



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

January 11, 2019

TO: Southern Oregon University Board of Trustees, Executive and Audit Committee

FROM: Sabrina Prud'homme, University Board Secretary

RE: Notice of Regular Meeting of the Executive and Audit Committee

The Executive and Audit Committee of the Southern Oregon University Board of Trustees will hold a regular meeting on the date and at the location set forth below.

The meeting will include a report from the Internal Auditor. There will be discussion and action on the Fiscal Year 2018 Audited Financial Statements and amendments to the following Board governing documents: Bylaws; Delegation of Authority; Conduct of Public Meetings; and Board Committees. The committee also will discuss the activities of a Governance Work Group.

The meeting will occur as follows:

Friday, January 18, 2019
9:30 a.m. to 11:30 a.m. (or until business is concluded)
Hannon Library, DeBoer Room, 3rd Floor, Room #303
Visit governance.sou.edu for meeting materials.

The Hannon Library is located at 1290 Ashland Street, on the Ashland campus of Southern Oregon University. **If special accommodations are required or to sign-up in advance for public comment, please contact Kathy Park at (541) 552-8055 at least 72 hours in advance.**



**Board of Trustees
Executive and Audit Committee Meeting
January 18, 2019**



**Board of Trustees
Executive and Audit Committee Meeting**

**Friday, January 18, 2019
9:30 a.m. – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library**

AGENDA

Persons wishing to participate during the public comment period shall sign up at the meeting. Please note: times are approximate and items may be taken out of order.

- | | | | |
|---------|----------|--|---|
| | 1 | Call to Order/Roll/Declaration of a Quorum | Chair Lyn Hennion |
| | 1.1 | Welcome and Opening Remarks | |
| | 1.2 | Roll and Declaration of a Quorum | Sabrina Prud'homme,
SOU, Board Secretary |
| | 1.3 | Agenda Review | Chair Hennion |
| | 2 | Public Comment | |
| | 3 | Reports | |
| 20 min. | 3.1 | Internal Audit Update | Ryan Schnobrich, SOU,
Internal Auditor |
| 5 min. | 4 | Consent Agenda | |
| | 4.1 | Approval of June 22, 2018 and September 27,
2018 Meeting Minutes | Chair Hennion |
| 40 min | 5 | Action Items | |
| | 5.1 | Fiscal Year 2018 Audited Financial Statements | Jean Bushong, Clifton-
LarsonAllen, Principal,
Assurance Services |
| 50 min. | 5.2 | Amendments to Governing Documents: Bylaws;
Board Statements on Delegation of Authority,
Conduct of Public Meetings and Board
Committees | Jason Catz, SOU,
General Counsel |
| 5 min. | 6 | Information and Discussion Items | |
| | 6.1 | Governance Work Group | Chair Hennion |
| | 6.2 | Future Meetings | Chair Hennion |

Call to Order / Roll / Declaration of a Quorum

Public Comment

Internal Audit Update

Consent Agenda

**Board of Trustees
Executive and Audit Committee Meeting
Friday, June 22, 2018**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Bill Thorndike	Present	Teresa Sayre	Present
Lyn Hennion	Present	April Sevcik	Present
Paul Nicholson	Present	Steve Vincent	Present

Chair Bill Thorndike called the meeting to order at 9:30 a.m. in the DeBoer Room of the Hannon Library. He thanked Trustees Sayre and Sevcik for their service on the board and welcomed two incoming trustees, Shaun Franks and Barry Thalden. The secretary recorded the roll and a quorum was verified.

Public Comment

There was no public comment.

Reports

Internal Audit Annual Report

Ryan Schnobrich described the assurance, consulting and investigative services he provided this fiscal year, as detailed in the meeting materials. Regarding risk assessment, Mr. Schnobrich said he continues to note in a matrix key risks, key internal controls by risk type and opportunities. He updated the internal audit charter, job description and website to comply with the new standards.

Responding to Trustee Nicholson's inquiry regarding the quality assurance self-assessment that was not performed in fiscal year 2018 as planned, and he did not want to request outside assistance until he was ready for a full quality assurance audit. Chief audit executives from other Oregon Public Universities have offered to assist in this way in 2020.

Chair Thorndike praised Mr. Schnobrich's work and the impact it is having throughout the university.

Responding to Trustee Vincent's inquiry regarding enterprise risk management, Mr. Schnobrich said management is designing the framework and has started its rollout. The implementation of the institutional effectiveness program will be a complementary aspect to enterprise risk management.

Responding to Trustee Vincent's further inquiry regarding the status of appointing a compliance officer, Mr. Perkinson said a compliance position has been funded in financial aid and a second position has been identified for the Service Center. Management also is exploring the idea of establishing a program area under Mark Denney who would oversee corrective actions, risk management and a continuous improvement process campus-wide.

Responding to Trustee Nicholson, Mr. Schnobrich said he does not feel any resistance from management as he does his work. He sometimes encounters some resistance when he conducts his investigations but people have been forthright. He may revisit the process for obtaining access to information, which currently requires concurrence from the general counsel.

Consent Agenda

Trustee Hennion moved to approve the minutes from the January 19, 2018 meeting, as presented. Trustee Sevcik seconded the motion and it passed unanimously.

Action Items

2018-19 Internal Audit Plan

Ryan Schnobrich reviewed the audit plan for next year, as detailed in the meeting materials. Mr. Schnobrich created an ethics poster; Chair Thorndike thought it would be beneficial to send it to SOU's top ten vendors for their information.

Trustee Nicholson moved that it be resolved that the Executive and Audit Committee of the Board of Trustees recommends the board adopt the Internal Audit Plan. With the adoption, is the board's instruction to the Internal Auditor and the officers of the university to take all actions and steps deemed necessary and proper to implement this Internal Audit Plan. Trustee Vincent seconded the motion and it passed unanimously.

Information and Discussion Items

Governance Discussion

Chair Thorndike said the board has existed for three years and asked for input from committee members on reviewing and revising the board's policies. Trustees Hennion, Nicholson, and Santos volunteered to assist with the review and revision process.

Discussing board evaluations, Chair Thorndike said the board secretary created an evaluation tool as part of the board's continuous improvement and for trustees to have an opportunity to provide input. There were no changes recommended to the evaluation tool.

