



OFFICE OF THE BOARD OF TRUSTEES

## Public Meeting Notice

April 14, 2020

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

FROM: Sabrina Prud'homme, University Board Secretary

RE: Notice of Regular Committee Meeting by Videoconference

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 topics of the meeting will include a report from the internal auditor and discussion and action on the board officer elections process. There will be a review of authorities and related communications.

The meeting will occur as follows:

Tuesday, April 21, 2020

9:30 a.m. to 11:30 a.m. (or until business is concluded)

Visit [governance.sou.edu](http://governance.sou.edu) for meeting materials.

Visit [sou.edu/video](http://sou.edu/video) to stream the meeting proceedings at the time of the meeting.

Zoom Meeting information will be provided for trustees and meeting participants.

If special accommodations are required or to provide written public comment or testimony, please contact Kathy Park at (541) 552-8055 at least 72 hours in advance.

### Public Comment

Members of the public who wish to provide public comments for the meeting are invited to submit their comments or testimony in writing. Please send written comments or testimony to the Board of Trustees email address: [trustees@sou.edu](mailto:trustees@sou.edu). Public comments also may be sent to the board via postal mail addressed to SOU Board of Trustees, 1250 Siskiyou Boulevard, Ashland, OR 97520.



**Board of Trustees**  
**Executive and Audit Committee Meeting**  
**April 21, 2020**

# Call to Order / Roll / Declaration of a Quorum



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

**Tuesday, April 21, 2020  
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.

- |         |          |  |   |
|---------|----------|--|---|
|         | <b>1</b> | <b>Call to Order/Roll/Declaration of a Quorum</b>  | Chair Lyn Hennion                                       |
|         | 1.1      | Welcome and Opening Remarks                        |   |
|         | 1.2      | Roll and Declaration of a Quorum                   | Sabrina Prud'homme,<br>SOU, Board Secretary             |
|         | 1.3      | Agenda Review                                      | Chair Hennion   |
|         | <b>2</b> | <b>Public Comment</b>                              |   |
| 5 min.  | <b>3</b> | <b>Consent Agenda</b>                              |   |
|         | 3.1      | Approval of January 17, 2020 Meeting Minutes       | Chair Hennion   |
|         | <b>4</b> | <b>Reports</b>                                     |   |
| 10 min. | 4.1      | Internal Audit Report                              | Ryan Schnobrich, SOU,<br>Internal Auditor               |
|         | <b>5</b> | <b>Action, Information and Discussion Items</b>    |   |
| 20 min. | 5.1      | Board Elections Process (Action)                   | Jason Catz, SOU,<br>General Counsel                     |
| 20 min. | 5.2      | Review of Authorities and Related<br>Communication | Chair Hennion;<br>President Linda Schott;<br>Jason Catz |
| 5 min.  | 5.3      | Future Meetings                                    | Chair Hennion   |
|         | <b>6</b> | <b>Adjournment</b>                                 | Chair Hennion   |

# Public Comment

# Consent Agenda

**Board of Trustees  
Executive and Audit Committee Meeting  
Friday, January 17, 2020**

**MINUTES**

**Call to Order/Roll/Declaration of a Quorum**

Committee Members:

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

Chair Lyn Hennion called the meeting to order at 9:32 a.m. in the DeBoer Room of the Hannon Library. The secretary recorded the roll and a quorum was verified.

Other trustees in attendance: Deborah Rosenberg, janelle wilson and Dr. Linda Schott.

Other attendees included: Dr. Neil Woolf, Vice President for Enrollment Management and Student Affairs; Greg Perkinson, Vice President for Finance and Administration; Dr. Susan Walsh, Provost; Jason Catz, General Counsel; Sabrina Prud'homme, Board Secretary; Ryan Schnobrich, Internal Auditor; Cynthia Ferrendelli, Steve Larvick, Patti Eliot and Colleen Martin-Low, all from Business Services; Josh Lovern, Budget Office; Tom Battaglia, Chief Information Officer; Joe Mosley, Marketing and Communications; Jean Bushong, CliftonLarsonAllen; John Stevenson, Information Technology; and Kathy Park, Office of the Board Secretary.

**Public Comment**

There was no public comment.

**Consent Agenda**

Trustee Sheila Clough moved to approve the consent agenda, as presented. Trustee Megan Lightman seconded the motion and it passed unanimously.

**Reports**

Internal Audit Report

Ryan Schnobrich reviewed his report to the board. He said the ongoing student fee process audit is going well. ASSOU leadership is highly motivated and has implemented the significant process changes previously presented to the board. Josh Lovern presented some impressive modeling, in a manner that respects ASSOU's legislated autonomy.

Mr. Schnobrich and Greg Perkinson reviewed last year's annual assessments of management responsibility and fraud risk control. Mr. Perkinson is working through various improvements with his directors and coordinating with the vice presidents.

