



EASTERN OREGON
UNIVERSITY

Board of Trustees

Latest Version of Proposed

EOU Organic Documents

(Bylaws and Policies / Statements)

**BYLAWS
OF
EASTERN OREGON UNIVERSITY**

ARTICLE I

Name

The legal name of this independent public body is Eastern Oregon University ("University").

ARTICLE II

Purposes of Organization

The purposes for which the University is organized are to carry out and exercise the powers, rights, duties and privileges, within and outside this state, that are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges.

ARTICLE III

Board of Trustees

- 1. Business and Affairs.** The University shall be governed and the business and affairs of the University shall be managed by the Board of Trustees of Eastern Oregon University ("Board"), which may exercise all such powers, rights, duties and privileges as are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges. The Board may delegate and provide for the further delegation of any and all such powers, rights, duties and privileges subject to limitations expressly set forth in law.
- 2. Membership.** The membership of the Board is established by law. With the exception of the President of the University (who serves as a non-voting ex officio member of the Board), the Trustees are appointed by the Governor of the State of Oregon and are subject to confirmation by the Oregon Senate in the manner prescribed by law.
- 3. Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any Trustee. A Trustee may resign at any time by delivering written notice to the Governor, the Chair of the Board of Trustees, and the President of the University. When a vacancy exists, the Board Chair, in consultation with the other Trustees, shall contact the Office of the Governor with a recommendation concerning the filling of the vacancy.
- 4. Removal.** The Governor may remove a Trustee other than the President as provided by law. The Board may terminate the status of the President as a Trustee by terminating the President's appointment as President of the University, subject to the rights, if any, of the President under a contract of employment.

5. Board Officers.

- a. The Board shall select one of its members as Chair and another as Vice Chair, who shall be the Board Officers. Thereafter, a vacancy in the position of Chair shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall appoint the Chair. A vacancy in the position of Vice Chair shall be filled by the Board. The Chair and Vice Chair shall hold office for two years, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. The Chair and Vice Chair may be appointed to consecutive terms. The Chair and Vice Chair shall not be employees or students of the University and shall not, as Chair and Vice Chair, be authorized to bind the University. The Board may appoint such other Board Officers with such duties as the Board determines necessary or appropriate.
- b. The Chair shall establish the agenda for and preside at all meetings of the Board. The Chair shall perform such other duties as assigned by the Board. In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board. Other officers of the Board, if any, shall be subject to the authority of the Chair and Vice Chair.
- c. Notwithstanding the appointment of a Chair, Vice Chair, and other officers, authority is vested in the Board collectively and not in any individual Trustee. Individual Trustees do not speak on behalf the Board or University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the Board and University, unless otherwise determined by the Board.
- d. A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a two-thirds majority vote of Trustees eligible to vote.

6. Compensation; Reimbursement of Expenses. A Trustee performing his or her official duties is not acting as an employee of the University and shall not receive a salary. In accordance with University policy and upon approval by first the Secretary and then the Vice President of Finance & Administration of the University (or their designees), a Trustee may be reimbursed for reasonable expenses incurred in connection with the performance of official duties.

7. Faculty and Non-faculty Staff Trustees. The Faculty Trustee and Non-faculty Staff Trustee are each hereby granted reasonable leave with pay at their regular salaries as employees of the University to attend meetings of the Board and other official Board functions that occur between the hours of 8 a.m. and 5 p.m. Pacific Time Monday through Friday. Nothing in this section 7 shall be deemed to alter the compensation of the faculty member or staff member for the performance of their duties as a University employee.

ARTICLE IV
Meetings of the Board

1. Public Meetings. A "public meeting" of the Board is the convening 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 Oregon public meetings law. The term "public meeting" does not include any on-site inspection of any project or program or the attendance of Trustees at any international, national, regional, state or local association to which the Board or its members belong.

2. Quorum of the Board. Except as otherwise specified herein, a quorum of the Board is required to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office, including the President, at the time of the meeting.

3. Manner of Acting.

- a. Except as otherwise specified herein, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Trustees present.
- b. All Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair, except that a Trustee may not vote if the Trustee is disqualified from voting under law, these bylaws, or applicable Board action. Abstentions may be permitted by the Chair.
- 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 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 shall constitute such Trustee's presence in person at the meeting.

4. Quorum Not Required. A majority of the voting Trustees present at a meeting that is subject to the quorum requirements of this Article, 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.

5. 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 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, these Bylaws or other Board action, 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.

6. Procedural Rules. Procedural disputes shall be resolved by traditional procedural rules, as interpreted by the Chair. Any Trustee who disagrees with a procedural decision may introduce a motion to amend or reverse the procedural decision.

ARTICLE V

Public Meeting Procedures

1. Regular Meetings. Regular public meetings of the Board shall be held at least once quarterly on such dates and at such times as specified by the Chair.

2. Special Meetings. Special public meetings of the Board may be called at any time by the Chair and must be called by the Chair within seventy-two (72) 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. Signatures may be electronic and in counterparts.

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. Signatures may be electronic and in counterparts. Minutes of emergency public meetings shall describe the emergency justifying the emergency public meeting.