Chair Thorndike discussed the value of conducting exit interviews with trustees whose terms are ending. He asked if the committee members agreed on the value of such interviews and, if so, what they would like to ask the departing trustees. Trustee Sevcik recommended the board's new officers have one-on-one interviews with members of SOU staff, students and faculty; she found such interviews very valuable. Trustee Nicholson thought the key points to cover were retiring members' reflections on what was accomplished, their own contributions to that and what they would like to have been different. Chair Thorndike would like to know of any barriers to involvement and participation on the board.

Turning to the board officer election process, discussion ensued on the roles of chair and vice chair. Chair Thorndike said nominations for the chair and vice chair positions would be sought at the board meeting and elections held. Trustee Sayre thought it was important for nominees to understand the time commitment involved.

Trustee Sayre added that, in completing the president's evaluation, the chair summarizes information from the whole board for the evaluation. Chair Thorndike said the Executive and Audit Committee would hold a special meeting as part of the evaluation. Chair Thorndike and President Schott thought it important to include the outgoing chair in the evaluation process; Trustee Sayre suggested accomplishing this by having the outgoing chair serve on the Executive and Audit Committee.

Future Meetings

The board secretary said the retreat would be held on September 27 or 28 and that she would be coordinating with the new trustees on a date for the new trustee orientation.

Adjournment

Chair Thorndike adjourned the meeting at 11:10 a.m.

DRAFT

**Board of Trustees
Executive and Audit Committee Special Meeting
Thursday, September 27, 2018**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Committee Members:

Lyn Hennion	Present	Paul Nicholson	Present
Sheila Clough	Present	Danny Santos	Present
Megan Lightman	Present	Bill Thorndike	Present

Chair Lyn Hennion called the meeting to order at 3:03 p.m. in the DeBoer Room of the Hannon Library. The secretary recorded the roll and a quorum was verified.

Public Comment

There was no public comment.

Information and Discussion Items

Review of President's Evaluation - Executive Session [Pursuant to ORS 192.660 (2)(f) and (i)]

Chair Hennion said the committee would go into executive session to review the president's evaluation. For the record, she stated that, pursuant to ORS 192.660(2)(f) and (i), the committee would enter into executive session to review and evaluate the employment-related performance of the chief executive officer, who does not request an open hearing, and to consider information or records that are exempt by law from public inspection. Pursuant to ORS 192.660 (4), representatives of the news media were allowed to attend the executive session; although, no members of the media were present. Continuing, Chair Hennion said, pursuant to ORS 192.660 (6), no final action will be taken or final decision made in the executive session. At the end of the executive session, the meeting would return to open session and members of the public would be welcomed back into the room.

In addition to trustees, the following persons were permitted to remain for the executive session: General Counsel, Jason Catz; University Board Secretary, Sabrina Prud'homme. President Schott remained for a portion of the executive session.

The audio recording was stopped and the committee began its executive session. In concluding the executive session, Chair Hennion returned the meeting to open session.

Discussion of President's Annual Goals

The president reviewed each of her goals, as presented in the meeting materials.

Regarding Goal 1, "Provide leadership for Strategic Direction V: SOU will maintain financial stability and invest for institutional vitality," Trustee Nicholson recommended that President Schott add a range for the fund balance. President Schott informed the committee that, as a percentage, the fund balance may drop below 10%, which is unideal. The president knows SOU needs to invest and that it's wise to do so. The updated pro forma with revised enrollment numbers shows the 11.3% projection decreasing to 8.8%. President Schott stressed the importance of enrollment, which will benefit from dedicated leadership. She and the staff plan to continue working the plan, but outliers are changes to the PERS rate. Trustee Nicholson said the 10% level is a goal, not a mandate.

On the topic of PERS, Trustee Thorndike asked about SOU's account or if SOU is part of a larger administration. He would like to understand details of SOU's account, the administration of it, and where it is going; he would like the board to look at this issue.

Regarding Goal 2, "Provide institutional leadership for Strategic Direction IV: SOU will create a diverse, equitable, inclusive community where learners flourish," the president said SOU's population is changing and the university needs to lead in this area. Some important steps will be enhancing relationships with the tribes, promoting programs like an "earn and learn" model for the most vulnerable students, and supporting other programs that help these students move up the career ladder. A priority in this area also will be to hire new leadership to fill the vacancy in the Diversity and Inclusion area.

The proposed Goal 3 is "Provide institutional leadership to Strategic Direction VII: SOU will be a catalyst for economic vitality, civic engagement and cultural enrichment through ongoing collaboration with local, state, national, and global partners." The president said some of this will depend on the board and where the upcoming retreat discussions around town-gown relationships may lead. Last year, a focus was strategic planning. For the upcoming year, she will focus on building more dynamic connections, advancing her leadership within the American Association of State Colleges and Universities, and strengthening relationships with legislators.

Another exciting item under this goal is the creation of the yet-unnamed Southern Oregon educational consortium, which is still in the conceptual phase. There are plans to announce the partnership when SOU and Rogue Community College (RCC) celebrate the tenth anniversary of the Higher Education Center in the fall. The partnership includes SOU, RCC, Oregon Institute of Technology, and Klamath Community College. The consortium will better serve the region and will be good for economic development.

Chair Hennion asked for any other feedback on the goals. Trustee Nicholson said he would like to see the central element of the strategic plan, Strategic Direction 1 [transforming pedagogy], reflected in the goals. President Schott said the provost is leading a process with all of the faculty. She questions the appropriateness of including a specific item on this at this time, but will examine its inclusion.

Chair Hennion explained the evaluation process from this point is to have another meeting in October. If a quorum of the Executive and Audit Committee is unable to meet, the recommendation to approve the goals may be made directly from this meeting. Mr. Catz added that the policy on evaluation of the president includes reviewing the goals in public session and that it's a responsibility of the full board. The Executive and Audit Committee can report out at the board meeting.

Chair Hennion said she will prepare an evaluation using feedback from the committee's comments, the president's self-evaluation, and any feedback from other trustees, as required by the board's policy.

Future Meetings

The next committee meeting is scheduled on Friday, October 19.

Adjournment

Chair Hennion adjourned the meeting at 4:09 p.m.

