

Board Policy and Bylaw Review/Amendments

BACKGROUND

Under its bylaws, the Board is responsible for ensuring the currency of its governance policies and practices (Article IV, Section 1). Each October, the Board does a refresher on its governance responsibilities, and the Board Office makes a practice of reviewing the Board's bylaws, policies, and committee charters to maintain consistency with statutes and current practice.

The Board Office has also begun a review of the administrative rules, policies, and internal management directives of the State Board of Higher Education (SBHE) transferred to the university when the transition in governance occurred in 2014. Once transferred, these policies and directives apply to the university, until and unless the university repeals, amends, or otherwise replaces them. Since those policies and standards were transferred, the Board has adopted a number of policies and other core governance documents that have precedence over these policies. There were also a number of policies and standards transferred that are no longer consistent with statute or applicable under the independent institutional board governance structure.

PROPOSED AMENDMENTS AND REPEAL

As a result this review, the Board Office developed proposed amendments to the Board bylaws and Board Officers policy shown in red text and strikethrough in Exhibits A and B in Attachment 1.

Board Bylaws (Exhibit A)

- *Change in statute/reflect current practice:* In the last legislative session, [Senate Bill 54](#) changed the frequency of board meetings from “quarterly” to “four times a year,” providing greater scheduling flexibility for institutional boards (see Section 10 (7) of the enrolled bill). This new meeting language is reflected in the proposed changes to Section VI (1) of bylaws.
- *Clarification on quorum and voting:* The Bylaws state that trustees who are “disqualified from voting on a particular matter” are not counted for the purpose of establishing a quorum in relation to that matter. Based on informal advice from outside counsel, trustees “who are disqualified from voting” on a matter are those trustees who have an actual conflict of interest. The proposed amendments would move to this language for greater clarity. See Bylaws Sections V(2) and (4).
- *Housekeeping/Clean-up:* Other minor punctuation cleaned up.

Board Officers Policy (Exhibit B)

- *Reflect current practice:* The role of the Vice Chair has been updated to reflect the responsibility to act as liaison to the OSU Foundation Board through regular reports. This change is consistent with current practice and with the best practices for effective institutional and foundation board relationships that the Board reviewed last June.

Remove Outdated/Superseded SBHE Policies and Standards (Exhibit C)

A number of transferred SBHE policies and internal management directives were identified that are outdated, no longer consistent with statute, or superseded by Board action. These policies and directives are proposed for repeal as described in Exhibit D of Attachment 1.

RECOMMENDATION

Staff propose that the Executive & Audit Committee recommend to the Board that it adopt the Resolution amending the Board Bylaws and Board Officer Policy and repealing policies and directives as provided in Attachment 1.

Note that a two-thirds majority of the Board's voting Trustees in office at the time of the meeting is required to amend the Board's bylaws.

BYLAWS
OF
THE BOARD OF TRUSTEES OF OREGON STATE UNIVERSITY

ARTICLE I
Governance

Oregon State University (the “University”) is a public university established by the laws of the State of Oregon. The University is governed by the Board of Trustees (the “Board”). The Board is vested by law with the power and authority to govern the University and to exercise all powers and authority of the University as set forth in the laws of the State of Oregon.

ARTICLE II
General Concept of Bylaws

The Board adopts these Bylaws in order to establish a governance structure for the conduct of Board business. The Bylaws define the duties, authority limits and principal operating procedures for the Board and its Trustees. Board policies and standards supplement the Bylaws and guide Board and University operations. Because the Board is the final institutional authority, these Bylaws and Board policies have precedence over other policies of the University. However, the Board’s focus is one of oversight and policy determination. The President is the executive and governing officer of the University, except as otherwise provided by law or the action of this Board. The Board entrusts the conduct of teaching and research through the President to the faculty. The Board encourages student and staff participation in University decision-making.

ARTICLE III
Organization of the Board

1. Membership. The number of Trustees of the University 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. The President of the University is an ex officio non-voting Trustee. The remaining Trustees are appointed by the Governor, with the confirmation of the Oregon Senate. One Trustee must be a student at the University. One Trustee must be a faculty member of the University. One Trustee must be a non-faculty employee of the University. The faculty and non-faculty employee Trustees are either voting or non-voting trustees, as designated by the Governor at the time of appointment.