4. Place of Meetings. By law, Eastern Oregon University has no territorial boundaries. Except as indicated below, all regular public meetings and special public meetings of the Board shall be held in the State of Oregon at a location owned, controlled, leased, or licensed by the University. Emergency public meetings requiring immediate action may be held at other locations. When conducting a regular public meeting or special public meeting with another governing body or federally recognized American Indian tribe, the Board may meet within the jurisdictional or territorial boundaries of that governing body or tribe.

5. Notice of Meetings.

a. 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 public meetings shall be given to the news media which have requested notice and to the general public at least 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. Notice of a regular or special public meeting must be given to each Trustee at least 48 hours prior to the hour of the meeting, but longer advance notice as set forth in other Board action is preferable. Notice to each Trustee of an emergency public meeting shall be such as is appropriate to the circumstance. Notice of all such meetings may be given to Trustees 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 notice is provided by electronic mail, telephone, or facsimile transmission, notice shall be deemed given immediately if the notice is provided to the Trustee's Eastern Oregon University electronic mail address or, as applicable, the Trustee's telephone number or facsimile number on file with the Secretary for the purpose of receiving such correspondence. If provided by postal delivery, notice shall be 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 prepaid. Notice by all other means shall be deemed to be given when received by the Trustee.

6. Minutes of Meetings. The Board shall provide for the taking of written minutes of all public meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the public meetings and the views of the participants. In addition to written minutes, the Board may provide for an audio recording, an audio and video recording, streaming audio, or streaming audio and video. A record of each recording or transmission shall be retained in accordance with applicable records retention requirements.

ARTICLE VI Officers of the University

1. Officers. The officers of the University shall be a President, Provost, Vice President for Finance & Administration, General Counsel & Secretary and such other officers as may be deemed necessary by the President to conduct University business. The officers shall have such authority and perform such duties as set forth in the law and these Bylaws and as may be prescribed by Board action or by the President.

2. President. The Board shall appoint a President. The President of the University is the President of the Faculty. The President is also the executive and governing officer of the University, except as otherwise provided by statute or action of the Board. Subject to the supervision of the Board, the President of the University has authority to direct the affairs of the University. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to affairs of the University. The President shall perform such other duties as assigned by the Board. The President may appoint other officers and employees of the University, who shall have such powers and duties as may be prescribed by the President. The President is authorized to accept legal process on behalf of the University.

3. Vice President for Finance & Administration. The President shall appoint a chief financial officer, who shall be the Vice President for Finance & Administration. Subject to the

supervision of the Board and applicable law, the Vice President for Finance & Administration of the University shall properly account for all monies collected, received and expended by the University and all real and personal property of the University. The Vice President for Finance & Administration will keep and maintain, or cause to be kept and maintained, adequate and correct records of the assets, liabilities, and business transactions of the University. The Vice President for Finance & Administration will disburse the funds of the University as may be provided for by the Board, may settle and pay all claims against the University, and will render to the President or the Board, upon request, an account of the financial condition of the University.

4. Provost. The President shall appoint a Provost who shall have such powers and duties as assigned by the President. In the absence or incapacity of the President, the Provost shall assume the duties of the President. In the absence or incapacity of the President and the Provost, the Vice President for Finance & Administration shall assume the duties of the President.

5. General Counsel & Secretary. In consultation with the Board Chair and Vice Chair, the President shall appoint the General Counsel & Secretary. As General Counsel, the appointee shall be the chief legal officer of the University and shall represent and advise the University (including the Board, officers and employees) in all matters related to the affairs of the University. As Secretary, the appointee shall cause the required notices of meetings of the Board to be sent to each Board member, and the preparation of the minutes, any audio recording, audio and video recording, streaming audio, or streaming audio and video of meetings. The General Counsel & Secretary is the custodian of and shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements. The Secretary is authorized to accept legal process on behalf of the University.

ARTICLE VII Board Committees

Subject to the requirements of applicable law, the Board may establish such committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees.

ARTICLE VII Conflicts of Interest

1. In General. Subject to the requirements of law and of this Article IX, the Board may take any action involving either a potential conflict of interest or an actual conflict of interest (as defined in ORS Chapter 244). Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest for a Trustee, the Trustee shall publicly announce the nature of the potential or actual conflict of interest. Any Trustee having an actual conflict of interest in a transaction with the University shall in addition (i) refrain from participating in any discussion or debate on the issue out of which the conflict

arises, and (ii) refrain from voting on the issue, unless the Trustee's vote is necessary for Board action on the issue and is otherwise not prohibited by ORS Chapter 244.

2. Labor Negotiations. The faculty and non-faculty staff members of the Board may not participate in any discussions or action by the Board or attend any executive session of the Board involving collective bargaining issues that affect faculty or non-faculty staff at the university.

3. Other. The Board may take such actions pertaining to conflict of interest and ethics as the Board determines to be appropriate.