Fiscal Year 2018 Audited Financial Statements

[\(Click here to view\)](#)

Southern Oregon University

Fiscal Year 2018 Audit Presentation

WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor

Create Opportunities



Agenda

Responsibilities Under Auditing Standards

Scope of Engagement and Audit Results

Required Communications to Governance

Upcoming GASB Standards

Higher Education Industry Topics

Questions?



Responsibilities under US Generally Accepted Auditing Standards (GAAS)

Responsible for:

- Expressing opinions whether financial statements are in conformity with US GAAP in all material respects.
- Expressing opinions only over information identified in our report. Other information included in your financial statement package will be read/reviewed, but not subject to testing.
- Performing audit in accordance with required auditing standards.
- Communication of significant matters related to audit, information required by law/regulations, or other information agreed upon.



Responsibilities under GAAS (continued)

An audit in accordance with GAAS:

- Does not relieve management of responsibilities.
- Includes consideration of internal control as basis for audit procedures, but not to opine on effectiveness of internal controls.
- Is designed to obtain reasonable, but not absolute, assurance about whether statements are free of material misstatement.
- Includes Generally Accepted Government Auditing Standards.



Scope of Engagements

Financial Statement Audit

Single Audit
Student Financial Aid



Financial Statement Audit Results

Opinion – unmodified

Findings – none



Financial Statements – Net Pension Liability

GASB 68
Year 4

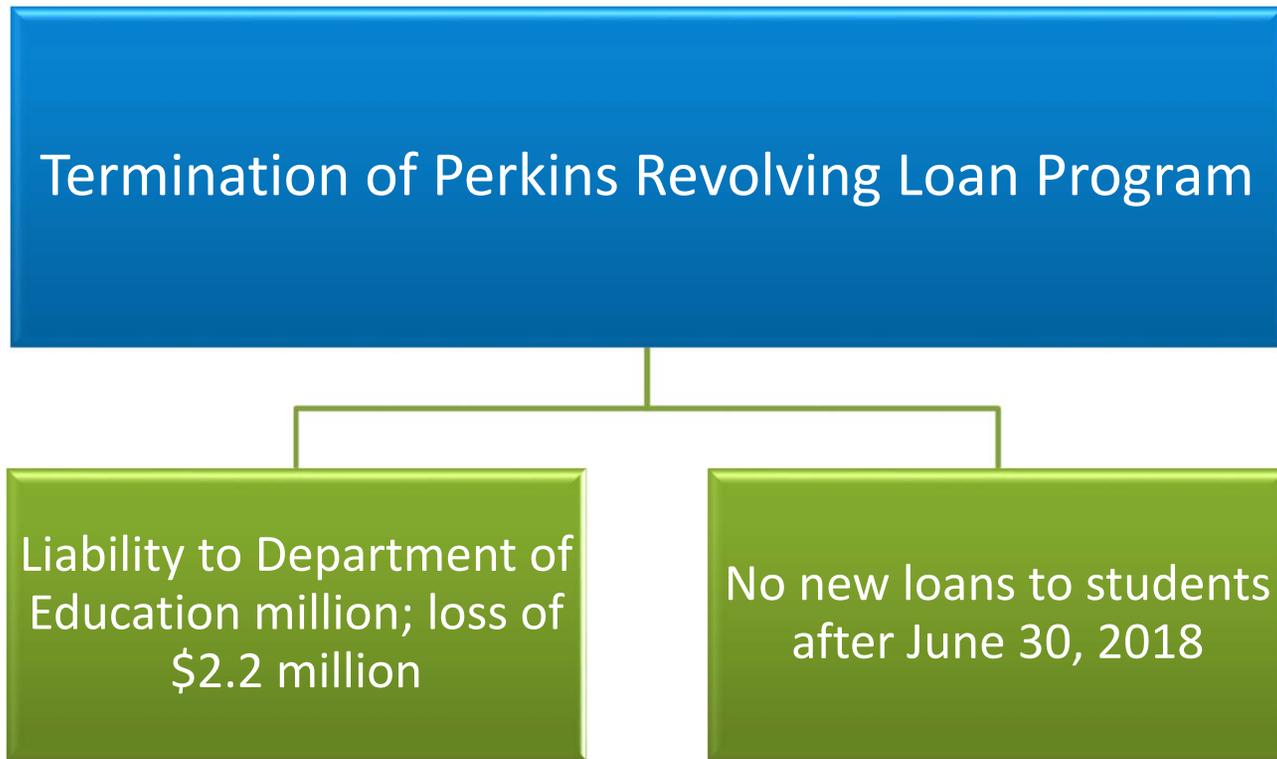
Net pension liability
increased from \$27
million to \$30 million



Financial Statements – Other Postemployment Benefits (OPEB Asset/Liability)



Financial Statements



Single Audit Results



Required Communications to Governance

Qualitative Aspects of Accounting Practices

- Accounting Estimates
- Financial Statement Disclosures
- Implementation of GASB Statements Nos. 75 and 89

Difficulties Encountered in Performing the Audit – None

Uncorrected Misstatements – See schedule

Corrected Misstatements – None



Required Communications to Governance

Disagreements with Management

- None

Management Representations

Management Consultations with other Independent Accountants

- None

Significant Issues Discussed with Management Prior to Engagement

- None

Audits of Group Financial Statements

- No concerns about component auditors' work



Questions?





Appendix

WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor

Upcoming GASB Standard for Fiscal Year 2019

GASB 83 – Certain Asset Retirement Obligations

Defines ARO and when liability is to be recorded.

University currently assessing impact.



Upcoming GASB Standards for Fiscal Year 2020 and Beyond

GASB Statement No. 84, *Fiduciary Activities* (FY2020)

- Impacts accounting of custodial funds (student groups, etc.)