2. Terms of Trustees. The term of the student member, the faculty member and the non-faculty employee member is two (2) years. With the exception of the President of the University, and except as otherwise provided by law or specified in the appointment or confirmation process, the term of office of each other member is four (4) years. A Trustee may be reappointed for one (1) additional term. A trustee whose term has expired may continue to

serve until a replacement has been appointed and confirmed.

3. Vacancies. A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any member of the Board. For any vacancy other than a vacancy of the President's position on the Board, the Governor shall appoint a successor to fill a vacancy for the unexpired term.

4. Removal. The Governor may remove a member of the Board other than the President at any time for cause, after notice and public hearing, but no more than three (3) members of the Board shall be removed within a period of four (4) years, unless it is for corrupt conduct in office.

5. Compensation; Reimbursement of Expenses. Except for the President and the other University employee members, Trustees will not be compensated for their services as members of the Board. Trustees may be reimbursed for reasonable expenses incurred in connection with the performance of their official duties, subject to the University's expense reimbursement policies.

ARTICLE IV Responsibilities of the Board

1. Responsibilities of the Board. The Board governs 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. The Board's governance responsibilities include:

- a.** Determining the mission of the University and ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Oregon.
- b.** Providing insight and guidance to the University's strategic direction.
- c.** Charging the President with the task of periodically leading a strategic planning process; participating in the strategic planning process; approving the strategic plan; and monitoring its effectiveness.
- d.** Hiring, supporting, and evaluating the President and prescribing the President's compensation.
- e.** Ensuring the University's fiscal integrity; overseeing the University's financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University's assets for posterity.
- f.** Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University's autonomy, academic freedom, and the public purposes of higher education.

- g. Engaging regularly, in concert with senior administration, with the University's major constituencies.
- h. Ensuring the currency of Board governance policies and practices.
- i. Periodically assessing the performance of the Board and its committees, members, policies and practices.

2. **Delegation.** 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.

3. **Communications.** The Board's authority is vested in the Board collectively and not in any individual trustee. Individual trustees do not speak on behalf of the Board unless authorized to do so by the Board or the Chair. The Chair is delegated authority to speak on behalf of the Board, unless otherwise determined by the Board.

ARTICLE V Meetings of the Board of Trustees

1. **Public Meetings.** "Public Meeting" of the Board of Trustees is the convening of the members of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Oregon Public Meetings Law. Public Meeting does not include any on-site inspection of any project or program, the attendance of members of the Board of Trustees at any national, regional or state association or the convening of Trustees for any purpose for which a quorum is not required.

2. **Quorum Required.** Except as otherwise specified in these Bylaws, or where the Board authorizes a committee to act, a quorum of the Board is required to make a decision or to deliberate toward a decision on any matter. A quorum of the Board is a majority of the voting and non-voting Trustees in office at the time of the meeting. ~~However, Trustees who have an actual conflict of interest on a particular matter as defined in ORS 244.020(1) are disqualified from voting on a particular matter~~ are not counted for the purpose ~~considered to be a Trustee in office for purposes~~ of establishing a quorum in relation to that matter and must recuse themselves from voting in relation to that matter.

3. **Quorum not Required.** A majority of the voting and non-voting Trustees present at a meeting, although less than a quorum, may:

- a. Adjourn the meeting from time to time to a different time or place before the date of the next regular meeting without further notice of any adjournment. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.
- b. Set a time for adjournment.
- c. Call a recess.

d. Take any measure necessary or appropriate to assemble a quorum.

4. **Manner of Acting.**

a. Except as otherwise provided in these Bylaws, action ~~upon~~ on a matter may be taken upon the approval of a majority of the Trustees if a quorum is present at the time the action is taken.

b. Except ~~as otherwise provided in these Bylaws or~~ as authorized by the Chair or Board policy, all Trustees present ~~and not disqualified~~ must vote affirmatively or negatively on any matter on which a vote is called by the Chair. Abstentions may be permitted by the Chair or Board policy.

c. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of telephonic or other electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee constitutes such Trustee's presence in person at the meeting.

d. A two-thirds majority of the Board's voting Trustees in office at the time of the meeting is required to make any of the following decisions:

- (1) Adoption, amendment or repeal of these Bylaws; and
- (2) Removal of the President from office.

5. **Parliamentary Rules.** Procedural disputes are to be resolved by reference to Robert's Rules of Order, Newly Revised, 11th Edition, as interpreted by the Chair.

