



OFFICE OF THE BOARD OF TRUSTEES

**Public Meeting Notice**

October 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.

In addition to a consent agenda consisting of past meeting minutes, action items on the agenda include the committee's 2024-2025 meeting schedule and amendments to the following board governing documents: Bylaws of Southern Oregon University; Board Statement on the Conduct of Public Meetings; Board Statement on Presidential Searches and Appointments; Board Statement on Recommending Candidates for At-Large Board Positions; and a Resolution on the Responsibilities of Individual Trustees. The committee also will act on a new Resolution on Reporting to the Legislative Assembly in Compliance with Senate Bill 273 (2023).

The meeting will include a review of the university president's evaluation to be held in an executive session pursuant to ORS 192.660(2)(f) and (i). In a public session, the committee will discuss and act on the president's proposed goals for 2023-2024.

Information and discussion topics on the agenda include an internal audit report.

The meeting will occur as follows:

Friday, October 20, 2023

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

DeBoer Room, 3<sup>rd</sup> Floor, Hannon Library, SOU Campus

Members of the public may view the proceedings at <https://sou.zoom.us/j/84332478190> at the time of the meeting.

Materials for the meeting are available at [governance.sou.edu](https://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 live public comments during 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](mailto:trustees@sou.edu). Written comments also may be emailed to trustees@sou.edu, or 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 Meeting**  
**October 20, 2023**

# Call to Order / Roll / Declaration of a Quorum



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

**Friday, October 20, 2023  
9:30 a.m. – 11:30 a.m. (or until business concludes)  
DeBoer Room, Hannon Library, SOU Campus  
Zoom: <https://sou.zoom.us/j/84332478190>**

**AGENDA**

Persons wishing to provide public comments in the meeting or in writing should sign up in advance at [trustees@sou.edu](mailto:trustees@sou.edu).  
Please note: timings are approximate and agenda items may be taken out of order.

- |         |          |   |  |
|---------|----------|---|--|
| 5 min.  | <b>1</b> | <b>Call to Order/Roll/Declaration of a Quorum</b>                       | Chair Daniel Santos  |
|         | 1.1      | Welcome and Opening Remarks   |  |
|         | 1.2      | Roll and Declaration of a Quorum  | Sabrina Prud'homme,<br>SOU, Board Secretary                                |
|         | 1.3      | Agenda Review   | Chair Santos   |
|         | <b>2</b> | <b>Public Comment</b>   |  |
| 5 min.  | <b>3</b> | <b>Consent Agenda</b>   | Chair Santos   |
|         | 3.1      | June 16, 2023, Minutes  |  |
|         | <b>4</b> | <b>Reports</b>  |  |
| 15 min. | 4.1      | Internal Audit Report   | David Terry; Portland<br>State University,<br>Internal Audit<br>Contractor |
|         | <b>5</b> | <b>Action, Information and Discussion Items</b>                         |  |
| 20 min. | 5.1      | Amendments Board Governing Documents (Action)                           | Trustee Debra Lee  |
|         | 5.1.1    | Bylaws of Southern Oregon University                                    |  |
|         | 5.1.2    | Board Statement on the Conduct of Public Meetings                       |  |
|         | 5.1.3    | Board Statement on Presidential Searches and Appointments               |  |
|         | 5.1.4    | Board Statement on Recommending Candidates for At-Large Board Positions |  |
|         | 5.1.5    | Resolution on the Responsibilities                                      |  |

**Southern Oregon University  
Board of Trustees  
Executive, Audit, and Governance Committee Meeting  
Friday, October 20, 2023**

**AGENDA (Continued)**

of Individual Trustees

5.1.6 Resolution on Reporting to the Legislative  
Assembly in Compliance with Senate Bill 273  
(2023)

5 min.	5.3	2024-2025 Committee Meeting Schedule (Action)	Chair Santos
5 min.	5.4	Future Meetings	Chair Santos
35 min.	5.5	[Executive Session Pursuant to ORS 192.660(2)(f) and (i)]	Chair Santos
20 min.	5.6	University President’s 2023-2024 Goals (Action)	President Rick Bailey
<b>6</b>		<b>Adjournment</b>	Chair Santos

# Public Comment

# Consent Agenda



**Board of Trustees  
Executive and Audit Committee Meeting  
Friday, June 16, 2023**

**MINUTES**

Chair Daniel Santos called the meeting to order at 9:32 a.m. He welcomed everyone to the last meeting of the academic year. He thanked everyone for attending, including internal auditors, David Terry and Amy Smith.

**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

**Public Comment**

No members of the public offered comments.

**Consent Agenda**

Trustee Shelby moved to approve the minutes of the April 21, 2023 meeting. Trustee Franks seconded the motion and it passed unanimously.

**Reports**

Internal Audit Report, Draft Risk Assessment and Fiscal Year 2024 Internal Audit Plan

David Terry reviewed the three objectives of the report he discussed: services provided since last committee meeting; hotline activity; and the annual risk assessment and proposed audit plan for fiscal year 2024. Mr. Terry held periodic meetings with the general counsel, Rob Patridge, who is his primary point of contact for providing status updates on internal audit projects; he also setup Mr. Patridge in the EthicsPoint Hotline system. To promote independence and comply with audit standards, he continues to meet with Chair Santos to discuss internal audit functions. Mr. Terry and Amy Smith completed and issued the residency benchmarking audit and they continue to work on the financial aid a equity, diversity, and inclusion procurement projects.

Regarding the benchmarking process and the comparison of SOU with other Oregon Public Universities (OPUs), Chair Santos expressed his interest in ensuring that SOU is taking advantage of its residency potential. Mr. Terry highlighted three observations which included: how community college students transfer to OPUs and how residency is assessed differently; there are different versions of residency standards; and some have stop-out policies which are unique to each institution. Chair Santos suggested that more on the topic might be presented in the fall. In response to Trustee Shelby, Mr. Terry stated this was the first-time SOU has performed a benchmarking study and that the time period was FY 2020-22. He also mentioned that per audit standards, a follow-up audit is required.

Of other topics, the financial aid process review was in progress and estimated at 75 percent complete, and the team also completes special projects and reviews as needed. Mr. Terry also provided an update on hotline activity, which included one new report since the April meeting; the issue was thoroughly reviewed and addressed.

Mr. Terry indicated that SOU's risk has been assessed and used to guide the upcoming year's audit plan. These assessments were based on significant contracts, recent internal and external audits, recent financial transactions, key internal controls, key compliance requirements, benchmarking against peer institutions, and interviews with executive management. This is used to create a heat map to assess risk based on auditable units and he presented the annual risk assessment chart. Mr. Terry indicated that when an area is considered high risk, it does not necessarily mean it is out of compliance. It means the potential for risk is high because the entity or unit processes a lot of financial transactions, has a lot of compliance requirements, manages major contracts or systems, or has a significant impact on SOU's main customer: students. Based on the risk assessment, his office recommended the two main projects for the upcoming year as the Workday Implementation and a review of Veterans Services. He and Ms. Smith will continue to monitor and assist with hotline activity and ad hoc consulting throughout the year.

Regarding Vice Chair Clough's question about information technology's (IT) ranking as the highest risk and whether Workday was the major factor, Mr. Terry summarized FY 2024 risk factors, scoring criteria, and audit plan process. He also shared his professional opinion that IT is always high risk because of the external threats such as hacking, ransomware, malware, etc. Further discussion ensued regarding cybersecurity and ensuring processes and good internal controls are put in place when implementing Workday. Mr. Terry assured the committee that access and user controls are on the radar but that the external auditor provides assurances on financial reporting [internal] controls. His team engages with the IT department and commended management for its preparedness activities, specifically, a cyber incident tabletop exercise.

Mr. Terry clarified that audit standards require the internal auditor to make formal disclosures to the board. The first item is of organizational independence, as the auditor must be independent of what they are auditing. There are no independence impairments for the planned audit projects for fiscal year 2024. The internal audit has a quality assurance and improvement program in place, which they do. An external consultant verified this two years ago; they are due to peer review every 5 years and will share those results. The communication and approval requirements are happening at this meeting of the Executive, Audit, and Governance Committee. The standards also require reporting to senior management as well as the board to ensure a dual reporting structure, and there were no scope limitations in the past year.

