

## RESOLUTION NUMBER 24-01

### BOARD OF TRUSTEES OF OREGON INSTITUTE OF TECHNOLOGY

#### A RESOLUTION IMPLEMENTING SENATE BILL 273 (2023), RESCINDING, AMENDING, AND ADOPTING CERTAIN BYLAWS AND POLICIES IN ORDER TO ADOPT STATUTORY CHANGES RELATED TO PUBLIC UNIVERSITY GOVERNING BOARDS

**WHEREAS**, the 2023 Oregon Legislative Assembly passed, and Governor Tina Kotek signed Senate Bill 273 (SB 273) into law; and

**WHEREAS**, SB 273 alters the composition of governing boards at public universities and establishes processes by which undergraduate students, graduate students, faculty, and nonfaculty staff may be nominated for membership on the governing board, with candidates' names provided to the Governor for consideration; and

**WHEREAS**, SB 273 requires each governing board to formally adopt enumerated policies regarding university governance; and

**WHEREAS**, Oregon Tech had implemented many of the practices outlined in SB 273, even before SB 273 was under consideration;

**WHEREAS**, Oregon Tech established an Ad Hoc Workgroup on the AGB Consulting Report that addressed governance review of Oregon's Public Universities; the Ad Hoc Workgroup held meetings in 2022 and issued a report containing observations and recommendations;

**Now, therefore**, the Board of Trustees resolves as follows:

#### Section 1

Amended Oregon law, ORS 352.072(2)(b)(A and B), requires one undergraduate student Trustee shall be a voting member of the board and one undergraduate student Trustee shall be a nonvoting member of the board. The law further provides to the extent practicable, the first year of a student's appointment, the student will serve as a nonvoting Trustee, and in the second year that student Trustee will serve as a voting member.

Accordingly, Art. IV, Sec. 3 of the Bylaws of Oregon Institute of Technology (amended January 24, 2019) Manner of Acting, is hereby amended as set out in Attachment A.

#### Section 2

Amended Oregon law requires student, faculty, and nonfaculty staff Trustees to be nominated through respective official governance structures.

ORS 352.072(2)(b)(C) provides the undergraduate student Trustees 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, and that more than one candidate per member position on the governing board may be nominated under this subparagraph.

ORS 352.072(2)(d)(B) provides the faculty Trustee 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, and that more than one candidate per member position on the governing board may be nominated under this subparagraph.

ORS 352.072(2)(d)(C) provides the nonfaculty staff Trustee 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, and that more than one candidate per member position on the governing board may be nominated under this subparagraph.

The Board of Trustees resolves that the university's official governance structures, meaning the Faculty Senate, Administrative Council, and Associated Students of Oregon Institute of Technology (ASOIT) should have the authority to nominate Trustees to the faculty, nonfaculty staff, and student Trustees positions respectively. Accordingly, University Policy OIT-01-002 Candidate Application for Faculty, Staff, and Student Board of Trustees positions is hereby amended to reflect these changes. See Attachment B. Further, Amended Resolution No. 15-2: A Revision to Resolution on Shared Governance, is hereby further amended to provide that student, faculty, and non-faculty staff Trustees shall be nominated through respective official governance structures. See Attachment B.

### Section 3

ORS 352.072(6)(a and b) prohibits faculty Trustees, nonfaculty staff Trustees, undergraduate Trustees, and graduate student Trustees (if any) from participating in board actions and discussions about collective bargaining issues affecting undergraduate or graduate students. This prohibition is already reflected in Bylaws, Art. VIII, Sec. 2: Conflicts of Interest, Labor Negotiations. See Attachment A.

### Section 4

ORS 352.072(9) clarifies that, notwithstanding the nomination processes described above, any person may seek nomination from the Governor for a member position for which they are qualified. Accordingly, Amended Resolution No. 15-2: A Revision to Resolution on Shared Governance, is hereby further amended to clarify that no person is prohibited from using a process or method not described in this section to seek nomination from the Governor, or be nominated to the Governor, to a member position on the governing board for which the person is qualified. See Attachment C.

## Section 5

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to provide opportunities for live comments at regularly scheduled meetings. Board Policy on Conduct of Public Meetings, Sec. 1.5: Order of Regular Meetings, already provides for public comment at each regular public meeting of the Board. See Attachment D.

