



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

January 13, 2023

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

FROM: Sabrina Prud'homme, University Board Secretary

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

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

Action items on the agenda include a consent agenda consisting of past meeting minutes; acceptance of the audited financial statements and annual financial report for the 2021-2022 fiscal year. The board will also act on proposed revisions to the Bylaws of Southern Oregon University; the Board Statement on Delegation of Authority; Board Statement on Board Committees; and the Board Statement on the Conduct of Public Meetings.

Information and discussion items include updates on the internal audit function and an honorary degree policy.

The meeting will occur as follows:

Friday, January 20, 2023

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

DeBoer Room, 3rd Floor, Hannon Library, SOU Campus

Members of the public may view the proceedings at <https://sou.zoom.us/j/81351439534> at the time of the meeting.

Materials for the meeting are available at governance.sou.edu.

The Hannon Library is located at 1290 Ashland Street, on the Ashland campus of Southern Oregon University. **If special accommodations are required, please contact Christina Martin 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 sign up to speak or to submit their comments in writing at least 24 hours in advance of the meeting to the Board of Trustees email address: trustees@sou.edu. Public comments also may be delivered by hand or mailed to SOU Board of Trustees, 1250 Siskiyou Boulevard, Churchill Hall, Room 107, Ashland, OR 97520.



**Board of Trustees
Executive, Audit, and Governance Committee Meeting
January 20, 2023**

Call to Order / Roll / Declaration of a Quorum



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

**Friday, January 20, 2023
9:30 – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library, SOU Campus
Zoom: <https://sou.zoom.us/j/81351439534>**

AGENDA

Persons wishing to provide public comment at the meeting or in writing may sign up at trustees@sou.edu.
Please note: times are approximate and items may be taken out of order.

- | | | | |
|---------|----------|---|--|
| | 1 | Call to Order/Roll/Declaration of a Quorum | Chair Daniel Santos |
| | 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 Santos |
| | 2 | Public Comment | |
| 5 min. | 3 | Consent Agenda | Chair Santos |
| | 3.1 | June 17, 2022, Minutes | |
| | 3.2 | October 21, 2022, Minutes | |
| 20 min. | 4 | Reports | |
| | 4.1 | Internal Audit Update | David Terry; Portland
State University,
Internal Audit
Contractor |
| 50 min. | 5 | Action, Information and Discussion Items | |
| | 5.1 | Review of Audited Financial Statements and
Acceptance of Annual Financial Report for
Fiscal Year 2021-22 (Action) | Jean Bushong,
CliftonLarsonAllen,
Principal |
| 40 min. | 5.2 | Amendments to SOU Board of Trustees
Governing Documents (Action) | Vice Chair Sheila
Clough |
| | 5.2.1 | University Bylaws | |

Board of Trustees
Executive, Audit, and Governance Committee Meeting
Friday, January 20, 2023
9:30 – 11:30 a.m. (or until business concludes)

AGENDA (Continued)

5.2.2 Board Statement on Delegation of
Authority

5.2.3 Board Statement on Board Committees

5.2.4 Board Statement on the Conduct of
Public Meetings

5.2.5 Update on Honorary Degree Policy

5 min.	5.3	Future Meetings	Chair Santos
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6		Adjournment	Chair Santos
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Public Comment

Consent Agenda

**Board of Trustees
Executive and Audit Committee Meeting
June 17, 2022**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Chair Daniel Santos called the meeting to order at 9:31 a.m. Chair Santos welcomed the trustees and presenters to the final meeting of the academic year. He gave a special welcome to David Terry and his team member, Amy Smith. He announced that the committee was down by one member, Lyn Hennion, and said that the committee's thoughts are with her and her family. The secretary recorded the roll and a quorum was verified.

Committee Members:

Chair Daniel Santos	Present	Lyn Hennion	Absent
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Present		

Other trustees in attendance: President Rick Bailey, Shaun Franks, Steve Vincent

Public Comment

There was no public comment.

Consent Agenda

Due to capacity, there are no minutes to approve. Chair Santos said that at the end of the meeting he will ask for some consideration regarding minutes.

Reports

Internal Audit Report

Chair Santos noted that he meets with David Terry periodically. David Terry introduced his co-auditor, Amy Smith. Mr. Terry provided an update on his work since the last committee meeting, an overview on hotline activity, and the transition plan with Jason Catz leaving. He said he will consult with Greg Perkinson in the interim. Mr. Terry's office gained access to the EthicsPoint Hotline and setup new reporting protocols. He reminded the committee of the three planned projects for fiscal year 2023 and the plan to consult with SOU as requested to help with special projects and reviews as needed.

The initial planning work has started with residency benchmarking and the kick-off meeting is scheduled for early July. In response to Chair Santos's question regarding residency benchmarking, Mr. Terry explained that how a school records a students' residency can affect its revenue in the funding model so the issue came about during the yearly risk assessment. Vice President Neil Woolf added that with the North State Promise, SOU counts students as non-resident but charges those students in-state tuition. Mr. Terry explained that the findings are confidential and would not be shared

by his office but once the audit was complete, it was up to SOU how it would use the report. President Bailey believed it could help launch a statewide dialogue .

The other two planned projects are: equity, diversity and inclusion (EDI) practices as they pertain to university procurement and a review process in financial aid. He announced there were no new reports from the hotline. Trustee Clough cautioned that a lack of reports does not mean issues aren't occurring. Trustees discussed the need to promote the reporting system.

Action, Information and Discussion Items

Governance Work Group Update

Chair Santos introduced the work group as Vice Chair Bullock, who chairs the workgroup, Trustee Clough, and Trustee Hennion who were assisted by Board Secretary Sabrina Prud'homme and General Counsel Jason Catz. He said they were charged with several assignments including to determine if a stand-alone governance committee was needed for the board. Vice Chair Bullock thanked the workgroup for their participation and robust discussions.

New Trustee Mentoring Program (Action)

The New Trustee Mentoring Program has a goal of ensuring that new trustees can “hit the ground running” as engaged board members. The chair would appoint new members, mentees, to seasoned trustees, mentors. Vice President Janet Fratella shared that the SOU Foundation also does a mentoring program and offered to share information.

