

RESOLUTION NO. 24-02



**Oregon State University
Amending Bylaws and Policies
In accordance with SB 273**

BACKGROUND

Whereas, the Board of Trustees of Oregon State University is the governing body of Oregon State University as described in ORS Chapter 352;

Whereas, ORS 352.087 (1)(m) grants the board authority to establish policies for organization, administration, and development of the university; and

Whereas, in order to establish a governance structure for the conduct of board business, the board has adopted bylaws, which define the principal operating procedures for the board and its trustees.

Whereas, under the bylaws, the board has the responsibility to ensure the currency of board policies and practices; and

Whereas, Senate Bill 273, passed by the Oregon Legislature in 2023 requires university governing boards to establish policies on several operational matters and amends composition and the number of voting and non-voting members of the board; and

Whereas, the board office developed proposed amendments to the board bylaws, conduct of board meetings policy, presidential search and selection guidelines and board recruitment and appointments policy (formerly Recommending Candidates for At-Large Board Positions) attached hereto as Exhibits A, B, C and D, providing for such updates;

RESOLUTION

Now, therefore, be it resolved that the Board of Trustees approves the amendments to the Board Bylaws, Conduct of Board Meetings policy, Presidential Search and Selection Guidelines policy and Board Recruitment and Appointments policy (formerly Recommending Candidates for At-Large Board Positions policy) described in Exhibits A, B, C and D.

This Resolution is effective upon approval by the Board of Trustees.

APPROVED by the Board of Trustees on April 5, 2024.

A handwritten signature in blue ink that reads "Justice Bump".

Secretary of the Board

April 5, 2024

Date



Oregon State University Conduct of Board Meetings

Board Agenda

Staff will make every effort to deliver the proposed agenda, and all available, pertinent materials, for each regular Public Meeting of the Board to each trustee by ~~regular mail,~~ electronic mail, or otherwise, not less than seven days before any regularly scheduled meeting. Each item on the agenda must be approved by either the Chair or the President before being placed on the agenda. Except in unusual circumstances, staff must submit proposed agenda items, including consent agenda items, and pertinent materials to be included with the agenda, to the Secretary of the Board at least fourteen days prior to a Board meeting.

Order of Regular Meetings

The following shall be the order of business at each regular Public Meeting of the Board:

1. Call to Order/Roll/Declaration of a Quorum
2. Opening Comments ~~and Reports~~
3. Public Comments ~~and Standing Reports~~
4. Consent Agenda (including approval of minutes)
5. Reports of Standing Committees of the Board
6. Reports of Special Committees of the Board
7. Action Items
8. Discussion Items
9. Adjournment

The order of business of the Board may be changed or suspended at any Public Meeting by the Chair or by a majority of the voting trustees present. An item may be moved from the consent agenda to the regular agenda by request of any trustee.

Procedure for Appearing Before the Board Public Comment and Constituent Participation

The Oregon State University Board of Trustees encourages public comment and constituent participation, which are valued components of governance. The board seeks engagement with university shared governance partners and values the standing reports and feedback to the board at its regularly scheduled meetings.

The board will provide a live public comment period at each regularly scheduled meeting of the full board.

The board chair or an assigned designee will provide a response to questions that arise from the public comment period. Response time will vary depending on the availability of staff; responses should be expected no more than 60 days after each board meeting.

One representative from the Associated Students of Oregon State University and one representative from the Associated Students of OSU-Cascades will be allowed to provide

comments and submit a report at each regularly scheduled meeting of the full board.

The President of the Faculty Senate, or their assigned designee, will be allowed to provide comments and submit a report at each regularly scheduled meeting of the full board.

A representative from each official campus labor organization will be allowed to provide comments and submit a report at each scheduled board meeting, if requested.

Public Comment Guidelines

Unless otherwise indicated on the agenda or by the Chair, each public comment period will be for up to 30 minutes with a five-minute limit per speaker.

The Chair is authorized to control meetings of the Board, to enforce requirements of order and decorum, and to limit comments that are duplicative, disruptive, or irrelevant.

