarily unable to discharge his/her duties or takes a leave for a period that, in the judgment of the Chancellor and the Board, warrants a temporary replacement, the Chancellor will, after consultation with Board leadership, campus leadership, and other constituencies as necessary, recommend the name of a candidate for acting president.
(a) The Board president or designee will interview the recommended candidate for acting president. The Board, in its discretion, may meet in executive session to discuss the recommended candidate's strengths and weaknesses.

(b) At its next regular meeting or at a special meeting, the Board may appoint the candidate as acting president. The acting president will serve until the Board determines that the incumbent is able to resume his/her official duties or until the acting president has been relieved of the presidential duties and responsibilities. Throughout his/her term, the acting president will serve at the pleasure of the Board.

(G) Selection of an Interim Institution Resident as Resident

(1) When the Board must decide whether to search for an institution president or move an interim or acting president to regular status, the process at Section (G) will be used.

(H) Evaluation of an Institution Resident

(1) The institution president will be evaluated for performance by the Chancellor and the Board pursuant to the process, standards, and criteria established by the Board's Governance and Policy Committee. The institution president, Chancellor, and Board president will be consulted as the Board's Governance and Policy Committee establish the evaluative process, standards, and criteria.

DOCUMENT HISTORY

- Promulgated October 8, 2010, by majority vote of the Board.
- Former Policy for Presidential Search Process:
  - Adopted by the Oregon State Board of Higher Education, Meeting #535, March 21, 1986, pp. 122-130
  - Amended Meeting #560, February 17, 1988, pp. 64-70;
  - Amended Meeting #570, October 21, 1988, pp. 564-570;
  - Amended Meeting #581, October 20, 1989, pp. 457-463;
  - Amended Meeting #623, October 22, 1993, pp. 500-508;
  - Amended Meeting #627, April 22, 1994, pp. 130-136;
  - Amended Special Meeting, January 29, 1997, pp. 41-50;
  - Amended Meeting #667, October 17, 1997, pp. 462-472;
  - Amended, Meeting #667, pp. 462-472;
  - Repealed, Meeting #843, October 8, 2010.
- IMDs 1.102 through 1.155, repealed Meeting #843, October 8, 2010
Executive Contracts/Notices of Appointment for Chancellor and Institution Presidents

POLICY/PURPOSE

To ensure effective documentation of the employment relationship between the State Board of Higher Education and the OUS Chancellor and institution presidents, the Office of the State Board and the Office of the Chancellor will deploy the following procedures in negotiating, memorializing, communicating, and retaining employment agreements.

AUTHORITY/CROSS-REFERENCES

- Oregon Revised Statutes Chapter 351
- Oregon Revised Statutes Chapter 352
- Oregon Administrative Rules, Division 20
- Oregon Administrative Rules, Division 21
- Board Policy on Policies & Internal Management Directives
- Board Policy on Executive Leadership and Management
- Board IMD on Executive Searches, Appointment, and Management

PROCEDURES/GUIDELINES/PROCEDURES

(A) New Appointments

(1) Prior to the appointment of a new Chancellor or institution president, the Office of the State Board will prepare, at a minimum, with the assistance of the OUS Office of Human Resources and/or the Office of the Legal Counsel, a written notice of appointment for the new Chancellor or institution president. The notice of appointment will, at a minimum, include the required terms and conditions of employment including, but not limited to compensation, from all sources, the term of appointment, the applicability of Board and institution rules and policies, and that a formal employment contract is contemplated and will be negotiated with the Board president, in the case of a new Chancellor, or with the Chancellor, in the case of a new institution president.

(2) The notice of appointment described in section (1) will include a space for the new Chancellor or institution president to acknowledge receipt of the notice of appointment by his/her signature.

(3) The notice of appointment described in section (1) will not be required if a formal contract is prepared to the satisfaction of the parties and ready for execution immediately following the public appointment of the new Chancellor or institution president.

(4) Immediately following the appointment of a new Chancellor or institution president, either a written notice of appointment described in section (1) or a formal written contract described in section (3) will be executed. Original copies will be distributed to the following:
(a) the new Chancellor or institution president;
(b) the Office of the State Board, which will retain the Board's official copy;
(c) the Office of the OUS Legal Counsel; and
(d) in the case of a new institution president, the institution's Office of Human Resources.

(5) If a written formal contract is not prepared to the satisfaction of the parties immediately following the appointment of a new Chancellor or institution president, the parties will, as soon as practicable, negotiate the formal contract that will govern the employment relationship and will supersede the notice of appointment described in section (1),

B) Wage Adjustments

(1) If a Chancellor or an institution president receives a wage or compensation adjustment in the course of his/her term of appointment, as approved by the Board or Chancellor, as appropriate, the Office of the State Board will prepare a written notice of wage adjustment.

(2) Immediately following the approval of a wage or compensation adjustment, the Office of the State Board will distribute copies of the written notice of wage adjustment to the following:

(a) the new Chancellor or institution president;
(b) the Office of the State Board, which will retain the Board's official copy;
(c) the Office of the OUS Legal Counsel; and
(d) in the case of a new institution president, the institution's Office of Human Resources,

C) Reappointments

(1) Prior to the reappointment or extension of the contract term of a Chancellor or institution president, the Office of the State Board will prepare, at a minimum, with the assistance of the OUS Office of Human Resources and/or the Office of the Legal Counsel, a written amendment to the formal employment contract, memorializing the new term of employment.

(2) Immediately following the approval of a reappointment or extension of the contract term, the Office of the State Board will distribute copies of the written amendment to the following:

(a) the Chancellor or institution president;
(b) the Office of the State Board, which will retain the Board's official copy;
(c) the Office of the OUS Legal Counsel; and
(d) in the case of a new institution president, the institution's Office of Human Resources,
DOCUMENT HISTORY

- Promulgated October 8, 2010, by majority vote of the Board.
- IMDs 1.040, 1.045, and 1.140 through 1.155, repealed Meeting #843, October 8, 2010