Mr. Terry referred to the draft risk assessment and FY 2024 internal audit plan as presented in the meeting materials. The audit plan, prioritized potential audits, risk factor definitions and scoring criteria, and audit entities, or auditable units were defined in the plan. Having already discussed major components of the plan during the internal audit report, he recommended that the committee adopt the resolution with the change of

“Jackson” to “Jefferson” in reference to Jefferson Public Radio (JPR), as suggested by Trustee Shelby. Chair Santos suggested the board’s consideration of a fourth category of risk, if desired. Trustee Thorndike commented on the major transitions in organizational structure and staffing due to *SOU Forward* and urged paying close attention to the changes in functionality that the president and management are implementing.

Trustee Bullock moved to approve the resolution to recommend the Fiscal Year 2024 Internal Audit Plan to the full board. Vice Chair Clough seconded the motion and it passed unanimously.

#### Amendments to Governing Documents

Vice Chair Clough acknowledged fellow Trustees Bullock and Lee for their commitment, dedication to “doing the homework,” and outstanding preparation as members of the Policy Work Group. She also thanked Sabrina Prud’homme and Rob Patridge for supporting the work group. The group’s process was to review the proposed amendments; submit changes; gather as a group; discuss the rounds of changes; question practices; obtain insight into other universities’ practices; and solicit other stakeholders as needed such as Faculty Senate.

Vice Chair Clough started with the Board Statement on Honorary Degrees which is a new statement for the SOU Board. She stated that other institutions were researched and Ms. Prud’homme and Mr. Patridge provided examples of policies and documents from other universities. The committee picked and chose what was in best keeping for SOU and put together a draft of the statement. It was then presented to campus stakeholders who were agreeable to the draft. Comments were made regarding the value of the honor and it was confirmed that there is no compensation or benefit from the honor.

Vice Chair Clough then reviewed the Resolution on the Responsibilities of Individual Trustees. She said most changes were grammatical. She highlighted the most significant change as [the reorganization of] the statement regarding a trustee who is unable to uphold their responsibilities. The next document Vice Chair Clough reviewed was the Board Statement on Evaluation of the University President. She stated the edits were minor and were shoring up language. She gave examples of the committee’s name to include “governance” and removing references to specific laws.

The Board Statements on the Performance of Official Business, the Process for Officer Elections, and the Process for Officer Elections also underwent mostly minor edits. Vice Clough commented that Trustee Bullock did the majority of the heavy lifting when he chaired the workgroup last year; and therefore, not much work needed to be done on these recently reviewed policies. Vice Chair Clough further commented that, although there were a lot of redlines in the Board Statement on Presidential Searches and Appointments, most of them were formatting and grammar. She noted a major change under the “acting president” section to add clarity on the role. Trustee Shelby asked if there was discussion regarding how to incorporate campus input on the appointment of an interim president. Discussion ensued on that history and if additional language would impede future boards.

Chair Santos provided an update on the Statement of Black Lives Matter. He indicated that the statement is being reviewed by the Equity, Diversity, and Inclusion Work Group to expand its focus.

Vice Chair Clough moved to approve the resolution to approve and recommend these amendments to the full board for adoption. Trustee Bullock seconded the motion and the motion passed unanimously.

#### President's 2023 Performance Evaluation Process

Chair Santos reminded trustees that the process for the annual presidential evaluation would take place in the summer. There was discussion of the surveys being conducted with numerous campus constituents. During the summer, Chair Santos and Vice Chair Clough will receive feedback from trustees and others. Chair Santos stated that the process includes a self-evaluation from the president.

#### **Future Meetings**

Chair Santos announced that the next meeting of the committee would take place on October 20, 2023, and asked that if any trustee had any topics they would like to see on that agenda, to please send them to the board secretary. He also asked the committee to consider how they want to implement the internal audit and other things they might be interested in focusing on.

#### **Adjournment**

Chair Santos adjourned the meeting at 10:40 a.m.



# 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.
- 3) Update on proposed changes to Internal Audit Standards.

# Objective 1 – Internal Audit Update

- **Updates with SOU Management** – Held periodic meetings with General Counsel to provide status updates on internal audit projects and provided consulting on other SOU topics.
- **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

- **Cybersecurity Conference Training**– Amy Smith and David Terry attended the October 4, 2023 Cybersecurity Resiliency Summit held by U of O to help stay abreast of IT risk trends and related risk mitigation controls and strategies.
- **Advertisement of Hotline Resource** – Working with the President’s Office to send out the annual Tone at the Top communication to help emphasize SOU’s stance on ethical use of resources and the SOU Hotline resource.



# Objective 1 – Internal Audit Update

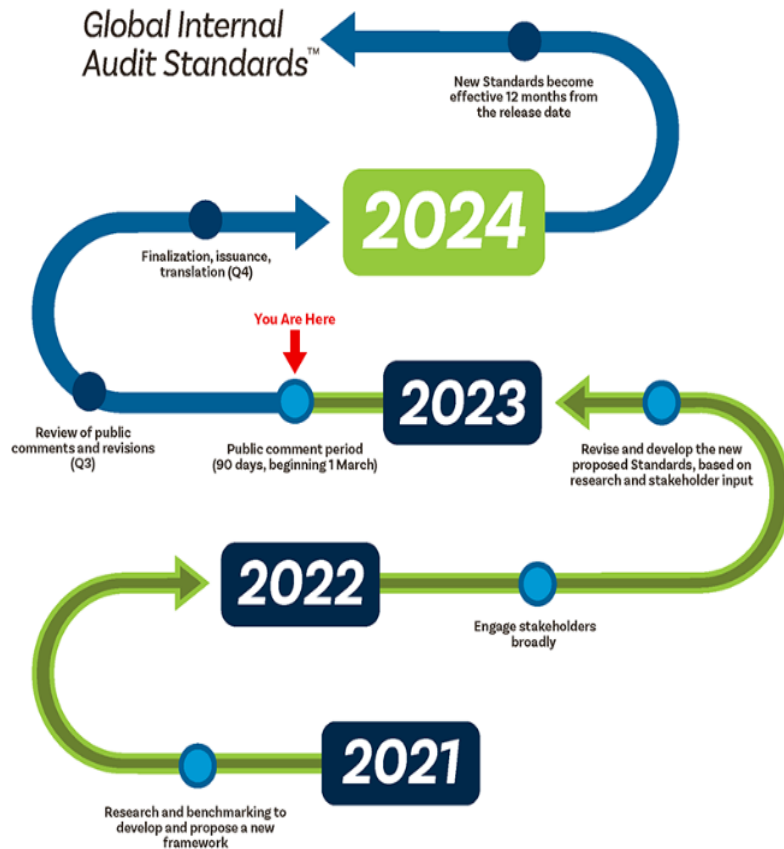
## Projects for Fiscal Year 2024:

- 1) Financial Aid – Process Review – Draft report provided to management and working on finalizing project.
- 2) Workday Implementation – Amy and Dave met with peers in industry to receive some training on Workday implementation review projects and get lessons learned.
- 3) Veterans Services – Project to be formally started later this year.
- 4) Special projects and reviews as needed.

# Objective 2 – Hotline Update

- 1 new Hotline report and no new management review requests since our last meeting and report out to the committee.
- Internal Audit worked with SOU management to triage and review the Hotline report to help ensure the allegations received were thoroughly reviewed. Adequate outreach and review by SOU management performed for the report received.

# Objective 3 – IIA Standards Update



- **2021** – Research and benchmarking to develop and propose a new framework. **COMPLETED**
- **2022** – Engage stakeholders broadly. Revise and develop the new proposed *Standards*, based on research and stakeholder input. **COMPLETED.**
- **January – March 2023** – Translate the public comment draft. (**In Progress**)
- **March 1- May 30** – Expose the proposed draft of the new *Standards* for public comment. (**In Progress**)
- **Late 2023** – Release the new *Standards*.
- **2023** – Refresh the IPPF Guidance (Practice Guides) and relevant products.
- **Late 2024** – New *Standards* become effective 12 (TBD) months from the release date.

# Objective 3 – IIA Standards Update

- New proposed standards for the Institute of Internal Auditors recently had public comment period.
- Awaiting final published standards after public comment considered and factored in.
- New standards most likely to be followed starting in late 2025 or 2026 based on IIA finalization date.
- Internal Audit will be undergoing a 5 year peer review for an assessment of our compliance with audit standards in Summer of 2024 and those results will be shared with the committee once received. The next peer review after the Summer 2024 review will likely be performed in accordance with the new standards.