Individuals who wish to provide public comment must sign up ~~with the Secretary of the Board in advance of the public comment section of a meeting, stating and provide~~ their name, email address, ~~affiliation, relationship to the university,~~ and the topic to be discussed ~~either on the public.~~ A sign-up sheet ~~that~~ will be available at each meeting ~~or by emailing the board at trustees @ oregonstate.edu.~~

Comments may be made in-person, through the live meeting broadcast platform (e.g. Zoom), or in writing.

~~Unless otherwise indicated on the agenda or by the Chair, each public comment period will be for up to 30 minutes with a five-minute limit per speaker.~~

~~The Chair is authorized to control meetings of the Board, to enforce requirements of order and decorum, and to limit comments that are duplicative, disruptive, or irrelevant.~~

Procedure for Submitting Written Comments Related to Items on the Agenda

Individuals who wish to provide written comment related to a specific item on the agenda may do so by 1) sending that information electronically to trustees@oregonstate.edu; 2) delivering the materials to the Board Office; or 3) mailing the material to the Board Office.

Written material related to a specific agenda item must be received at least two business days in advance of the meeting ~~at which the agenda topic is scheduled~~. Material should be no more than three pages in length.

~~Please note that all~~ documents provided to the ~~Board~~ board are public records and may be subject to disclosure under Public Records Law.

The Chair and Board Secretary will determine whether and, if so, when, submitted material is appropriate for dissemination to trustees and posting on the Board's website based on relevant Board actions.

Written comments submitted to the Board not directed to a specific agenda item will be handled as general correspondence. The Board Chair will direct the distribution and response to these comments.

Document History

- Adopted by the Board of Trustees March 13, 2014
- Amended by the Board of Trustees April 21, 2017
- Amended by the Board of Trustees January 18, 2018
- Amended by the Board of Trustees January 24, 2020
- Amended by the Board of Trustees April 5, 2024



Oregon State University Presidential Search and Selection Guidelines

I. Goal

It is the goal of the Board to attract and retain the most highly qualified individual to serve as President, whose knowledge and experience can advance the university's mission and strategic goals.

II. Appointment of an Interim President

The Board may appoint an interim president. The Board Chair will solicit nominations for diverse, well-qualified candidates to fill the interim position and bring a recommendation to the Board.

III. Assessment of the Institution and Development of a Leadership Profile

Prior to initiating a president search, the Board will assess the institution's strengths and whether the current strategic direction of the university should be sustained or changed. As part of this assessment, the Board will invite input from the university community on the university's anticipated needs over the next decade and what background, skills and experience are needed in the next president.

Based on this assessment, the Board will establish a leadership profile describing the qualifications, experience, competencies, and capacities desired in a new president. This leadership profile will serve to inform the recruitment and selection process.

IV. Presidential Search Committee

Except as provided in Section II, a presidential search will include the establishment of a search committee. The committee will be composed of trustees, alumni and at least one member of representatives from the faculty, one member of the -student body, and one nonfaculty unclassified staff member, alumni, and the broader community. The committee will include a search advocate to help ensure an inclusive process that targets a broad and diverse pool and gives due consideration to all candidates. The committee will also include at least one other president of a public university based in Oregon and the president, or his/her/their designee, of the Oregon State University Foundation.

Members of the committee will be appointed by the Board Chair. The Board Chair will seek to appoint individuals with good judgment, an understanding of the position of president, and an ability to invest the time in the search process, to put the university priorities and needs before narrower interests, and to maintain confidentiality during and after the search. In making committee appointments, the Board Chair will seek input from trustees, the presidents of Faculty

Senate and the Associated Students of Oregon State University, and university leadership. The Board Chair will also solicit slates of names from constituent groups from which the Board Chair can select committee members of broad university representation.

The committee will be chaired by a trustee who is appointed by the Board Chair and acts as spokesperson for the committee. The Board Secretary will staff the committee under the direction of the search committee chair and in close coordination with the search consultant, if one is engaged.

