



UNIVERSITY OF OREGON

February 27, 2014

Dr. Sandra Elman, President
Commissioners
Northwest Commission on Colleges and Universities

Dear President Elman and NWCCU Commissioners,

On behalf of the University of Oregon and its President, Dr. Michael Gottfredson, I am submitting materials relating to a substantive change in our governance structure. I know that the Commission has been aware of changes within the state of Oregon and I know that these materials will parallel those submitted by our fellow institutions, Portland State University and Oregon State University.

I believe that the description in these materials of the development of a new, independent public board for the University of Oregon provides a clear picture of a change in governance structure that is profoundly important. The change in governance structure does not, however, modify our public mission adopted in 1995 or our core themes presented to the Commission in 2010. The only affect will be distinct enhancement of our capacity to fully achieve the mission and the embedded four core themes.

These have been exciting times at the University of Oregon and the state's authorization of our institutional board provides underpinning for even further success. We will, of course, keep the NWCCU apprised of developments and changes.

Sincerely,

David R. Hubin, Ph.D.

Senior Assistant to the President, and Accreditation Liaison Officer

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Substantive Change Proposal

Prepared for the

Northwest Commission on Colleges and Universities

Submitted

February 2014



UNIVERSITY OF OREGON

Introduction

On August 14, 2013, Oregon Governor John Kitzhaber signed into law Senate Bill 270, a bill establishing independent governing boards for Portland State University, Oregon State University and the University of Oregon. The bill was effective immediately; however, the majority of the changes are not operative until July 1, 2014. Although this change in control and governance is significant to the University, it does not cause any change to the University's mission, themes or program (<https://newuoboard.uoregon.edu/content/legislation>).

The University of Oregon requests approval from the Northwest Commission of Colleges and Universities of this impending change of control of the university.

Background

Since 1929, when the Oregon legislature abolished the Board of Regents of the University of Oregon and amended the University's original charter, the University has been governed by the Oregon State Board of Higher Education (Oregon University System). Currently, the State Board of Higher Education is the governing board for the seven public universities in Oregon.

In recent years, there have been various legislative efforts—some successful, some not—to either provide greater autonomy to the Oregon University System or to allow independent governing boards for one or more of the large public institutions in the state. In 2011, the Legislature enacted Senate Bill 242, which provided the system with significantly greater autonomy from the state, but which retained statewide governance through the State Board of Higher Education.

In the 2013 legislative session, the Legislature went further. Senate Bill 270 fundamentally reorders the higher education system in Oregon by providing for independent governing boards, entirely separate and autonomous from the State Board of Higher Education, for the three largest public universities in Oregon. The remaining four public universities—Eastern Oregon University, Oregon Tech University, Southern Oregon University and Western Oregon University—remain under the governance authority of the State Board of Higher Education unless and until either the State Board or the Legislature approves of independent boards for those institutions. Therefore, as of July 1, 2014, the operative date of most of Senate Bill 270, the university system of Oregon will consist of four distinct legal entities, each governed by an independent board—the Portland State University Board of Trustees, the Oregon State University Board of Trustees, the University of Oregon Board of Trustees and the State Board of Higher Education. The members of all four boards are appointed by the Governor and confirmed by the state Senate.

An additional legislative measure—House Bill 3120—also impacts the university system. House Bill 3120 strengthens the authority of the Oregon Higher Education Coordinating Commission, known as the HECC, to coordinate the statewide system of higher education following the establishment of independent board for the three large institutions.

Summary of Senate Bill 270

Effective July 1, 2014, the University of Oregon will be an "independent public body" governed by its Board of Trustees, much like Oregon Health and Science University (OHSU) is an independent public corporation governed by a board of directors. Indeed, Senate Bill 270 is largely based on the statutes applicable to OHSU.

Under Senate Bill 270, the Board of Trustees has broad authority to manage and govern the University. While the University will continue to be a governmental entity performing governmental functions and exercising governmental powers, it will not be a unit of local or municipal government or a state agency, board, commission or institution for purposes of state statutes or constitutional provisions.

Although this new legal status of the University, and the full governance authority of the Board of Trustees, is not effective until July 1, 2014, Senate Bill 270 authorized the Board and the University to take such actions as may be necessary for the Board and the University to be prepared for the change in control and governance effective July 1. Accordingly, the Board of Trustees has begun meeting and has started taking actions that are necessary for a smooth and effective transition.