Board Statement on Emeritus President Status (Action)

Vice Chair Bullock explained the process and reasoning behind the creation of this policy. The document went through many iterations as they looked at the Oregon University System's policy and other universities policies. There was much discussion among the workgroup about what was important to SOU. The statement denotes that any member of the board can nominate a past president and to receive emeritus president status, and a majority vote of the trustees would be required. He reviewed several provisions of the statement such as board outreach to members of the campus community; the rights and privileges that would be granted. Consideration was given to ensure these privileges did not add pressure to the current president or budget.

Addition of “Governance” to Executive and Audit Committee (Action)

Vice Chair Bullock expressed the workgroup's desire to add “governance” to the Executive and Audit Committee; it would become the Executive, Audit, and Governance Committee. He explained that the ad hoc work group worked well and allowed for nimble action and candid conversations. In response to Trustee Franks question, Ms. Prud'homme said that governance duties already are part of the committee's duties but changing the name clarifies for the board and for others where this function lives within the board.

Vice Chair Bullock moved to approve the New Trustee Mentoring Program as developed. Trustee Clough seconded the motion and it passed unanimously.

Vice Chair Bullock moved to approved Board Statement on Emeritus President Status. Trustee Clough seconded the motion in honor of Trustee Lyn Hennion. The motion passed unanimously.

Vice Chair Bullock moved to approved the addition of “Governance” to the name of the Executive and Audit Committee. Trustee Clough seconded the motion and it passed unanimously.

President’s 2022-2033 Goals

President Bailey presented a draft of his 2022-2023 goals. His first goal was to promote justice, equity, diversity, and inclusion on campus and throughout the region. He talked about translating the goals into action and leveraging partnership with city, county, tribal, state and federal governments as well as exploring business and non-profit partnerships. His second goal was to provide leadership for student enrollment, support and success by collaborating with K-12 schools, community colleges, and the Enrollment Council. President Bailey’s third goal was to craft a long-term fiscal sustainability roadmap. He described three strategies including cost management, diverse revenue streams, and a redesign of the grants management processes. Goal four was to develop an approach to the strategic plan and goal five was to strengthen internal and external outreach with strategic messaging. Goal five also included implementing best practices and promoting a culture of healing, self-care, resilience, and perseverance. Finally, goal six was to position SOU for its inaugural comprehensive campaign, for which, the timing is perfect.

Trustee Clough commented that six goals is a lot and asked about his and his team’s bandwidth. President Bailey acknowledged it was a lot but felt charged and found these goals necessary at this time in SOU’s history. There was further discussion among the board about the goals and the importance of EDI.

Vice Chair Bullock moved to adopt the President’s 2022-2023 Goals. Trustee Thorndike seconded the motion and it passed unanimously.

President’s Annual Evaluation

There’s an evaluation in the summer with the president and board chair, and there is a role for the vice chair. How information is solicited is not formalized but the chair looks forward to working with trustees on it. President Bailey sought guidance on what trustees would like to make sure he includes in the self-assessment. Trustees suggested he offer his assessment of bandwidth and areas where he may need more support or assistance. There was much discussion around whether to conduct consultations with groups outside of trustees. Trustee Bullock cautioned against broad outreach at this time, as the policy suggests a comprehensive review in conjunction with a contract renewal. Chair Santos will continue to work with aforementioned parties on the process.

Future Meetings

Before concluding, Chair Santos mentioned that meeting minutes are very long and detailed, and the workload with four standing committees, multiple work groups, and special meetings is an issue of capacity. He suggested the Governance Work Group explore the topic. Trustees agreed and the work group chair, Trustee Bullock thought it would be a great task for the group.

Chair Santos announced the committee's next meeting would be on October 21, 2022. He reminded the committee that they should direct any suggestions for the next agenda to himself or the board secretary.

Adjournment

Chair Santos adjourned the meeting at 10:59 a.m.

DRAFT

**Southern Oregon University
Board of Trustees
Executive, Audit, and Governance Committee Meeting
October 21, 2022**

MINUTES

Chair Daniel Santos called the meeting to order at 9:31 a.m. He welcomed new members Trustee Franks and Trustee Shelby to the committee as well as David Terry.

Call to Order/Roll/Declaration of a Quorum

Committee Members:

Chair Daniel Santos	Present	Liz Shelby	Present
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Present	Shaun Franks	Present

Other trustees in attendance: President Rick Bailey and Katherine Cable

Public Comment

No members of the public offered comments.

Consent Agenda

Trustee Clough moved to approve the minutes for the April 21, 2022 meeting. Trustee Franks seconded the motion and Trustee Shelby abstained. The motion passed.

Reports

Internal Audit Report

David Terry reviewed the two Internal Audit objectives: services provided to SOU and the status of hotline activity. Meetings with the vice president for finance and administration take place bi-weekly and he meets with Chair Santos periodically to comply with the standards of independence for auditing. He discussed his work updating the Internal Audit website, advertising the hotline, and meeting with IT management on cybersecurity risk. Mr. Terry also clarified internal and external audit functions.

The three planned projects in the current fiscal year are residency benchmarking, which is about 60 percent complete; equity, diversity, and inclusion in procurement which is early in the process; and the financial aid process review is planned for later in the year. There was some discussion regarding equity within procurement and doing a general equity audit, as well as the possibility for the residency item to affect funding positively.

On the consulting front, a vendor master file review was completed. Since the last meeting, there have been no hotline reports that required triage or investigation. Internal Audit is working with SOU management to communicate with stakeholders regarding the hotline resource as well as updates on the internal website. President Bailey informed trustees that “the tone at the top” message was distributed.

Action, Information and Discussion Items

Discussion of the 2023 Board Policy Review Process and Appointment of Policy Work Group

Chair Santos said it was good governance practice for the board to review its board statements and bylaws regularly. The committee reviewed a proposed schedule for revision of the board's policies.

Chair Santos expressed his desire to create a workgroup for policies. He said he had already asked Trustees Clough, Bullock, and Lee to serve on the work group. They will look at best practices, gather information, evaluate SOU policies, and consider amendments to board policies. The workgroup would provide information to the committee for its recommendation to the board for adoption. There was some discussion regarding proposed new policies including Honorary Degrees and Records Retention.