# Internal Audit Update



Questions?

# **Amendments to Board Governing Documents (Action)**

# Enrolled Senate Bill 273

Printed pursuant to Senate Interim Rule 213.28 by order of the President of the Senate in conformance with presession filing rules, indicating neither advocacy nor opposition on the part of the President (at the request of Senate Interim Committee on Education for Senator Michael Dembrow)

CHAPTER .....

AN ACT

Relating to higher education; creating new provisions; amending ORS 352.076; and prescribing an effective date.

**Be It Enacted by the People of the State of Oregon:**

**SECTION 1.** ORS 352.076 is amended to read:

352.076. (1) A governing board for a public university must be formed and maintained as provided in this section.

(2)(a) **A governing board shall consist of between 12 and 16 voting members and two nonvoting members.** [*Except as provided in subsection (3) of this section,*] The Governor shall appoint all of the [*11 to 15*] **12 to 16 voting members of the governing board and a nonvoting undergraduate student member of the governing board,** subject to confirmation by the Senate in the manner provided in ORS 171.562 and 171.565.

(b)(A) The governing board must include [*one person who is a student*] **two persons who are undergraduate students** enrolled at the university. [*The*] **One undergraduate student** shall be a voting member of the board **and one undergraduate student shall be a nonvoting member of the board.**

(B) **The term of office for students appointed under this paragraph shall be staggered, such that, to the degree practicable, a student serves as a nonvoting member of the board during the first year of the student's term of office and as a voting member of the board during the second year of the student's term of office.**

(C) **The undergraduate student members of the governing board shall be nominated through an internal governance process held by the official student government, or similar official student governance structure, with the candidates nominated provided to the Governor for consideration. More than one candidate per member position on the governing board may be nominated under this subparagraph.**

(c)(A) **The governing board must include one person who is a graduate student enrolled at the university if:**

(i) **The university has more than 400 graduate students; or**

(ii) **Graduate students comprise more than 15 percent of the total number of students enrolled at the university.**

(B) **The graduate student member of the governing board shall be:**

(i) If applicable, nominated through an internal governance process held by the official student government, or similar graduate student governance structure or graduate student union, with the candidate nominated provided to the Governor for consideration; and

(ii) A voting member of the board.

(C) More than one candidate per member position on the governing board may be nominated under this paragraph.

*[(c)] (d)(A) The governing board must include one person who is a member of the faculty of the university and one person who is a member of the nonfaculty staff of the university. Each person appointed under this paragraph shall be a voting member of the governing board. [For each appointment made under this paragraph, the Governor may appoint the person as either a voting or nonvoting member of the governing board.]*

(B) The faculty member of the governing board shall be nominated through an internal governance process held by the official faculty senate, or similar official faculty governance structure or faculty union at the university, with the candidate nominated provided to the Governor for consideration. More than one candidate per member position on the governing board may be nominated under this subparagraph.

(C) The nonfaculty staff member of the governing board shall be nominated through an internal governance process held by the official nonfaculty staff senate, or similar official nonfaculty staff governance structure or nonfaculty staff union at the university, with the candidate nominated provided to the Governor for consideration. More than one candidate per member position on the governing board may be nominated under this subparagraph.

(3)(a) If the candidates required to be nominated under subsection (2)(b) to (d) of this section are represented by multiple organizations, the organizations shall use best efforts to reach agreement on which candidate or candidates to nominate per member position of the governing board. If the organizations cannot agree on who to nominate for a member position on the governing board, each organization may select one or more candidates to be nominated.

*[(3)] (4) The president of the university shall be an ex officio nonvoting member of the governing board.*

*[(4)(a)] (5)(a) Except as provided in paragraph (b) of this subsection, the term of office for each appointed member of the governing board is four years.*

(b) The term of office of each student, faculty and nonfaculty staff member of the governing board is two years.

(c) A member of the governing board may not be appointed to serve more than two consecutive full terms.

(d) The Governor may remove any appointed member of the governing board at any time for cause, after notice and public hearing, but may not remove more than three members within a period of four years, unless it is for corrupt conduct in office.

(e) Vacancies shall be filled by appointment by the Governor for the remainder of the unexpired term.

*[(5)] (6)(a) The faculty and nonfaculty staff members of the governing board may not participate in any discussions or action by the board or attend any executive session of the board involving collective bargaining issues that affect faculty or nonfaculty staff at the university.*

**(b) The graduate student and undergraduate student members of the governing board may not participate in any discussions or action by the board or attend any executive session of the board involving collective bargaining issues that affect graduate students or undergraduate students at the university.**

*[(6)] (7) The governing board shall select one of its members as chairperson and another as vice chairperson for such terms and with duties and powers as the board considers necessary for the performance of the functions of those offices. The governing board shall adopt bylaws concerning how a quorum is constituted and when a quorum is necessary.*



[7] (8) The governing board shall meet at least four times per year, and may meet at the call of the chairperson or a majority of the voting members of the board.

(9) This section may not be interpreted to prohibit any person from using a process or method not described in this section to seek nomination from the Governor to a member position on the governing board for which the person is qualified.

**SECTION 2.** Section 3 of this 2023 Act is added to and made a part of ORS 352.025 to 352.146.

**SECTION 3.** The governing board of each public university listed in ORS 352.002 shall formally adopt policies that:

(1) Provide the opportunity at all regularly scheduled meetings of the governing board for live comments;

(2) Allow a representative from official student, faculty and nonfaculty staff governance organizations to provide comments or report to the governing board at regularly scheduled meetings of the governing board;

(3) Allow a representative from official campus labor organizations to provide comments or report to the governing board at regularly scheduled meetings of the governing board, if the representative has requested the opportunity to provide comments or report to the board in advance of the meeting;

(4) Require the inclusion of at least one faculty member, one nonfaculty staff member and one member of the student body as part of presidential search committees;

(5) Ensure that all members of the governing board are provided with institutional electronic mail addresses;

(6) Require the public university to clearly and publicly post the electronic mail addresses described in subsection (5) of this section on the website of the public university;

(7) Require ongoing reviews of the practices and policies of the public university relating to transparency and access;

(8) Require the inclusion and participation of faculty, nonfaculty staff and student representatives when conducting the reviews described in subsection (7) of this section;

(9) Require that the governing board, or the designee of the governing board, respond to questions that arise from public comments at meetings of the governing board;

(10) Memorialize the process for filling appointments to the governing board;

(11) Require that when a vacancy on the governing board is expected:

(a) At a public meeting, the governing board will assess the needs of the board and identify the ideal characteristics of any individual chosen to fill the vacancy, including but not limited to preferred skill sets, experience or geographic representation;

(b) The governing board will invite members of the public university community to submit recommendations about the ideal characteristics described in paragraph (a) of this subsection to the board; and

(c) That when the governing board notifies the Governor that there will be a vacancy on the board, the board also communicates to the Governor the ideal characteristics identified in paragraphs (a) and (b) of this subsection; and

(12) Require the governing board to:

(a) Regularly conduct a self-evaluation; and

(b) At each self-evaluation, provide an opportunity for the university community to provide written input or public testimony evaluating the work of the board.

**SECTION 4.** (1) No later than July 2 of each year, each public university listed in ORS 352.002 shall submit a report in the manner provided by ORS 192.245 to the interim committees of the Legislative Assembly related to higher education, detailing the degree to which the public university has complied with:

(a) Drafting the formal policies described in section 3 of this 2023 Act; and

(b) Fulfilling the obligations contained in the policies described in section 3 of this 2023 Act.

(2) The report prepared under subsection (1) of this section must include input from representatives of official student, faculty and nonfaculty staff governance organizations.

**SECTION 5.** Section 4 of this 2023 Act is repealed on January 2, 2026.

**SECTION 6.** The Higher Education Coordinating Commission shall:

(1) Provide regular opportunities for members of governing boards from all public universities listed in ORS 352.002 to meet and discuss issues related to:

- (a) The work of governing boards; and
- (b) Higher education throughout Oregon.

(2) Provide opportunities for members of governing boards to meet with commissioners from the commission and members of the boards of education of community college districts.

(3) Provide opportunities for newly appointed members of governing boards to receive training necessary to understand the duties, including fiduciary duties, that members of governing boards have to Oregon.