The Board of Trustees has every authority necessary or appropriate for the operation of a major public research university, including the authority to:

- Appoint and employ a President and other employees.
- Set tuition, mandatory enrollment fees, and charges, fines and fees for services, facilities, operations and programs, except that the authority to increase resident undergraduate tuition and mandatory enrollment fees is capped at five percent per year absent approval of the Higher Education Coordinating Commission or the Legislature.
- Approve the University mission, as well as its core themes.
- Approve academic programs.
- Approve the University budget.
- Manage, invest, and spend all available money without approval of the Legislature, the Oregon Department of Administrative Services, or the State Treasurer, except for the portion of the operating budget provided by the state and the proceeds of state bonds.
- Borrow money and issue bonds secured by University revenue.
- Acquire, hold, and dispose of any kind of property, real or personal, tangible or intangible. Real property will be held in the name of the "State of Oregon acting by and through the University of Oregon Board of Trustees."
- Authorize the construction, improvement, and operation of any kind of building or structure.
- Acquire by condemnation any private property for public use.
- Establish any and all University policies.
- Establish, supervise and control all academic and other programs, subject to the authority of the Higher Education Coordinating Commission (HECC) to approve "significant changes in academic programs."
- Sue and be sued.
- Establish a police department and regulate traffic and parking on University property.
- Delegate authorities to the President, unless otherwise prohibited.

Although the Board of Trustees has full authority, separate from the State Board of Higher Education, to enact policies to govern all aspects of the University, Senate Bill 270 provides that all of the rules and policies of the State Board of Higher Education remain in effect for each university with an independent board unless and until the university's board repeals or replaces such rules and policies. This will allow a smooth transition and permit the Board of Trustees to consider existing rules and policies in a careful and thoughtful manner.

The Board of Trustees

Senate Bill 270 states that the University of Oregon Board of Trustees is to consist of eleven to fifteen members. The President is a non-voting ex officio member of the Board. The remaining trustees are appointed by the Governor and subject to confirmation by the state Senate. Of the remaining trustees, one must be a faculty member, one must be a non-faculty university employee and one must be a university student. The trustees are appointed to four-year terms, except that the faculty, employee and student trustees are each appointed to a two-year term. The trustees are limited to two full consecutive terms on the board. For the inaugural board only, half of the appointees were appointed to special two-year terms in order to assure that only half of the trustees' terms expire every other year going forward. The board is required to elect its own chair and vice chair and to adopt bylaws. The board is required to meet at least quarterly.

On November 21, 2013, the Oregon Senate confirmed the Governor's appointments to the University of Oregon Board of Trustees. The inaugural board members are:

- Connie Ballmer '84 (Term Expires June 30, 2015)
- Peter Bragdon (Term Expires June 30, 2017)
- Rodolfo (Rudy) Chapa '81 (Term Expires June 30, 2017)
- Andrew Colas '04 (Term Expires June 30, 2017)
- Ann Curry '78 (Term Expires June 30, 2015)
- Allyn Ford (Term Expires June 30, 2017)
- Joseph H. (Joe) Gonyea III (Term Expires June 30, 2017)
- Michael Gottfredson, President (Ex Officio non-voting)
- Ross Kari '80 MBA '83 (Term Expires June 30, 2015)
- Chuck Lillis PhD '72 (Term Expires June 30, 2017)
- Ginevra Ralph '83 MA '85 (Term Expires June 30, 2015)
- Mary Wilcox '76 JD '80 (Term Expires June 30, 2015)
- Student: Sam Dotters-Katz '09 (Term Expires June 30, 2015)
- Faculty: Susan Gary (Term Expires June 30, 2015)
- Non-Faculty Staff: Kurt Wilcox MA '81 (Term Expires June 30, 2015)

Fuller biographies of the University trustees are available at <http://trustees.uoregon.edu/content/board-trustees-university-oregon>.