Proposed 2023-2024 Committee Meeting Schedule (Auction)

Trustee Chair Santos asked for a motion to approve the proposed meeting schedule.

Trustee Bullock moved to adopt the proposed 2023-2024 schedule. Trustee Thorndike seconded the motion and it passed unanimously.

University President's Annual Evaluation [Executive Session Pursuant to ORS 192.660(2)(f) and (i)]

Chair Santos said the committee would go into executive session to review the president's evaluation. For the record, he said 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(6), no final action would be taken or final decision made in the executive session.

In addition to board members, the board secretary, Sabrina Prud'homme was permitted to remain in the room. In concluding the executive session, Chair Santos returned the meeting to open session.

Proposed Revision to University President's 2022-2023 Goals (Action)

President Bailey discussed his 2022-23 goals. The six goals are: 1) promote justice, diversity and inclusion on campus and throughout the region; 2) provide leadership for student enrollment, support, and success; 3) craft a long-term fiscal sustainability roadmap; 4) develop an approach to the strategic plan; 5) strengthen internal and external outreach and 6) position the university for an inaugural comprehensive campaign.

The proposed revision to these goals is to postpone the development of an approach to the strategic plan. With the cost management and other priorities on the horizon, President Bailey said 2026 would be a better time to approach this goal. He is not diminishing the importance of the goal but hopes trustees will reconsider the timeline.

Trustee Franks moved to adopt the President's Revised 2022-2023 Goals. Trustee Thorndike seconded the motion and it passed unanimously.

Future Meetings

Chair Santos said the committee's next meeting would be on January 20, 2023 and asked that if any trustee on the committee has any ideas for agenda, to please send them to him or the board secretary.

Adjournment

Chair Santos adjourned the meeting at 11:17 a.m.

DRAFT

Internal Audit Update

Presented by David Terry, CPA, CFE, CIA

Internal Audit Update

Objectives of Update

- 1) Update on services provided since last committee meeting.
- 2) Provide a status update on Hotline activity since last committee meeting.

Objective 1 – Internal Audit Update

- **Updates with SOU Management** – Held bi-weekly meetings with Vice President of Finance and Administration to provide status updates on internal audit projects and provided consulting on other SOU topics. Also, held introductory meeting with new General Counsel.
- **Debrief Meeting with Chair Santos** – Continuing to meet with Chair Santos periodically to discuss function and projects. Periodic meetings will continue into the future as this practice helps to support internal audit standards for independence.

Objective 1 – Internal Audit Update

- **Updating Internal Audit Website** – Working to update key information on the Internal Audit SOU website so that stakeholders are aware of the function at SOU and resources available.
- **Cybersecurity Control Discussion** – Held meeting to discuss specific cybersecurity controls with SOU IT security officials based on some key takeaways from attending the Oregon Cyber Resilience Summit hosted by the University of Oregon.

Objective 1 – Internal Audit Update

Projects for Fiscal Year 2023:

- 1) Residency Benchmarking – In progress – conducting fieldwork.
- 2) Equity, Diversity, & Inclusion – Procurement – Project placed on temporary hold due to Workday implementation.
- 3) Financial Aid – Process Review – In progress – starting earlier than planned due to temporary hold on procurement project.
- 4) Special projects and reviews as needed.

Objective 2 – Hotline Update

- No new reports since our last meeting and report out.
- Internal Audit working with SOU management to help communicate EthicsPoint Hotline resource to university stakeholders.
 - Some delays on this project work due to need to address some special projects at PSU.

Internal Audit Update

Questions?

Review of Audited Financial Statements and Acceptance of Annual Financial Report for Fiscal Year 2021-22 (Action)

Click Here to View

[https://inside.sou.edu/assets/bus_serv/docs/
accounting/2022SOUAnnualFinancialStatementFinal.pdf](https://inside.sou.edu/assets/bus_serv/docs/accounting/2022SOUAnnualFinancialStatementFinal.pdf)



Southern Oregon University

Fiscal Year 2022 Financial Audit Results

We'll get you there.



CPAs | CONSULTANTS | WEALTH ADVISORS

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CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor.
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Agenda



Scope of the Engagements



Responsibilities under GAAS



Unique Audit Items



Financial Statement Audit Results



Required Communications



Single Audit Update



Questions



Scope of the Engagements



Financial Statement Audit



Single Audit

Fiscal Year 2021 – Issued September 2022

Fiscal Year 2022 – Anticipated Issuance
date prior to March 31, 2023



Responsibilities under US Generally Accepted Auditing Standards (GAAS)

Auditors 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.
- 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 (cont'd)

An audit in accordance with GAAS:

- Does not relieve management of responsibilities.
- Includes consideration of internal control as basis for audit procedures, but do 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.