The charge of the search committee will include:

1. At its discretion, engaging a search consultant that specializes in executive-level searches;
2. Soliciting nominations and applications from a diverse group of well-qualified persons;
3. Screening applications using the leadership profile established by the Board as the basis for choice;
4. Selecting and interviewing semifinalist candidates;
5. Recommending a group of qualified finalists to the Board Chair. When forwarding their recommendations to the Board Chair, the committee will provide a report on each recommended finalist, detailing strengths and weaknesses in terms of the desired qualifications for the position. The Board Chair will complete a review of the recommended finalists and may narrow the field of candidates after consultation with the committee. After this independent review, the Board Chair will determine the finalist(s) to forward to the Board;
6. Announcing the finalist(s) to the university community and arranging campus visits for final candidate(s);
7. Providing the Board with a summary of campus and community reaction to the final candidate(s); and
8. Ensuring that confidentiality is strictly observed with respect to applicants and the committee's internal deliberations.

V. Presidential Selection

The Board will interview final candidates in executive session, as allowed under Oregon Public Meeting Law. Once interviews are complete, the Board may convene in executive session to rank the candidates and may delegate to the Board Chair in public session the responsibility to negotiate with a "first choice" candidate and to consult with the Governor or Governor's designee as required by Oregon law.

Following this negotiation phase, in public session, the Board will vote to appoint the new president and approve the contract and compensation.

VI. Presidential Transition

Once a president has accepted appointment, the Board has continuing responsibility for providing advice and support to the new president and may establish a transition team to orient and advise the new president during the transition. The Board will use the university assessment completed at the outset of the search to establish, in consultation with the new

president, the major goals for the president's first year, which will be the basis for the initial presidential performance review.

Document History

- Adopted by the Board of Trustees October 21, 2016
- Amended by the Board of Trustees April 5, 2024

BYLAWS
OF
THE BOARD OF TRUSTEES OF OREGON STATE UNIVERSITY

ARTICLE I

Governance

Oregon State University (the “University”) is a public university established by the laws of the State of Oregon. The University is governed by the Board of Trustees (the “Board”). The Board is vested by law with the power and authority to govern the University and to exercise all powers and authority of the University as set forth in the laws of the State of Oregon.

ARTICLE II

General Concept of Bylaws

The Board adopts these Bylaws in order to establish a governance structure for the conduct of Board business. The Bylaws define the duties, authority limits and principal operating procedures for the Board and its Trustees. Board policies and standards supplement the Bylaws and guide Board and University operations. Because the Board is the final institutional authority, these Bylaws and Board policies have precedence over other policies of the University. However, the Board’s focus is one of oversight and policy determination. The President is the executive and governing officer of the University, except as otherwise provided by law or the action of this Board. The Board entrusts the conduct of teaching and research through the President to the faculty. The Board encourages student and staff participation in University decision-making.

ARTICLE III

Organization of the Board

1. **Membership and Voting.** The membership of the Board is established by Oregon Law. The President of the University shall serve as an ex-officio, nonvoting member of the Board. With the exception of the President of the University, the Trustees are appointed by the Governor of the State of Oregon and are subject to confirmation by the Oregon Senate in the manner prescribed by law. All members of the Board shall serve terms and have voting privileges in accordance with Oregon Law.

The Board shall include two persons who are undergraduate students enrolled at the University. One undergraduate student shall be a voting member of the Board and one undergraduate student shall be a nonvoting member of the Board. The term of office for

undergraduate students shall be two years and be staggered, such that, to the degree practicable, a student serves as a nonvoting member of the board during the first year of the student's term of office and as a voting member of the board during the second year of the student's term of office.

The Board shall include one person who is a graduate student enrolled at the university. The term of office for the graduate student member is two years and this member shall be a voting member of the board.

The Board shall include one person who is a member of the faculty, and one person who is a member of the non-faculty staff of the University. The term of office for the faculty and non-faculty staff members of the governing board is two years, and each shall be a voting member of the board. The term for all other Board members appointed by the Governor is four years. A member of the governing board may not be appointed to serve more than two consecutive full terms.