Mr. Schnobrich said management action plans have been worked aggressively since the committee's last meeting and he provided an update on some of the plans. Because he was able to dedicate more time on this higher-priority work, several of the internal

control assessments planned for this year likely will need to be moved to next year's internal audit plan.

Mr. Schnobrich said that, as risk assessment and risk management become more required by federal regulation, combined management and compliance processes will become more normalized across campus.

On the professional development front, Mr. Schnobrich has renewed his Certified Public Accountant and Certified Internal Auditor licenses. He also co-created and co-presented a professional education course to the chief audit executives of the other Oregon public universities.

Trustee Daniel Santos noted the completion of the cultural competency compliance internal control assessment. Responding to Trustee Santos' and Trustee Lightman's inquiries, Sabrina Prud'homme said Dr. Suresh Appavoo very recently provided a cultural competency report, which she will provide to the trustees. She also has requested that trustees be included in the training opportunities provided throughout campus.

Responding to Trustee Santos' inquiry regarding the follow up on Violence Against Women Act (VAWA) compliance issues, Mr. Schnobrich said he and Dr. Appavoo discussed the current status. Management is still looking at the issue and is considering aligning some different duties and responsibilities. As a result, they are not yet prepared to make a presentation to the board. Mr. Perkinson added that the search for the new Campus Public Safety director is almost complete; one aspect of that role is to support management on Clery Act issues.

Regarding VAWA requirements, Chair Hennion said she thought it interesting that employees' actions are more compliant than SOU's policies. Jason Catz said the VAWA policy is in the final stages of development. He said the law sets the bar and SOU considered whether it should mandate certain requirements for everyone. SOU decided to set the policy so it aligned with the law with the knowledge that SOU does more training than the minimum requirement.

### **Action, Information and Discussion Items**

#### **Review of Fiscal Year 2019 Audited Financial Statements (Action)**

Jean Bushong presented the FY 2019 external audit, as included in the meeting materials. She highlighted CliftonLarsonAllen's (CLA's) responsibilities under auditing standards; the scope of the engagement and the audit results; required communications to governance; upcoming changes in accounting standards; and some higher education industry topics. Ms. Bushong said the auditors review financial statements to determine if they are free from material misstatement, which involves an analysis of risk of error, fraud or noncompliance. The audit does not opine on the effectiveness of internal controls but the auditors would report any material weaknesses or significant deficiencies with SOU's internal controls.

CLA's opinion is on pages 8-9 of the 2019 Annual Financial Report. CLA issued an unmodified opinion on the financial statement audit and there were no findings of

significant weaknesses or deficiencies. Ms. Bushong addressed selected entries in the report and explained the fluctuations in some of the figures.

Responding to Trustee Clough's comment, Mr. Perkinson, Josh Lovern and Steve Larvick agreed that the budget process used for FY 2020 will not make next year's audit more complicated.

Turning to the federal compliance component, also referred to as the single audit, Ms. Bushong said the focus was on student financial aid programs. Regarding the financial reporting process, there were no material weaknesses or significant deficiencies. There was one finding in the Federal Supplemental Educational Opportunity Grant area: \$300 was awarded to a student whose expected family contribution was \$1,000 but should have been awarded to a student who had no expected family contribution. Ms. Bushong said it is a small amount but must be reported. Responding to Trustee Clough's inquiry, Ms. Bushong and Dr. Neil Woolf said the Financial Aid Office has checks and balances and a plan in place to prevent a recurrence.

Ms. Bushong then provided the required communications to governance, as included in the meeting materials. She also reviewed upcoming changes to Governmental Accounting Standards Board standards for future fiscal years and industry trends in higher education. Discussion ensued on the importance of investing in information technology, an industry trend.

Trustee Santos moved to accept the fiscal year 2019 audited financial statements and recommend them to the Board of Trustees for action. Vice Chair Paul Nicholson seconded the motion and it passed unanimously.

#### Internal Audit Consulting Updates

Ryan Schnobrich said Internal Audit's mission is to enhance and protect organizational value by providing risk-based and objective assurance, advice and insight. He and members of management have worked together to reduce risk, and management is tracking and coordinating their action plans in response to his work. Mr. Schnobrich said Tom Battaglia, SOU's Chief Information Officer, and Jesse Martinich, SOU's Chief Information Security Officer, have created a plan for SOU to become compliant with the Gramm-Leach-Bliley Act (GLB Act) that is no less than revolutionary in the space of higher education.

Greg Perkinson said a dashboard was developed to track Mr. Schnobrich's internal audit work and management's corrective actions. This tool also keeps consulting services visible. Mr. Battaglia then discussed requirements of the GLB Act and steps SOU has taken to comply with the Act.