Unique Audit Items



NEW SUITE OF AUDITING
STANDARDS

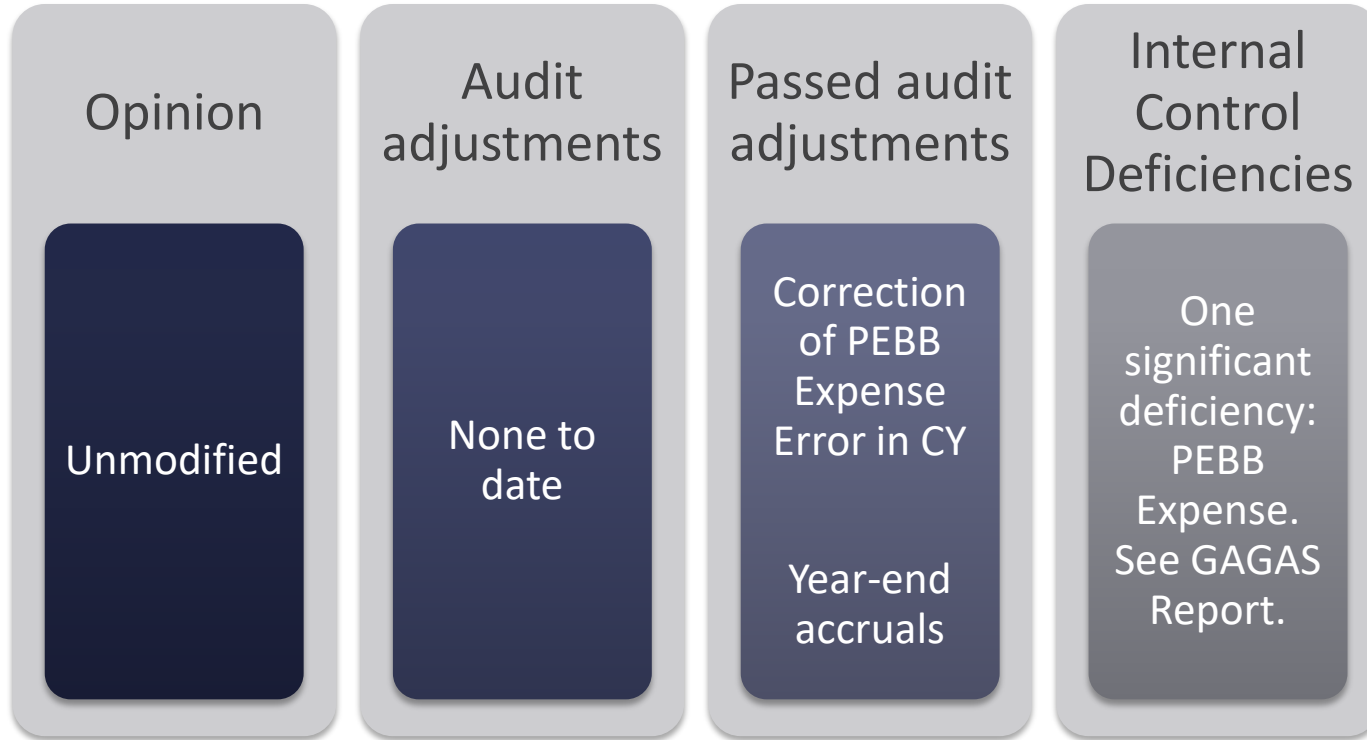


GASB 87, LEASES



CONTINUED HIGHER
EDUCATION EMERGENCY
RELIEF FUNDS (HEERF)

Financial Statement Audit Results



Presentation of Financial Statements



2022 ANNUAL

FINANCIAL REPORT



Required Communications



Qualitative Aspects of Accounting Practices

New policy: GASB 87

Accounting Estimates

Financial Disclosures – CHF Receivable/security of CHF debt



Difficulties Encountered in Performing the Audit – None



Uncorrected Misstatements:

- \$1.5 million in prior year operating expense flowing through current year to correct PY PEBB expense

- Year-end accruals understated by range of \$200,000 - \$525,000



Corrected Misstatements - None



Required Communications



Disagreements with Management

None



Management Representations



Management Consultations with other
Independent Accountants

None



Significant Issues Discussed with
Management Prior to Engagement

None



Other Audit Findings or Issues

None



Federal Awards Audit Update

2021 Single Audit Findings

HEERF

Student Financial Aid

Reporting

Student Enrollment

Return to Title IV

Federal Awards Audit Update

2022 Single Audit

Testing in progress

Estimated
issuance – prior to
March 31, 2023

Thank You!



Questions?



Jean Bushong, CPA

Principal

jean.bushong@CLAconnect.com

Bryan Simkanich, CPA

Manager

bryan.simkanich@claconnect.com



CLAconnect.com



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**Southern Oregon University
Board of Trustees
Executive, Audit, and Governance Committee**

**RESOLUTION
Fiscal Year 2021-22 Audited Financial Statements**

Whereas, the independent certified public accounting firm, CliftonLarsonAllen, LLP, has completed its review of the financial statements of Southern Oregon University for the fiscal year ended June 30, 2022;

Whereas, the Executive, Audit, and Governance Committee of the Board of Trustees has reviewed the audited financial statements and report;

Whereas, the Executive, Audit, and Governance Committee of the Board of Trustees met with the external auditor and performed a satisfactory review of these documents; now therefore,

Be it resolved, that the Executive, Audit, and Governance Committee of the Board of Trustees of Southern Oregon University hereby recommends for acceptance by the SOU Board of Trustees, the SOU 2022 Annual Financial Report including the audited financial statements for the fiscal year ended June 30, 2022.

VOTE:

DATE: January 20, 2023

Recorded by the University Board Secretary:

Amendments to Governing Documents

Bylaws of Southern Oregon University

(Action)

**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 the State of Oregon, 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. Pursuant to Oregon Law, 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, 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 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.

5.1 The Board shall select by majority vote one of its members as Chair and another as Vice Chair, who shall be Board Officers. Thereafter, a vacancy in the position of Chair for reasons other than a term expiration, shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall elect the Chair. A vacancy in the position of Vice Chair for reasons other than a term expiration, shall be filled by an election of the Board. A vacancy in either position shall be filled consistent with the Board Statement on Officer Elections and for the remainder of the unexpired term.

5.2 The Chair and Vice Chair shall hold office for two years, or until a successor shall have been duly elected or until death, resignation, expiration of the appointment as a Trustee, or removal. The Chair and Vice Chair may be elected to serve up to two 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.

5.3 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.

5.4 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 of 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.

5.5 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 their 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 Board 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 8:00 a.m. and 5:00 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 Oregon Public Meetings Law. Public Meeting does not include any on-site inspection of any project or program or the attendance of 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 a 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 (including the President) or on the relevant committee at the time of the meeting.

3. Manner of Acting.

3.1 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.

3.2 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.

3.3 The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting in-person or 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.

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 or upon immediate arrival 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 least four times per year 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 seventy-two (72) hours prior to the meeting.

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 with less than twenty-four (24) hours' notice. Such notice as is appropriate to the circumstances shall be given for the meeting. 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.

5. Notice of Meetings.

5.1 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.

5.2 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 Board 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 Board 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 Board 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. 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

1. Officers. The officers of the University shall be a President, Vice President for Finance & Administration, Provost, General Counsel, Board 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. 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. Board Secretary. In consultation with the Board Chair and Vice Chair, the President shall appoint the Board Secretary. The Board 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 Board 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 Board 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, 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 by Oregon Law. 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 Oregon Law.