**SECTION 7.** This 2023 Act takes effect on the 91st day after the date on which the 2023 regular session of the Eighty-second Legislative Assembly adjourns sine die.

Passed by Senate April 17, 2023

Received by Governor:

Repassed by Senate June 15, 2023

.....M.,....., 2023

Approved:

.....  
Lori L. Brocker, Secretary of Senate

.....M.,....., 2023

.....  
Rob Wagner, President of Senate

.....  
Tina Kotek, Governor

Passed by House May 25, 2023

Filed in Office of Secretary of State:

.....M.,....., 2023

.....  
Dan Rayfield, Speaker of House

.....  
Secretary of State

**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**

**1.0 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.

**2.0 Membership and Voting.** The membership of the Board is established by Oregon 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. All members of the Board of Trustees of Southern Oregon University shall serve terms and have voting privileges in accordance with Oregon Law.

2.1 Pursuant to Oregon Law, the Board shall include ~~one-two persons who are~~ undergraduate students enrolled at the University. One undergraduate student shall be a voting member of the Board and one undergraduate student shall be a nonvoting member of the Board. The term of office for undergraduate students shall be two years and be staggered, such that, to the degree practicable, a student serves as a nonvoting member of the board during the first year of the student's term of office and as a voting member of the board during the second year of the student's term of office. ~~-who is a voting member, and one student who is a nonvoting~~

~~member~~

2.2 The Board shall include one person who is a graduate student enrolled at the university if the university has more than 400 graduate students, or if graduate students comprise more than 15 percent of the total number of students enrolled at the university, based upon certified enrollment data of the fall term prior to the nomination. The term of office for the graduate student member is two years and this member shall be a voting member of the board.

2.3 The Board shall include one person who is a member of the faculty, and one person who is a member of the non-faculty staff of the University. The term of office for ~~each student~~, the faculty and non-faculty staff members of the governing board is two years and each shall be a voting member of the board. ~~and t~~

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.

**3.0 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.

**4.0 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.

### **5.0 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.

**6.0 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 for board service. 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.

**7.0 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-compensation 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**

**1.0 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. A Public Meeting does not include any **statutorily exempted meetings, including** on-site inspection of any project or program or the attendance of at any international, national, regional, state, or local association.

**2.0 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.

**3.0 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.

**4.0 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.

**5.0 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.

**6.0 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**

**1.0 Regular Meetings.** Regular Public Meetings of the Board shall be held at least four times per calendar year on such dates and at such times as specified by the Chair.

**2.0 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.

**3.0 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. Notice and Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

**4.0 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.

## **5.0 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 to the Trustee's institutional email address, 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.

**6.0 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**

**1.0 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.

**2.0 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.

**3.0 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.

**4.0 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.

**5.0 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.

**6.0 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**

**1.0 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.

**2.0 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 that affect faculty or nonfaculty staff at the University. The graduate student and undergraduate student members of the governing board may not participate in any discussions or action by the board or attend any executive session of the board involving collective bargaining issues that affect graduate students or undergraduate students at the University.

~~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.~~

**3.0 Other.** The Board may take such actions pertaining to conflict of interest and ethics as the Board determines to be appropriate.

## **ARTICLE IX**

## Indemnity

### **1.0 ~~1.0~~ 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.

### **2.0 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.

**3.0 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.

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

**5.0 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.

**6.0 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**

**1.0 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.

**2.0 Email Addresses.** Each trustee will be provided with an institutional electronic mail address. Trustee email addresses will be clearly and publicly posted on the University website.

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

**34.0 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.

**45.0 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.

**56.0 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.

**67.0 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-October~~ 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

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
<u>4</u>	<u>Membership, Labor Negotiations updated; Email Addresses added; Basic edits</u>	<u>October 20, 2023</u>

**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**

**1.0 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.

**2.0 Membership and Voting.** The membership of the Board is established by Oregon 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. All members of the Board of Trustees of Southern Oregon University shall serve terms and have voting privileges in accordance with Oregon Law.

**2.1** Pursuant to Oregon Law, the Board shall include two persons who are undergraduate students enrolled at the University. One undergraduate student shall be a voting member of the Board and one undergraduate student shall be a nonvoting member of the Board. The term of office for undergraduate students shall be two years and be staggered, such that, to the degree practicable, a student serves as a nonvoting member of the board during the first year of the student's term of office and as a voting member of the board during the second year of the student's term of office.

2.2 The Board shall include one person who is a graduate student enrolled at the university if the university has more than 400 graduate students, or if graduate students comprise more than 15 percent of the total number of students enrolled at the university, based upon certified enrollment data of the fall term prior to the nomination. The term of office for the graduate student member is two years and this member shall be a voting member of the board.

2.3 The Board shall include one person who is a member of the faculty, and one person who is a member of the non-faculty staff of the University. The term of office for , the faculty and non-faculty staff members of the governing board is two years and each shall be a voting member of the board.

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.

**3.0 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.

**4.0 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.

### **5.0 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.

**6.0 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 for board service. 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.

**7.0 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 compensation 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**

**1.0 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. A Public Meeting does not include any statutorily exempted meetings, including on-site inspection of any project or program or the attendance of at any international, national, regional, state, or local association.

**2.0 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.

**3.0 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.

**4.0 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.

**5.0 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.

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**3.0 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. Notice and minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

**4.0 Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board shall be held in the State of Oregon at a location owned, controlled, leased, rented, or licensed by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.

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5.2 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 to the Trustee's institutional email address, 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.

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**1.0 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.

**2.0 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.

**3.0 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.

**4.0 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.

**5.0 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.

**6.0 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**

**1.0 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.

**2.0 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 that affect faculty or nonfaculty staff at the University. The graduate student and undergraduate student members of the governing board may not participate in any discussions or action by the board or attend any executive session of the board involving collective bargaining issues that affect graduate students or undergraduate students at the University.

**3.0 Other.** The Board may take such actions pertaining to conflict of interest and ethics as the Board determines to be appropriate.

## **ARTICLE IX Indemnity**

**1.0 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.

## **2.0 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.

**3.0 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.

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

**5.0 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.

**6.0 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**

**1.0 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.

**2.0 Email Addresses.** Each trustee will be provided with an institutional electronic mail address. Trustee email addresses will be clearly and publicly posted on the University website.

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

**4.0 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.



**5.0 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.

**6.0 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.

**7.0 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 October 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

<b>Revision</b>	<b>Change</b>	<b>Date</b>
	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
4	Membership, Labor Negotiations updated; Email Addresses added; Basic edits	October 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. 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 calendar year. Generally, regular Board meetings will be in ~~October~~, January, March or April, ~~and~~ June, ~~and~~ October. 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 of Trustees:

1. Call to Order/Roll/Declaration of a Quorum/Land Acknowledgment
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 Reports to the Board. At each regularly scheduled meeting of the Board of Trustees, the Board invites representatives official student, faculty, and nonfaculty staff governance organizations to provide reports to the board. The chairs or presidents of these organizations or their designee are invited to deliver live, verbal reports to the board, or to provide written reports to the board, if desired.

4.2 ImportancePublic Comment. - Public comment is an important component of

effective governance. Public comment provides an opportunity for the public to share ideas, information and opinions. The opportunity for live public comments will be provided at each regular meeting of the Board of Trustees. Public comment may not be used as a forum for negotiations or ~~asking questions of individuals or trustees engaging in discussion.~~ ~~The opportunity for public comment will be provided at regular meetings of the Board.~~

4.2.1 At each regularly scheduled meeting of the Board of Trustees, the Board invites public comments from representatives of the University's official campus labor organizations. The president of each organization or their designee is invited to deliver live, verbal comments to the board, or to provide written information to the board, if desired.

4.2.2 Following meetings of the Board in which public comments are provided, the governing board or an appropriate designee will respond to questions that arise from public comments at meetings of the governing board. Respondents may include the Board Secretary, University President, or others as directed by the Board or the President.

~~4.32~~ Protocol Priority. The Chair has the authority to alter this protocol in the interest of time or other considerations. Priority in public comment during regular meetings of the Board will be given first to invited public commenters-, then to those commenting on 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.

~~4.43~~ 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.

4.54 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. If no one has signed up for public comment, the public comment period is complete at the discretion of the Chair of the meeting.

