

Fundamentals of Board Governance Annual Refresher

OSU Board of Trustees

May 9, 2025

Governance

Board Chair Román D. Hernández

Overview

- A review of the fundamentals of good governance
- Annual board work plan
 - board accountability and performance
- Focus on strategic governance
- Refresher on ethics & conflicts of interest

See [Annual Board Work Plan](#)

Fundamentals: board charter and policies

- OSU Board of Trustees Bylaws
- Delegating Authority to the University
- Responsibilities of Individual Trustees Policy
- Trustee Code of Ethics
- Trustee Conflicts of Interest & Recusal

Responsibilities of Individual Trustees

- Safeguard the university's assets and foster its capacity to serve others
- Speak candidly, foster openness and trust, respect the opinions of others
- Remember that the board chair speaks for the board and the president speaks for the university
- Avoid personal agenda
- Support the president while exercising critical judgment
- Distinguish between management and governance issues
- Avoid even the perception of conflict of interest

See: [Responsibilities of Individual Trustees Policy](#)

Principles of Trusteeship



Principles of Trusteeship

Three key themes:

- **Understand Governance...**by embracing all of your responsibilities in a structure of shared leadership.
- **Lead By Example...**by upholding the highest standards of integrity.
- **Think Strategically...**by focusing on what matters most to the long-term success of the whole enterprise.

Governance in Three Simple Questions



DISCUSSION

Ethics and Conflicts of Interest

Vice President and General Counsel Becca Gose

Ethics & Conflicts of Interest

Board Policies

- [Trustee Code of Ethics](#)
- [Trustee Conflicts of Interest & Recusal](#)

Oregon Ethics Law

- Conflicts of Interest
- Use of Office
- Gifts
- Nepotism
- Campaigning and Lobbying
- Annual Statement of Economic Interest

Conflicts of Interest

Participation in official action that *could* or *would* result in financial benefit or detriment to you, your relative or a business with which either is associated.

Two types of conflicts:

- Potential (“could”) – Must announce and may participate
- Actual (“would”) – Must announce and refrain/recuse

Use of Office

- Public officials are prohibited from using the position held for financial gain or to avoid financial detriment.
- This applies to you, as well as your relatives and members of your households

Gifts

- A “gift” is something of economic value given to a public official that is not extended to others who are not public officials on the same terms and conditions
- \$50 aggregate limit from any single source with an economic interest, distinct from that of general public, in any matter subject to decision by the board
- This applies to all public officials, their relatives and members of their households

Nepotism

- You may not participate in any interview, discussion or debate regarding the appointment, employment or promotion of a relative or member of the household
- You may serve as a reference
- You may participate if relative or member of household is applying for or in an unpaid volunteer position

Campaigning and Lobbying

- In your OSU capacity, you may not promote or oppose election petitions, candidates, political committees, or ballot measures. (You may do so in your personal capacity.)
- You may engage in discussions/actions to influence legislators and other state actors to advocate for policy/legal agendas to benefit OSU
- OSU must register any public officials acting on its behalf who spend either 24 hours or \$100 in one calendar quarter on lobbying activities (e.g., attempting to influence legislative actions)

Annual statement of economic interest

- An annual report that all trustees must file with the Oregon Government Ethics Commission by April 15
- Requires disclosure of financial interests and income sources that may be relevant to your official duties
- OGEC provides training resources and guides
- Board Office provides lists of vendors and contractors

DISCUSSION