~~The number of Trustees of the University authorized by law ranges from a minimum of 11 to a maximum of 15, and the actual number of Trustees within this range is fixed or changed by the Governor as provided by law. The President of the University is an ex officio non-voting Trustee. The remaining Trustees are appointed by the Governor, with the confirmation of the Oregon Senate. One Trustee must be a student at the University. One Trustee must be a faculty member of the University. One Trustee must be a non-faculty employee of the University. The faculty and non-faculty employee Trustees are either voting or non-voting trustees, as designated by the Governor at the time of appointment.~~

~~2. **Terms of Trustees.** The term of the student member, the faculty member and the non-faculty employee member is two (2) years. With the exception of the President of the University, and except as otherwise provided by law or specified in the appointment or confirmation process, the term of office of each other member is four (4) years. A Trustee may be reappointed for one (1) additional term. A trustee whose term has expired may continue to serve until a replacement has been appointed and confirmed.~~

3. **Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any member of the Board. For any vacancy other than a vacancy of the President's position on the Board, the Governor shall appoint a successor to fill a vacancy for the unexpired term.

4. **Removal.** The Governor may remove a member of the Board other than the President at any time for cause, after notice and public hearing, but no more than three (3) members of the Board shall be removed within a period of four (4) years, unless it is for corrupt conduct in office.

5. **Compensation; Reimbursement of Expenses.** Except for the President and the other University employee members, Trustees will not be compensated for their services as members of the Board. Trustees may be reimbursed for reasonable expenses incurred in connection with the performance of their official duties, subject to the University's expense reimbursement policies.

6. Stipend for Eligible Trustees. Effective beginning Academic Year 2023-2024, and with the exception of any Student Trustee that is employed full-time by the University or another Oregon public agency and receives compensated release time for the performance of Board duties, Student Trustees with an annual income of \$50,000 or less are eligible for a stipend payment of \$160 for each day or portion of a day in which the Student Trustee attends an official Board meeting.

7. Release time and accommodations for OSU Employee and Student Trustees. OSU employee trustees will be paid for time spent in service at board meetings and retreats during hours that the employee was otherwise scheduled to work for the employing unit. Employees are required to receive pre-approval from their supervisor for release time from their work schedule. Student trustees will receive reasonable accommodations for missed class time, exams, and academic deadlines.

8. Email. All members of the governing board will be provided with institutional electronic mail addresses, which will be clearly and publicly posted on the board's website.

ARTICLE IV

Responsibilities of the Board

1. Responsibilities of the Board. The Board governs the University by exercising and carrying out all of the powers, rights and duties that are expressly conferred upon the Board by law, or that are implied by law or are incident to such powers, rights and duties. The Board's governance responsibilities include:

- a. Determining the mission of the University and ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Oregon.
- b. Providing insight and guidance to the University's strategic direction.
- c. Charging the President with the task of periodically leading a strategic planning process; participating in the strategic planning process; approving the strategic plan; and monitoring its effectiveness.
- d. Hiring, supporting, and evaluating the President and prescribing the President's compensation.
- e. Ensuring the University's fiscal integrity; overseeing the University's financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University's assets for posterity.
- f. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University's autonomy, academic freedom, and the public purposes of higher education.

g. Engaging regularly, in concert with senior administration, with the University's major constituencies.

h. Ensuring the currency of Board governance policies and practices.

i. Periodically Regularly conduct a self-reflective assessment of assessing the performance of the Board, and its committees, members, policies and practices, and members who serve as public officials that hold a fiduciary responsibility to the University. The Executive Audit and Governance Committee, led by the Board Chair, will be responsible for initiating the self-evaluation and setting the agenda and parameters of the process. The Board will provide an opportunity for the university community to provide written or public testimony evaluating the work of the Board.

2. **Delegation.** The Board may delegate and provide for the further delegation of any and all powers and duties, subject to limitations expressly set forth in law.

3. **Communications.** The Board's authority is vested in the Board collectively and not in any individual trustee. Individual trustees do not speak on behalf of the Board unless authorized to do so by the Board or the Chair. The Chair is delegated authority to speak on behalf of the Board, unless otherwise determined by the Board.

