



EASTERN OREGON
UNIVERSITY

Board of Trustees

President Kenton's
Nomination of Board Officers and
Officers and Members of Standing
Committees



EOU Board of Trustees – Nominations of Officers and Proposed Committee Assignments:

I. Introduction

I am happy to report that I have completed my conversations with all of you regarding your interests in being officers or members of the various committees. Due to this being the original formation of a newly constituted Board of Trustees, I am prepared to move/propose the following slate of officers and committee members in order to get the process moving. I will start by proposing the officers for the Board as a whole, and then will propose the officers and members of the three committees. Before each nomination, I will review the pertinent sections of the bylaws and statements.

II. Nomination of Officers of the Board.

Here is what the Bylaws have to say about the positions of Board Chair and Board Vice Chair. This is from Article III, section 5 of the Bylaws:

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.

In addition, section 3 of Board Statement No. 1, the Statement on Public Meetings, says this about the Board Chair:

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.

Having discussed the possible candidates with all of you, I nominate the following persons to serve as officers of the Board:

- David Nelson, Chairman of the Board and Chair of the Executive Committee
- Roberta (Bobbie) Conner, Vice Chair of the Board and member Executive Committee

III. Nomination of Officers and Members of Committees

Board Statement No. 3, the Statement on Committees, contemplates the creation of three standing committees, the Executive Committee, the Finance and Administration Committee, and the Academic and Student Affairs Committee

A. Executive Committee

Here is what Board Statement No. 3 has to say about the Executive 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.

I therefore nominate the following persons to serve as officers and members of the Executive Committee:

1. David Nelson, Chair
 2. Bobbie Conner, Vice Chair
 3. Richard Chaves
 4. George Mendoza
 5. Dixie Lund
 6. To be determined
- Staff Support:
 - Chris Burford, Board Secretary

B. Finance & Administration Committee.

Here is what Board Statement No. 3 has to say about the Finance & Administration Committee:

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.

I therefore nominate the following persons to serve as the officers and members of the Finance & Administration Committee:

1. Richard Chaves, Chair
2. Tom Insko
3. Holly Kerfoot
4. Abel Mendoza
5. Ray Brown

6. Jay Kenton/President
 7. New member - TBD
- Staff Support:
 - Lara Moore, VP Finance and Administration

C. Academic and Student Affairs Committee.

Here is what Board Statement No. 3 has to say about the Academic and Student Affairs Committee:

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.

I therefore nominate the following persons to serve as the officers and members of the Academic and Student Affairs Committee:

1. George Mendoza, Chair
 2. Pat Hinton
 3. Jer Pratton
 4. Dixie Lund
 5. Elsie Praeger-Goller
 6. Cheryl Martin
 7. Jay Kenton/President
- Staff Support:
 - Sarah Witte, Interim Provost
 - Xavier Romano, VP Student Services

IV. University Officers.

The Board Bylaws authorize the University President to appoint the staff persons who will serve as University Officers. Article VI of the Board Bylaws describes the role of the various officers as follows:

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.

Therefore, the following persons have been appointed as officers of the University:

- Jay Kenton, Interim President and Board member
- Lara Moore, Vice President for Finance and Administration
- Sarah Witte, Interim Provost
- Christopher Burford, University General Counsel and Board Secretary

V. Motion for Approval of Board Officers and Officers and Members of Board Committees:

I, Jay Kenton, Interim President and Board Member, move this slate of candidates as shown above for nomination for the respective officers and committee assignment to the full Board approval.