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.

1.1 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, 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.

1.2. 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.

2.1 Reasonable 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 pursuant to Oregon Law. The University may decline to reimburse a Party for any expenses incurred prior to the University's written commitment to provide reimbursement.

2.2. 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:

- A. 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.
- B. 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.
- C. 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 bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws. The headings in these bylaws are provided for convenience and shall not be considered in the interpretation or construction of these bylaws.
- 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 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.
- 6. 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 January 20, 2023

Chair, Board of Trustees

University Board Secretary

Revision	Change	Date
	Initial Version	January 30, 2015
1	Membership, Vacancies, Quorum of the Board and Manner of Acting sections made more specific; Quorum Not Required, Emergency Meetings and Place of Meetings sections expanded; fiscal year defined; statement of nondiscrimination added; basic edits and corrections	January 18, 2019
2	Duration of officer terms limits, elections when vacancies occur.	April 22, 2022
3	Basic edits and corrections	January 20, 2023

**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 ~~the State of Oregon~~ ~~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. Pursuant to Oregon Law, ~~Per ORS 352.076, the~~ ~~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 ~~t~~Trustee. A ~~t~~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 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.

5.1

The Board shall select by majority vote one of its members as Chair and another as Vice Chair, who shall be Board Officers. Thereafter, a vacancy in the position of Chair for reasons other than a term expiration, shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall elect the Chair. A vacancy in the position of Vice Chair for reasons other than a term expiration, shall be filled by an election of the Board. A vacancy in either position shall be filled consistent with the Board Statement on Officer Elections and for the remainder of the unexpired term.

5.2 The Chair and Vice Chair shall hold office for two years, or until a successor shall have been duly elected or until death, resignation, expiration of the appointment as a Trustee, or removal. The Chair and Vice Chair may be elected to serve up to two 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.

5.3 ~~e.~~—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.

~~5.4.~~ 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 ~~trustee~~Trustees do not speak on behalf of 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.

5.5 e.—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 their 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 Board 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 8:00 a.m. and 5:00 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 Oregon~~the~~ Public Meetings Law. Public Meeting does not include any on-site inspection of any project or program or the attendance of 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 a Board Committee is required to conduct Board business. A quorum of the Board or the relevant committee shall be a majority of the member ~~trustee~~Trustees ~~in office~~ (including the President) or on the relevant committee at the time of the meeting.

3. Manner of Acting.

3.1a. 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.

3.2b. 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.

3.3e. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting in-person or 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.

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 or upon immediate arrival 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 least four times per year 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 seventy-two (72) hours prior to the meeting.

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 with less than twenty-four (24) hours' notice. Such notice as is appropriate to the circumstances shall be given for the meeting. 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.

5. Notice of Meetings.

~~§5.1.~~ 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.

~~§5.2.~~ 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 Board 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 Board 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 Board 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. 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

1. Officers. The officers of the University shall be a President, Vice President for Finance & Administration, Provost, General Counsel, Board 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. 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. Board Secretary. In consultation with the Board Chair and Vice Chair, the President shall appoint the Board Secretary. The Board 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 Board 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 Board 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, 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 by Oregon law ~~(as defined in ORS Chapter 244).~~
~~Prior Law. 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 Oregon Law ~~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~~1.1 The University shall defend and indemnify any Trustee or Officer ("Party") against any ~~C~~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, 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~~1.2. 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 ~~C~~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 ~~c~~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.

~~2.1~~ ~~a.~~ ~~Reasonable e~~Expenses incurred by a Party in the defense of a civil ~~c~~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 ~~C~~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 pursuant to Oregon Law 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.

~~b2.2.~~ Expenses shall be paid by the University in advance of the final disposition of a civil ~~C~~claim described in this section 2 at the written request of the Party if:

~~A.(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.

~~(B.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.

~~(C.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 ~~c~~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 "~~c~~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 ~~c~~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 bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws. The headings in these bylaws are provided for convenience and shall not be considered in the interpretation or construction of these bylaws.
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 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.
6. **Amendment of Bylaws.** These ~~B~~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 January ~~2018~~, 20~~23~~¹⁹



Chair, Board of Trustees



University Board Secretary

Revision	Change	Date
	Initial Version	January 30, 2015
1	Membership, Vacancies, Quorum of the Board and Manner of Acting sections made more specific; Quorum Not Required, Emergency Meetings and Place of Meetings sections expanded; fiscal year defined; statement of nondiscrimination added; basic edits and corrections	January 18, 2019
2	Duration of officer terms limits, elections when vacancies occur.	April 22, 2022
<u>3</u>	<u>Basic edits and corrections</u>	<u>January 20, 2023</u>

Amendments to Governing Documents

Board Statement on Delegation of Authority (Action)

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 under Oregon Law. 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 Appointment of the President of the University. As provided in Oregon Law, 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 act. 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.

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

1.4 Tuition and Fees. The Board shall determine tuition and mandatory enrollment fees, including the incidental fee, in accordance with Oregon Law.

1.5 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section

1.5. All other authority for business and administrative affairs, including the authority set forth in section 2.7, is delegated to the President.

- 1.5.1 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.
- 1.5.2 The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$500,000.
- 1.5.3 The approval of the appointment of external auditors.
- 1.5.4 The approval of a capital project budget that is anticipated to exceed \$500,000 when restricted bond funds, restricted public grant funds, or restricted gift funds have not been secured for the entire cost of the project. Capital project budgets include 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.
- 1.5.5 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.
- 1.5.6 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.
- 1.5.7 Consent to the encumbrance of University real property by the State of Oregon.
- 1.5.8 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.
- 1.5.9 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Board Chair, 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.

1.6 Academic Affairs.

1.6.1 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.

1.6.2 The Board delegates to the President and the professors "the faculty" as defined in Oregon Law 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.

1.7 Gifts. The Board retains sole authority for gifts to the University set forth in this section 1.7. All other authority related to gifts is delegated to the President.

1.7.1 Gifts that create obligations on the part of the University for which there is no established funding source.

1.7.2 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.

1.7.3 A gift requiring naming of a University building or outdoor spaces.

1.7.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.

1.7.5 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.