At its inaugural meeting, January 23 and 24, 2014, the Board elected Chuck Lillis as Chair and Ginevra Ralph as Vice-Chair. Ross Kari was appointed Chair of the Finance and Facilities Committee and Mary Wilcox was appointed Chair of the Academic and Student Affairs Committee. Allyn Ford was appointed, at large to the Executive and Audit Committee. The

Board also approved its bylaws, its committee structure and policies and it issued a clear statement of “Governance and Trustee Responsibilities”. (See Appendix)

Statewide Coordination of Higher Education

House Bill 3120 was a companion bill to Senate Bill 270. House Bill 3120 strengthens the role of the Higher Education Coordinating Commission, known as the HECC, and charges it with coordinating the state’s higher education system of universities and community colleges. The HECC is provided with coordinating, but not governing, authority and is entirely distinct from the State Board of Higher Education, which is the former coordinating and governing board of the universities.

The authority of the HECC in relation to the universities includes responsibility to: (1) adopt a strategic plan for achieving the state's post-secondary goals; (2) receive and aggregate requests for appropriated funds and recommend a consolidated budget request that is aligned with the strategic plan adopted by the HECC; (3) adopt rules setting forth the formula for distribution of appropriated funds to the universities and community colleges; (4) approve any significant change to the academic program of a university or community college; (5) approve the mission statement adopted by the university governing boards; (6) approve and authorize degrees; (7) each year, submit an evaluation to the Legislature regarding the ability of the three universities with boards of trustees to meet academic goals and fulfill their fiduciary responsibilities; and (8) receives and consolidates data provided by the universities pursuant to a request from the legislature. In addition, approval of either the HECC or the Legislature is required before an institutional board of trustees can increase resident undergraduate tuition and mandatory fees by more than five percent a year.

Conclusion

This is an historic period for the University of Oregon—one filled with great promise. A public board with individual attention to the university provides a basis for the institution to achieve further all aspects of its mission of being a premier national research university.

APPENDIX

1. Bylaws of the University of Oregon
2. Policy on Board Committees
3. Statement of Governance and Trustee Responsibilities

**BYLAWS
OF THE
UNIVERSITY OF OREGON**

**ARTICLE I
Name**

The legal name of this independent public body is the University of Oregon ("University").

**ARTICLE II
Purposes of Organization**

The purposes for which the University is organized are to carry out and exercise the powers, rights, duties and privileges, within and outside this state, that are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges.

**ARTICLE III
Board of Trustees**

1. Business and Affairs. The University shall be governed and the business and affairs of the University shall be managed by the Board of Trustees of the University of Oregon ("Board"), which may exercise all such powers, rights, duties and privileges as are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges. The Board may delegate and provide for the further delegation of any and all such powers, rights, duties and privileges subject to limitations expressly set forth in law.

2. Membership. The membership of the Board is established by law. With the exception of the President of the University, the Trustees are appointed by the Governor of the State of Oregon and are subject to confirmation by the Oregon Senate in the manner prescribed by law. To assist the Governor in appointing Trustees, the Board may submit a list of nominees to the Governor for consideration whenever there is a vacancy.

3. Vacancies. A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any Trustee. A Trustee may resign at any time by delivering written notice to the Governor, the Chair of the Board of Trustees, and the President of the University.

4. Removal. The Governor may remove a Trustee other than the President as provided by law. The Board may terminate the status of the President as a Trustee by terminating the President's appointment as President of the University, subject to the rights, if any, of the President under a contract of employment.

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, including a Second Vice Chair, 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.
- c. Notwithstanding the appointment of a Chair and Vice Chair, authority is vested in the Board collectively and not in any individual Trustee. Individual trustees do not speak on behalf the University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the 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.

6. Compensation; Reimbursement of Expenses. A Trustee performing his or her official duties is not acting as an employee of the University and shall not receive a salary. In accordance with University policy and upon approval by first the Secretary and then the Treasurer of the University, a Trustee may be reimbursed for reasonable expenses incurred in connection with the performance of official duties.

7. Faculty and Non-faculty Staff Trustees. The Faculty Trustee and Non-faculty Staff Trustee are each hereby granted reasonable leave with pay at their regular salaries as employees of the University to attend meetings of the Board and other official Board functions that occur between the hours of 8 a.m. and 5 p.m. Pacific Time Monday through Friday. Nothing in this section 7 shall be deemed to alter the compensation of the faculty member or staff member for the performance of their duties as a University employee.

ARTICLE IV Meetings of the Board

1. Public Meetings. A "Public Meeting" of the Board is the convening of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law. Public Meeting does not include any on-site inspection of any project or program or the attendance of Trustees at any international, national, regional, state or local association.