GASB Statement No. 86, *Leases* (FY2021)

- All leases will be required to recognize a right-to-use asset and related liability



Industry Trends: Higher Education

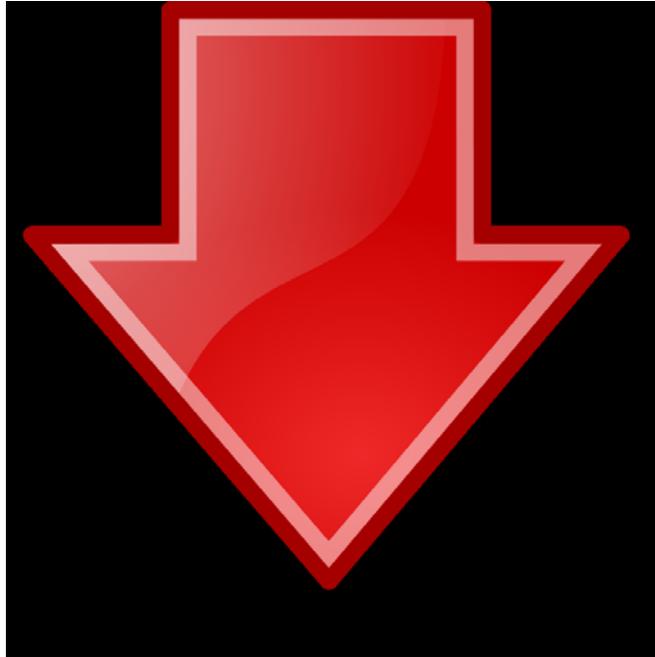


References:
- 2017, *Inside Higher Ed* Survey of College and University Business Officers
- *Moody's 2018 Outlook for Higher Education*
- *Chronicle for Higher Education Trends Report*



Moody's Outlook for Higher Education

Outlook remains negative on low tuition growth



Uncertainty at Federal Level

Federal Tax Reform

Changes to Higher Education
Act / financial aid programs



Graham-Leach-Bliley Act (GLBA)

Information security measures

Expected to be incorporated into single audit process in 2019 or beyond

- Draft audit procedures have since been withdrawn

Rules related to internal and external risk identification related to integrity of customer (student) information, design and implementation of controls over safeguarding of information, and ongoing testing/monitoring of the controls in place

Visit www.claconnect.com/events/2018/complying-with-glba-student-financial-aid-11-8-18 to view a webinar on this topic and download materials on complying with the GLBA



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Amendments to Governing Documents: Bylaws; Board Statements on Delegation of Authority, Conduct of Public Meetings and Board Committees

**BYLAWS
OF
SOUTHERN OREGON UNIVERSITY**

**ARTICLE I
Name**

The legal name of this independent public body is Southern Oregon University ("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 Southern Oregon University ("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. The President of the University shall serve as an ex-officio, nonvoting member of the Board. 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. Per ORS 352.076, the Board shall include one student enrolled at the University, one member of the faculty, and one member of the non-faculty staff of the University. The term of office for each student, faculty and non-faculty staff member of the governing board is two years, and the term for all other Board members appointed by the Governor is four years. A member of the governing board may not be appointed to serve more than two consecutive full terms.

3. **Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal, termination of eligibility, 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. Resignation shall take effect at the time specified in the letter of resignation or within 30 days of the date of its receipt. When a vacancy exists, the Board Chair, in consultation with

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the other Trustees, including the President, shall contact the Office of the Governor with a recommendation concerning the filling of the vacancy.

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. **Officers of the Board**~~Officers.~~

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a. The Board shall select by majority vote 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 ~~elect~~appoint the Chair. A vacancy in the position of Vice Chair shall be filled by an election of the Board as soon as reasonably practicable. The Chair and Vice Chair shall hold office for one year, 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 except as authorized by law or the Board. 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.

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 Vice President of Finance & Administration 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 ~~or Board Committee~~ is required to conduct Board business. A quorum of the Board ~~or the relevant committee~~ shall be a majority of the ~~member~~ Trustees in office ~~(including the President) or on the relevant committee;~~ at the time of the meeting.

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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 Board action. 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. Voting by proxy or by absentee ballot is not permitted.

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 and rescheduled 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.
- e. Absent a quorum, the Board may meet for the purposes of gathering information and making public announcements but no formal action may be taken.

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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, these Bylaws or other Board action, 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. Procedural Rules. Procedural disputes shall be resolved by traditional procedural rules, as interpreted by the Chair. Any Trustee who disagrees with a procedural decision may introduce a motion to amend or reverse the procedural decision.

ARTICLE V Public Meeting Procedures

1. Regular Meetings. Regular Public Meetings of the Board shall be held ~~at four times per year~~ ~~least once quarterly~~ on such dates and at such times as specified by the Chair.

2. Special Meetings. Special Public Meetings of the Board may be called at any time by the Chair, President, or a majority of the Board and must be called by the Chair no less than ~~within~~ seventy-two (72) hours prior to the meeting, 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, President, or a majority of the Board in instances of an actual emergency and may be called withby the Chair less than ~~within~~ twenty-four (24) hours' notice. ~~Such notice as is appropriate to the circumstances shall be given for the meeting, 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 in the State of Oregon at a location owned, controlled, leased, rented, or licensed by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.

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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, but longer advance notice as set forth in other Board action is preferable. 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 provided other than by electronic mail, facsimile machine, or a telephone number on file with the Secretary, 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 provided by electronic mail, telephone, or facsimile transmission, notice shall be deemed given immediately if the notice is provided to the Trustee's Southern Oregon University electronic mail address or, as applicable, the Trustee's telephone number or facsimile number 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, an audio and video recording, streaming audio, or streaming audio and video. A record of each recording or transmission shall be retained ~~in~~ accordance with applicable records retention requirements.

ARTICLE VI Officers of the University

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1. Officers. The officers of the University shall be a President, ~~Provost,~~ Vice President for Finance & Administration, ~~Provost,~~ 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, t~~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. 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.

6. Secretary. In consultation with the Board Chair and Vice Chair, the President shall appoint the Secretary. The Secretary 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 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.

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 duration, existence, duties, ~~composition, membership~~ and reporting requirements of such committees. ~~Members of the Board Committees shall be appointed by the Chair.~~

ARTICLE VIII Conflicts of Interest

1. In General. Subject to the requirements of law and of this Article VIII, 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 non-faculty 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. Each such member of the governing board shall be limited from participating in discussions, actions, and executive session pertaining to both faculty and non-faculty staff bargaining issues at the University.

3. Other. The Board may take such actions pertaining to conflict of interest and

ethics as the Board determines to be appropriate.

ARTICLE IX 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, or criminal conduct. 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 malfeasance in office, willful or wanton neglect of duty, or 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 to such Party.