1.7.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.

1.7.7 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 shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

1.8 Gifts to the Southern Oregon University Foundation. The Southern Oregon University Foundation is the primary entity to receive gifts on behalf of the University. 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.

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 Board or an appropriate 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, or required by Oregon Law, 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 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.
- 2.7.3 The approval of a capital project budget that is anticipated to exceed \$500,000 when restricted bond funds, restricted public grant funds, or restricted gift funds have been secured for the entire cost of the project and when that capital project has been authorized or formally prioritized by the Board. Capital project budgets include 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.
- 2.7.4 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board.
- 2.7.5 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.
- 2.7.6 The settlement of claims or lawsuits brought against the University.
- 2.7.7 The acquisition of insurance or self-insurance.
- 2.7.8 Leases and licenses of real property and modifications thereto of up to 20 years.
- 2.7.9 Deferred gift assets.
- 2.7.10 Real property acquired through gift or devise from the Southern Oregon University Foundation.
- 2.7.11 The protection of the University's interests, property and operations in an emergency.
- 2.7.12 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business.
- 2.7.13 The selection of depositories and investments.
- 2.7.14 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 on or before the next regularly scheduled meeting.

2.8 Legal Action. The President of the University shall act for the Board 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.

2.9 Gifts. The President of the University shall act for the Board 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 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 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 statement is delegated to the President.

Approved on January 20, 2023

Chair, Board of Trustees

University Board Secretary

Revision	Change	Date
	-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
2	Retention and delegation of capital project budgets; basic edits and corrections	January 20, 2023

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 under Oregon Law. 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.~~

1.32 Appointment of the President of the University. As provided in Oregon Law 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~~act. 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.

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

1.54 Tuition and Fees. The Board shall determine tuition and mandatory enrollment fees, including the incidental fee, in accordance with ~~ORS~~Oregon RS

~~352.102, ORS 352.105, and other applicable~~ Law.

1.65 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section

1.65. All other authority for business and administrative affairs, including the authority set forth in section 2.7, is delegated to the President.

- 1.65.1** The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.
- 1.65.2** The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$500,000.
- 1.65.3** The approval of the appointment of external auditors.
- 1.65.4** The approval of a capital project budget that is anticipated to exceed \$500,000 when restricted bond funds, restricted public grant funds, or restricted gift funds have not been secured for the entire cost of the project. Capital project budgets, 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.
- 1.65.5** 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.
- 1.65.6** 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.
- 1.65.7** Consent to the encumbrance of University real property by the State of Oregon.
- 1.56.8** 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.

1.65.9 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Board Chair, 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.

1.76 Academic Affairs.

1.76.1 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.

1.76.2 The Board delegates to the President and the professors ~~("the~~ faculty" as defined in ~~ORS~~Oregon Law ~~RS 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.

1.87 Gifts. The Board retains sole authority for gifts to the University set forth in this section 1.87. All other authority related to gifts is delegated to the President.

1.87.1 Gifts that create obligations on the part of the University for which there is no established funding source.

1.87.2 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.

1.87.3 A gift requiring naming of a University building or outdoor spaces.

- 1.87.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.
- 1.87.5 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.
- 1.87.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.
- 1.87.7 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.

1.98 Gifts to the Southern Oregon University Foundation. ~~The Southern Oregon University Foundation is the primary entity to receive gifts on behalf of the University.~~ 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 ~~Board Executive Committee~~ or an appropriate 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~~ 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, or required by Oregon Law, 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 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 approval of a capital project budget that is anticipated to exceed \$500,000 when restricted bond funds, restricted public grant funds, or restricted gift funds have been secured for the entire cost of the project and when that capital project has been authorized or formally prioritized by the Board. Capital project budgets include 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.
- 2.7.4 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.~~54~~ 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.~~56~~ The settlement of claims or lawsuits brought against the University.
- 2.7.~~76~~ The acquisition of insurance or self-insurance.
- 2.7.~~87~~ Leases and licenses of real property and modifications thereto of up to 20 years.
- 2.7.~~98~~ Deferred gift assets.
- 2.7.~~109~~ Real property acquired through gift or devise from the Southern Oregon University Foundation.
- 2.7.1~~10~~ The protection of the University's interests, property and operations in an emergency.
- 2.7.1~~21~~ Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business.
- 2.7.1~~32~~ The selection of depositories and investments.
- 2.7.1~~43~~ 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 statement~~Policy~~ is delegated to the President.

Approved on January ~~2018~~, 2023~~19~~



Chair, Board of Trustees



University Board Secretary

Revision	Change	Date
	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
<u>2</u>	<u>Retention and delegation of capital project budgets;</u> <u>basic edits and corrections</u>	<u>January 20, 2023</u>

Amendments to Governing Documents

Board Statement of Board Committees (Action)

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, Audit, and Governance Committee; Finance and Administration Committee; and Academic and Student Affairs Committee. Standing Committees may consist only of Trustees, continue until terminated by the Board, and develop a charter for approval by the Board. The term of Ad Hoc Committees, if any, shall be one year or less. An Ad Hoc Committee shall include at least one Trustee, engage in information gathering and reporting only, and make any report or recommendation to the Chair of the Board or the Chair of a Standing Committee.

2.0 Executive, Audit, and Governance Committee

2.1 There shall be a six-member Executive, Audit, and Governance Committee (EAGC) of the Board of Trustees, which shall sit as the Executive Committee of the Board, the Audit Committee of the Board, and the Governance Committee of the Board. The Chair and Vice Chair of the Board and the chairs of the Finance and 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 EAGC. The Chair of the Board shall be the chair of the committee. During the absence or incapacity of the Chair, the Vice Chair shall be the chair. During the absence or incapacity of the Chair and the Vice Chair, the chair of the Finance and Administration Committee shall be the chair.

2.2 When sitting as the Executive Committee, the EAGC 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 provide reports on its actions to the Board.

When sitting as the Executive Committee, the EAGC 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, may 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.

2.3 When sitting as the Audit Committee, the EAGC 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:

- 2.3.1 Audits and Internal Controls-matters relating to external and internal auditors, audit plans and reports, and internal controls.
- 2.3.2 Compliance-matters relating to compliance with legal and regulatory requirements.
- 2.3.3 Risk Management-matters relating to risk management, insurance, and risk transfer devices.