ARTICLE V

Meetings of the Board of Trustees

1. **Public Meetings.** "Public Meeting" of the Board of Trustees is the convening of the members of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Oregon Public Meetings Law. Public Meeting does not include any on-site inspection of any project or program, the attendance of members of the Board of Trustees at any national, regional or state association or the convening of Trustees for any purpose for which a quorum is not required.

2. **Quorum Required.** Except as otherwise specified in these Bylaws, or where the Board authorizes a committee to act, a quorum of the Board is required to make a decision or to deliberate toward a decision on any matter. A quorum of the Board is a majority of the voting and non-voting Trustees in office at the time of the meeting. Trustees who have an actual conflict of interest on a particular matter as defined in ORS 244.020(1) are not counted for the purpose of establishing a quorum in relation to that matter and must recuse themselves from voting in relation to that matter.

3. **Quorum not Required.** A majority of the voting and non-voting Trustees present at a meeting, although less than a quorum, may:

a. Adjourn the meeting from time to time to a different time or place before the date of the next regular meeting without further notice of any adjournment. At such

adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

- b. Set a time for adjournment.
- c. Call a recess.
- d. Take any measure necessary or appropriate to assemble a quorum.

4. **Manner of Acting.**

a. Except as otherwise provided in these Bylaws, action on a matter may be taken upon the approval of a majority of the Trustees if a quorum is present at the time the action is taken.

b. Except as otherwise provided in these Bylaws or as authorized by the Chair or Board policy, all Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair. Abstentions may be permitted by the Chair or Board policy.

c. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of telephonic or other electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee constitutes such Trustee's presence in person at the meeting.

d. A two-thirds majority of the Board's voting Trustees in office at the time of the meeting is required to make any of the following decisions:

- (1) Adoption, amendment or repeal of these Bylaws; and
- (2) Removal of the President from office.

5. **Parliamentary Rules.** Procedural disputes are to be resolved by reference to Robert's Rules of Order, Newly Revised, 11th Edition, as interpreted by the Chair.

ARTICLE VI

Meeting Procedures

1. **Regular Meetings.** The Board shall meet at least four times a year on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Trustees then in office.

2. **Special Meetings.** Subject to the notice requirement described in Section 5a. of this Article, special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Trustees then in office and specifying the purpose of the meeting.

3. **Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

4. **Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board are to be held at a location owned or controlled by the University, or at the nearest practical location. Emergency Public Meetings necessitating immediate action may be held at other locations.

5. **Notice of Meetings.**

a. **To the Public.** Notice of all regular Public Meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of special meetings of the Board that are Public Meetings shall be given to the news media which have requested notice and to the general public at least twenty-four (24) hours prior to the hour of the meeting. Notice of an emergency Public Meeting shall be such as is appropriate to the circumstance.

b. **To the Trustees.** Notice of a special or emergency Public Meeting must be given to each Trustee at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given orally either in person or by telephone or may be delivered in writing, either personally, by mail, by electronic mail, or by facsimile transmission. If mailed other than by electronic mail, notice is deemed to be given three (3) days after deposit in the United States mail addressed to the Trustee at the Trustee's address on file with the Secretary for the purpose of receiving Board correspondence, with postage thereon prepaid. If notice is sent by electronic mail or facsimile transmission, notice is deemed given immediately if the electronic mail notice is sent to the Trustee's electronic mail address or, as applicable, the Trustee's facsimile on file with the Secretary for the purpose of receiving such correspondence. Notice by all other means is deemed to be given when received by the Trustee.

c. **Waiver of Notice by Trustee.** A Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee unless the Trustee at the beginning of the meeting, or promptly upon the Trustee's arrival, objects to the

holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting. A Trustee may at any time waive any notice required by law or these Bylaws, with a writing signed by the Trustee and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.