ARTICLE IX Indemnity

1. Indemnification and Defense in General.

- a. The University shall defend and indemnify any Trustee or Officer ("Party") against any Claim, whether groundless or otherwise, arising out of or relating to an alleged act or omission occurring in the performance of official duties. The University shall not provide indemnification and defense in case of malfeasance in office or willful or wanton neglect of duty. The University may cease to provide indemnification or defense upon a determination by the University, in its sole discretion, that an act or omission may constitute malfeasance in office, willful or wanton neglect of duty, or criminal conduct.
- b. The University may choose to defend a Party under a reservation of rights. Any Party to whom the University is providing a defense shall cooperate fully with the University in the defense of such Claim. If the University determines, in its sole discretion, that such Party has not so cooperated or has otherwise acted to prejudice the defense of the Claim, the University may at any time terminate its defense and indemnity or proceed under a reservation of rights.

2. Legal Expenses when Claim is by a Governmental Entity or Professional Licensing Authority.

- a. Expenses incurred by a Party in the defense of a civil Claim by a governmental entity or a professional licensing authority may be advanced or reimbursed by the University if the University, in its sole discretion, determines that the civil Claim arose out of the Party's performance of official duties. Such advancement or reimbursement constitutes part of the Party's official compensation package for purposes of ORS Chapter 244. The University may decline to reimburse a Party for any expenses incurred prior to the University's written commitment to provide reimbursement.
- b. Expenses shall be paid by the University in advance of the final disposition of a civil Claim described in this section 2 at the written request of the Party if:

- (1) The University determines, in its sole discretion, that the conduct of such Party was in good faith, and the Party reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.
- (2) The Party furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by the University, in its sole discretion, that such Party is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted to such Party.
- (3) Such advances shall be made without regard to the person's ability to repay such advances.

3. Legal Representation. The General Counsel or designee shall have the exclusive authority to select counsel and to defend against any Claim. The General Counsel will consult with the Party regarding any term of a settlement agreement that affects the legal rights of the Party.

4. Definition. The term "Claim" means any threatened, pending, or completed investigation, action, suit, or proceeding brought by a party other than the University, and includes court costs, expenses, and attorney fees.

5. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the University or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a Party, and (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

6. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Claim or complaint.

ARTICLE X

Miscellaneous Provisions

1. Principal Office. The principal office of the University is located at the Office of the President, Eastern Oregon University, One University Boulevard, Inlow Hall Room 216, La Grande, Oregon 97850.

2. Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws. The headings in these Bylaws are provided for convenience and shall not be considered in the interpretation or construction of these Bylaws.

3. **Authority.** Because the Board is the final University authority, these bylaws and Board actions have precedence over other actions of the University and its constituent parts without regard to whether such actions have the force of law. Any such actions shall be consistent with these Bylaws.

4. **Amendment of Bylaws.** These Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by the Board at any regular or special public meeting.

Approved on _____, 2015.

Chair of the Board

Secretary of the University

Board Statement Number 1 Conduct of Public Meetings

1.0 Regular Meetings

1.1 Content of the Agenda. Only items approved by the Chair, President or a majority of the Board may be placed on the agenda for a regular meeting.

1.2 Notice of Meeting and Delivery of Materials to Trustees. Every reasonable effort will be made to provide notice of a regular meeting of the Board of Trustees and all available, pertinent materials, to each Trustee no less than seven calendar days before the meeting. The proposed agenda and all available, pertinent materials for a regular public meeting of the Board should be provided to each Trustee by email to the Trustee's official Eastern Oregon University email address, which may be an email that contains only a link to the agenda and materials, not less than seven days before any regularly scheduled meeting.

1.3 Notice of Meeting to Others. Every reasonable effort will be made to provide notice of a regular public meeting of the Board of Trustees to all others no less than six calendar days before the meeting.

1.4 Board Calendar . The Board must meet at least once quarterly. Generally, regular Board meetings will be in September, December, March and June. The Secretary will work with each Board member to generate a schedule of regular Board meetings for at least one year in advance. The Secretary will cause to be posted on the Board's website and delivered to each Trustee periodically an updated schedule of the Board's regular meetings.

1.5 Order of Regular Meetings. The following will be the order of business at each regular public meeting of the Board:

1. Call to Order/Roll/Declaration of a Quorum
2. Public Comment
3. Reports
4. Consent Agenda (including approval of minutes)
5. Action Items

7. Discussion Items
8. Adjournment

The Chair or President determines the items to be placed on the consent agenda. An item may be removed from the consent agenda by the Chair, President, or majority vote of a quorum of the Board. The order of business of the Board may be altered by the Chair, President or majority vote of a quorum.

2.0 Special and Meetings and Emergency Meetings

2.1 Definition. Any meeting that is not a regular meeting of the Board is a special meeting of the Board or, in proper cases, an emergency meeting.

2.2 Content of the Agenda. Only items approved by the Chair, President or majority of a quorum may be placed on the agenda for a special meeting.

2.3 Notice to Trustees. Every reasonable effort will be made to provide notice of a special meeting of the Board of Trustees and all available, pertinent materials, to each Trustee no less than five calendar days before the meeting. The proposed agenda and all available, pertinent materials for a special meeting of the Board should be provided to each Trustee by email, which may be an email that contains only a link to the agenda and materials, not less than five days before any special meeting.

2.4 Notice to Others. Every reasonable effort will be made to provide notice of a special meeting of the Board of Trustees and all available, pertinent materials, to all others no less than four calendar days before the meeting.

