

## Delegation of Authority Amendments

### BACKGROUND

The Board of Trustees manages the affairs of 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 (ORS 352.029). 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. By resolution, the Board delegates the day-to-day operations of the university to the president, with the exception of activities reserved to the Board.

### PROPOSED AMENDMENTS

The Board regularly reviews the currency of its policies and makes adjustment as needed over time. There are a number of types of real property transactions conducted by the university. The delegation of authority is clear with regard to sale, acquisition and condemnation of real property and capital projects, laying out which of these are reserved for the Board or delegated to the president.

The current language is not clear with respect to gifts or exchange of property and lease agreements. Board Office staff reviewed practices at other institutions related to these types of transactions and worked with staff in General Counsel and in Leasing and Real Property Management to develop the proposed amendments shown in red text and strikethrough in Attachment 1. The proposed amendments would set thresholds for those gifts, exchanges and lease agreements to be considered by the Board.

### RECOMMENDATION

Staff recommend that the Executive & Audit Committee recommend to the Board adoption of the resolution amending the Delegation of Authority as provided in Attachment 1.

## 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. Authority to amend leases is delegated to the President.
  - ~~e.~~ e. Issuance of bonds;
  - ~~f.~~ f. Designation of the foundation to solicit contributions for the support of the University;
  - ~~g.~~ g. Determination of tuition and mandatory enrollment and incidental fees;
  - ~~h.~~ h. Adoption of the University budget;
  - ~~i.~~ 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
  - ~~h.~~ 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.
  
4. Activities for which authority is granted in a Board Committee charter;
  
5. Mediation with other Oregon public universities regarding a dispute on proposed new program or location; and
  
6. Any other issue recommended for Board action by the Executive and Audit Committee.

