

## **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

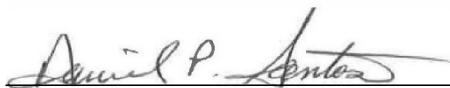
directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President, Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to individual Trustees. Authority 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
3	Frequency and involvement of university community added to Evaluation.	October 20, 2023