3.0 Role of the Chair

The Chair presides over all meetings of the Board and is authorized to control meetings, preserve order and decorum, and prohibit comments that are duplicative, disruptive, repetitive or irrelevant. Meetings may be canceled or rescheduled in the discretion of the Chair.

4.0 Procedure for Public Comment

4.1 Importance. The opportunity for public comment will be provided at regular meetings of the Board. Public comment is an important component of effective governance. Public comment provides an opportunity to share ideas, information and opinions. Public comment may not be used as a forum for negotiations or asking questions of individuals.

4.2 Protocol. The Chair has the authority to alter this protocol in the interest of time or other considerations. Priority in public comment will be given to topics on the meeting agenda.

4.3 Sign-Up. An individual who wishes to provide public comment must sign up with the Secretary of the University in advance of the meeting, stating his or her name, affiliation with the university or other group, and topic to be discussed. Sign-up may be available on the Board's website, and a sign-up sheet will be available at each meeting. Sign-up via the Board's website must be made at least 24 hours in advance of the scheduled start of a meeting.

4.4 Duration. Unless otherwise indicated on the agenda or by the Chair, each public comment period will be no more than 15 minutes in length with a limit of three minutes per speaker. The Chair may call individuals out of order of sign-up to ensure that different

viewpoints are heard during the public comment period. The Chair may require that a group designate one spokesperson to make comments. Those who sign up and are not called are invited to share their comments in writing in the manner indicated below. Such written comments shall become part of the Board record and shall be distributed to the Trustees. The public comment period is complete when all public comments have been provided or the public comment period expires, whichever occurs first.

4.5 Written Information. An individual who wants to provide written information to the Board may do so by: (1) sending the material electronically to board@eou.edu; (2) delivering the material to the Office of the University Secretary; or (3) mailing the material to the Office of the University Secretary, Eastern Oregon University, One University Boulevard, Inlow Hall Room 216, La Grande, Oregon 97850. The Chair, President and Secretary will determine whether and, if so when, submitted material is appropriate for dissemination to Trustees based on the University's bylaws and relevant Board actions. Materials may be subject to disclosure under the Public Records Law.

5.0 Role of the Secretary

5.1 Notices and Minutes. The Secretary is responsible for causing: the issuance of required notices of meetings of the Board; the issuance of the agenda; the preparation of the minutes, and making arrangements for any audio recording, audio and video recording, streaming audio, or streaming audio and video. The Secretary shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements and is the custodian of such records.

6.0 Executive Sessions

6.1 Authorization. Executive sessions are authorized by Oregon public meetings law. The Chair shall have discretion, consistent with applicable law, to determine whether the Board or a Committee should meet in executive session. When the Chair determines that an executive session is appropriate, the Chair will use the following procedure:

- The Chair will announce the executive session as required by law and cite the basis for and statute authorizing an executive session for each subject to be discussed;
- The Chair or Secretary will specify individuals who may remain in the meeting;
- The Chair or Secretary will instruct news media on each subject that the news media may not disclose;
- The Chair or Secretary will also notify news media that they are prohibited from making audio or video recordings of the executive session;
- The Chair or Secretary will notify news media that they are excluded from the executive session for one or more of the reasons set forth in section 6.4 below;
- The Chair or Secretary will determine whether the executive session is recorded or whether minutes shall be kept. If a recording is made, the Secretary shall specify on the recording when the executive session begins and ends;

- At the conclusion of executive session, the Chair or Secretary shall notify all other members of the audience that the portion of the meeting open to the public has resumed.

6.2 Notice. Notice of an executive session shall be provided substantially in accordance with notice of a regular, special or emergency meeting, depending on whether the executive session is to take place during a regular, special, or emergency meeting. The Board may hold meetings that consist solely of an executive session. The basis for and statute authorizing the executive session will be included in the notice.

6.3 Inclusion of News Media. Only representatives of the institutional news media are permitted in executive session when not excluded.

6.4 Exclusion of News Media. Representatives of the news media are allowed to attend executive sessions other than those held to conduct deliberations with persons designated by the governing body to carry on labor negotiations; to confer with counsel on current litigation or litigation likely to be filed if the member of the news media is a party to the litigation or is an employee, agent or contractor of a news media organization that is a party to the litigation; or when material or information that is confidential under federal law or that constitutes a faculty record under Oregon Law will be discussed.

7.0 Committee Meetings

Committee meetings shall be conducted substantially in accordance with this policy.

Approved on _____, 2015.

Chair of the Board

Secretary of the University

Board Statement Number 2 Delegation of Authority

1.0 Authority of the Board of Trustees

1.1 Board Authority. The Board of Trustees is the final University authority and has full control of the University and its property of various kinds. The Board may take any and all actions as it determines necessary or appropriate, to the extent permitted by law. Board actions have precedence over other actions of the University and its constituent parts. Any such actions shall be consistent with Board actions. The Board may review and intervene in any and all aspects of the University; amend or rescind any action; and take any such action it deems proper. The Board shall adopt a mission statement for the University in consultation with the faculty, students and staff members.

1.2 Collective Bargaining Agreements. Nothing in this Policy affects any collective bargaining agreement entered into prior to the adoption of this Board Statement.