#### Board Officer Election Process

Jason Catz said the election process is a function of the board's self-governance. After he reviewed the current election process, discussion ensued on the awkwardness of the process; the importance of electing individuals with the right qualities and the bandwidth to do the jobs; the success of the board's two chairs; and learning from other boards' experiences.

Mr. Catz then reviewed the proposed process, as included in the meeting materials. He recommended changing “nominations” for chair and vice chair to “suggestions” or something similar. He discussed the work of the Nominating Work Group and the advantages and disadvantages of the work group conducting its work in a public meeting. Discussion ensued on the role and composition of the Nominating Work Group, including the possibility of former trustees serving on the work group, using results from the board’s self-evaluation and helping potential candidates understand what each position entails.

Turning to the election process itself, Vice Chair Nicholson expressed concerns over the awkwardness of a nomination process created if the work group recommends more than two candidates. He compared that option to one where the trustees would vote for the individual they thought was most suitable from the slate of candidates but nominations would not be made. Mr. Catz said he would evaluate the possibility of the work group nominating all the individuals identified in its vetting process and presenting the credentials of each.

Trustee Janelle Wilson stressed the importance of ensuring the trustees have adequate feedback on those who have expressed interest in either position and ensuring all voices are given ample time to respond to candidates before the election. She also thought the faculty, staff and student members of the board would be good members of the work group because none of them could be elected for the chair or vice chair positions.

Sabrina Prud’homme provided comments on some of the ideas expressed during the conversation: former trustees serving on the work group may not be familiar with the current environment of the university and may not know all the candidates; it would be beneficial if codifying the membership of the work group were left open but she recommended inclusion of a past chair and the board secretary; the three on-campus trustees are well-suited to serve on the work group and could bring the campus perspective to the deliberations; and that designing a mechanism by which all voices are heard in advance must avoid constituting a vote before the meeting.

If a former trustee was included in the work group, President Schott suggested having someone who had served on the board within a certain number of years so their experience with the university and campus would still be fairly current. Trustee Bill Thorndike suggested input from former trustees might be valuable even if they did not serve on the work group.

Chair Hennion concluded the conversation by saying that she heard the committee members desired a hybrid approach of seeing a slate of candidates but the candidates not being identified for specific leadership positions. Mr. Catz will draft a new version of the election process. Chair Hennion said the board will make a decision on the process in April.

#### Governance Work Group Update

Vice Chair Nicholson said the Governance Work Group has had a series of meetings, with the election process taking much of the attention. They also focused on scheduling

a board retreat and recognized the board should drive the content of the agenda.

Future Meetings

Chair Hennion said the next committee meeting will be on Tuesday, April 21.

**Adjournment**

Chair Hennion adjourned the meeting at 11:35 a.m.

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# Internal Audit Report

## Executive & Audit Committee Internal Audit Quarterly Update

April 21, 2020

Ryan Schnobrich, CPA, CIA

Please refer to Internal Audit's Board-approved Internal Audit plan and detailed reports here:

<https://inside.sou.edu/ia/electronic-reports.html>

### Recently posted reports include:

2/6/2020 Recreation Management Action Plan Completed

2/11/2020 Veterans Management Action Plan Completed

### Risk Assessment

Management's risk assessment activities are currently "defined" on a maturity matrix.

### Assurance/Audit Services

Clery Act Audit Report	Completed – 10/14/2019
Sustainability Reporting Audit Report	Completed – 8/19/2019
Student Fee Process Audit	Scheduled – 5/22/2020
Oregon Equal Pay Act Audit	Cancelled
Annual Assessment of Management Responsibilities	Nearly Completed – 6/19/2020
Annual Assessment of Management's Control of Fraud Risk	Nearly Completed – 6/19/2020

### Consulting Services

Incident Response Team	In Process
Process Improvement	Delayed to FY21
Scholarships	Delayed to FY21
Student Record Maintenance	In Process
Financial Aid Compliance	Stopped – 2/3/2020
Payroll	Completed – 12/19/2019
Surplus Assets	Nearly Completed
OUS IAD Audit Recommendations	Cancelled
Follow Up – FY17 Title IX	In Process
Follow Up – FY17, FY18 & FY19 Investigation Reports	Nearly Completed or Completed
Follow Up – FY18 Irregular Employment Agreements	Delayed to FY21
Follow Up – FY19 Clery and Violence Against Women Act	In Process

### Internal Control Assessment

Purchase Cards	Nearly Completed
Journal Entries	Delayed to FY21
Reserve Balances	Delayed to FY21
Anti-Fraud Initiatives	Delayed to FY21
Banner 9 Access & Security	Delayed to FY21
Vendor Maintenance	In Process
Travel	Delayed to FY21
Grants	Delayed to FY21
Gramm-Leach-Bliley Act (Cybersecurity/Financial Aid)	Completed - 1/15/2020
Cultural Competency Compliance	Completed - 1/24/2020
Vehicle Use	Nearly Completed

# Board Elections Process (Action)

## **Board Statement on the Process for Officer Elections Board of Trustees of Southern Oregon University**

By January 30 in even-numbered years, or as soon thereafter as is practicable, the Board Chair shall select an ad hoc committee known as the Officer Election Work Group for the purpose of receiving and presenting recommendations for re-election or new officers for election to two-year terms to begin July 1.

