



EASTERN OREGON
UNIVERSITY

Board of Trustees

Material in the Bylaws

for PSU and OSU that is not in

the UO, TRU or EOU Bylaws

[Material that Appears in the PSU and OSU Bylaws and Not in Others.]

**ARTICLE I
Governance**

_____ 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.

[Sections 3 – 5 of this Article Appear in Various Parts of the Proposed EOU Bylaws]

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.

[Sections 2 and 3 of this Article Appear in Other Parts of the Proposed EOU Bylaws]

[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.]