1.2 Appointment of the President of the University. As provided in ORS 352.096, in consultation with the Governor, or the Governor's designee, the Board shall appoint and employ a President of the University. Except in the case of an interim or acting president, the hiring committee for the president of the University shall include representatives of the university community and at least one other president of a public university based in Oregon. The President reports exclusively to the Board, and the Board supervises the President. The Board shall prescribe the President's compensation and terms and conditions of employment and is responsible for the reappointment or removal of the President. The President shall perform such duties as are assigned by the Board. Except as otherwise provided by law or Board action, the President is the executive and governing officer of the University and President of the faculty. The faculty and officers and employees of the University shall, through appropriate channels, be responsible to the President of the University and through the President to the Board of Trustees, except that the Vice President of Finance & Administration and Secretary are responsible to the Board in relation to the business of the Board. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to the affairs of the University.

1.3 University Budget. The Board shall adopt the budget of the University.

1.4 Tuition and Fees. The Board shall determine tuition and mandatory enrollment fees, including the incidental fee, in accordance with ORS 352.102, ORS 352.105, and other applicable law.

1.5 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section 1.5. All other authority for

business and administrative affairs, including the authority set forth in section 3.8, is delegated to the President.

- 1.5.1 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.
- 1.5.2 The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$1,000,000.
- 1.5.3 The approval of the appointment of external auditors.
- 1.5.4 The approval of a capital project budget that is anticipated to exceed \$1,000,000, including for architects, construction managers, engineers and other professional consultants; and approval of any increase to a capital project budget that causes the total of all increases to the capital project budget to exceed \$1,000,000.
- 1.5.5 The approval of the execution of instruments relating to any borrowing or debt finance transactions which are or may be in excess of \$1,000,000, singularly or in the aggregate.
- 1.5.6 The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$1,000,000, unless the shares, stock or other equity or interests in or obligations of the entity are publicly traded or provided through the State Treasurer, Eastern Oregon University Foundation or a brokerage firm, investment bank, depository or other licensed firm.
- 1.5.7 Consent to the encumbrance of University real property by the State of Oregon.
- 1.5.8 The approval of the execution of any other instruments, including but not limited to instruments related to the acquisition, disposal or provision of goods and services, where the anticipated cost or value to the University exceeds \$1,000,000; and approval of any increase or decrease in cost or value that causes the total of all increases or decreases in cost or value to exceed \$1,000,000. When the ultimate aggregate cost to the University is not known in advance for instruments relating to the acquisition, disposal or provision of goods or services on a continuing or intermittent basis (e.g. rental, service, or supply contracts), the amounts set forth in this paragraph shall be calculated on an annual basis.
- 1.5.9 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.

1.6 Academic Affairs.

1.6.1 The Board has the authority to establish, eliminate, control or substantially reorganize academic programs and units of operation. Any significant change in the University's academic programs as defined by the Higher Education Coordinating Commission must be approved by the Board prior to submission to the Commission. The Board confers academic degrees, certificates and other forms of recognition upon the recommendation of the faculty. Such academic degrees, certificates and other forms of recognition are granted in the name of the

Board of Trustees of Eastern Oregon University and are executed by the Board Chair and the University President. The Board shall have the exclusive authority to approve honorary degrees.

1.6.2 The Board delegates to the president and the professors ("the faculty" as defined in ORS 352.146) authority relating to: (a) academic standards relating to admission to study at the University; (b) curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University; and (c) standards of student competence in a discipline.

1.7 Gifts. The Board retains sole authority for gifts to the University set forth in this section 1.7. All other authority related to gifts is delegated to the President.

- 1.7.1 Gifts that create obligations on the part of the University for which there is no established funding source.
- 1.7.2 Gifts with a value exceeding \$1,000,000 which involve: (1) Construction of facilities not previously approved; or (2) Non-traditional investment assets (such as real estate, debt instruments, closely held stock, partnership interests, permanent insurance policies, royalties, copyrights, licenses, and other illiquid assets); provided that gifts described in this subsection with a value between \$500,000 and \$1,000,000 will be reported to the Board of Trustees quarterly.
- 1.7.3 A gift requiring naming of a University building or outdoor area.
- 1.7.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.
- 1.7.5 Current gifts of non-traditional investment assets, charitable lead trusts where the University is to act as trustee, bargain sale gifts of property, and partial interest gifts.
- 1.7.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.
- 1.7.7 Gifts of real estate, interests in real estate, or gifts of debt instruments secured by real estate from other than the Eastern Oregon University Foundation. The Treasurer shall determine in each such case, including when the gift is from the Eastern Oregon University Foundation, whether a hazardous waste inquiry or other due diligence is required, and the scope and extent of such inquiry. The President and the Vice President for Finance & Administration, in consultation with the Vice President for Development, shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

1.8 Gifts to the Eastern Oregon University Foundation. Gifts to the Eastern Oregon University Foundation shall be accepted by the Eastern Oregon University Foundation in accordance with then-current agreements between the University and the Foundation (as may be amended from time to time).