The Officer Election Work Group shall be comprised of 3-5 trustees. At least one past Chair or Vice-Chair should be selected for the committee, if feasible. If necessary, a former trustee who served as an officer of the Board may serve in this role. At least one of the Board's current, "on-campus" trustees (i.e., student, faculty, or non-faculty staff trustees) should be selected for the committee, if feasible. The Board Secretary will serve as a non-voting, ex officio member of the Officer Election Work Group. No member of the Officer Election Work Group will be permitted to recommend themselves during the process or otherwise accept a recommendation for Chair or Vice-Chair positions without immediately recusing themselves from further service in the group; members of the group should have these considerations in mind before accepting membership in the work group.

The Board Chair shall select one member to serve as Chair of the Officer Election Work Group. Thereafter, Chair of the Officer Election Work Group will invite all trustees to submit recommendations for Chair and Vice-Chair to the Board Secretary.

The Officer Election Work Group will review all recommendations and contact each nominee to discuss their willingness to serve in either role. Trustees willing to serve will be asked to submit a brief statement of interest, explaining why they wish to serve as an officer, discussing relevant experience, specifying goals for their service as a Board officer, and any other additional information they would like considered with respect to their nomination. Trustees may request consideration for only the Chair position, only Vice-Chair position, or for both.

The Officer Election Work Group will review the statements of interest, consider the past and current engagement of each trustee, and may request additional information from the candidates, if necessary. If review of the recommended trustee's information presents any issues or concerns important to the trustee's potential candidacy, the Chair of the Officer Election Work Group will discuss those matters with the candidate and, at their discretion, other members of the work group. A designated member of the Officer Election Work Group will seek the input of the President.

Thereafter, the Officer Election Work Group will finalize the list of recommended trustees for presentation at a meeting of the full Board. All recommended candidates who completed the work group's process will be included for discussion at the meeting unless they withdraw from consideration. Members of the Officer Election Work Group will present a summary of each candidate's experience, a summary of their statement of interest, and will nominate each recommended trustee for consideration as Chair.

Once all candidates have been presented for consideration and nominated, the Board will select a Chair with a majority of trustees present required to complete the selection. If no nominee receives a majority of votes, then the two initial nominees receiving the most votes will be

nominated for a second vote by the full Board with the Chair selected by majority vote. All candidates who wish to be considered for Vice-Chair, will be nominated for the position using the same voting procedure.

Trustees may opt out from consideration for either position at any point during this process.

No officer will be eligible to serve more than two (2) consecutive two-year terms in the same office.

Board officer elections may take place at any meeting of the Board.

Vacancies occurring for reasons other than term expirations may be filled consistent with section 5.a. of the Bylaws of Southern Oregon University. A vacant office shall be filled for the remainder of the unexpired term.

This policy shall be reviewed by the Board in odd-numbered calendar years.

Approved on \_\_\_\_\_.

\_\_\_\_\_  
Chair, Board of Trustees

\_\_\_\_\_  
University Board Secretary

# Review of Authorities and Related Communication

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

**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 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. 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 2.7, 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 spaces.

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 and this section 2, 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 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 above, the President shall act for the Board of Trustees regarding the execution and administration of all instruments, business affairs, and operations relating to:

- 2.7.1 Acquisition of electricity, natural gas, sewer, water, and all other utility services.
- 2.7.2 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.
- 2.7.3 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board of Trustees.
- 2.7.4 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.
- 2.7.5 The settlement of claims or lawsuits brought against the University.
- 2.7.6 The acquisition of insurance or self-insurance.
- 2.7.7 Leases and licenses of real property and modifications thereto of up to 20 years.
- 2.7.8 Deferred gift assets.
- 2.7.9 Real property acquired through gift or devise from the Southern Oregon University Foundation.
- 2.7.10 The protection of the University's interests, property and operations in an emergency.
- 2.7.11 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business.
- 2.7.12 The selection of depositories and investments.
- 2.7.13 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.

2.8 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.

2.9 **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.

2.10 **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 January 18, 2019

  
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Chair, Board of Trustees



University Board Secretary

<b>Revision</b>	<b>Change</b>	<b>Date</b>
	-Initial Version	January 30, 2015
1	Appointment of the President of the University section updated; Research Grants and Contracts section removed; basic edits and corrections	January 18, 2019

# Future Meetings

# Adjournment