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to provide for reports from official student, faculty, nonfaculty staff, and labor organizations at regularly scheduled meetings. This has been a longstanding feature of the university's regular Board meetings. This practice is now memorialized in amendments to Board Policy on Conduct of Public Meetings, Sec. 1.5: Order of Regular Meetings. See Attachment D.

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to 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. While representatives from official campus labor organizations have always been welcome to provide public comment at regularly scheduled board meetings, this practice was not included in a policy. Accordingly, the Board Policy on Conduct of Public Meetings, Sec. 1.5: Order of Regular Meetings, is amended to clarify that public comment includes, but is not limited to, comments from a representative from official campus labor organizations, if the representative has requested the opportunity to provide comments to the board in advance of the meeting. See Attachment D.

## Section 6

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to 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. While this has been practiced at Oregon Tech in each presidential search, Oregon Tech does not have an adopted Board Policy on Presidential Searches. The Board hereby adopts a policy that in any presidential search committee, the existing practice of including at least one faculty member, one nonfaculty staff member, and one member of the student body shall be followed.

## Section 7

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to ensure that all members of the governing board are provided with institutional electronic mail addresses and requires the public university to clearly and publicly post the electronic mail addresses on the website of the public university. Oregon Tech does this already. This resolution now makes these requirements Board policy.

## Section 8

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to create ongoing review processes of the practices and policies of the public university relating to transparency, and access that includes participation of faculty, nonfaculty staff, and student representatives. Accordingly, Amended Resolution No. 15-2; A Revision to Resolutions on Shared Governance, is hereby further amended to clarify that the President's Council will provide ongoing review he practices and policies of the public university relating to transparency, and access that includes participation of faculty, nonfaculty staff, student representatives, and make related recommendations to the President. See Attachment C.

## Section 9

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to 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. The Board of Trustees, in 2022, previously reviewed this concept and adopted this practice as an informal policy as a recommendation of the Board's Ad Hoc Workgroup on the AGB Consulting Report – Governance Review of Oregon's Public Universities in its August 22, 2022 Workgroup Report. In practice, in accordance with the Workgroup's recommendations, after regular Board meetings, a university staff member is assigned to formally follow-up with and respond to all public comments. The Board Chair or appropriate committee chair then follows up with staff regarding the request, and the Board chair and Executive Committee may decide to follow upon the item further, which may or may not include a formal response at the next Board meeting. Thus, the Board already does this in practice, but the practice is not memorialized in a formal Board policy. Accordingly, the Board Policy on Conduct of Public Meetings, Sec. 4, Procedure for Appearing Before the Board, is hereby amended to provide when questions arise from public comments at meetings of the board, the Chair, an appropriate Committee chair, or a designee of the Chair or committee chair, will respond to such questions after the Board meeting, which is typically a staff member with relevant expertise or authority over the matter in question. See Attachment D.

## Section 10

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to memorialize the process for filling appointments to the governing board. The Board Secretary shall memorialize the process for filling appointments to the Board.

## Section 11

SB 273 amendments to ORS Chapter 352 require public university governing boards to adopt policies to regularly conduct self-evaluations with opportunity for input from the university community evaluating the work of the board. Accordingly, the Board hereby resolves to regularly conduct self-evaluations with the opportunity for input from the university

community evaluating the work of the Board. The Board resolves that the self-evaluations process will be conducted biannually in connection with the Board's annual retreat.

This revision shall take effect immediately upon approval by the Board.

Approved on the 12<sup>th</sup> day of January, 2024.

DocuSigned by:  
*John Davis*  
7B8669D64BE448C  
\_\_\_\_\_  
Chair of the Board, John Davis

Moved by: Trustee Mason Wichmann  
Seconded by: Trustee Vijay Dhir  
Unanimously approved by all Trustees present.

Attest:

I, Ken Fincher, Interim Secretary of the Board, do hereby certify that the foregoing is a true and correct copy of Resolution No. 24-01 duly approved by the Oregon Institute of Technology Board of Trustees at the regularly scheduled Meeting held on the day of, and thereafter approved and signed by the Chair and attested by the Secretary of the Board.