2. Quorum of the Board. Except as otherwise specified herein, a quorum of the Board is required

to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office at the time of the meeting. However, Trustees who have been disqualified from voting on a particular matter shall not be considered to be a Trustee in office for purposes of establishing a quorum in relation to that matter.

3. Manner of Acting.

- a. Except as otherwise specified herein, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Trustees present.
- b. All Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair, except that a Trustee may not vote if the Trustee is disqualified from voting under law, these bylaws, or applicable policy. Abstentions may be permitted by the Chair.
- c. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee shall constitute such Trustee's presence in person at the meeting.

4. Quorum not Required. A majority of the voting Trustees present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may:

- a. Adjourn the meeting from time to time to a different time or place before the date of the next regular meeting without further notice of any adjournment. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.
- b. Set a time for adjournment.
- c. Call a recess.
- d. Take any measure necessary or appropriate to assemble a quorum.

5. Waiver of Notice by Trustee. A Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee unless the Trustee at the beginning of the meeting objects to the holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting. A Trustee may at any time waive any notice required by law or these Bylaws, with a writing signed by the Trustee and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.

6. Parliamentary Rules. Procedural disputes shall be resolved by reference to Robert's Rules of Order, Newly Revised, 11th Edition, as interpreted by the Chair.

ARTICLE V
Public Meeting Procedures

- 1. Regular Meetings.** Regular Public Meetings of the Board shall be held at least once quarterly on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or in writing signed by a majority of the Trustees then in office.
- 2. Special Meetings.** Special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Trustees then in office and specifying the purpose of the meeting. Signatures may be electronic and in counterparts.
- 3. Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Signatures may be electronic and in counterparts. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.
- 4. Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board shall be held at a location owned, controlled, leased, or licensed by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.
- 5. Notice of Meetings.**

 - a. Notice of all regular Public Meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of special Public Meetings shall be given to the news media which have requested notice and to the general public at least 24 hours prior to the hour of the meeting. Notice of an emergency Public Meeting shall be such as is appropriate to the circumstance.
 - b. Notice of a regular or special Public Meeting must be given to each Trustee at least 48 hours prior to the hour of the meeting. Notice to each Trustee of an emergency Public Meeting shall be such as is appropriate to the circumstance. Notice of all such meetings may be given to Trustees orally either in person or by telephone or may be delivered in writing, either personally, by mail, by electronic mail, or by facsimile transmission. If mailed other than by electronic mail, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Trustee at the Trustee's address on file with the Secretary for the purpose of receiving Board correspondence, with postage prepaid. If notice is sent by electronic mail or facsimile transmission, notice shall be deemed given immediately if the electronic mail notice is sent to the Trustee's University of Oregon electronic mail address or, as applicable, the Trustee's facsimile on file with the Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Trustee.

6. Minutes of Meetings. The Board shall provide for the taking of written minutes of all Public Meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the Public Meetings and the views of the participants. In addition to written minutes, the Board may provide for an audio recording of a Public Meeting.

ARTICLE VI Officers of the University

1. Officers. The officers of the University shall be a President, Treasurer, 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 the Board or 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.

3. Treasurer. The President shall appoint a chief financial officer, who shall be the Treasurer. Subject to the supervision of the Board and applicable law, the Treasurer 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 Treasurer 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 Treasurer 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. General Counsel. The President shall appoint a General Counsel. The General Counsel to the University is the chief legal officer of the University and represents and advises the University, including the Board, officers, and employees, in all matters related to the affairs of the University. The General Counsel is authorized to accept legal process on behalf of the University.

5. Secretary. The President shall appoint the Secretary. The Secretary shall be responsible for the giving of required notices of meetings of the Board and the preparation of the minutes.

ARTICLE VII Board Committees

Subject to the requirements of applicable law, the Board may establish such committees as it deems appropriate or necessary from time to time and shall define the duties and reporting requirements of such committees and the membership of the committees.

**ARTICLE IX
Conflicts of Interest**

- 1. In General.** Subject to the requirements of law and of this Article IX, the Board may take any action involving either a potential conflict of interest or an actual conflict of interest (as defined in ORS Chapter 244). Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest for a Trustee, the Trustee shall publicly announce the nature of the potential or actual conflict of interest. Any Trustee having an actual conflict of interest in a transaction with the University shall in addition (i) refrain from participating in any discussion or debate on the issue out of which the conflict arises, and (ii) refrain from voting on the issue, unless the Trustee's vote is necessary for Board action on the issue and is otherwise not prohibited by ORS Chapter 244.
- 2. Labor Negotiations.** The faculty and nonfaculty staff members of the governing board may not participate in any discussions or action by the board or attend any executive session of the board involving collective bargaining issues that affect faculty or nonfaculty staff at the university.
- 3. Other.** The Board may adopt such other policies and standards pertaining to conflict of interest and ethics as the Board determines to be appropriate.