4.65 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-October~~ 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

<b>Revision</b>	<b>Change</b>	<b>Date</b>
	-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
<u>3</u>	<u>Enhancements to “Procedure for Appearing Before the Board” for reports or public comments; responses to public comments added; and basic edits.</u>	<u>October 20, 2023</u>



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

### **1.0 Regular Meetings**

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

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## **4.0 Procedure for Appearing Before the Board**

4.1 Reports to the Board. At each regularly scheduled meeting of the Board of Trustees, the Board invites representatives of the official student, faculty, and nonfaculty staff governance organizations to provide reports to the board. The chairs or presidents of these organizations or their designee are invited to deliver live, verbal reports to the board, or to provide written reports to the board, if desired.

4.2 Public Comment. Public comment is an important component of effective governance. Public comment provides an opportunity for the public to share ideas, information and opinions. The opportunity for live public comments will be provided

at each regular meeting of the Board of Trustees. Public comment may not be used as a forum for negotiations or engaging in discussion.

4.2.1 At each regularly scheduled meeting of the Board of Trustees, the Board invites public comments from representatives of the University's official campus labor organizations. The president of each organization or their designee is invited to deliver live, verbal comments to the board, or to provide written information to the board, if desired.

4.2.2 Following meetings of the Board in which public comments are provided, the governing board or an appropriate designee will respond to questions that arise from public comments at meetings of the governing board. Respondents may include the Board Secretary, University President, or others as directed by the Board or the President.

4.3 Priority. The Chair has the authority to alter this protocol in the interest of time or other considerations. Priority in public comment during regular meetings of the Board will be given first to invited public commenters, then to those commenting on 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.

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4.5 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. If no one has signed up for public comment, the public comment period is complete at the discretion of the Chair of the meeting.

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- 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;
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- 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 October 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

<b>Revision</b>	<b>Change</b>	<b>Date</b>
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## **Board Statement on Presidential Searches and Appointments Board of Trustees of Southern Oregon University**

### **1.0 Preamble**

As set forth in Oregon Law, the Board of Trustees of Southern Oregon University ("Board") shall, in consultation with the Governor or their designee, appoint and employ the President of Southern Oregon University ("University" or "SOU"). In further recognition of this obligation, the Board sets forth below, its policy governing the selection and appointment of a President, as well as the selection of an Acting or Interim President when appropriate.

### **2.0 Authority, Guidelines, and Search Committee**

2.1 Selection and Appointment of the President. The Board retains the sole responsibility for the selection and appointment of the President.

2.2 Search Guidelines. When it becomes necessary to hire a President, the Board will initiate a search. The search will be conducted in a manner consistent with guidelines recommended by the Executive, Audit, and Governance Committee and approved by the Board. The search guidelines will be designed to ensure appropriate public notice of the open position and will address considerations of equity, diversity and inclusion.

2.3 Search Committee. A single search committee will be responsible for assisting the Board by identifying, recruiting, and evaluating possible candidates for President. The Board, may authorize the university to contract for the services of a consulting or executive search firm to assist it in recruiting candidates as well as organizing and executing the search process and related services.

2.3.1 The Board Chair will appoint members of the search committee. The Board Chair will appoint a search committee chair, who will be a current member of the Board of Trustees.

2.3.2 The Board Chair will appoint at least one member of the student body, faculty, nonfaculty staff, and community to serve on the search committee.

2.3.3. The Board Chair will appoint a senior employee of the university to serve as coordinator of the search. The coordinator will serve as a non-voting ex-officio member of the committee.

2.3.4 The Board Chair may, at their discretion, choose to appoint additional employees of the university to support the search committee in an advisory capacity.

2.4 Recommendation. After reviewing and interviewing candidates, the search committee will recommend finalists for the position of University President to the Executive, Audit, and Governance Committee Executive and Audit Committee. The search committee will prepare a report of the strengths and weaknesses of the finalists, especially in terms of the desired qualifications for the position. The Executive, Audit, and Governance Committee may meet with the search committee to discuss the report. The search committee will not rank the finalists.

2.5 Interviews. Consistent with the guidelines approved by the Board at Section 2.2 and other considerations, the Executive, Audit, and Governance Committee will interview the finalists in executive session. The Executive, Audit, and Governance Committee, after notification to the search committee, may narrow the field of finalists that will be forwarded to the Board for consideration. Consistent with the guidelines approved by the Board at Section 2.2 and other considerations, the Board will interview the finalist or finalists in executive session.

2.6 Negotiation. Following the interviews, the Board Chair will negotiate terms and conditions of employment with the Board's first preference for President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before negotiating with other finalists.

### **3.0 Selection of an Acting President**

3.1 When an incumbent President is temporarily unable to discharge their duties; leaves for a period that, in the judgment of the Board, warrants a temporary replacement; or in any other circumstance determined advisable by the Board, the Board Chair, after consultation with members of the Executive, Audit, and Governance Committee and other constituents as necessary, will recommend a candidate for Acting President.

3.2 The Board Chair will interview the recommended candidate(s) for Acting President. The Executive, Audit, and Governance Committee or the Board, at its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

3.3 At its next meeting, the Board will vote on the Acting President's appointment. The Acting President will serve until the incumbent is able to resume their duties. If the incumbent is unable or unwilling to resume their duties as President, the Acting President will continue to serve in the role. Throughout their term, the Acting President will serve at the pleasure of the Board.

### **4.0 Selection of an Interim President ~~as Regular President~~**

4.1 When the position of President becomes vacant or is expected to become vacant prior to the appointment and service of a regular successor, the Board Chair will, after consultation with the Executive, Audit, and Governance Committee; the campus



governance organizations representing students, faculty, and nonfaculty staff; and other constituents as necessary, determine the required skills and desired qualifications of an Interim President and will recommend to the Board a candidate or candidates for Interim President.

4.2 The Board Chair will interview the recommended candidate(s) for Interim President. The Executive, Audit, and Governance Committee or the Board, in its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

4.3 At its next meeting, the Board will vote on the Interim President's appointment. The Interim President will serve until the Board has appointed a regular President or until the Interim President has been relieved of their duties and responsibilities. Throughout their term, the Interim President will serve at the pleasure of the Board.

## **5.0 Selection of an Acting or Interim President as Regular President**

**5.1.14** When the Board must decide whether to search for a President or move an Interim or Acting President to regular status, the Executive, Audit, and Governance Committee will conduct a full interview of the Interim or Acting President under consideration for appointment as President and will forward a recommendation to the Board. The Board will interview the candidate for appointment as President in executive session.

**5.2** The Board or its trustee designee may consult with campus governance organizations representing students, faculty, and nonfaculty staff, and other University constituents as necessary regarding the candidate(s).

**5.4.35** Following the candidate interview(s), and with the approval and consent of the Board to the hiring of the Acting or Interim President to position of President, the Board Chair will negotiate terms and conditions of employment with the proposed President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before opening a search or reopening a ~~search~~selection process.

Approved on ~~June-October 2016~~, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

Revision	Change	Date
-	Initial Version	April 16, 2021
1	Service of Acting President clarified; document formatting and reorganization; and basic edits and corrections.	June 16, 2023
<u>2</u>	<u>Search committee composition modified; consultation with campus governance added to Interim or Acting President to regular status.</u>	<u>October 20, 2023</u>

## **Board Statement on Presidential Searches and Appointments Board of Trustees of Southern Oregon University**

### **1.0 Preamble**

As set forth in Oregon Law, the Board of Trustees of Southern Oregon University ("Board") shall, in consultation with the Governor or their designee, appoint and employ the President of Southern Oregon University ("University" or "SOU"). In further recognition of this obligation, the Board sets forth below, its policy governing the selection and appointment of a President, as well as the selection of an Acting or Interim President when appropriate.

### **2.0 Authority, Guidelines, and Search Committee**

2.1 Selection and Appointment of the President. The Board retains the sole responsibility for the selection and appointment of the President.

2.2 Search Guidelines. When it becomes necessary to hire a President, the Board will initiate a search. The search will be conducted in a manner consistent with guidelines recommended by the Executive, Audit, and Governance Committee and approved by the Board. The search guidelines will be designed to ensure appropriate public notice of the open position and will address considerations of equity, diversity and inclusion.

2.3 Search Committee. A single search committee will be responsible for assisting the Board by identifying, recruiting, and evaluating possible candidates for President. The Board, may authorize the university to contract for the services of a consulting or executive search firm to assist it in recruiting candidates as well as organizing and executing the search process and related services.