DocuSigned by:  
*Ken Fincher*  
2C6351B0958747E  
\_\_\_\_\_  
Dr. Ken Fincher  
Interim Secretary of the Board

**ATTACHMENT "A"**

**BYLAWS  
OF  
OREGON INSTITUTE OF TECHNOLOGY**

**ARTICLE I  
Name**

The legal name of this independent public body is Oregon Institute of Technology ("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 this state, that are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges.

**ARTICLE III  
Board of Trustees**

- 1. Business and Affairs.** The University shall be governed by the Board of Trustees of Oregon Institute of Technology ("Board"), which may exercise all such powers, rights, duties and privileges as are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges. The Board may delegate and provide for the further delegation of any and all such powers, rights, duties and privileges subject to limitations expressly set forth in law.
- 2. Membership.** The membership of the Board is established by law. 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.
- 3. Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal 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 of Trustees, and the President of the University. When a vacancy exists, the Board Chair, in consultation with the Executive Committee, shall contact the Office of the Governor with a recommendation concerning the filling of the vacancy.
- 4. Removal.** The Governor may remove a Trustee other than the President as provided by law. The Board may terminate the status of the President as a Trustee by terminating the President's appointment as President of the University, subject to the rights, if any, of the President under a contract of employment.

**5. Board Officers.**

- a. The Board shall select one of its members as Chair and another as Vice Chair, who shall be the Board Officers. Thereafter, a vacancy in the position of Chair shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall appoint the Chair. A vacancy in the position of Vice Chair shall be filled by the Board. The Chair and Vice Chair shall hold office for two years, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. The Chair and Vice Chair may be appointed to 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. The Board may appoint such other Board Officers with such duties as the Board determines necessary or appropriate.
- b. 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.
- c. 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 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.
- d. A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a two-thirds majority vote of Trustees eligible to vote.

**6. Compensation; Reimbursement of Expenses.** A Trustee performing his or her official duties is not acting as an employee of the University and shall not be compensated when acting as a Trustee. In accordance with University policy and upon approval by first the 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, subject to the University's expense reimbursement policies.

**7. Faculty and Non-faculty Staff Trustees.** The Faculty Trustee and Non-faculty Staff Trustee are each hereby granted reasonable leave with pay at their regular salaries during their regular work hours as employees of the University to attend meetings of the Board and other official Board functions. Nothing in this section 7 shall be deemed to alter the compensation of the faculty member or staff member for the performance of their duties as a University employee.

**ARTICLE IV**  
**Meetings of the Board**

- 1. Public Meetings.** A "Public Meeting" of the Board is the convening of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law, ORS 192.610 to 192.710, as may be amended from time to time. Public Meeting does not include any on-site inspection of any project or program or the attendance of Trustees at any international, national, regional, state or local association.
- 2. Quorum of the Board.** Except as otherwise specified herein, a quorum of the Board is required to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office, including the President, at the time of the meeting.
- 3. Manner of Acting.**

  - a. 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. The Chair reserves the right to require a majority vote of the Trustees in office for specific issues.
  - b. 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.
  - c. As provided in ORS 352.072(2)(b)(A and B), one undergraduate student Trustee shall be a voting member of the board and one undergraduate student Trustee shall be a nonvoting member of the board. To the degree practicable, a student Trustee 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.
  - d. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting 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.
- 4. Quorum Not Required.** A majority of the voting Trustees present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may:

  - a. Adjourn the meeting from time to time to a different time or place before the date of the next regular meeting without further notice of any adjournment. At such adjourned 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.

**5. Waiver of Notice by Trustee.** A Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee unless the Trustee at the beginning of the meeting objects to the holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting. A Trustee may at any time waive any notice required by law, these Bylaws or other Board action, with a writing signed by the Trustee and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.

**6. Procedural Rules.** Procedural disputes shall be resolved by traditional procedural rules, as interpreted by the Chair. Any Trustee who disagrees with a procedural decision may introduce a motion to amend or reverse the procedural decision.

