

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

**1.0 Standing Committees and Ad Hoc Committees**

Subject to the requirements of applicable law, the Board may establish such Standing Committees and Ad Hoc Committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership, and reporting requirements of such committees. The Standing Committees of the Board shall be the Executive, Audit, and Governance Committee; Finance and Administration Committee; and Academic and Student Affairs Committee. Standing Committees may consist only of Trustees, continue until terminated by the Board, and develop a charter for approval by the Board. The term of Ad Hoc Committees, if any, shall be one year or less. An Ad Hoc Committee shall include at least one Trustee, engage in information gathering and reporting only, and make any report or recommendation to the Chair of the Board or the Chair of a Standing Committee.

**2.0 Executive, Audit, and Governance Committee**

2.1 There shall be a six-member Executive, Audit, and Governance Committee (EAGC) of the Board of Trustees, which shall sit as the Executive Committee of the Board, the Audit Committee of the Board, and the Governance Committee of the Board. The Chair and Vice Chair of the Board and the chairs of the Finance and Administration Committee and Academic and Student Affairs Committee shall each be an ex officio voting member of the EAGC, and the Chair of the Board shall select the fifth and sixth voting members. The University President may not serve on the EAGC. The Chair of the Board shall be the chair of the committee. During the absence or incapacity of the Chair, the Vice Chair shall be the chair. During the absence or incapacity of the Chair and the Vice Chair, the chair of the Finance and Administration Committee shall be the chair.

2.2 When sitting as the Executive Committee, the EAGC shall represent and, except as prohibited by applicable law, may act for the Board on any matter, except for the hiring or removal of the President of the University. The committee should generally endeavor to refer matters to the Board, but it is expected that the committee will act for the Board when the committee determines it to be necessary or appropriate. The committee shall provide reports on its actions to the Board.

When sitting as the Executive Committee, the EAGC shall consider matters pertaining to the hiring, employment, and removal of the President of the University. Such matters, except for the hiring or removal of the President, may be

referred to the Board as seconded motions. The hiring or removal of the President shall be referred to the Board as a proposed motion.

2.3 When sitting as the Audit Committee, the EAGC may consider matters pertaining to audits, compliance and risk management. Matters that may be brought before the committee include, but are not limited to, the following examples:

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

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

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

2.6 When sitting as the Governance Committee, the EAGC shall consider matters pertaining to governance of the Board such as structure, composition, engagement, and evaluation. The committee should generally endeavor to refer matters to the Board, but it is expected that the committee will act for the Board when the committee determines it to be necessary or appropriate. The committee shall provide reports on its actions to the Board.

### **3.0 Finance and Administration Committee**

3.1 There shall be a Finance and Administration Committee (FAC). At any such time that the Board Chair determines is necessary to the orderly operation of the Board's business, the Board Chair shall appoint the chairperson and other members of the FAC. The Chair of the Board shall not be appointed to the FAC but may act as an alternate, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

3.2 All matters considered by the FAC that require action by the Board may be referred, as appropriate, to the Board or the Executive Committee for action as seconded motions unless authority to act on behalf of the Board has been delegated

expressly to the FAC. Subsequent to the transaction of any business under express delegated authority, the FAC shall render a report on the business to the Board.

3.3 The FAC may consider matters pertaining to the financial, capital, and other assets of the University. Matters that may be brought before the committee include, but are not limited to, the following examples:

- 3.3.1 Budget-matters relating to the University's general financial conditions, operating and capital budgets, general and auxiliary enterprise funding, and requests for appropriation of state funds.
- 3.3.2 Investments and Finances-matters relating to the University's investments, finances, financial accounts, and debt finance.
- 3.3.3 Tuition and Fees-matters relating to tuition and mandatory fees.
- 3.3.4 Real Property-matters related to the acquisition, management, development, and disposal of real property.
- 3.3.5 Personal Property-matters related to the acquisition, management, development and disposal of personal property, tangible and intangible.

Any of the above enumerated examples of matters brought before the FAC may be directed to any other committee or the Board for consideration.

#### **4.0 Academic and Student Affairs Committee**

4.1 There shall be an Academic and Student Affairs Committee (ASAC). At any such time that the Board Chair determines is necessary to the orderly operation of the Board's business, the Board Chair shall appoint the chairperson and other members of the ASAC. The Chair of the Board shall not be appointed to the ASAC but may act as an alternate, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

4.2 All matters considered by the ASAC that require action by the Board may be referred, as appropriate, to the Board or the Executive Committee for action as seconded motions unless authority to act on behalf of the Board has been delegated expressly to the ASAC. Subsequent to the transaction of any business under express delegated authority, the ASAC shall render a report on the business to the Board.

4.3 When considering matters pertaining to the approval of new curriculum and programs constituting a significant change in the university's academic programs which must also be approved by the Higher Education Coordinating Commission, the Board delegates authority to the ASAC to act on behalf of the board when the committee determines it to be necessary or appropriate.

4.4 The ASAC may consider matters pertaining to the teaching, research, and public service programs of the University and to its faculty, staff, and students.

Matters that may be brought before the committee include, but are not limited to, the following examples:

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

Any of the above enumerated examples of matters brought before the ASAC may be directed to any other committee or the Board for consideration.

## **5.0 Notice of Meetings of Standing and Ad Hoc Committees**

Meetings of Standing and Ad Hoc Committees of the Board shall be held at such times and places as may be fixed by each committee or its chair. The Secretary shall cause the required notices of meetings of Committees to be sent to each member of the Board. The Secretary shall also cause the preparation of the minutes, any audio recording, audio and video recording, streaming audio, or streaming audio and video of the meeting. The Secretary shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements.

## **6.0 Quorums**


A majority of the members of a Standing Committee shall be necessary to constitute a quorum, except as permitted by Article IV of the Bylaws. The faculty and non-faculty staff members of any committee may not participate in any discussions or action by the committee or attend any executive session of the committee involving collective bargaining issues that affect faculty or non-faculty staff at the University.

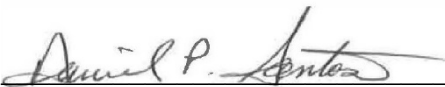
## **7.0 Information Gathering and Investigation**

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

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

Approved on January 20, 2023

  
\_\_\_\_\_  
Sabrina Prud'homme  
University Board Secretary

  
\_\_\_\_\_  
Daniel P. Santos  
Chair, Board of Trustees

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