Board Statement Number 3
Statement on 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 Governance Committee, Finance and 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  Governance Committee

2.1  There shall be a five-member Governance Committee of the Board of Trustees. The Board Chair shall appoint the committee chair and the other members of the committee. The University President and the Board Chair shall not be appointed to the committee.

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.

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 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.

3.0 Finance and Administration Committee

3.1 There shall be a seven-member Finance and 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 FAC. 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 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 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 by the Board of Trustees on June 4, 2015.

Chair of the Board

University General Counsel and Board Secretary