ARTICLE VII

Officers of the Board

1. **Officers of the Board.** The officers of the Board are a Chair and a Vice Chair. The Board may establish additional officers of the Board as it deems necessary. All officers of the Board must be voting Board members and serve at the pleasure of the Board. The officers have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board or by law. ~~The Chair and Vice Chair shall not be employees or students of the University and shall not, as Chair and Vice Chair, be authorized to bind the university except as authorized by law or the Board. Officers of the Board are not employees of the University by virtue of these Bylaws and are not, as such, agents of the University or authorized to bind the University.~~

2. **Election and Term of Office.** The Chair and Vice Chair shall be elected by the Board. Each Board officer shall hold office for two (2) years, or until a successor has been duly appointed and qualified or until the officer's death, resignation, or removal. The Chair and Vice Chair may serve a maximum of two full consecutive terms.

3. **Chair.** The Chair shall preside at all Board meetings, has the right to vote on all questions, and is to otherwise serve as a spokesperson for the Board. The Chair serves as an ex officio member of all standing committees of the Board.

4. **Vice Chair.** In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, has the powers of and is subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board.

5. **Resignation of Officers.** An officer of the Board may resign at any time by delivering written notice to the Chair (or, if the resigning officer is the Chair, to the Vice Chair) and the President of the University.

6. **Removal of Officers.** Any Board officer may be removed from such office by a two-thirds majority of the Board's voting Trustees in office at a meeting of the Board called expressly for that purpose.

7. **Vacancies.** Board officer vacancies may be filled through a special election at any meeting of the Board.

ARTICLE VIII

Officers of the University

1. **Officers of the University.** The officers of the University designated to support Board activities are the President, a Secretary and such other officers and assistant officers as the Board determines may be necessary or convenient to conduct its business. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.

2. **President of the University.** The President is the executive and governing officer of the University and the president of the faculty. Subject to the supervision of the Board, the President shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President shall perform such other duties as assigned by the Board. The President may appoint other officers, who shall have such powers and duties as may be prescribed by the President. The President serves at the pleasure of the Board, and the Board shall prescribe the President's compensation and terms and conditions of employment. The Board is responsible for the reappointment or removal of the President. As described in ORS 352.076, the President shall conduct ongoing reviews of the practices and policies of the university relating to transparency and access. When conducting the reviews the President shall include faculty, nonfaculty staff and student representatives.

3. **Secretary.** The Secretary is appointed by the President, subject to Board approval. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board and the preparation of the minutes of meetings of the Board. The Secretary shall perform such other duties as assigned by the Board.

ARTICLE IX

Board Committees

Subject to the requirements of applicable law, the Board may appoint such committees as it considers appropriate or necessary from time to time and shall define the duties of such committees, committee quorum requirements, and the reporting requirements of such committees and its members. Any committee of the Board and the members of any such committee serve at the pleasure of the Board.

ARTICLE X

Conflicts of Interest

The Board and its Trustees stand in a fiduciary relationship to the University. Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the restrictions, conflict of interest provisions and disclosure requirements of the Oregon

Government Ethics Law (ORS Chapter 244), these Bylaws, and any Code of Ethics and Conflict of Interest Policy adopted by the Board.

ARTICLE XI

Indemnification

1. **Indemnification.** The University shall, to the extent legally permissible, indemnify each Trustee against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided the Board determines that he or she acted in good faith, in a manner reasonably believed to be in or not opposed to the best interests of the University, and in a manner that does not amount to malfeasance or willful or wanton neglect of duty.

2. **Advance Payment of Expenses.** Upon a Trustee's written request to the President accompanied by the documentation described below in this Section 2, the University shall pay the expenses described in Section 1 of this Article in advance of the final disposition of the proceeding. The Trustee's request must be accompanied by the following, in writing and executed personally by the Trustee: (i) an affirmation of the Trustee's good faith belief that the Trustee has met the standard of conduct described in Section 1 of this Article and (ii) an undertaking to repay the advances if it is ultimately determined that the Trustee did not meet such standard of conduct.

3. **Personal Liability.** Trustees are not personally liable for any debt, liability, or obligation of the University. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the University may look only to the funds and property of the University for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the University.

