

RESOLUTION NO. \_\_\_\_\_



## Oregon State University Delegating Authority to the University

Now, therefore, be it resolved by the Board of Trustees that it delegates to the President of the University or his or her designee authority to undertake all lawful activities to further the operation of the University, with the exception of the activities set forth below, which are reserved to the Board:

1. Personnel Matters
  - a. Presidential hiring, evaluation, compensation and removal;
  - b. Granting of the rights, privileges and title of President Emeritus; and
  - c. Adoption of standards governing outside employment and activities for employees, including potential conflict of interest and the public disclosure thereof, and procedures for reporting and hearing potential or actual conflict of interest complaints.
2. Governance
  - a. Election of Board officers;
  - b. Changes in the mission, purposes and statutory goals of the University;
  - c. Amendments to the Board's bylaws; and
  - d. All other matters related to Board governance.
3. Fiscal Matters
  - a. Sale or acquisition of real property over \$5 million;
  - b. Condemnation of real property;
  - c. Gift or exchange of real property with an estimated value of over \$5 million;
  - d. Leases of real property that involve an initial lease term of more than fifteen years or consideration over \$15 million in base rent under the initial term of the lease. Except for amendments that exceed these thresholds independently, authority to amend leases is delegated to the President.
  - e. Issuance of bonds;
  - f. Designation of the foundation to solicit contributions for the support of the University;
  - g. Determination of tuition and mandatory enrollment and incidental fees;
  - h. Adoption of the University budget;
  - i. Approval of a capital project with a total project cost anticipated to exceed \$5 million, including for architects, construction managers, engineers and other professional consultants; and
  - j. Approval of an increase to a Board-approved capital project budget where the total of all increases exceeds either \$5 million or ten percent (10%) of the budget.

### Option A: New section adding consultation requirement on certain settlement agreements

#### 4. Settlement Agreements

Prior to binding the University, the President will consult with the ~~Chair of the Board Executive & Audit Committee~~ on the following settlements:

- a. A Settlement Agreement that obligates the University to pay \$500,000 or more.
- b. Two or more Settlement Agreements that, at the time of signing, are known to relate to the same claim and that collectively obligate the University to pay \$500,000 or more.
- c. Settlement Agreement of any monetary value that resolves a challenge to a specific decision made by the Board or specific action taken by a Trustee.
- d. As used in this Resolution, “Settlement Agreement” means a negotiated written resolution of any actual or threatened lawsuit or other judicial, administrative or investigative proceeding related to an alleged violation of law. “Settlement Agreement” does not include resolution of a change order dispute related to a construction contract.
- e. The President will ensure that the General Counsel inform the Board of all complaints filed in state or federal court, and will keep the Board informed of major developments in litigation and the resolution thereof.

In the consultation with the President regarding the above settlements, the Chair will consider whether to convene a meeting of the Executive and Audit Committee prior to the President’s execution of a settlement agreement. If the Chair decides to convene that meeting, the Chair will so notify the President.

- ~~5~~. 6. Activities for which authority is granted in a Board Committee charter;
- ~~6~~. 7. Mediation with other Oregon public universities regarding a dispute on proposed new program or location; and
- ~~7~~. 8. Any other issue recommended for Board action by the Executive and Audit Committee.

Option B: New section requiring Executive & Audit Committee approval on certain settlement agreements

*Be it further resolved that the Board reserves and hereby delegates to the Executive & Audit Committee authority to undertake the following activities:*

1. A Settlement Agreement that obligates the University to pay \$500,000 or more.
2. Two or more Settlement Agreements that, at the time of signing, are known to relate to the same claim and that collectively obligate the University to pay \$500,000 or more.
3. Settlement Agreement of any monetary value that resolves a challenge to a specific decision made by the Board or specific action taken by a Trustee.
4. As used in this Resolution, “Settlement Agreement” means a negotiated written resolution of any actual or threatened lawsuit or other judicial, administrative or investigative proceeding related to an alleged violation of law. “Settlement Agreement” does not include resolution of a change order dispute related to a construction contract.
5. All other Settlement Agreements are delegated to the President or their designee. The President will ensure that the General Counsel inform the Board of all complaints filed in state or federal court, and will keep the Board informed of major developments in litigation and the resolution thereof.

Although this general delegation of authority is subject to amendment by the Board at any time, the Board will also review it annually.

This Resolution is effective \_\_\_\_\_.

**APPROVED** by the Board of Trustees \_\_\_\_\_.

\_\_\_\_\_  
Secretary to the Board

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Date

**Document History:**

- Adopted by the Board of Trustees October 17, 2014
- Amended October 26, 2018
- Amended May 21, 2021