

FUNDAMENTALS OF BOARD GOVERNANCE ANNUAL REFRESHER

Board of Trustees
May 8, 2026



Oregon State
University

Item 7b: Annual Governance Refresher

- Board's [annual work plan](#) includes a regular review of governance responsibilities
 - Board holds itself accountable for meeting fiduciary responsibilities
- Today's Agenda
 - Governance Fundamentals
 - Public Meetings Law
 - Ethics and Conflicts of Interest
 - Confidently Governing in Public

Fundamentals: Board Charter and Policies

See OSU Board of Trustees [Governance webpage](#)

- OSU Board of Trustees Bylaws
- Statement of Mission, Principles & Core Values
- Delegating Authority to the University
- Responsibilities of Individual Trustees Policy
- Trustee Code of Ethics
- Trustee Conflicts of Interest & Recusal

Principles of Trusteeship

Source: <https://agb.org/>

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.



Responsibilities of Individual Trustees

See: <https://leadership.oregonstate.edu/trustees/responsibilities-individual-trustees>

- Engage in thoughtful decision-making and respectful debate
- Foster openness and trust
- Support decisions and policies approved by the board
- Distinguish between management and governance issues
- Support the president while exercising critical judgment
- Avoid personal agendas and even the perception of conflict of interest

Governance in Three Simple Questions



Public Records & Public Meetings Law

Public Records Law

Purpose:

- Confers the right for any person to inspect any nonexempt public record of a public body in Oregon

A public record:

- Includes any writing (including email, texts, notes), stored in any medium that contains information relating to the conduct of the public's business that is prepared, owned, used, or retained by a public body

Exemptions from disclosure may apply

Public Meetings Law

A **public meeting** is a convening of a governing body for which quorum is required to make a decision or deliberate toward a decision on any matter

- **Public notice**
includes time, place and an agenda
- **Attendance**
the public can observe meeting in-person or online
- **Comment**
time is reserved for public comment
- **Recordings** of meetings and **Minutes** are posted online

PML & Trustee Responsibilities

- As public officials, each trustee is responsible to abide by the requirements of public meetings law:
 - No group **deliberation** outside of a public meeting
 - Being vigilant about not engaging in **serial communications** that could inadvertently create a quorum
 - **Electronic communications** can violate public meetings law; no need for it to be real-time meeting to trip into PML requirements
- Trustees must act in good faith to uphold the reputation of the board and the university; avoid even appearance of secret meetings
- Board leadership sets the tone and reinforces the expectation that trustees rigorously uphold the spirit and letter of public meetings law

Subject of Meetings & Social Gatherings

Quorum outside of a public meeting

- Even in informal settings, the law specifically prohibits a quorum (of a committee or the board) from privately engaging in discussion that is deliberating toward a decision or recommendation on any matter or is otherwise engaging in private decision-making on any matter.
- Even if a meeting is for the sole purpose of gathering information that will serve as the basis for a subsequent decision or recommendation, public meetings law applies.

Appropriate outside of a public meeting

- Discussions that are (a) trainings; (b) unrelated to any matter that could reasonably be foreseen to come before the governing body for deliberation or decision; or (c) that are social in nature.

Subject of Meetings & Social Gatherings

- Retreat or goal-setting sessions would be subject if the governing body deliberates toward a decision on official business, or is gathering information on which it will later deliberate

Executive Sessions

- Limited provisions for convening
- Not open to the public
 - (but media can attend, in most cases)
- Must be public noticed
- No final decisions may be made

Oregon Ethics Law & Conflicts of Interest

Ethics & Conflicts of Interest

- Service as a member of the OSU Board of Trustees is a **public trust**
- As one **safeguard** of that trust, public officials are required to comply with the **ethical standards** set forth in the Oregon Government Ethics Law
- Trustees are encouraged to consider the importance of avoiding even the appearance of impropriety

Oregon Ethics Law & Relevant Board Policies

Oregon Ethics Law covers:

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

Board Policies cover:

- Responsibilities of individual trustees
- Elaborate on statutory requirements
- Emphasize board values and individual responsibilities

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, and any business with which you or your relatives and/or household members as associated.

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

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 could present potential conflicts with official duties
- OGEC provides training resources and guides
- Board Office provides lists of vendors and contractors

Campaigning and Lobbying

Important: the OSU Government Relations Office coordinates all activity representing positions of the university.

- You may engage with legislators and other state actors to advocate to benefit OSU, but only under the advisement of the Government Relations Office.
- OSU must register any public officials acting on the university's behalf who spend either 24 hours or \$100 in one calendar quarter on lobbying activities (e.g., attempting to influence legislative actions)
- In your OSU capacity, you may not promote or oppose election petitions, candidates, political committees, or ballot measures in their OSU capacity.
(You may do so in your personal capacity.)

Resources

- The Oregon Government Ethics Commission provides
 - Advice
 - Trainings
 - [Guide for Public Officials](#)
- Public officials are personally responsible for complying with the provisions of Oregon Government Ethics law

Confidently Governing in Public

Information and Time

To govern confidently in public, trustees need...

- Adequate information and institutional context
 - Specific enough to understand issues and fulfill fiduciary duties
 - Broad enough to avoid getting stuck “in the weeds”
- Space and time to:
 - Deeply read reports; understand scope and impact of issues
 - Deliberate, discuss, and come to consensus in public meetings
- Solid understanding of mission and strategic plan – the “why”
 - Enables trustees to ask better questions of leadership

Inspired by: <https://jeffselingo.com/>

Discussion