2.3.1 The Board Chair will appoint members of the search committee. The Board Chair will appoint a search committee chair, who will be a current member of the Board of Trustees.

2.3.2 The Board Chair will appoint at least one member of the student body, faculty, nonfaculty staff, and community to serve on the search committee.

2.3.3. The Board Chair will appoint a senior employee of the university to serve as coordinator of the search. The coordinator will serve as a non-voting ex-officio member of the committee.

2.3.4 The Board Chair may, at their discretion, choose to appoint additional employees of the university to support the search committee in an advisory capacity.

2.4 Recommendation. After reviewing and interviewing candidates, the search committee will recommend finalists for the position of University President to the Executive, Audit, and Governance Committee Executive and Audit Committee. The search committee will prepare a report of the strengths and weaknesses of the finalists, especially in terms of the desired qualifications for the position. The Executive, Audit, and Governance Committee may meet with the search committee to discuss the report. The search committee will not rank the finalists.

2.5 Interviews. Consistent with the guidelines approved by the Board at Section 2.2 and other considerations, the Executive, Audit, and Governance Committee will interview the finalists in executive session. The Executive, Audit, and Governance Committee, after notification to the search committee, may narrow the field of finalists that will be forwarded to the Board for consideration. Consistent with the guidelines approved by the Board at Section 2.2 and other considerations, the Board will interview the finalist or finalists in executive session.

2.6 Negotiation. Following the interviews, the Board Chair will negotiate terms and conditions of employment with the Board's first preference for President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before negotiating with other finalists.

### **3.0 Selection of an Acting President**

3.1 When an incumbent President is temporarily unable to discharge their duties; leaves for a period that, in the judgment of the Board, warrants a temporary replacement; or in any other circumstance determined advisable by the Board, the Board Chair, after consultation with members of the Executive, Audit, and Governance Committee and other constituents as necessary, will recommend a candidate for Acting President.

3.2 The Board Chair will interview the recommended candidate(s) for Acting President. The Executive, Audit, and Governance Committee or the Board, at its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

3.3 At its next meeting, the Board will vote on the Acting President's appointment. The Acting President will serve until the incumbent is able to resume their duties. If the incumbent is unable or unwilling to resume their duties as President, the Acting President will continue to serve in the role. Throughout their term, the Acting President will serve at the pleasure of the Board.

### **4.0 Selection of an Interim President**

4.1 When the position of President becomes vacant or is expected to become vacant prior to the appointment and service of a regular successor, the Board Chair will, after consultation with the Executive, Audit, and Governance Committee; the campus

governance organizations representing students, faculty, and nonfaculty staff; and other constituents as necessary, determine the required skills and desired qualifications of an Interim President and will recommend to the Board a candidate or candidates for Interim President.

4.2 The Board Chair will interview the recommended candidate(s) for Interim President. The Executive, Audit, and Governance Committee or the Board, in its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

4.3 At its next meeting, the Board will vote on the Interim President's appointment. The Interim President will serve until the Board has appointed a regular President or until the Interim President has been relieved of their duties and responsibilities. Throughout their term, the Interim President will serve at the pleasure of the Board.

## **5.0 Selection of an Acting or Interim President as Regular President**

5.1 When the Board must decide whether to search for a President or move an Interim or Acting President to regular status, the Executive, Audit, and Governance Committee will conduct a full interview of the Interim or Acting President under consideration for appointment as President and will forward a recommendation to the Board. The Board will interview the candidate for appointment as President in executive session.

5.2 The Board or its trustee designee may consult with campus governance organizations representing students, faculty, and nonfaculty staff, and other University constituents as necessary regarding the candidate(s).

5.3 Following the candidate interview(s), and with the approval and consent of the Board to the hiring of the Acting or Interim President to position of President, the Board Chair will negotiate terms and conditions of employment with the proposed President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before opening a search or reopening a selection process.

Approved on October 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

Revision	Change	Date
-	Initial Version	April 16, 2021
1	Service of Acting President clarified; document formatting and reorganization; and basic edits and corrections.	June 16, 2023
2	Search committee composition modified; consultation with campus governance added to Interim or Acting President to regular status.	October 20, 2023

**Board Statement on Recommending Candidates  
for At-Large Board Positions  
Board of Trustees of Southern Oregon University**

**1.0 Goal**

Members of the Board of Trustees of Southern Oregon University are appointed by the Governor of the State of Oregon and confirmed by the Oregon Senate, in compliance with Oregon Law. It is a goal of the Board of Trustees (“Board”) to recommend at-large candidates for the Governor's consideration who meet the individual characteristics desired for the Board and who complement the needs of the Board as a whole. The Board fully recognizes that, as executive appointees, Southern Oregon University trustees are appointed only by the Oregon Governor and confirmed only by the Oregon Senate.

**2.0 Purpose**

The purpose of this Board Statement is to guide the Board's efforts in identifying potential candidates to recommend to the Governor for at-large board positions. The positions filled by the following members are not at-large positions on the Board of Trustees: President of the University, two undergraduate students enrolled at the University, a graduate student enrolled at the University, a member of the faculty of the University, and a member of the non-faculty staff of the University. With the exception of the University President, the board will rely on the campus governance bodies that represent the applicable constituent groups to implement a process for ~~recommending~~ nominating candidates for appointment to the Board.

**3.0. Other Board Positions**

3.1 In accordance with Oregon Law, undergraduate and graduate student members of the Board shall be nominated through an internal governance process held by the official student government, with the candidates nominated provided to the Governor for consideration. More than one candidate per member position on the governing board may be nominated.

3.2 In accordance with Oregon Law, the faculty and non-faculty staff members of the Board shall be nominated through an internal governance process held by the official, respective SOU Faculty Senate or SOU Staff Assembly, with the candidate nominated provided to the Governor for consideration. More than one candidate per member position on the governing board may be nominated.

3.3 If the faculty and non-faculty staff member candidates required to be nominated are represented by multiple organizations, the organizations shall use their best efforts to reach agreement on which candidate or candidates to nominate

per member position of the governing board. If the organizations cannot agree on who to nominate for a member position on the governing board, each organization may select one or more candidates to be nominated.

## **43.0 Board Composition**

**43.1. Board Composition.** The Board should be composed of members who have:

- A. A commitment to public higher education;
- B. A record of public or community service;
- C. Knowledge of complex organizations or academic institutions;
- D. Demonstrated collaborative, collegial approach to leadership;
- E. A willingness and availability for constructive engagement;
- F. A commitment to open-minded, non-partisan decision-making;
- G. A record of integrity, good judgment, and civic virtue;
- ~~H.~~ A commitment to engagement in board responsibilities and interests;  
and
- ~~H.~~ \_\_\_\_\_
- ~~J.~~ I. \_\_\_\_\_ A commitment to equity, diversity and inclusion.

**43.2 Experience.** There should be a variety of perspectives, backgrounds, experience, and skills among the members of the Board. These may include, but are not limited to:

- A. Gender, race and ethnicity, age, geographic location of residence, and other expressions of diversity;
- B. Unique skills and competencies, including experience that will benefit the Board and the University;
- C. Complementary skills and perspectives;
- D. A broad range of professional fields (e.g., education, legal, finance, engineering, healthcare, criminal justice, business, etc.);
- E. Knowledge of and/or connection to Southern Oregon University (alumni relation, campus service, community relationships, etc.); and
- F. Qualifications and characteristics that reflect and support the Governor's goals, priorities, and initiatives.

## **45.0 Process**

**54.1 Conduct Needs Assessment.** When a vacancy on the Board is anticipated or



occurs, the Board Secretary, in conjunction with the President, Board Chair, and/or Vice Chair, will conduct a needs assessment by analyzing the present Board membership against the composition identified in Section ~~34~~. Members of the public university community also may submit recommendations about the ideal characteristics of an individual to fill the vacancy on the board. The Board also will conduct periodic self-assessments, which the Board Secretary, President, and Board Chair also may consider in assessing the Board's needs.

At a public meeting, the governing Board will share the results of the needs assessment and identify the ideal characteristics of any individual chosen to fill the vacancy, including but not limited to preferred skill sets, experience, geographic representation, or other characteristics to complement the needs of the Board.

5.2 Communication with Governor. When a vacancy occurs, or as soon as reasonably practicable thereafter, the Board will notify the Governor of the vacancy and communicate the ideal characteristics identified in Section 5.1 of this statement.