**ARTICLE X
Indemnity**

- 1. Indemnification and Defense in General.**
 - a. The University shall defend and indemnify any Trustee or Officer ("Party") against any Claim, whether groundless or otherwise, arising out of an alleged act or omission occurring in the performance of official duties. The University shall not provide indemnification and defense in case of malfeasance in office or willful or wanton neglect of duty. The University may cease to provide indemnification or defense upon a determination by the University, in its sole discretion, that an act or omission may constitute criminal conduct.
 - b. The University may choose to defend a Party under a reservation of rights. Any Party to whom the University is providing a defense shall cooperate fully with the University in the defense of such Claim. If the University determines, in its sole discretion, that such Party has not so cooperated or has otherwise acted to prejudice the defense of the Claim, the University may at any time terminate its defense and indemnity or proceed under a reservation of rights.
- 2. Legal Expenses when Claim is by a Governmental Entity or Professional Licensing Authority.**
 - a. Expenses incurred by a Party in the defense of a civil Claim by a governmental entity or a professional licensing authority may be advanced or reimbursed by the University if the University, in its sole discretion, determines that the civil Claim arose out of the Party's performance of official duties. Such advancement or reimbursement constitutes part of the Party's official compensation package for purposes of ORS Chapter 244. The University may decline to reimburse a Party for any expenses incurred prior to the University's written

commitment to provide reimbursement.

- b. Expenses shall be paid by the University in advance of the final disposition of a civil Claim described in this section 2 at the written request of the Party if:
- (1) The University determines, in its sole discretion, that the conduct of such Party was in good faith, and the Party reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.
 - (2) The Party furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by the University, in its sole discretion, that such Party is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted by the University to such Party.

Such advances shall be made without regard to the person's ability to repay such advances.

3. Legal Representation. The General Counsel shall have the exclusive authority to select counsel and to defend against any Claim. The General Counsel will consult with the Party regarding any term of a settlement agreement that affects the legal rights of the Party.

4. Definition. The term "Claim" means any threatened, pending, or completed investigation, action, suit, or proceeding brought by a party other than the University.

5. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the University or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a Party, (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

6. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Claim or complaint.

ARTICLE XI Miscellaneous Provisions

1. Principal Office. The principal office of the University is located at the Office of the President, University of Oregon, Eugene, Oregon 97403.

2. Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws. The headings in these Bylaws are provided for convenience and shall not be considered in the interpretation or construction of these Bylaws.

APPROVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF OREGON JANUARY 23, 2014

3. Authority. Because the Board is the final University authority, these bylaws and Board policies and standards have precedence over other policies and standards of the University and its constituent parts. Any policies and standards adopted by the University and its constituent parts shall be consistent with these Bylaws.

4. Amendment of Bylaws. These Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by the Board at any regular or special Public Meeting.

**Board of Trustees of the University of Oregon
Policy on Board Committees**

1.0 Executive and Audit Committee

1.1 There shall be a five-member Executive and Audit Committee (EAC) of the Board of Trustees, which shall sit as the Executive Committee of the Board and the Audit Committee of the Board. The Chair and Vice Chair of the Board and the chairs of the Academic and Student Affairs Committee and the Finance and Facilities Committee shall each be an ex officio voting member of the EAC, and the Chair of the Board shall select the fifth voting member. 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 and Facilities Committee shall be the chair.

1.2 When sitting as the Executive Committee, the EAC shall represent and may act for the Board, except as prohibited by applicable law or policy. 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.

1.3 When sitting as the Audit Committee, the EAC 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:

1.3.1 Audits and Internal Controls—matters relating to external and internal auditors, audit plans and reports, and internal controls.

1.3.2 Compliance—matters relating to compliance with legal and regulatory requirements.

1.3.3 Risk Management—matters relating to risk management, insurance, and risk transfer devices.

All matters considered pursuant to this section 1.3 by the EAC sitting as the Audit Committee that require action by the Board shall be referred to the Board as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the EAC. Subsequent to the transaction of any business under such express delegated authority, the committee shall render a report on the business to the Board.

