

## Development of a Trustee Nomination Process

### BACKGROUND

Under ORS 352.076, Oregon State University trustees are appointed by the Governor and confirmed by the Oregon Senate. The number of trustees 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. There are four trustee positions internal to the University with terms and voting status set by statute: the President, a student, a faculty member, and a non-faculty employee. The President of the University serves as an ex officio, nonvoting member of the Board. Current practice is that the Associated Students of Oregon State University (ASOSU), Faculty Senate, and Service Employees International Union (SEIU) consider and put forward nominees to the Governor through their own respective processes.

The remaining trustees serve “at-large” with terms of four years that can be extended through reappointment for one additional term. When the Board was created, the President worked closely with Governor’s Office to develop a list of nominees for at-large positions on the Board. This approach was also used more recently to identify a nominee to replace Trustee Elson Floyd at the conclusion of his term in June 2015. The current composition of the Board and trustees’ terms are provided in Attachment 1.

### NOMINATION PROCESS FOR AT-LARGE POSITIONS

Moving forward, there is an opportunity for the Board to develop a process that anticipates filling vacancies for at-large positions and strategically puts forward nominees for the Governor’s consideration. This practice is recommended by the Association of Governing Boards of Universities and Colleges (AGB). Also, the National Governors Association lists this process as one of the five best practices for public higher education boards to implement.

To implement this approach, the Board would adopt a process that sets out individual skills and qualities of trustees and the collective composition of the Board. The process would also identify roles for overseeing the review and vetting of potential candidates. Based on samples from other universities, assigning oversight of candidate review to the Executive & Audit Committee would be appropriate, with the President responsible for vetting potential nominees. The vetting process could include meeting with the candidates, determining the candidate’s interest and readiness for nomination, and educating potential candidates on the responsibilities of trustees.

To aid the Committee’s discussion, staff have compiled the following individual trustee characteristics to consider:

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

In addition to the criteria for individual nominees, qualities for the Board collectively could include:

1. Gender, ethnic, and geographic diversity;
2. Unique skills and competencies;
3. Complimentary skills and perspectives;
4. Balance of perspectives, backgrounds, experience and skills that could include, but not be limited to professional fields (e.g., education, legal, finance, engineering), business community, etc.; and
5. Institutional memory.

### **SUCCESSION PLANNING**

Once the Board sets out the characteristics for individual trustees and the group collectively, staff can create a “skills and composition matrix” for the Board. This work could dovetail with an annual self-assessment by the Board developed under a separate process. The matrix can track the characteristics of current trustees and anticipate vacancies. This tool can assist the Board in seeking out trustees who meet individual characteristics while also complementing the needs of the Board as a whole. The matrix can also be used to track membership and skills at the committee level. The Board can maintain a list of potential at-large Board members that is reviewed and refreshed regularly. Names can come from a variety of sources such as senior administrators, trustees, alumni, and others.

### **NEXT STEPS**

Based on Committee interest and input, staff could prepare a draft nomination process for consideration at the May 2015 meeting.

Attachment 1

Current Composition and Terms of OSU Board of Trustees

OSU Board of Trustees Current Composition and Terms		
Board member	Term Expires	Current Committee Assignments
Baldwin, Mark (Staff trustee)	June 30, 2015	F&A
Bedient, Patricia	June 30, 2015	F&A
Borkar, Rani	June 30, 2017	EAC
Callahan, Darry (Vice Chair)	June 30, 2015	E&A (Vice Chair) F&A
Eder, Michele Longo	June 30, 2015	ASC
Floyd, Elson	June 30, 2015	F&A (Vice Chair)
Forbes, Orcilia	June 30, 2017	ASC (Vice Chair)
Kelly, Paul	June 30, 2017	ASC (Chair) EAC
McComb, Brenda (Faculty trustee)	June 30, 2015	ASC
Naumes, Laura	June 30, 2015	F&A
Ray, Ed (President)	Not applicable	EAC
Reser, Pat (Chair)	June 30, 2015	E&A (Chair) ASC (ex officio) F&A (ex officio)
Sarman, Taylor (Student trustee)	June 30, 2015	F&A
Schueler, Kirk	June 30, 2017	EAC FAC (Chair)
Thorne, Mike	June 30, 2017	FAC