~~5.3 4.2~~ Identify and Vet Potential Candidates. Based on the needs assessment, the President and/or Board Chair, in consultation with the Vice Chair, will identify potential candidates. To assist the President and Board Chair in identifying potential candidates, the Board Secretary will maintain a list of individuals submitted by sources such as trustees, the President, senior administrators, and others. The President and/or Board Chair will vet candidates under priority consideration, or may cause the vetting of those candidates to occur. Vetting may include a discussion with potential candidates about their interest, responsibilities of serving as a trustee, readiness for nomination, ability to serve the university with:

- A. Support for the mission and strategic priorities of the university;
- B. Commitment of time and talent;
- C. Attendance at and participation in board and committee meetings;
- D. Ability to maintain a university-wide perspective on issues and concerns;
- E. Promotion of the university mission through advocacy and oversight of policy; and
- F. Active involvement in the life of the university.

~~45.34~~ Review Results of the Vetting Process. The President will discuss priority candidates with the Board Chair. The Board Chair will consult with members of the Board regarding potential candidates who are willing and able to serve and who satisfy the needs identified in the needs assessment. Candidates will be asked to complete an application process required by the Governor's Office of Executive

Appointments. The Board Secretary may provide technical assistance to applicants. Based on the factors set forth above and the information gathered for the Board Chair, the Board Chair will decide which candidates to recommend on behalf of the Board of Trustees to the Governor for consideration.

Any member of the public who may be interested in serving as a trustee, but who has not come to the attention of the Board through this process, may apply independently. It is understood by the Board that providing recommendations to the Governor's office regarding potential trustees in no way guarantees or implies appointment of any applicant. As executive appointees, Southern Oregon University Trustees are appointed only by the Oregon Governor and confirmed only by the Oregon Senate in the manner prescribed by law.

Approved on ~~April 21~~October 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

Revision	Change	Date
	Initial Version	June 17, 2016
1	Revised to include Vice Chair; Review of results of vetting process revised; basic edits and corrections.	March 22, 2019
2	Board composition section updated; application process updated; basic updates, edits and corrections.	April 21, 2023
3	<u>Conduct Needs Assessment expanded; Communication with Governor and Other Board Positions added</u>	Oct 20, 2023

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for At-Large Board Positions  
Board of Trustees of Southern Oregon University**

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3.3 If the faculty and non-faculty staff member candidates required to be nominated are represented by multiple organizations, the organizations shall use their best efforts to reach agreement on which candidate or candidates to nominate

per member position of the governing board. If the organizations cannot agree on who to nominate for a member position on the governing board, each organization may select one or more candidates to be nominated.

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- D. Demonstrated collaborative, collegial approach to leadership;
- E. A willingness and availability for constructive engagement;
- F. A commitment to open-minded, non-partisan decision-making;
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and
- I. A commitment to equity, diversity and inclusion.

4.2 Experience. There should be a variety of perspectives, backgrounds, experience, and skills among the members of the Board. These may include, but are not limited to:

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- E. Knowledge of and/or connection to Southern Oregon University (alumni relation, campus service, community relationships, etc.); and
- F. Qualifications and characteristics that reflect and support the Governor's goals, priorities, and initiatives.

#### **5.0 Process**

5.1 Conduct Needs Assessment. When a vacancy on the Board is anticipated or occurs, the Board Secretary, in conjunction with the President, Board Chair, and/or

Vice Chair, will conduct a needs assessment by analyzing the present Board membership against the composition identified in Section 4. Members of the public university community also may submit recommendations about the ideal characteristics of an individual to fill the vacancy on the board. The Board also will conduct periodic self-assessments, which the Board Secretary, President, and Board Chair also may consider in assessing the Board's needs.

At a public meeting, the governing Board will share the results of the needs assessment and identify the ideal characteristics of any individual chosen to fill the vacancy, including but not limited to preferred skill sets, experience, geographic representation, or other characteristics to complement the needs of the Board.

5.2 Communication with Governor. When a vacancy occurs, or as soon as reasonably practicable thereafter, the Board will notify the Governor of the vacancy and communicate the ideal characteristics identified in Section 5.1 of this statement.

5.3 Identify and Vet Potential Candidates. Based on the needs assessment, the President and/or Board Chair, in consultation with the Vice Chair, will identify potential candidates. To assist the President and Board Chair in identifying potential candidates, the Board Secretary will maintain a list of individuals submitted by sources such as trustees, the President, senior administrators, and others. The President and/or Board Chair will vet candidates under priority consideration, or may cause the vetting of those candidates to occur. Vetting may include a discussion with potential candidates about their interest, responsibilities of serving as a trustee, readiness for nomination, ability to serve the university with:

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Chair, the Board Chair will decide which candidates to recommend on behalf of the Board of Trustees to the Governor for consideration.

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Approved on October 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

<b>Revision</b>	<b>Change</b>	<b>Date</b>
	Initial Version	June 17, 2016
1	Revised to include Vice Chair; Review of results of vetting process revised; basic edits and corrections.	March 22, 2019
2	Board composition section updated; application process updated; basic updates, edits and corrections.	April 21, 2023
3	Conduct Needs Assessment expanded; Communication with Governor and Other Board Positions added	Oct 20, 2023

## **Resolution on the Responsibilities of Individual Trustees Board of Trustees of Southern Oregon University**

Whereas, the Board of Trustees develops and advances the mission and goals of Southern Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for themselves and for future Trustees pledges to fulfill the duties set forth herein:

**1. Evaluation.** Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out their responsibilities as specified herein, and each Trustee will participate in regular self-evaluations and evaluations of Board performance, which should be conducted in odd-numbered years. At each regular self-evaluation, an opportunity will be provided for the university community to provide written input or public testimony evaluating the work of the board.

**2. Fiduciary Duties.** Each Trustee acknowledges that they have fiduciary duties to the University and its beneficiaries, including the following.

A. Duty of Care. A Trustee must act in good faith, using a degree of diligence, care, and skill that prudent persons would use under similar circumstances and must act in a manner that is reasonably believed to be in the institution's best interests. In discharging their duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by or under the direction of: (a) One or more officers of the institution whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants or other persons retained by the institution to speak to matters that the Trustee reasonably believes are within the person's professional or expert competence; (c) A committee of the Board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence. A Trustee fails to act in good faith if the Trustee has personal knowledge concerning the matter in question that makes reliance unwarranted, even if such reliance would otherwise be permitted by this subsection.

B. Duty of Loyalty. A Trustee must act in good faith and in a manner that is reasonably believed to be within the scope of the public purposes of the institution rather than in the Trustee's own interests or the interests of another organization or constituency. A Trustee must be loyal to the institution and not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or their relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both financial interests held by a Trustee and positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of oversight and policy responsibilities.

C. Duty of Obedience. A Trustee must ensure that the University is operating in furtherance of its stated purposes and is operating in compliance with the law. A Trustee also must ensure effective internal controls. The Board shall periodically re-evaluate its purposes and mission and must be prepared to amend or change them when it is necessary and appropriate to do so.

**3. Service.** Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance at substantially all meetings for which the Trustee is scheduled, participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material; keeping informed about the University as well as trends and issues in higher education; participating in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use their own judgment in voting versus following the lead of others.

**4. Respect.** Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in their role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board-even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; and communicate any significant concern or complaint promptly to the Chair.

Each Trustee must refrain from directing the President and accept that the President reports to the Board as a whole. A Trustee must also refrain from



directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President, Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to individual Trustees. Authority to direct and manage the activities of employees is delegated to the President.

**5. Personal Behavior.** Each Trustee must avoid conflicts of interest or the appearance thereof, should declare actual and potential conflicts of interest in accordance with Oregon Law and the Board's policies on conflict of interest, and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and must refrain from requesting special considerations or favors.

A Trustee who is unable to uphold the Responsibilities of Individual Trustees may be asked to resign their position on the board.

Approved on October 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

Revision	Change	Date
	-Initial Version	January 30, 2015
1	Emphasis added to attendance; clarified directing of the President and staff; basic edits and corrections.	June 21, 2019

2	Emphasis added to upholding responsibilities; basic edits and corrections.	June 16, 2023
<u>3</u>	<u>Frequency and involvement of university community added to Evaluation.</u>	<u>October 20, 2023</u>

## **Resolution on the Responsibilities of Individual Trustees Board of Trustees of Southern Oregon University**

Whereas, the Board of Trustees develops and advances the mission and goals of Southern Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

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Now, therefore, each Trustee for themselves and for future Trustees pledges to fulfill the duties set forth herein:

**1. Evaluation.** Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out their responsibilities as specified herein, and each Trustee will participate in regular self-evaluations and evaluations of Board performance, which should be conducted in odd-numbered years. At each regular self-evaluation, an opportunity will be provided for the university community to provide written input or public testimony evaluating the work of the board.