## **ARTICLE V**

### **Public Meeting Procedures**

- 1. Regular Meetings.** Regular Public Meetings of the Board shall be held at least four times per academic year on such dates and at such times as specified by the Chair.
- 2. Special Meetings.** Special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within seventy-two (72) hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Trustees then in office and specifying the purpose of the meeting. Signatures may be electronic and in counterparts. Minutes of Special Public Meetings shall describe the purpose and outcome of the Special Public Meeting.
- 3. Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Signatures may be electronic and in counterparts. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting and the outcome of the meeting.
- 4. Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board shall be held in the State of Oregon.
- 5. Notice of Meetings.**

- a. 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 48 hours prior to the hour of the meeting. Notice of an emergency Public Meeting shall be such as is appropriate to the circumstance.
- b. 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 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 Secretary for the purpose of receiving Board correspondence, with postage prepaid. If notice is provided by electronic mail, telephone, or facsimile transmission, notice shall be deemed given immediately if the notice is provided to the Trustee's Oregon Institute of Technology electronic mail address or, as applicable, the Trustee's telephone number or facsimile number on file with the Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Trustee.

**6. Minutes of Meetings.** The Board shall provide for the taking of written minutes of all Public Meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the Public Meetings and the views of the participants. In addition to written minutes, the Board may provide for an audio recording, an audio and video recording, streaming audio, or streaming audio and video. A record of each recording or transmission shall be retained in accordance with applicable records retention requirements.

## **ARTICLE VI Officers of the University**

- 1. Officers.** The officers of the University shall be a President, General Counsel, Secretary and such other officers as may be deemed necessary by the President to conduct University business. The officers shall be identified by the President in writing, and 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. The list of officers will be presented to the board annually.
- 2. President.** The Board shall appoint a President. By ORS 352.004, 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. General Counsel.** In consultation with the Board Chair and Vice Chair, the President shall appoint or remove the 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.

**4. Secretary.** In consultation with the Board Chair and Vice Chair, the President shall appoint or remove the Secretary. The 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 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 Secretary will be the primary communication conduit for the Board, and will support the administrative functions of the Board. The 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, membership and reporting requirements of such committees.

## **ARTICLE VIII Conflicts of Interest**

**1. In General.** Subject to the requirements of law and of this Article VIII, the Board may take any action involving either a potential conflict of interest or an actual conflict of interest (as defined in ORS Chapter 244). 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 ORS Chapter 244.

**2. Labor Negotiations.** With the exception of the officers identified in Article VI, faculty and all other University staff including student employees serving as Trustees 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 non-faculty staff at the university.

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

## **ARTICLE IX Indemnity**

### **1. Indemnification and Defense in General.**

- a. 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 or willful or wanton neglect of duty. The University may cease to provide indemnification or defense upon a determination by the University, in its sole discretion, that an act or omission may constitute malfeasance in office, willful or wanton neglect of duty, or criminal conduct.
- b. The University may choose to defend a Party under a reservation of rights. Any Party to whom the University is providing a defense shall cooperate fully with the University in the defense of such Claim. If the University determines, in its sole discretion, that such Party has not so cooperated or has otherwise acted to prejudice the defense of the Claim, the University may at any time terminate its defense and indemnity or proceed under a reservation of rights.

### **2. Legal Expenses when Claim is by a Governmental Entity or Professional Licensing Authority.**

- a. 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 of ORS Chapter 244. The University may decline to reimburse a Party for any expenses incurred prior to the University's written commitment to provide reimbursement.
- b. 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:
  - (1) The University determines, in its sole discretion, that the conduct of such Party was in good faith, and the Party reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.

- (2) The Party furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by the University, in its sole discretion, that such Party is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted to such Party.
- (3) Such advances shall be made without regard to the person's ability to repay such advances.

**3. Legal Representation.** The President or designee shall have the exclusive authority to select counsel and to defend against any Claim. The President will consult with the Party regarding any term of a settlement agreement that affects the legal rights of the Party.

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

**5. Non-Exclusivity and Continuity of Rights.** This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the University or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a Party, and (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

**6. Amendments.** Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Claim or complaint.

## **ARTICLE X**

### **Miscellaneous Provisions**

**1. Principal Office.** The principal office of the University and the Board is located at the Office of the President, Oregon Institute of Technology, 3201 Campus Drive, Klamath Falls, OR 97601.