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

3. Legal Representation. The President or designee shall have the exclusive authority to select counsel and to defend against any Claim. The President 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, and (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 X Miscellaneous Provisions

1. Principal Office. The principal office of the University is located at the Office of the President, Southern Oregon University, 1250- Siskiyou Boulevard, Ashland, OR 97520.

2. Fiscal Year. The fiscal year of the university begins on July 1 of each year and ends on June 30 of the succeeding year.

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

4. Authority. Because the Board is the final University authority, these bylaws and Board actions have precedence over other actions of the University and its constituent parts without regard to whether such actions have the force of law. Any

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such actions shall be consistent with these Bylaws.

5. Nondiscrimination. The University and the Board do not discriminate in educational, employment or other practices against any person on the basis of age, disability, national origin, race, color, marital status, veteran status, religion, sex, sexual orientation, gender identity and expression, genetic information, or any other basis protected by federal, state or local law.

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64. 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.

Approved on _____

Chair of the Board of Trustees

University Board Secretary of the University

<u>Revision</u>	<u>Change</u>	<u>Date</u>
	<u>-Initial Version</u>	<u>January 30, 2015</u>
<u>1</u>		

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Board Statement on Delegation of Authority
Board of Trustees of Southern Oregon University

1.0 Authority of the Board of Trustees

1.1 Board Authority. The Board of Trustees is the final University authority and has full control of the University and its property of various kinds. The Board may take any and all actions as it determines necessary or appropriate. Board actions have precedence over other actions of the University and its constituent parts. Any such actions shall be consistent with Board actions. The Board may review and intervene in any and all aspects of the University; amend or rescind any action; and take any such action it deems proper. The Board shall adopt a mission statement for the University in consultation with the faculty, students and staff members.

1.2 Collective Bargaining Agreements. Nothing in this ~~Policy Statement~~ affects any collective bargaining agreement entered into prior to the adoption of this Board Statement.

1.3 Appointment of the President of the University. As provided in ORS 352.096, in consultation with the Governor, or the Governor's designee, the Board shall appoint and employ a President of the University. Except in the case of an interim or acting president, the hiring committee for the President of the University shall include representatives of the University community and at least one other president of a public university based in Oregon. The President reports exclusively to the Board, and the Board supervises the President. The Board shall prescribe the President's compensation and terms and conditions of employment and is responsible for the reappointment or removal of the President. The President shall perform such duties as are assigned by the Board. Except as otherwise provided by law or Board action, the President is the executive and governing officer of the University and President of the faculty. The faculty and officers and employees of the University shall, through appropriate channels, be responsible to the President of the University and through the President to the Board of Trustees, except that the officers of the University and its auditors are responsible to the Board in such areas that the Board has retained authority or otherwise determined it necessary or appropriate to take action~~except that the Vice President of Finance & Administration and Secretary are responsible to the Board in relation to the business of the Board~~. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to the affairs of the University.

1.4 University Budget. The Board shall adopt the budget of the University.

1.5 Tuition and Fees. The Board shall determine tuition and mandatory enrollment fees, including the incidental fee, in accordance with ORS 352.102, ORS 352.105, and other applicable law.

1.6 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section-1.6. All other authority for business and administrative affairs, including the authority set forth in section 2.78, is delegated to the President.

- 1.6.1 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.
- 1.6.2 The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$500,000.
- 1.6.3 The approval of the appointment of external auditors.
- 1.6.4 The approval of a capital project budget that is anticipated to exceed \$500,000, including expenses for architects, construction managers, engineers and other professional consultants; and approval of any increase to a capital project budget that causes the total of all increases to the capital project budget to exceed \$500,000.
- 1.6.5 The approval of the execution of instruments relating to any borrowing or debt finance transactions which are or may be in excess of \$500,000, singularly or in the aggregate.
- 1.6.6 The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$500,000, unless the shares, stock or other equity or interests in or obligations of the entity are publicly traded or provided through the State Treasurer, Southern Oregon University Foundation or a brokerage firm, investment bank, depository or other licensed firm.
- 1.6.7 Consent to the encumbrance of University real property by the State of Oregon.
- 1.6.8 The approval of the execution of any other instruments, including but not limited to instruments related to the acquisition, disposal or provision of goods and services, where the anticipated cost or value to the University exceeds \$500,000; and approval of any increase or decrease in cost or value that causes the total of all increases or decreases in cost or value to exceed \$500,000. When the ultimate aggregate cost to the University is not known in advance for instruments relating to the acquisition, disposal or provision of goods or services on a continuing or intermittent basis (e.g. rental, service, or supply contracts), the amounts set forth in this paragraph shall be calculated on an annual basis.
- 1.6.9 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.

1.7 Academic Affairs.

- 1.7.1 The Board has the authority to establish, eliminate, control or substantially reorganize academic programs and units of operation. Any significant change in the University's academic programs as defined by the Higher Education Coordinating Commission must be approved by the Board prior to submission to the Commission. The Board confers academic degrees, certificates and other forms of recognition upon the recommendation of the faculty. Such academic degrees, certificates and other forms of recognition are granted in the name of the Board of Trustees of Southern Oregon University and are executed by the Board Chair and the University President. The Board shall have the exclusive authority to approve honorary degrees.
- 1.7.2 The Board delegates to the President and the professors ("the faculty" as defined in ORS 352.146) authority relating to: (a) academic standards relating to admission to study at the University; (b) curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University; and (c) standards of student competence in a discipline.

1.8 Gifts. The Board retains sole authority for gifts to the University set forth in this section 1.8. All other authority related to gifts is delegated to the President.

- 1.8.1 Gifts that create obligations on the part of the University for which there is no established funding source.
- 1.8.2 Gifts with a value exceeding \$1,000,000 which involve: (1) Construction of facilities not previously approved; or (2) Non-traditional investment assets (such as real estate, debt instruments, closely held stock, partnership interests, permanent insurance policies, royalties, copyrights, licenses, and other illiquid assets); provided that gifts described in this subsection with a value between \$500,000 and \$1,000,000 will be reported to the Board of Trustees quarterly.
- 1.8.3 A gift requiring naming of a University building or outdoor ~~spaceareas~~ [spaceareas](#).
- 1.8.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.
- 1.8.5 Current gifts of non-traditional investment assets, charitable lead trusts where the University is to act as trustee, bargain sale gifts of property, and partial interest gifts.
- 1.8.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.