ARTICLE VI Meeting Procedures

1. **Regular Meetings.** The Board shall meet at least ~~four times a year~~ ~~once quarterly~~ on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Trustees then in office.

2. **Special Meetings.** Subject to the notice requirement described in Section 5a. of this Article, special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Trustees then in office and specifying the purpose of the meeting.

3. **Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

4. **Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board are to be held at a location owned or controlled by the University, or at the nearest practical location. Emergency Public Meetings necessitating immediate action may be held at other locations.

5. **Notice of Meetings.**

a. **To the Public.** Notice of all regular Public Meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of special meetings of the Board that are Public Meetings shall be given to the news media which have requested notice and to the general public at least twenty-four (24) hours prior to the hour of the meeting. Notice of an emergency Public Meeting shall be such as is appropriate to the circumstance.

b. **To the Trustees.** Notice of a special or emergency Public Meeting must be given to each Trustee at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given orally either in person or by telephone or may be delivered in writing, either personally, by mail, by electronic mail, or by facsimile transmission. If mailed other than by electronic mail, notice is deemed to be given three (3) days after deposit in the United States mail addressed to the Trustee at the Trustee's address on file with the Secretary for the purpose of receiving Board correspondence, with postage thereon prepaid. If notice is sent by electronic mail or facsimile transmission, notice is deemed given immediately if the electronic mail notice is sent to the Trustee's electronic mail address or, as applicable, the Trustee's facsimile on file with the Secretary for the purpose of receiving such correspondence. Notice by all other means is deemed to be given when received by the Trustee.

c. **Waiver of Notice by Trustee.** A Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee unless the Trustee at the beginning of the meeting, or promptly upon the Trustee's arrival, objects to the holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting. A Trustee may at any time waive any notice required by law or these Bylaws, with a writing signed by the Trustee and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.

ARTICLE VII Officers of the Board

1. **Officers of the Board.** The officers of the Board are a Chair and a Vice Chair. The Board may establish additional officers of the Board as it deems necessary. All officers of the Board must be voting Board members and serve at the pleasure of the Board. The officers have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board or by law. Officers of the Board are not employees of the University by virtue of these Bylaws and are not, as such, agents of the University or authorized to bind the University.

2. **Election and Term of Office.** The Chair and Vice Chair shall be elected by the Board. Each Board officer shall hold office for two (2) years, or until a successor has been duly appointed and qualified or until the officer's death, resignation, or removal. The Chair and Vice Chair may serve a maximum of two full consecutive terms.

3. **Chair.** The Chair shall preside at all Board meetings, has the right to vote on all questions, and is to otherwise serve as a spokesperson for the Board. The Chair serves as an ex officio member of all standing committees of the Board.

4. **Vice Chair.** In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, has the powers of and is subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board.

5. **Resignation of Officers.** An officer of the Board may resign at any time by delivering written notice to the Chair (or, if the resigning officer is the Chair, to the Vice Chair) and the President of the University.

6. **Removal of Officers.** Any Board officer may be removed from such office by a two-thirds majority of the Board's voting Trustees in office at a meeting of the Board called expressly for that purpose.

7. **Vacancies.** Board officer vacancies may be filled through a special election at any meeting of the Board.

ARTICLE VIII Officers of the University

1. **Officers of the University.** The officers of the University designated to support Board activities are the President, a Secretary and such other officers and assistant officers as the Board determines may be necessary or convenient to conduct its business. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.

2. **President of the University.** The President is the executive and governing officer of the University and the president of the faculty. Subject to the supervision of the Board, the President shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President shall perform such other duties as assigned by the Board. The President may appoint other officers, who shall have such powers and duties as may be prescribed by the President. The President serves at the pleasure of the Board, and the Board shall prescribe the President's compensation and terms and conditions of employment. The Board is responsible for the reappointment or removal of the President.

3. **Secretary.** The Secretary is appointed by the President, subject to Board approval. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required

notices of meetings of the Board and the preparation of the minutes of meetings of the Board. The Secretary shall perform such other duties as assigned by the Board.

ARTICLE IX Board Committees

Subject to the requirements of applicable law, the Board may appoint such committees as it considers appropriate or necessary from time to time and shall define the duties of such committees, committee quorum requirements, and the reporting requirements of such committees and its members. Any committee of the Board and the members of any such committee serve at the pleasure of the Board.