**2. 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.

**3. 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.

**4. 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.

**ATTACHMENT "B"**



**Responsible Officer:** Board Secretary  
**Responsible Office:** Board of Trustees  
**Contact Number:** 541.885.1118  
**Contact Email:** ken.fincher@oit.edu  
**Revision Date:** January 12, 2024

**Oregon Tech Policy  
OIT-01-002**

**Candidate Nomination Guidelines for Faculty, Staff, and Student Board of Trustees Positions**

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**1. Policy Statement**

Per Oregon Revised Statute 352.076(2)(a) Oregon Tech Trustees are appointed by the Governor and confirmed by the Oregon Senate. No person is prohibited from using a process or method not described in this policy to seek nomination from the Governor, or be nominated to the Governor, to a member position on the governing board for which the person is qualified.

**2. Reason for Policy/Purpose**

The purpose of this policy is to provide guidelines for the university's efforts in identifying potential candidates to recommend to the Governor, for ultimate consideration by the Governor, for the faculty, staff and student positions.

**3. Policy**

The Board should be composed of members who have:

- A commitment to public higher education;
- A record of interest or involvement in public or community service;
- Knowledge of complex organizations or academic institutions;
- Demonstrated collaborative leadership;
- A willingness and availability for constructive engagement;
- A commitment to open-minded, non-partisan decision making; and
- A record of integrity, good judgment, and civic virtue.

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

- Gender, ethnicity, age, geographic location, and other expressions of diversity;
- Experience that will benefit the Board and the university;
- Personal and professional skills;
- Unique skills and competencies;
- Complementary skills and perspectives;
- A broad range of professional fields; and
- Alumni relation or institutional memory.

When a vacancy of the faculty, staff or student position on the Board is anticipated or occurs, the Board Secretary will send a notice to all faculty, staff and students, at a minimum via email, outlining the application process and timeline based on meetings of the Legislature and Board of Trustees. The faculty, staff and student terms are limited to two years, usually beginning July 1.

Senate Bill 273 (SB 273) which was passed by the 2023 Oregon Legislative Assembly, and signed into law by Governor Tina Kotek, requires student, faculty, and nonfaculty staff Trustees to be nominated through respective official governance structures.

ORS 352.072(2)(b)(C) provides the undergraduate student Trustees 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, and that more than one candidate per member position on the governing board may be nominated under this subparagraph.

ORS 352.072(2)(d)(B) provides the faculty Trustee 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, and that more than one candidate per member position on the governing board may be nominated under this subparagraph.

ORS 352.072(2)(d)(C) provides the nonfaculty staff Trustee 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, and that more than one candidate per member position on the governing board may be nominated under this subparagraph.

The Board of Trustees resolves that the university's official governance structures, meaning the Faculty Senate, Administrative Council, and Associated Students of Oregon Institute of Technology (ASOIT) should have the authority to nominate Trustees to the faculty, nonfaculty staff, and student Trustees positions respectively.

The final slate of candidates will submit their application online at <https://www.oregon.gov/gov/Pages/board-list.aspx>.

Per the Oregon Tech Board of Trustees Bylaws, faculty and staff Trustees are permitted reasonable leave with pay at their regular salaries during their regular work hours as employees of the University to attend meetings of the Board and other official Board functions.

The faculty, staff, and student Trustees do not represent a particular constituency when sitting as a Trustee. Per the Board Policy on Ethics and Conflict of Interest, Trustees are expected to put aside parochial interests, keeping the welfare of the entire institution, not just a particular constituency, at all times paramount. Authority is vested in the board collectively and not in any individual Trustee; acting upon parochial interests or for the welfare of a particular constituent or constituency could impede the Trustee's ability to discharge his or her fiduciary duty to the entire institution.

#### 4. **Nomination Process**

Each governance body (Faculty Senate, Admin Council, and ASOIT) will seek, review and select candidates for nominations through an inclusive process across the university.

When ranking applicants general qualifications that shall be taken into consideration include, but are not limited to:

- experience that will benefit the Board and the university;
- personal and professional skills;
- commitment to perform all trustee responsibilities and duties and ability to commit the time necessary to fulfill such responsibilities and duties;
- a strong record of interest or involvement in higher education or philanthropic activities;
- ability to contribute to Board diversity, including but not limited to gender, ethnicity, race, age, disabilities and geography;
- a history of leadership and achievements that reflects high standards; and
- a reputation at the university as a person of intelligence, integrity, skill, experience and good judgment.