1.8.7 Gifts of real estate, interests in real estate, or gifts of debt instruments secured by real estate from other than the Southern Oregon University Foundation. The Vice President for Finance & Administration shall determine in each such case, including when the gift is from the Southern Oregon University Foundation, whether a hazardous waste inquiry or other due diligence is required, and the scope and extent of such inquiry. The President and the Vice President for Finance & Administration, in consultation with the Vice President for Development, shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

1.9 Gifts to the Southern Oregon University Foundation. Gifts to the Southern Oregon University Foundation shall be accepted by the Southern Oregon University Foundation in accordance with then-current agreements between the University and the Foundation (as may be amended from time to time).

2.0 Authority of the President of the University

2.1 Executive and Governing Officer: Delegation. The President of the University is the executive and governing officer of the University, except as otherwise provided by statute or Board actions. Subject to the supervision of the Board and Board action, the President shall direct the affairs of the University. The authorities and responsibilities of the President of the University include, but are not limited to, the authorities and responsibilities set forth in and modified by section 1-~~0~~ and this section 2-~~0~~, and the President may delegate any authorities and responsibilities, except as provided by Board actions. Any delegation must be consistent with Board actions. The President remains responsible for the proper functioning of the University, notwithstanding any delegation.

2.2 Presidential Actions. The President of the University shall take such actions regarding matters within the authority of the President when the Board or the President deems it necessary or appropriate. Any Presidential actions are subordinate to and must be consistent with Board actions. In carrying out these duties, the President shall consult with the faculty, other employees, and students as deemed appropriate by the President. Consultation shall not remove from the President the authority and the responsibility vested in the President by law and Board actions.

2.3 Emergency and Temporary Actions: Technical Corrections. The President of the University shall take emergency and temporary actions when the Board, its designee, or the President deems it necessary or appropriate. Such actions may have the scope and force of Board actions and must be reported to the Board expeditiously. Pursuant to expedited procedures, the President of the University

may amend a Board action or Presidential action in order to correct typographical errors, make address or formatting changes, or clarify language without changing the effect of such actions. Such amendments must be reported to the Board quarterly. The President may make expedited repeals of Board actions upon notice to the Board and Presidential actions, provided that expedited repeals of Board actions must be ratified at the next meeting of the Board or its designee.

2.4 Committees, Councils and Advisory Groups. The President of the University shall establish and define the charge of any and all University committees, councils, and advisory groups, except as provided in Board action. The establishment and charge of any and all University committees, councils and advisory groups shall be consistent with law and Board action. The recommendations and reports of all committees, councils and advisory groups shall be made to the President. The President shall inform the Executive Committee of the Board regarding significant recommendations and reports related to the affairs of the University. Upon request by the Chair of the Board or a majority of the Trustees, the President shall provide the Board with a recommendation or report of a University committee, council or advisory group.

2.5 Students. Subject to Board action, the President is responsible for development and administration of policies governing the role of students and their conduct. In carrying out this responsibility, the President shall take into account the views of students, faculty, and others. The guidelines for student conduct which set forth prohibited conduct and provide for appropriate disciplinary hearings and sanctions for violations of law or institutional policies must be consistent with standards of procedural fairness. The Board recognizes and affirms the importance of active student involvement in the deliberative and decision-making processes.

2.6 University Personnel. The President of the University shall act for the Board of Trustees regarding all personnel and employment matters, including labor relations and approval of collective bargaining agreements. Subject to Board action, the President has the exclusive authority to and shall establish necessary or appropriate written policies covering all employees not represented by a collective bargaining organization and necessary or appropriate written policies covering employees represented by a collective bargaining organization, subject to any legal obligation to negotiate the terms and conditions of such policies with the exclusive representative of the relevant bargaining unit. Upon request by the Chair of the Board or a majority of the Board, and subject to Article VIII section 2 of the Board Bylaws, the President shall provide the Board with requested information regarding personnel and employment matters, including labor relations and collective bargaining. The President may appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers.

~~2.7 Research Grants and Contracts. The President of the University shall act~~

~~for the Board of Trustees regarding grants and contracts for research, development, service, and training. However, a quarterly report to the Board is required for each initial contract or grant award that exceeds \$100,000, and when any increase or decrease to a contract or grant award causes the total of all increases or decreases to the contract or grant award to exceed \$100,000.~~

2.78 Execution and Administration of University Affairs. Except as provided by Board action, the President of the University shall act for the Board regarding the execution and administration of instruments and the affairs of the University. Notwithstanding the dollar limits specified in section 1.0 above, the President shall act for the Board of Trustees regarding the execution and administration of all instruments, business affairs, and operations relating to:

- 2.78.1 Acquisition of electricity, natural gas, sewer, water, and all other utility services.
- 2.78.2 The acquisition of goods and services made by participating in contracts entered into by group purchasing organizations or pursuant to collaborative purchasing initiatives with public or non-profit entities.
- 2.78.3 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board of Trustees.
- 2.78.4 The acquisition of goods and services for sponsored research programs when the source of the goods or services is directed by the sponsor, or the sponsor retains title to the goods acquired.
- 2.78.5 The settlement of claims or lawsuits brought against the University.
- 2.78.6 The acquisition of insurance or self-insurance.
- 2.78.7 Leases and licenses of real property and modifications thereto of up to 20 years.
- 2.78.8 Deferred gift assets.
- 2.78.9 Real property acquired through gift or devise from the Southern Oregon University Foundation.
- 2.78.10 The protection of the University's interests, property and operations in an emergency.
- 2.78.11 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business.
- 2.78.12 The selection of depositories and investments.
- 2.78.13 The execution of instruments or the conduct of business affairs where approval by the Board or a Board committee is impractical due to time or other constraints. The President shall submit a report of any actions taken pursuant to this delegation to

the Board of Trustees or its Executive Committee on or before the next regularly scheduled meeting.

2.89 Legal Action. The President of the University shall act for the Board of Trustees regarding all legal action necessary or appropriate to protect the interests of the University. However, no litigation shall be instituted against a public entity or official or in exercise of the power of eminent domain without approval by the Board of Trustees.