Any of the examples of matters brought before the EAC sitting as the Audit Committee pursuant to this section 1.3 may be directed to any other committee or the Board for consideration.

2.0 Academic and Student Affairs Committee

2.1 There shall be a seven-member Academic and Student Affairs Committee (ASAC). At the Board's second regular meeting of each even-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 regular, special or emergency meeting.

2.2 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 as a seconded motion 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.

2.3 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:

2.3.1 Faculty and Staff Affairs—matters relating to the faculty and the professional and classified staff, including their status and responsibilities, discipline and welfare.

2.3.2 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.

2.3.3 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.

3.0 Finance and Facilities Committee

3.1 There shall be a seven-member Finance and Facilities Committee (FFC). At the Board's second regular meeting of each even-numbered calendar year or such other time as determined by the Board, the Board Chair shall appoint the chairperson and other members of the FFC. The Chair and Vice Chair of the Board shall not be appointed to the FFC but may act as alternates, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

3.2 All matters considered by the FFC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the FFC. Subsequent to the transaction of any business under express delegated authority, the FFC shall render a report on the business to the Board.

3.3 The FFC 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 FFC may be directed to any other committee or the Board for consideration.

4.0 Special Committees

Special committees may be established and appointed by the Chair of the Board with the concurrence of the Executive Committee or the Board, and with such membership, powers and duties as the Executive Committee or the Board may determine.

5.0 Notice of Meetings of Committees

Meetings of committees of the Board shall be held at such times and places as may be fixed by each committee or its chairperson. The Secretary of the University shall give each member of the Board notice of committee meetings in sufficient time and manner to allow attendance at the meetings. Notice of meetings that are subject to the Oregon Public Meetings Law shall be given in accordance with the Public Meetings Law. The committee shall provide for the taking of written minutes of all Public Meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the Public Meetings and the comments of the participants. In addition to written minutes, the committee may provide for an audio recording of a Public Meeting.

6.0 Quorums

A majority of the members of a committee shall be necessary to constitute a quorum. The faculty and nonfaculty staff members of a committee may 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 nonfaculty staff at the university.

UNIVERSITY OF OREGON
Statement of Governance and Trustee Responsibilities

The Board of Trustees develops and advances the University of Oregon's mission and goals. It ensures that the institution is well managed, provides for adequate resources, and maintains good relations with all constituencies, on campus and across the state and globe. It appoints and evaluates the President, approves and monitors the implementation of institutional strategy and policies, provides transparency and accountability, ensures that the University meets its obligations as part of Oregon's education system and preserves the autonomy of the institution.

The Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified herein. Each Trustee assigns a high priority to a stewardship role with a commitment to the strengths, traditions and values of the institution and pledges to fulfill the following responsibilities:

Act as a responsible fiduciary

- Act in the best overall interest of the University of Oregon and the State of Oregon as a whole.
- Make service to the University a high personal priority: participate constructively and consistently in the work of the Board and its committees and working groups; accept and discharge leadership positions and other assignments; work on behalf of the University between Board meetings; and attend functions and events to which Trustees are invited.
- Prepare for meetings by reading the agenda and supporting material and by keeping informed about the University and trends and issues in higher education.
- Participate in rational, informed deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution.
- Use your own judgment in voting versus following the lead of others.
- Participate in self-evaluations and evaluations of Trustee performance.

Advance the mission of the University of Oregon

- Represent the University positively in words and deeds, particularly and proactively to University constituents.
- Be committed to serving the University and the State as a whole rather than any part or any personal or political cause. The faculty, nonfaculty staff and student trustees should inform the Board about the interests and concerns of faculty, nonfaculty staff and students as they relate to Board business.
- Help the University secure the financial, human and other resources necessary for the institution to achieve its mission.

Uphold the integrity of the Board

- Speak for the Board only when authorized to do so by the Board Chair or University President.
- Refrain from directing the President or staff and from requesting special considerations or favors. The President reports to the Board as a whole.
- Avoid conflicts of interest or the appearance thereof, in accordance with the Board's policies on conflict of interest.

APPROVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF OREGON JANUARY 24, 2014

- Adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University.

Adopted by the Board of Trustees, January 24, 2014