ARTICLE X Conflicts of Interest

The Board and its Trustees stand in a fiduciary relationship to the University. Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the restrictions, conflict of interest provisions and disclosure requirements of the Oregon Government Ethics Law (ORS Chapter 244), these Bylaws, and any Code of Ethics and Conflict of Interest Policy adopted by the Board.

ARTICLE XI Indemnification

1. **Indemnification.** The University shall, to the extent legally permissible, indemnify each Trustee against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided the Board determines that he or she acted in good faith, in a manner reasonably believed to be in or not opposed to the best interests of the University, and in a manner that does not amount to malfeasance or willful or wanton neglect of duty.

2. **Advance Payment of Expenses.** Upon a Trustee's written request to the President accompanied by the documentation described below in this Section 2, the University shall pay the expenses described in Section 1 of this Article in advance of the final disposition of the proceeding. The Trustee's request must be accompanied by the following, in writing and executed personally by the Trustee: (i) an affirmation of the Trustee's good faith belief that the Trustee has met the standard of conduct described in Section 1 of this Article and (ii) an undertaking to repay the advances if it is ultimately determined that the Trustee did not meet such standard of conduct.

3. **Personal Liability.** Trustees are not personally liable for any debt, liability, or obligation of the University. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the University may look only to the funds and property of the University for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the University.

4. **Miscellaneous.** The foregoing rights of indemnification and advancement of expenses are not exclusive of any other rights to which any Trustee may be entitled, under any other Bylaw, agreement, vote of disinterested Trustees, or otherwise, and shall continue to apply to a person who has ceased to be a Trustee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Document History:

- Adopted January 9, 2014

Board Officers

The officers of the Board are the Chair and Vice Chair.

Election of Board Officers

Before the first regular Board meeting in even-numbered years, the Secretary of the Board will poll trustees for comments and recommendations to nominate either current officers for re-election or new officers for election to two-year officer terms to begin July 1.

The Secretary will notify nominees of their nomination, inform them of Board officers' responsibilities, and confirm nominees' willingness to serve. The Secretary will report these findings to the Executive and Audit Committee.

At the first regular Board meeting in even-numbered years, the Executive and Audit Committee will make recommendations to the Board regarding the election or re-election of Board officers.

Officers are elected by a simple majority of those present at the Board meeting at which the election is held, a quorum being noted. Nominations may be made at the time of election. Election will be by written ballot upon the request of any two (2) trustees present at the election.

The two-year terms of incoming officers will begin on July 1. Officers will continue in office until their successors are elected. No officer will be eligible to serve more than two (2) consecutive two-year terms in the same office.

Board officer vacancies may be filled by election at any meeting of the Board. Election to a vacant office shall be for the remainder of the unexpired term.

Role of the Chair

The Chair shall preside over all Board meetings; appoint all committees not otherwise provided for; be an ex-officio member of all standing committees; execute all legal documents and instruments on behalf of the Board affecting interest in lands; and perform any other duties usually devolving to such an officer. At the request of the Chair of the Board, or when the Chair is absent or unable to act, the Vice Chair shall discharge the duties of the office as Chair Pro Tempore.

In selecting a Chair, the following should be considered:

- Leadership ability;
- Philosophy and judgment;
- Past performance as a Trustee;
- Availability of time; and
- Willingness to serve and commit the required time.

The Chair of the Board is the Board's leader in carrying out its policy role within the organizational framework of the Board. Specific duties include the following:

- Providing policy leadership separate from the Administration;
- Acting as presiding officer of the Board;
- After consultation with the Vice Chair and the Secretary, appointing the chair, vice chair, and members of all standing committees;
- Serving as the liaison between the Board and the President;
- Acting as Chair of the Executive and Audit Committee;
- Monitoring and evaluating the work of each of the Board committees;
- Coordinating the work of Board committees by seeing that work is planned in advance and by periodically attending committee meetings; and
- Representing the University in major public relations matters where the policy of the institution is concerned.