2.0 Authority of the President of the University

2.1 Executive and Governing Officer; Delegation. The President of the University is the executive and governing officer of the University, except as otherwise provided by statute or Board actions. Subject to the supervision of the Board and Board action, the President shall direct the affairs of the University. The authorities and responsibilities of the President of the University include, but are not limited to, the authorities and responsibilities set forth in and modified by section 1.0 and this section 2.0, and the President may delegate any authorities and responsibilities, except as provided by Board actions. Any delegation must be consistent with Board actions. The President remains responsible for the proper functioning of the University, notwithstanding any delegation.

2.2 Presidential Actions. The President of the University shall take such actions regarding matters within the authority of the President when the Board or the President deems it necessary or appropriate. Any Presidential actions are subordinate to and must be consistent with Board actions. In carrying out these duties, the President shall consult with the faculty, other employees, and students as deemed appropriate by the President. Consultation shall not remove from the President the authority and the responsibility vested in the President by law and Board actions.

2.3 Emergency and Temporary Actions; Technical Corrections. The President of the University shall take emergency and temporary actions when the Board, its designee, or the President deems it necessary or appropriate. Such actions may have the scope and force of Board actions and must be reported to the Board expeditiously. Pursuant to expedited procedures, the President of the University may amend a Board action or Presidential action in order to correct typographical errors, make address or formatting changes, or clarify language without changing the effect of such actions. Such amendments must be reported to the Board quarterly. The President may make expedited repeals of Board actions upon notice to the Board and Presidential actions, provided that expedited repeals of Board actions must be ratified at the next meeting of the Board or its designee.

2.4 Committees, Councils and Advisory Groups. The President of the University shall establish and define the charge of any and all University committees, councils, and advisory groups, except as provided in Board action. The establishment and charge of any and all University committees, councils and advisory groups shall be consistent with law and Board action. The recommendations and reports of all committees, councils and advisory groups shall be made to the President. The President shall inform the Executive Committee of the Board regarding significant recommendations and reports related to the affairs of the University. Upon request by the Chair of the Board or a majority of the Trustees, the President shall provide the Board with a recommendation or report of a University committee, council or advisory group.

2.5 Students. Subject to Board action, the President is responsible for development and administration of policies governing the role of students and their conduct. In carrying out this

responsibility, the President shall take into account the views of students, faculty, and others. The guidelines for student conduct which set forth prohibited conduct and provide for appropriate disciplinary hearings and sanctions for violations of law or institutional policies must be consistent with standards of procedural fairness. The Board recognizes and affirms the importance of active student involvement in the deliberative and decision-making processes.

2.6. University Personnel. The President of the University shall act for the Board of Trustees regarding all personnel and employment matters, including labor relations and approval of collective bargaining agreements. Subject to Board action, the President has the exclusive authority to and shall establish necessary or appropriate written policies covering all employees not represented by a collective bargaining organization and necessary or appropriate written policies covering employees represented by a collective bargaining organization, subject to any legal obligation to negotiate the terms and conditions of such policies with the exclusive representative of the relevant bargaining unit. Upon request by the Chair of the Board or a majority of the Board, the President shall provide the Board with requested information regarding personnel and employment matters, including labor relations and collective bargaining. The President may appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers.

2.7 Research Grants and Contracts. The President of the University shall act for the Board of Trustees regarding grants and contracts for research, development, service, and training. However, a quarterly report to the Board is required for each initial contract or grant award that exceeds \$100,000, and when any increase or decrease to a contract or grant award causes the total of all increases or decreases to the contract or grant award to exceed \$100,000.

2.8 Execution and Administration of University Affairs. Except as provided by Board action, the President of the University shall act for the Board regarding the execution and administration of instruments and the affairs of the University. Notwithstanding the dollar limits specified in section 1.0 above, the President shall act for the Board of Trustees regarding the execution and administration of all instruments, business affairs, and operations relating to:

- 2.8.1 Acquisition of electricity, natural gas, sewer, water, and all other utility services;
- 2.8.2 The acquisition of goods and services made by participating in contracts entered into by group purchasing organizations or pursuant to collaborative purchasing initiatives with public or non-profit entities.
- 2.8.3 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board of Trustees.
- 2.8.4 The acquisition of goods and services for sponsored research programs when the source of the goods or services is directed by the sponsor, or the sponsor retains title to the goods acquired.
- 2.8.5 The settlement of claims or lawsuits brought against the University.
- 2.8.6 The acquisition of insurance or self-insurance.
- 2.8.7 Leases and licenses of real property and modifications thereto of up to 20 years.
- 2.8.8 Deferred gift assets.

- 2.8.9 Real property acquired through gift or devise from the Eastern Oregon University Foundation;
- 2.8.10 The protection of the University's interests, property and operations in an emergency.
- 2.8.11 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business;
- 2.8.12 The selection of depositories and investments.
- 2.8.13 The execution of instruments or the conduct of business affairs where approval by the Board or a Board committee is impractical due to time or other constraints. The President shall submit a report of any actions taken pursuant to this delegation to the Board of Trustees or its Executive Committee on or before the next regularly scheduled meeting.

2.9 Legal Action. The President of the University shall act for the Board of Trustees regarding all legal action necessary or appropriate to protect the interests of the University. However, no litigation shall be instituted against a public entity or official or in exercise of the power of eminent domain without approval by the Board of Trustees.