2.109 Gifts. The President of the University shall act for the Board of Trustees regarding all current and deferred gifts to the University, including gifts to establish quasi-endowed or permanently endowed funds. Notwithstanding any delegation by the President, a gift with unusual terms or conditions affecting an academic program shall be accepted only with the concurrence of the President to the proposed terms or conditions. The proceeds of any gift, devise, bequest, or contribution received by the University shall be administered in accordance with the intention of the donor and any directions of the Board of Trustees in accepting the gift. Wherever possible, the Southern Oregon University Foundation shall manage gifts. The President of the University is authorized to act for the Board of Trustees regarding the disposition of gifts.

2.101 Fees, Fines and Charges. The President of the University shall establish fees, fines, and charges after providing notice to the Board. In arriving at a determination of fees, fines and charges, the President shall consult with employees and students as the President deems appropriate. The President shall enforce the collection of tuition, mandatory enrollment fees, other fees, fines, charges, and all other amounts due to the University.

3.0 Enforcement

Board actions shall have the force of law to the extent set forth therein. Emergency and temporary Presidential actions may have the force of law to the extent set forth therein. Any Board action or Presidential action that is intended to have the force of law must include an opportunity for appeal. Any Board action or Presidential action may be enforced by the University through internal procedures and in any court of competent jurisdiction. All Board actions and Presidential actions are binding on University employees, students, volunteers, contractors and members of the public, except as set forth therein.

4.0 Miscellaneous

All authority not addressed in this Policy is delegated to the President.

Approved on _____.

Chair, ~~of the~~ Board ~~of~~ Trustees

University Board Secretary ~~of the~~ University

<u>Revision</u>	<u>Change</u>	<u>Date</u>
	<u>-Initial Version</u>	<u>January 30, 2015</u>
<u>1</u>		

**Board Statement on the Conduct of Public Meetings
Board of Trustees of Southern Oregon University**

1.0 Regular Meetings

1.1 Content of the Agenda. Only items approved by the Chair, President or a majority of the Board may be placed on the agenda for a regular meeting.

1.2 Notice to Trustees. Every reasonable effort will be made to provide notice of a regular meeting of the Board of Trustees and all available, pertinent materials to each trustee no less than seven calendar days before the meeting. The proposed agenda and all available, pertinent materials for a regular public meeting of the Board should be provided to each trustee by email to the trustee's official Southern Oregon University email address, which may be an email message that contains only a link to the agenda and materials, not less than seven calendar days before any regularly scheduled meeting.

1.3 Notice to Others. Every reasonable effort will be made to provide notice of a regular public meeting of the Board of Trustees and all available, pertinent materials to all others no less than six calendar days before the meeting.

1.4 Board Calendar. The Board must meet at least four times per year~~once quarterly~~. Generally, regular Board meetings will be in October, January, In-September, December, March, and June. The Secretary will work with each Board member to generate a schedule of regular Board meetings for at least one year in advance. The Secretary will cause to be posted on the Board's website and delivered to each trustee periodically an updated schedule of the Board's regular meetings.

1.5 Order of Regular Meetings. The following will be the order of business at each regular public meeting of the Board:

1. Call to Order/Roll/Declaration of a Quorum
2. Public Comment
- ~~3. Consent Agenda (including approval of minutes)~~
- ~~3. Reports~~
- ~~4. Consent Agenda (including approval of minutes)~~
- ~~5. Action Items~~
 - ~~a. Matters before the Board by Seconded Motion~~
 - ~~b. Other Matters before the Board~~
- ~~6.5. Information, and Discussion, and Action Items~~
- ~~7.6. Adjournment~~

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The Chair or President determines the items to be placed on the consent agenda. An item may be removed from the consent agenda by any Trustee in which case

the matter will be treated as an information, discussion or action item as appropriate to the item. The order of business of the Board may be altered by the Chair, President or majority vote of a quorum.

2.0 Special Meetings and Emergency Meetings

2.1 Definition. Any meeting that is not a regular meeting of the Board is a special meeting of the Board or, in proper cases, an emergency meeting.

2.2 Content of the Agenda. Only items approved by the Chair, President or majority of a quorum may be placed on the agenda for a special meeting.

2.3 Notice to Trustees. Every reasonable effort will be made to provide notice of a special meeting of the Board of Trustees and all available, pertinent materials to each trustee no less than five calendar days before the meeting. The proposed agenda and all available, pertinent materials for a special meeting of the Board should be provided to each trustee by email, which may be an email message that contains only a link to the agenda and materials, not less than five calendar days before any special meeting.

2.4 Notice to Others. Every reasonable effort will be made to provide notice of a special meeting of the Board of Trustees and all available, pertinent materials to all others no less than four calendar days before the meeting.

2.5 Meetings. Notwithstanding anything to the contrary in this Board statement, should a special or emergency meeting be set on less than five days' notice as authorized by the bylaws of the Board, all reasonable efforts shall be made to provide appropriate notice and all available, pertinent materials as soon as reasonably practicable.

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.

4.0 Procedure for Appearing Before the Board

4.1 Importance. Public comment is an important component of effective governance. Public comment provides an opportunity to share ideas, information and opinions. Public comment may not be used as a forum for negotiations or asking questions of individuals or ~~T~~trustees. The opportunity for public comment will be provided at regular meetings of the Board.

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4.2 Protocol. The Chair has the authority to alter this protocol in the interest of time or other considerations. Priority in public comment will be given first to topics on the meeting agenda and thereafter to those who sign up in advance of the meeting in the order in which members of the public signed up to comment.

4.3 Sign-Up. An individual who wishes to provide public comment must sign up with the Secretary of the University in advance of the meeting, stating his or her name, affiliation with the University or other group, and topic to be discussed. Sign-up may be available on the Board's website, and a sign-up sheet will be available at each meeting. Sign-up via the Board's website must be made at least 24 hours in advance of the scheduled start of a meeting.

4.4 Duration. Unless otherwise indicated on the agenda or by the Chair, each public comment period will be between 15 and 30 minutes with a limit of three minutes per speaker. The Chair may call individuals out of order of sign-up to ensure that different viewpoints are heard during the public comment period. The Chair may require that a group designate one spokesperson to make comments. Those who sign up and are not called are invited to share their comments via trustees@sou.edu. -The public comment period is complete when any public comment has been provided or the public comment period expires, whichever occurs first.

