

Proposed Amendment to Board Statement Number 3 – Statement on Committees

Background on Proposed Amendment:

Section 2.0 of the Statement on Committees is currently blank. At the February 12, 2015 Board meeting, the board directed that the contents of that section, which discussed and “Executive Committee” be deleted and that language be drafted regarding a Governance Committee. Chris Burford (General Counsel and Board Secretary) and Bobbie Conner (Board Vice-chair) were directed to do this work. The following is their proposed language. A draft of this language was provided to the Board at the April 3, 2015 Board Meeting.

Text of Proposed Amendment:

2.0 Governance Committee

2.1 There shall be a 5 member Governance Committee of the Board of Trustees.

2.2 The Governance Committee shall consider matters pertaining to the hiring, employment, evaluation, and removal of the President of the University. The Governance Committee is not the hiring committee described in ORS 352.096(3), although its members may serve on that committee. The hiring, reappointment, or removal of the President is the responsibility of the Board as a whole, although the Governance Committee may propose motions to the Board on such topics.

2.3 The Governance Committee shall consider matters pertaining to maintaining effective trusteeship, which may include, without limitation, board composition and diversity; succession planning; board member recruitment; making recommendations to the Governor for appointment, reappointment and removal of Board members; orientation of new board members; board training; the development of board culture, rituals and traditions; researching and recommending board best practices; ethics compliance; board performance; board self-evaluation; the agenda for the board retreat; amendments to the board’s bylaws and statements; and adoption of new board statements.

2.4 The Governance Committee may consider matters pertaining to litigation, legal services, and compliance, including reports on litigation from the General Counsel, board statements or policies to be considered by the Board, and, to the extent not addressed by the Finance & Administration Committee, issues of risk management and legal services.

2.5 The Governance Committee may consider matters pertaining to advocacy and advancement, including strategies for University personnel to deploy in order to enhance the University’s profile with external audiences, decision-makers, and government officials.

2.6 The Governance Committee may consider any other matter included in its charter, which shall be approved by the Board.