2.10 Gifts. The President of the University shall act for the Board of Trustees regarding all current and deferred gifts to the University, including gifts to establish quasi-endowed or permanently endowed funds. Notwithstanding any delegation by the President, a gift with unusual terms or conditions affecting an academic program shall be accepted only with the concurrence of the President to the proposed terms or conditions. The proceeds of any gift, devise, bequest, or contribution received by the University shall be administered in accordance with the terms of a written agreement between the donor and the University. . Wherever possible, the Eastern Oregon University Foundation shall manage gifts. The President of the University is authorized to act for the Board of Trustees regarding the disposition of gifts.

2.11 Fees, Fines and Charges. The President of the University shall establish fees, fines, and charges after providing notice to the Board. In arriving at a determination of fees, fines and charges, the President shall consult with employees and students as the President deems appropriate. The President shall enforce the collection of tuition, mandatory enrollment fees, other fees, fines, charges, and all other amounts due to the University.

3.0 Enforcement

Board actions shall have the force of law to the extent set forth therein. Emergency and temporary Presidential actions shall have the force of law to the extent set forth therein. Any Board action or Presidential action that is intended to have the force of law must include an opportunity for appeal. Any Board action or Presidential action may be enforced by the University through internal procedures and in any court of competent jurisdiction. All Board actions and Presidential actions are binding on University employees, students, volunteers, contractors and members of the public, except as set forth therein.

4.0 Miscellaneous

All authority not addressed in this Policy is delegated to the President.

Approved on _____, 2015.

Chair of the Board

Secretary of the University

Board Statement Number 3

Board Committees

1.0 Standing Committees

Subject to the requirements of applicable law, the Board may establish such Standing Committees and Ad Hoc Committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees. The Standing Committees of the Board shall be the Executive and Audit Committee, Finance & Administration Committee, and Academic and Student Affairs Committee. Standing Committees may consist only of Trustees, continue until terminated by the Board, and develop a charter for approval by the Board. The term of Ad Hoc Committees, if any, shall be one year or less. An Ad Hoc Committee shall include at least one Trustee, engage in information gathering and reporting only, and make any report or recommendation to the Chair of the Board or the Chair of a Standing Committee.

2.0 Executive Committee

2.1 There shall be a six-member Executive Committee (EC) of the Board of Trustees. The Chair and Vice Chair of the Board and the chairs of the Finance Committee and Academic and Student Affairs Committee shall each be an ex officio voting member of the EC, and the Chair of the Board shall select the fifth and sixth voting members. The University President may not serve on the EC. The Chair of the Board shall be the chair of the committee. During the absence or incapacity of the Chair, the Vice Chair shall be the chair. During the absence or incapacity of the Chair and the Vice Chair, the chair of the Finance Committee shall be the chair.

2.2 The EC shall represent and, except as prohibited by applicable law, may act for the Board on any matter, except for the hiring or removal of the President of the University. The committee should generally endeavor to refer matters to the Board, but it is expected that the committee will act for the Board when the committee determines it to be necessary or appropriate. The committee shall submit reports on its actions to the Board.

2.3 The EC shall consider matters pertaining to the hiring, employment, and removal of the President of the University. The hiring or removal of the President shall be referred to the Board as a proposed motion.

3.0 Finance & Administration Committee

3.1 There shall be a seven-member Finance & Administration Committee (FAC). At the Board's second regular meeting of each odd-numbered calendar year or such other time as determined by the Board, the Board Chair shall appoint the chairperson and other members of the FC. The Chair and Vice Chair of the Board shall not be appointed to the FAC but may act as

alternates, including voting, in the event of the absence of any committee member at any meeting.

3.2 All matters considered by the FAC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action unless authority to act on behalf of the Board has been delegated expressly to the FAC. Subsequent to the transaction of any business under express delegated authority, the FAC shall render a report on the business to the Board.

3.3 The FAC may consider matters pertaining to the financial, capital, and other assets of the University. Matters that may be brought before the Committee include, but are not limited to, the following examples:

- 3.3.1 Budget—matters relating to the University's operating and capital budgets and requests for appropriation of state funds.
- 3.3.2 Investments and Finances—matters relating to the University's investments, finances, financial accounts, and debt finance.
- 3.3.3 Tuition and Fees—matters relating to tuition and mandatory enrollment fees.
- 3.3.4 Real Property—matters related to the acquisition, management, development and disposal of real property.
- 3.3.5 Personal Property—matters related to the acquisition, management, development and disposal of personal property, tangible and intangible.

Any of the above enumerated examples of matters brought before the FAC may be directed to any other committee or the Board for consideration.

3.4 The FAC may consider matters pertaining to audits, compliance and risk management. Matters that may be brought before the committee include, but are not limited to, the following examples:

- 3.4.1 Audits and Internal Controls—matters relating to external and internal auditors, audit plans and reports, and internal controls.
- 3.4.2 Compliance—matters relating to compliance with legal and regulatory requirements.
- 3.4.3 Risk Management—matters relating to risk management, insurance, and risk transfer devices.

4.0 Academic and Student Affairs Committee

4.1 There shall be a seven-member Academic and Student Affairs Committee (ASAC). At the Board's second regular meeting of each odd-numbered calendar year or such other time as determined by the Board, the Board Chair shall appoint the chairperson and other members of

the ASAC. The Chair and Vice Chair of the Board shall not be appointed to the ASAC but may act as alternates, including voting, in the event of the absence of any committee member at any meeting.