4. **Miscellaneous.** The foregoing rights of indemnification and advancement of expenses are not exclusive of any other rights to which any Trustee may be entitled, under any other Bylaw, agreement, vote of disinterested Trustees, or otherwise, and shall continue to apply to a person who has ceased to be a Trustee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Document History:

- Adopted by the Board of Trustees January 9, 2014
- Amended by the Board of Trustees October 20, 2017
- Amended by the Board of Trustees April 14, 2023
- Amended by the Board of Trustees April 5, 2024



Oregon State University

Board Recruitment and Appointments ~~Recommending Candidates for~~ ~~At-Large Board Positions~~

I. Goal

Under ORS 352.076, Oregon State University trustees are appointed by the Governor and confirmed by the Oregon Senate. It is a goal of the Board of Trustees to recommend at-large candidates for the Governor's consideration that meet the individual characteristics desired for the Board and complement the needs of the Board as a whole.

Recommendations to the Governor for the positions designated for students, faculty and non-faculty staff are made by representative organizations, separate from and independent of the Board and its processes for at-large positions.

II. Purpose

The purpose of this policy is to guide the Board's efforts in identifying potential candidates to recommend to the Governor for at-large Board positions.

III. Board Composition

The Board should be composed of members who have:

1. A commitment to public higher education;
2. A record of public or community service;
3. Knowledge of complex organizations or academic institutions;
4. Demonstrated collaborative leadership;
5. A willingness and availability for constructive engagement;
6. A commitment to open-minded, non-partisan decision-making; and
7. A record of integrity and civic virtue.

There should be a balance of perspectives, backgrounds, experience and skills among the members of the Board. These could include, but are not limited to:

1. Gender, ethnicity, age, geographic location of residence, and other expressions of diversity;
2. Unique skills and competencies;
3. Complementary skills and perspectives;
4. A broad range of professional fields (e.g., education, legal, finance, engineering, business); and
5. Knowledge of Oregon State University.

IV. Process

The process for identifying and vetting potential candidates will include the following:

A. Conduct Needs Assessment

When a vacancy on the Board is anticipated or occurs, the Executive, Audit and Governance Committee (Committee) will conduct a needs assessment by analyzing the present Board membership against the composition identified in Section III. In conducting the needs assessment, the Committee will consider the results of the most recent self-assessments conducted by the Board and invite members of the public university community to submit recommendations about the ideal characteristics described in the needs assessment.

The board will notify the Governor of vacancies on the board and communicate the ideal characteristics identified in the needs assessment.

B. Vet Potential Candidates

Based on the Committee's needs assessment, the President will identify potential candidates. To assist the President in identifying potential candidates, the Secretary of the Board will maintain a list of individuals submitted by sources such as Trustees, the President, senior administrators, alumni, and others. The President will vet potential candidates in consultation with the Board Officers. Vetting will include a discussion with potential candidates about the responsibilities of serving as a Trustee and their interest, readiness for nomination, and fit with the desired characteristics.

C. Present Recommendations

The President will present recommendations to the Committee for potential candidates who are willing to serve and who satisfy the needs identified by the needs assessment conducted by the Committee. If the Committee concurs with the President's recommendations, the Chair will submit names of potential candidates on behalf of the Board of Trustees to the Governor for consideration. If the Committee does not concur with the President's recommendations, it may direct the President to provide additional or alternative recommendations.

Nominations for Student, Faculty and Non-faculty Staff Board Positions

A. Individual organizations, such as the Associated Students of Oregon State University (ASOSU), the Associated Students of OSU-Cascades (ASCC), the Faculty Senate Executive Committee and campus-based university labor organizations, submit recommendations to the governor's office for the positions designated for students, faculty and non-faculty staff.

B. Processes associated with making these recommendations are conducted by those representative organizations, separate from and independent of the Board's processes.

C. The Board will forward its needs assessment to ASOSU, ASCC, Faculty Senate and campus-based labor organizations making recommendations to the Governor.

Document History

- Adopted by the Board of Trustees October 16, 2015
- Amended by the Board of Trustees April 5, 2024