

BOARD OF TRUSTEES OF EASTERN OREGON UNIVERSITY

RESOLUTION NO. 16-02

APRIL 21, 2016

Resolution on the Responsibilities of Individual Trustees

As the governing body of Eastern Oregon University, the Board of Trustees has ultimate responsibility for the success of the university. The board is accountable to a wide number of constituents for that success, including present and future students, university employees, the eastern Oregon region, the legislature and the governor.

Consisting of 14 volunteers having widely varying backgrounds (plus the University President, serving *ex officio*), the Board of Trustees makes its decisions collectively. To be effective, each Trustee must be able to bring his or her unique perspective to questions before the board, while also working effectively as part of a team. This requires each Trustee to be prepared for meetings, and to be effective at analyzing issues, expressing his or her views, reaching agreement as a team, and advocating for decisions made.

Board service is subject to a variety of laws, such as the Oregon Government Ethics law, as well as widely-accepted standards of performance for appointees to boards of non-profit and government entities.

Now, therefore, each Trustee for himself or herself 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 agrees to 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. Each Trustee must act in a manner that he or she reasonably believes to be in the university's and state's best interests. Each Trustee 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. Each Trustee must be loyal to the university, considering both financial interests held by a Trustee and governance or leadership positions a Trustee has with other organizations. Each Trustee

personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution, and must avoid requesting special considerations or favors.

6. This resolution is effective April 21, 2016.

The Board of Trustees adopted this resolution at a regular meeting on April 21st, by a vote of 12 in favor, 0 opposed, 0 abstaining.



Christopher L. Burford
University General Counsel and Board Secretary