4.2 All matters considered by the ASAC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action unless authority to act on behalf of the Board has been delegated expressly to the ASAC. Subsequent to the transaction of any business under express delegated authority, the ASAC shall render a report on the business to the Board.

4.3 The ASAC may consider matters pertaining to the teaching, research, and public service programs of the University and to its faculty, staff, and students. Matters that may be brought before the Committee include, but are not limited to, the following examples:

- 4.3.1 Faculty and Staff Affairs—matters relating to the faculty and the professional and classified staff, including their status and responsibilities, discipline and welfare.
- 4.3.2 Educational Policy—matters relating to educational policy, including admissions requirements, instruction, curriculum, degrees, research, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units.
- 4.3.3 Student Welfare—matters relating to the general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, sports programs, and policies governing student discipline and student organizations.

Any of the above enumerated examples of matters brought before the ASAC may be directed to any other committee or the Board for consideration.

5.0 Notice of Meetings of Standing Committees

Meetings of Standing Committees of the Board shall be held at such times and places as may be fixed by each committee or its chair. The Secretary shall cause the required notices of meetings of Standing Committees to be sent to each member of the Board. The Secretary shall also cause the preparation of the minutes, any audio recording, audio and video recording, streaming audio, or streaming audio and video of the meeting. The Secretary shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements.

6.0 Quorums

A majority of the members of a Standing Committee shall be necessary to constitute a quorum. The faculty and non-faculty staff members of any committee shall not participate in any

discussions or action by the committee or attend any executive session of the committee involving collective bargaining issues that affect faculty or non-faculty staff at the university.

Approved on _____, 2015.

Chair of the Board

Secretary of the University

Board Statement Number 4
Performance of Official Business

1.0 Attendance at Events in an Official Capacity

1.1 University Events. From time to time, a Trustee and one or more relatives or members of the Trustee's household may be invited to attend a University event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches and other events for which there is ordinarily an attendance charge. Tickets to such an event may be provided by the University to a Trustee and one or more relatives or members of the Trustee's household without charge. The Trustee and guests may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event is considered to be official compensation, reimbursement of an expense, and not a gift for purposes of the Oregon government ethics law. Ordinarily, no more than four tickets for an event will be provided to a Trustee at no charge.

1.2 Non-university Events. From time to time, a Trustee and a guest may be invited to attend a non-university event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches and other events for which there is ordinarily an attendance charge. Tickets to such an event must be provided by the third party to the University. If the Trustee is to attend the non-university event in an official capacity, tickets may be provided by the University to a Trustee and a guest without charge. The Trustee and guest may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event is considered to be official compensation, reimbursement of an expense, and not a gift for purposes of the Oregon government ethics law.

2.0 Procedure for Reimbursement

All reimbursements for costs associated with official business that are actually incurred are subject to the relevant University policy except as set forth herein. A Trustee seeking reimbursement should coordinate with the Secretary to review current policies relating to expenditures and reimbursements. All reimbursements require the approval of the Secretary and the Vice President for Finance & Administration.

Approved on _____, 2015.

Chair of the Board

Secretary of the University

Board Resolution Number 1 Responsibilities of Individual Trustees

Whereas, the Board of Trustees develops and advances the mission and goals of Eastern Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for herself or himself and for future Trustees pledges to fulfill the duties set forth herein:

1. Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance.

2. Fiduciary Duties. Each Trustee acknowledges that he or she has fiduciary duties to the University and its beneficiaries, including the following.

a. Duty of Care. Each Trustee must act in good faith, using a degree of diligence, care, and skill that a prudent person would use under similar circumstances; act in a manner that he or she reasonably believes to be in the University's and State's best interests; and generally may (and should) rely on information presented by officers and administrators, experts, and Board committees.

b. Duty of Loyalty. Each Trustee must be motivated by honesty and faithfulness to the institution and not self-interest. A Trustee must be loyal to the institution, considering both financial interests held by a Trustee and governance or leadership positions a Trustee has with other organizations. In the conduct of all Trustee responsibilities, a Trustee must maintain independence from stakeholders external to the Board. The faculty, non-faculty, and student Trustees are chosen from among the faculty, non-faculty staff, and student body respectively but do not represent those groups and acknowledge that organizations exist to represent each group.

c. Duty of Obedience. Each Trustee must ensure that the institution operates in furtherance of its stated purpose; ensure compliance; and ensure effective internal controls.

3. Service. Each Trustee must make service to the University through Board activities a high personal priority; participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material and keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use his or her own judgment in voting versus following the lead of others.

4. Respect. Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in his or her role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board—even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair; refrain from directing the President or staff; and accept that the President reports to the Board as a whole.

5. Personal Behavior. Each Trustee must avoid conflicts of interest or the appearance thereof, in accordance with the Board's policies on conflict of interest and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use his or her position of authority to obtain, whether directly or indirectly, a benefit for him or herself or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and from requesting special considerations or favors.

Approved on _____, 2015.

Chair of the Board

Secretary of the University