2.4 All matters considered pursuant to section 2.5 by the EAGC sitting as the Audit Committee that require action by the Board may be referred to the Board as seconded motions unless authority to act on behalf of the Board has been delegated expressly to the EAGC. Subsequent to the transaction of any business under such express delegated authority, the committee shall provide a report on the business to the Board.

2.5 Any of the examples of matters brought before the EAGC sitting as the Audit Committee pursuant to section 2.5 may be directed to any other committee or the Board for consideration.

2.6 When sitting as the Governance Committee, the EAGC shall consider matters pertaining to governance of the Board such as structure, composition, engagement, and evaluation. 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 provide reports on its actions to the Board.

3.0 Finance and Administration Committee

3.1 There shall be a Finance and Administration Committee (FAC). At any such 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 of the Board shall not be appointed to the FAC but may act as an alternate, 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 may be referred, as appropriate, to the Board or the Executive Committee for action as

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 committee 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 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 Academic and Student Affairs Committee (ASAC). At any such 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 of the Board shall not be appointed to the ASAC but may act as an alternate, 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 may be referred, as appropriate, to the Board or the Executive Committee for action as seconded motions 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 When considering matters pertaining to the approval of new curriculum and programs constituting a significant change in the university's academic programs which must also be approved by the Higher Education Coordinating Commission, the Board delegates authority to the ASAC to act on behalf of the board when the committee determines it to be necessary or appropriate.

4.4 The ASAC may consider matters pertaining to the teaching, research, and

public service programs of the University and to its faculty, staff, and students. Matters that may be brought before the committee include, but are not limited to, the following examples:

- 4.3.1 Faculty and Staff Affairs- matters relating to the faculty and the professional and classified staff, including their status and responsibilities, discipline and welfare.
- 4.3.2 Educational Policy-matters relating to educational policy, including admissions requirements, instruction, curriculum, degrees, research, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units.
- 4.3.3 Student Welfare-matters relating to the general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, 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 and Ad Hoc Committees

Meetings of Standing and Ad Hoc 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 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 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 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 January 20, 2023

Chair, Board of Trustees

University Board Secretary

Revision	Change	Date
-	Initial Version	January 30, 2015
1	Section added to include “governance”	January 20, 2017
2	Finance and Administration Committee, Academic and Student Affairs Committee, and Information Gathering and Investigation sections updated; basic edits and corrections	January 18, 2019
3	Addition of “governance” to Executive, Audit, and Governance Committee; addition of “ad hoc” to section 5.; basic edits and corrections	January 20, 2023

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, and Governance Committee~~Executive and Audit Committee~~, Finance and Administration Committee, and Academic and Student Affairs Committee. Standing Committees may consist only of Trustees, continue until terminated by the Board, and develop a charter for approval by the Board. The term of Ad Hoc Committees, if any, shall be one year or less. An Ad Hoc Committee shall include at least one Trustee, engage in information gathering and reporting only, and make any report or recommendation to the Chair of the Board or the Chair of a Standing Committee.

2.0 Executive, and Audit, and Governance Committee~~Executive and Audit Committee~~

2.1 There shall be a six-member Executive, and Audit, and Governance Committee~~Executive and Audit Committee~~ (EAC (EAGC)) of the Board of Trustees, which shall sit as the Executive Committee of the Board, ~~and the Audit Committee of the Board, and the Governance Committee of the Board.~~ The Chair and Vice Chair of the Board and the chairs of the Finance and 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 EAGC. The Chair of the Board shall be the chair of the committee. During the absence or incapacity of the Chair, the Vice Chair shall be the chair. During the absence or incapacity of the Chair and the Vice Chair, the chair of the Finance and Administration Committee shall be the chair.

2.2 When sitting as the Executive Committee, the EAGC 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~~provide reports on its actions to the Board.

When sitting as the Executive Committee, the EAGC 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~~ may 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 EAGC 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:

2.62.3

2.35.1

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

2.35.2

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

2.35.3

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

2.72.4 All matters considered pursuant to section 2.5 by the EAGC sitting as the Audit Committee that require action by the Board ~~shall may~~ be referred to the Board as seconded motions unless authority to act on behalf of the Board has been delegated expressly to the EAGC. Subsequent to the transaction of any business under such express delegated authority, the committee shall ~~render provide~~ a report on the business to the Board.

2.82.5 Any of the examples of matters brought before the EAGC sitting as the Audit Committee pursuant to section 2.5 may be directed to any other committee or the Board for consideration.

2.6 ~~When sitting as the Governance Committee, the EAGC shall consider matters pertaining to governance of the Board such as structure, composition, engagement, and evaluation. 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 provide reports on its actions to the Board.

~~2.8 When sitting as the Governance Committee...~~

3.0 Finance and Administration Committee

3.1 There shall be a Finance and Administration Committee (FAC). At any such 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 of the Board shall not be appointed to the FAC but may act as an alternate, 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~~ may be referred, as appropriate, to the Board or the Executive Committee for action as 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 committee 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 Academic and Student Affairs Committee (ASAC). -At any such 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 of the Board shall not be appointed to the ASAC but may act as an alternate, 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~~ may be referred, as appropriate, to the Board or the Executive Committee for action as seconded motions 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 When considering matters pertaining to the approval of new curriculum and programs constituting a significant change in the university's academic programs which must also be approved by the Higher Education Coordinating Commission, the Board delegates authority to the ASAC to act on behalf of the board when the committee determines it to be necessary or appropriate.