Role of the Vice Chair

Qualifications for Vice Chair should, in general, be the same as those for Chair. At the request of the Chair of the Board of Trustees or in the Chair's absence or inability to act, the Vice Chair of the Board discharges the duties of the office as Chair Pro Tempore of the Board of Trustees. **The Vice Chair serves as a liaison to the OSU Foundation Board, providing regular reports on Board activities, unless otherwise delegated by the Chair.**

Document History:

- Adopted by the Board of Trustees March 13, 2014

Policies and Directives for Repeal by the Board of Trustees

Title (from original source)	Original Source/ Item to Repeal	Rationale for Repeal
Academic Calendar	SBHE policy	No longer applicable: Addresses specific requests from University of Oregon regarding semester calendar and common academic calendars across institutions.
Board's Financial Powers	SBHE OAR 580-040-0005 580-040-0010 580-040-0040	Superseded by OSU Board action: Superseded by adoption of Board Resolution 14-12 Delegating Authority to the University and the Finance & Administration Committee charter .
Board Procedures 580-001	SBHE OAR 580-001-0000 580-001-0005	Superseded by OSU Board action/ No longer applicable: OSU Board has adopted Conduct of Board Meetings policy ; sections describing rulemaking are no longer applicable under new governance structure.
Categories of instruction	SBHE Policy	No longer applicable: Addresses categories of instruction at all institutions.
Capital Construction and Contracting	SBHE OAR 580-063-0005	Superseded by OSU Board action: Superseded by adoption of Board Resolution 14-12 Delegating Authority to the University and the Finance & Administration Committee charter
Conflict of Interest, Policy Statement Regarding	SBHE Policy Section A	Superseded by OSU Board action: Superseded by adoption of Trustees Code of Ethics and Trustees Conflict of Interest and Recusal
Curricular Policies and Procedures Curricular Allocations	SBHE Policy SBHE Policy	No longer applicable: Inconsistent with current statute, refers to other institutions, does not reflect role of Higher Education Coordinating Commission under new governance statute.
Emblematic Designs	SBHE Policy	Superseded by Board action: Superseded by adoption of Board Resolution 14-12 Delegating Authority to the University .
Executive Leadership & Management , Executive Searches, Appointments and Management, Executive Contracts Selection of an Interim or Acting President Appointment of Presidents	SBHE Policy SBHE IMD 1.141, SBHE IMD 1.145	Superseded by Board action: These are OUS-specific policy and directives. Superseded by adoption of Presidential Search and Selection Guidelines , Presidential Assessment Policy , and Presidential Compensation Philosophy . Elements related to faculty rank and indefinite tenure is a matter of contractual agreement between the Board and the President.

TAB C
Exhibit C

Graduate Programs New	SBHE Policy	No longer applicable: Refers to outdated OUS council and review process. Superseded in part by adoption of Academic Strategies Committee charter and Resolution 14-12 Delegating Authority to the University .
Hearing Officers, Appointment of	SBHE Policy	No longer applicable: Refers to rulemaking procedures that are no longer applicable.
Housing for Presidents and Chancellor	SBHE Policy	No longer applicable: This is a matter of contractual agreement between the Board and the President
Legal Services, IMD	SBHE IMD	No longer applicable: Superseded by ORS 352.087(o) and Resolution 14-12 Delegating Authority to the University .
Other authority and Relationships (includes inter-institutional committees, Official Communication between Board, Chancellor, and Staff, Change in Name of Institution, Establishing Schools or Colleges)	SBHE IMD 1.200, 1.205, 1.300, 1.305	Superseded by Board action/No longer applicable: 1.200: No longer applicable, pertains to committees formed by SBHE vice chancellor 1.205: No longer applicable, pertains to communication from the chancellor to SBHE members, which is no longer applicable 1.300: No longer applicable due to change in governance statutes. 1.305: Superseded by adoption of Academic Strategies Committee charter and Resolution 14-12 Delegating Authority to the University .
Program Closures, Suspensions, and Eliminations	SBHE Policy IMD 2.001	No longer applicable: Contains unclear sections of SBHE minutes and other references that are no longer applicable.
Reorganization of Institutions	SBHE Policy	Superseded by Board action: Superseded by adoption of Academic Strategies Committee charter and Resolution 14-12 Delegating Authority to the University .
Risk Management Program Policy	SBHE Policy	No longer applicable: Refers to structures and committees at the SBHE that no longer exist.
Student Conduct	SBHE IMD 1.130	Superseded by Board action: Superseded by adoption of Academic Strategies Committee charter and Resolution 14-12 Delegating Authority to the University .