4.5 Written Information. An individual who wants to provide written information to the Board may do so by: (1) sending the material electronically to trustees@sou.edu; (2) delivering the material to the Office of the University Secretary; or (3) mailing the material to the Office of the University Secretary. The Chair, President and Secretary will determine whether and, if so, when, submitted material is appropriate for dissemination to trustees based on the University's bylaws and relevant Board actions. Materials may be subject to disclosure under the Public Records Law.

5.0 Role of the Secretary

5.1 Notices and Minutes. The Secretary is responsible for causing: the issuance of required notices of meetings of the Board; the issuance of the agenda; the preparation and advance distribution of the minutes as part of the Board materials; and making arrangements for any audio recording, audio and video recording, streaming audio, or streaming audio and video. The Secretary shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements and is the custodian of such records. For notice purposes, a calendar day includes the date of the meeting.

6.0 Executive Sessions

6.1 Authorization. Executive sessions are authorized by the Public Meetings Law. The Chair shall have discretion, consistent with applicable law, to determine whether the Board or a Committee should meet in executive session. When the

Chair determines that an executive session is appropriate, the Chair will use the following procedure:

- The Chair will announce the executive session as required by law and cite the basis for and statute authorizing an executive session for each subject to be discussed
- The Chair or Secretary will specify individuals who may remain in the meeting
- The Chair or Secretary will instruct news media on each subject that the news media may not disclose
- The Chair or Secretary will also notify news media that they are prohibited from making audio or video recordings of the executive session
- The Chair or Secretary will notify news media that they are excluded from the executive session for one or more of the reasons set forth in section 6.4 below
- The Chair or Secretary will determine whether the executive session is recorded or whether minutes shall be kept. If a recording is made, the Secretary shall specify on the recording when the executive session begins and ends
- At the conclusion of the executive session, the Secretary shall notify all other members of the audience that the portion of the meeting open to the public has resumed

6.2 Notice. Notice of an executive session shall be provided substantially in accordance with notice of a regular, special or emergency meeting, depending on whether the executive session is to take place during a regular, special, or emergency meeting. The Board may hold meetings that consist solely of an executive session. The basis for and statute authorizing the executive session will be included in the notice.

6.3 Inclusion of News Media. Only representatives of the institutional news media are permitted in executive session when not excluded.

6.4 Exclusion of News Media. Representatives of the news media are allowed to attend executive sessions other than those held to conduct deliberations with persons designated by the governing body to carry on labor negotiations; to confer with counsel on current litigation or litigation likely to be filed if the member of the news media is a party to the litigation or is an employee, agent or contractor of a news media organization that is a party to the litigation; or when material or information that is confidential under federal law or that constitutes a faculty record under Oregon law will be discussed.

7.0 **Committee Meetings**

Committee meetings shall be conducted substantially in accordance with this policy.

Approved on _____

Chair, ~~of the~~ Board ~~of Trustees~~

~~University Board~~ Secretary ~~of the University~~

<u>Revision</u>	<u>Change</u>	<u>Date</u>
	Initial Version	January 30, 2015
<u>1</u>		

**Board Statement on Board Committees
Board of Trustees of Southern Oregon University**

1.0 Standing Committees and Ad Hoc 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 Executive and Audit Committee, Finance & 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.

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2.0 Executive and Audit Committee

2.1 There shall be a six-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 Finance & Administration Committee and Academic and Student Affairs Committee shall each be an ex officio voting member of the EAC, and the Chair of the Board shall select the fifth and sixth voting members. The University President may not serve on the EAC. 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 & Administration Committee shall be the chair.

2.2 When sitting as the Executive Committee, the EAC 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 When sitting as the Executive Committee, the EAC shall consider matters pertaining to the hiring, employment, and removal of the President of the University. Such matters, except for the hiring or removal of the President, shall be referred to the Board as seconded motions. The hiring or removal of the President shall be referred to the Board as a proposed motion.

2.4 When sitting as the Executive Committee, the EAC shall consider matters

pertaining to governance of the Board such as structure, composition, engagement and assessment. 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.

2.5 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:

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

2.5.2 Compliance-matters relating to compliance with legal and regulatory requirements.

2.5.3 Risk Management-matters relating to risk management, insurance, and risk transfer devices.

2.6 All matters considered pursuant to section 2.45 by the EAC sitting as the Audit Committee that require action by the Board shall be referred to the Board as ~~a~~-seconded motions 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.

2.7 Any of the examples of matters brought before the EAC sitting as the Audit Committee pursuant to section 2.45 may be directed to any other committee or the Board for consideration.

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~~ At any such ~~other~~ time that the Board Chair determines is necessary to the orderly operation of the Board's business, 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 an 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 FAC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action as ~~a~~-seconded motions 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 Ccommittee include, but are not limited to, the following examples:

3.3.1 Budget-matters relating to the University's general financial conditions, operating and capital budgets, general and auxiliary enterprise funding, 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.

4.0 Academic and Student Affairs Committee

4.1 There shall be an seven member Academic and Student Affairs Committee (ASAC). ~~At the Board's second regular meeting of each odd numbered calendar year or~~ At any such ~~other~~ time that the Board Chair determines is necessary to the orderly operation of the Board's business, 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 an alternates, including voting, in the event of the absence of any committee member at any regular, special or emergency 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 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.

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 Ccommittee 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, competitive athletic programs, student life 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, except as permitted by Article IV of the Board's bylaws. The faculty and non-faculty staff members of any 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 non-faculty staff at the University.

7.0 Information Gathering and Investigation

The Chair of the Board, or the Vice Chair during the Chair's absence or incapacity, may appoint one to three members of the Board and/or one or more other persons to a Working Group to gather information and provide it to the Board or a Board Committee. The Chair of a Standing Committee may appoint

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one to three members of the Standing Committee and/or one or more other persons to a Working Group to gather information and provide it to the Standing Committee.

Approved on _____

Chair, Board of Trustees

University Board Secretary

Revision	Change	Date
	Initial Version	January 30, 2015
1	Section 2.4 added to include “governance”	January 20, 2017
<u>2</u>		

Governance Work Group

Future Meetings

Adjournment