4.24.4 The ASAC may consider matters pertaining to the teaching, research, and public service programs of the University and to its faculty, staff, and students. Matters that may be brought before the committee include, but are not limited to, the following examples:

- 4.3.1 Faculty and Staff Affairs- matters relating to the faculty and the professional and classified staff, including their status and responsibilities, discipline and welfare.
- 4.3.2 Educational Policy-matters relating to educational policy, including admissions requirements, instruction, curriculum, degrees, research, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units.
- 4.3.3 Student Welfare-matters relating to the general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, 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 and Ad Hoc Committees

Meetings of Standing and Ad Hoc 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 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 January ~~2018~~, 20~~23~~¹⁹



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
2	Finance and Administration Committee, Academic and Student Affairs Committee, and Information Gathering and Investigation sections updated; basic edits and corrections	January 18, 2019
3	<u>Addition of “governance” to Executive, Audit, and Governance Committee; addition of “ad hoc” to section 5.; basic edits and corrections</u>	<u>January 20, 2023</u>

Amendments to Governing Documents

Board Statement on the Conduct of Public Meetings (Action)

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. 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 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, seven calendar days before any regularly scheduled meeting.

1.3 Notice to Others. 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 six calendar days before the meeting.

1.4 Board Calendar. The Board shall meet at least four times per year. Generally, regular Board meetings will be in October, January, March or April, and June. The Board Secretary will work with the Board to generate a schedule of regular Board meetings for at least one year in advance. The Board 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)
4. Reports
5. Information, Discussion, and Action Items
6. Adjournment

The Chair in consultation with the 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 at the request of the President or as determined by the Chair or majority vote

of a quorum of the Board.

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 or majority of a quorum may be placed on the agenda for a special meeting.

2.3 Notice to Trustees. 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, five calendar days before any special meeting.

2.4 Notice to Others. 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 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, 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 at 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 for the public to share ideas, information and opinions. Public comment may not be used as a forum for negotiations or asking questions of individuals or trustees. The opportunity for public comment will be provided at regular meetings of the Board.

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 Board Secretary 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 or email address, trustees@sou.edu, 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 up to 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 Board Secretary; or (3) mailing the material to the Office of the Board Secretary. The Chair, President and Board 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 Oregon Public Records Law.

5.0 Role of the Board Secretary

5.1 Notices and Minutes. The Board 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 Board 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 Oregon 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:

- A. 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;
- B. The Chair or Board Secretary will specify individuals who may remain in the meeting;
- C. The Chair or Board Secretary will instruct news media on each subject that the news media may not disclose;
- D. The Chair or Board Secretary will also notify news media that they are prohibited from making audio or video recordings of the executive session;
- E. The Chair or Board 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;
- F. The Chair or Board Secretary will determine whether the executive session is recorded or whether minutes shall be kept. If a recording is made, the Board Secretary shall specify on the recording when the executive session begins and ends; and
- G. At the conclusion of the executive session, the Board 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 January 20, 2023

Chair, Board of Trustees

University Board Secretary

Revision	Change	Date
	-Initial Version	January 30, 2015
1	Board Calendar, Order of Regular Meetings, and Special Meetings and Emergency Meetings sections made more specific; basic edits and corrections	January 18, 2019
2	Basic edits and corrections	January 20, 2023

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. ~~REvery 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. ~~REvery 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 ~~shall~~ must meet at least four times per year. Generally, regular Board meetings will be in October, January, March ~~or April~~, and June. The ~~Secretary~~ Board Secretary will work with ~~the each~~ Board ~~member~~ to generate a schedule of regular Board meetings for at least one year in advance. The ~~Secretary~~ Board 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)
4. Reports
5. Information, Discussion, and Action Items
6. Adjournment

The Chair ~~in consultation with the or President~~ the 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~~ at the request of the Chair, President or as determined by the, President Chair or majority vote of a quorum of the Board.

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. ~~REvery reasonable~~ 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. ~~REvery reasonable~~ 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, ~~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 ~~at~~ in ~~the~~ 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 for the public to share ideas, information and opinions. Public comment may not be used as a forum for negotiations or asking questions of individuals or trustees. The opportunity for public comment will be provided at regular meetings of the Board.

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~~Board 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 or email address, trustees@sou.edu, 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 up to~~ 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 Board~~ Secretary; or (3) mailing the material to the Office of the ~~University Board~~ Secretary. The Chair, President and ~~Secretary~~Board 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 Oregon Public Records Law.

5.0 Role of the Board Secretary

5.1 Notices and Minutes. The ~~Secretary~~Board 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~~Board 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 Oregon 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:

- A. 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;
- B. The Chair or SecretaryBoard Secretary will specify individuals who may remain in the meeting;
- C. The Chair or SecretaryBoard Secretary will instruct news media on each subject that the news media may not disclose;
- D. The Chair or SecretaryBoard Secretary will also notify news media that they are prohibited from making audio or video recordings of the executive session;
- E. The Chair or SecretaryBoard 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;
- F. The Chair or SecretaryBoard Secretary will determine whether the executive session is recorded or whether minutes shall be kept. If a recording is made, the SecretaryBoard Secretary shall specify on the recording when the executive session begins and ends; and
- G. At the conclusion of the executive session, the SecretaryBoard 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 January ~~2018~~, 201923

A handwritten signature in cursive script, appearing to read "Lynn Hennrich", written in dark ink.

Chair, Board of Trustees



University Board Secretary

Revision	Change	Date
	-Initial Version	January 30, 2015
1	Board Calendar, Order of Regular Meetings, and Special Meetings and Emergency Meetings sections made more specific; basic edits and corrections	January 18, 2019
<u>2</u>	<u>Basic edits and corrections</u>	<u>January 20, 2023</u>

**Southern Oregon University
Board of Trustees**

**RESOLUTION
Amendments to Governing Documents
of the Board of Trustees of Southern Oregon University**

Whereas, the Board of Trustees of Southern Oregon University periodically reviews the board's governing documents;

Whereas, a work group including trustees, the university board secretary, and the university general counsel reviewed the documents below, gathered information, and provided amendments to the Bylaws of Southern Oregon University; Board Statement on Delegation of Authority; Board Statement on Board Committees; and the Board Statement on the Conduct of Public Meetings;

Whereas, the Executive, Audit, and Governance Committee of the Board of Trustees of Southern Oregon University has performed a thorough review of the proposed amendments; Now therefore,

Be it resolved, the Executive, Audit, and Governance Committee of the Board of Trustees of Southern Oregon University recommends the aforementioned governing documents to the Board of Trustees for adoption as provided in the Committee's January 20, 2023 documentation.

VOTE:

DATE: January 20, 2023

Recorded by the University Board Secretary:

Future Meetings

Adjournment