**2. Fiduciary Duties.** Each Trustee acknowledges that they have fiduciary duties to the University and its beneficiaries, including the following.

A. Duty of Care. A Trustee must act in good faith, using a degree of diligence, care, and skill that prudent persons would use under similar circumstances and must act in a manner that is reasonably believed to be in the institution's best interests. In discharging their duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by or under the direction of: (a) One or more officers of the institution whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants or other persons retained by the institution to speak to matters that the Trustee reasonably believes are within the person's professional or expert competence; (c) A committee of the Board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence. A Trustee fails to act in good faith if the Trustee has personal knowledge concerning the matter in question that makes reliance unwarranted, even if such reliance would otherwise be permitted by this subsection.

B. Duty of Loyalty. A Trustee must act in good faith and in a manner that is reasonably believed to be within the scope of the public purposes of the institution rather than in the Trustee's own interests or the interests of another organization or constituency. A Trustee must be loyal to the institution and not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or their relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both financial interests held by a Trustee and positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of oversight and policy responsibilities.

C. Duty of Obedience. A Trustee must ensure that the University is operating in furtherance of its stated purposes and is operating in compliance with the law. A Trustee also must ensure effective internal controls. The Board shall periodically re-evaluate its purposes and mission and must be prepared to amend or change them when it is necessary and appropriate to do so.

**3. Service.** Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance at substantially all meetings for which the Trustee is scheduled, participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material; keeping informed about the University as well as trends and issues in higher education; participating in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use their own judgment in voting versus following the lead of others.

**4. Respect.** Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in their role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board-even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; and communicate any significant concern or complaint promptly to the Chair.

Each Trustee must refrain from directing the President and accept that the President reports to the Board as a whole. A Trustee must also refrain from

directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President, Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to individual Trustees. Authority to direct and manage the activities of employees is delegated to the President.

**5. Personal Behavior.** Each Trustee must avoid conflicts of interest or the appearance thereof, should declare actual and potential conflicts of interest in accordance with Oregon Law and the Board's policies on conflict of interest, and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and must refrain from requesting special considerations or favors.

A Trustee who is unable to uphold the Responsibilities of Individual Trustees may be asked to resign their position on the board.

Approved on October 20, 2023

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Sabrina Prud'homme  
University Board Secretary

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Daniel P. Santos  
Chair, Board of Trustees

<b>Revision</b>	<b>Change</b>	<b>Date</b>
	-Initial Version	January 30, 2015
1	Emphasis added to attendance; clarified directing of the President and staff; basic edits and corrections.	June 21, 2019

2	Emphasis added to upholding responsibilities; basic edits and corrections.	June 16, 2023
3	Frequency and involvement of university community added to Evaluation.	October 20, 2023

**Southern Oregon University  
Executive, Audit, and Governance Committee**

**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, the Oregon Legislative Assembly enrolled Senate Bill 273 (2023) creating new provisions requiring the Board of Trustees to formally adopt policies relating to higher education governing boards;

Whereas, a work group including trustees, the university general counsel, and the university board secretary, reviewed SB 273 and the governing documents below, gathered information, and provided amendments to the Bylaws of Southern Oregon University; Board Statement on the Conduct of Public Meetings; Board Statement on the Conduct of Public Meetings; Board Statement on Presidential Searches and Appointments; Board Statement on Recommending Candidates for At-Large Board Positions; and a Resolution on the Responsibilities of Individual Trustees; in addition to creating a new Resolution on Reporting to the Legislative Assembly in Compliance with Senate Bill 273 (2023); and

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 articulated in this committee's October 20, 2023 meeting.

VOTE:

DATE: October 20, 2023

**Southern Oregon University  
Board of Trustees**

**Resolution**

**Report to Legislative Assembly in Compliance with Senate Bill 273 (2023)**

Whereas, Senate Bill 273 (SB 273) pertaining to higher education and creating new provisions for Boards of Trustees and public universities became effective in September of 2023 after being signed in to law by the Oregon Governor, and

Whereas, SB 273 requires the Board of Trustees of Southern Oregon University to submit a report in the manner provided by ORS 192.245 to the interim committees of the Legislative Assembly related to higher education, detailing the degree to which the public university has complied with: (a) Drafting the formal policies described in section 3 of this 2023 Act; and (b) Fulfilling the obligations contained in the policies described in section 3 of this 2023 Act; and

Whereas, the report prepared must include input from representatives of official student, faculty and nonfaculty staff governance organizations; Now therefore,

Be it resolved that this report will be submitted no later than July 2 of each year, as prescribed by Oregon Law; and

Be it further resolved that this 2023 reporting requirement is repealed on January 2, 2026, as prescribed by Oregon Law.

VOTE:

DATE: October 20, 2023



# Proposed 2024-2025 Committee Meeting Schedule (Action)

**SOU Board of Trustees  
2024-2025 Board and Committee Meeting Schedule**

<b>MEETING</b>	<b>Academic and Student Affairs</b>	<b>Finance and Administration</b>	<b>Executive, Audit, and Governance</b>	<b>Board of Trustees</b>
<b>DAY</b>	Third Thursdays	Third Thursdays	Third Fridays	Third Fridays
<b>FREQUENCY</b>	Four Times Per Year (and as needed for curriculum approvals)	Six Times Per Year	Four Times Per Year	Five Times Per Year
<b>TIME</b>	12:00-3:30 p.m.	5:00-7:00 p.m.	9:30-11:30 a.m.	12:00-5:00 p.m.
	January 18, 2024	January 18, 2024	January 19, 2024	January 19, 2024
		March 21, 2024 (Budget Focus)		
	April 18, 2024	April 18, 2024	April 19, 2024	April 19, 2024
		May 16, 2024 (Budget Focus)		
	June 20, 2024*	June 20, 2024*	June 21, 2024*	June 21, 2024*
				Retreat September 19, 2024 September 20, 2024 All Day, Time TBD
	October 17, 2024	October 17, 2024	October 18, 2024	October 18, 2024
	January 16, 2025	January 16, 2025	January 17, 2025	January 17, 2025
		March 20, 2025 (Budget Focus)		
	April 17, 2025	April 17, 2025	April 18, 2025	April 18, 2025
		May 22, 2025 (Budget Focus)		
	June 19, 2025**	June 19, 2025**	June 20, 2025**	June 20, 2025**
				Retreat September 18, 2025 September 19, 2025 All Day, Time TBD
	October 16, 2025	October 16, 2025	October 17, 2025	October 17, 2025

\* Meeting occurs the week following SOU Commencement  
\*\* 2025 SOU Commencement date to be announced

# Future Meetings

# **Executive Session Pursuant to ORS 192.660(2)(f) and (i)**

# University President's 2023-2024 Goals (Action)

# Draft Goals 2023-2024

- Student Enrollment, Support and Success
  - Focus on Strategies to Replicate 2023 First-Year Gains
  - Student Retention -- Wrap Around Student Services (Social and Emotional Wellness)
- Fiscal Sustainability
  - Build more Resiliency into Processes
  - Culture of Accountability
  - More Transparency and Accessibility to Campus Community
  - Launch RFP Process for Senior Living Facility and Univ Business District Revenue Diversification Projects
- Equity, Diversity and Inclusion
  - Craft Optimal Architecture for Future Efforts
  - Implementation of Strategic Vision
  - MOU with Tribal Governments

# Draft Goals 2023-2024

- Maintain Momentum for University's Inaugural Comprehensive Campaign
  - Promote internal culture of philanthropy conversations with campus community
  - Engage top tier of philanthropic partners, solidifying early campaign lead gifts
  - Leverage philanthropy to support long-term fiscal sustainability
- University Communications (Internal/External)
  - Institutionalize Super Cabinet Structure for Diverse and Robust Strategic Decision-Making
  - Campus Conversations
  - Expand Communications with Media / Community Leaders
  - Legislative Advocacy

# Adjournment