In addition, the impact of any conflicts of interest (or potential conflicts of interest) should be evaluated.

The respective shared governance entities shall memorialize the process to nominate prospective candidates for filling appointments to the governing board, and provide those records to the Board Secretary before the application deadlines for the particular round of nominations.

#### 5. **Governor Appointment and Senate Confirmation**

Membership of the board is established by law. Trustees are appointed by the Governor of the State of Oregon and are subject to confirmation by the Oregon Senate in a manner prescribed by law. Applicants will be notified by the Governor's office if they are nominated for a seat on the board.

#### 6. **Links to Related Procedures, Forms, or Information**

Candidate Application Submittal: <https://www.oregon.gov/gov/Pages/board-list.aspx>.

#### 7. **Policy Approval**

Approved by the Oregon Institute of Technology Board of Trustees on January 12, 2024.

DocuSigned by:

*John Davis*

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John Davis, Chair

Oregon Institute of Technology Board of Trustees

Date: \_\_\_\_\_

Adopted: August 1, 2016, Revised: January 12, 2024

**ATTACHMENT "C"**

**RESOLUTION NO. 15-2 (AMENDED JANUARY 12, 2024)**  
**BOARD OF TRUSTEES OF OREGON INSTITUTE OF TECHNOLOGY**  
**A REVISION TO RESOLUTION ON SHARED GOVERNANCE AT OREGON INSTITUTE OF TECHNOLOGY**

The Board of Trustees of the Oregon Institute of Technology adopted the following resolutions at a duly held meeting:

**Whereas**, the establishment of separate, institutional governing boards for each of Oregon’s public universities, including Oregon Institute of Technology (“University” or “Oregon Tech”) is a propound opportunity for the success of students; and

**Whereas**, the authority of the Oregon Institute of Technology Board of Trustees (“Board”) and President may be informed and improved by the purposeful engagement with the University’s stakeholders – including its faculty, staff, and students; and

**Whereas**, the concept of shared governance in an academic environment is expected and appreciated; and

**Whereas**, the Board is much closer to the affairs of the University than previous system-wide governing boards; and

**Whereas**, a statement affirming the principles of shared governance is a critical step in the success of the University, building trust among university stakeholders and demonstrating a commitment to open deliberation and decision-making;

**Whereas**, a revision to the statement affirming the principles of shared governance, following a comprehensive review of Oregon’s University Governing Boards (AGB-Consulting, 2022), is necessary to better define the roles, responsibilities, and interconnectedness of university stakeholders in commitment to open deliberation and decision-making;

**Now, therefore**, the Board resolves as follows:

**Section 1**  
**Principles and Values**

The Board is committed to shared governance in the academic environment and embraces the following principles and values to guide the efficient governance and administration of the University:

- a. Frank Communication
- b. Open deliberation and decision-making
- c. Consistent reflection upon the University’s mission statement and strategic plan
- d. Recognition by all University stakeholders of roles and their responsibilities in the efficient governance and administration of the University.

- e. Mutual trust and respect among all University stakeholders.

The Board is committed to the adherence and upholding of the values discussed herein. Thus, each governing body described below shall be able to concretely demonstrate the implementation of these values, and the Board will be charged with overseeing the evidence of implementation as applicable by law and other Board Policies.

## **Section 2 Definition**

Shared governance is a best practice that recognizes the essential symbiotic relationship that exists between Oregon Tech's Board, President, Faculty, Administration, Staff, and Students. Shared governance is defined by appropriately shared responsibility, accountability, and cooperative action among the Board, administrators, faculty, staff, and students, and, as applicable, their duly constituted representative bodies, intended to foster constructive and collaborative thought and action within the institutional structure in service of the University's mission. For the purposes of this Resolution, accountability is defined as the willingness to accept responsibility for the actions and outcomes of those actions. This requires collaborative communication and cooperative action between the independent governing bodies herein, with all parties acting for the benefit of the University and to uphold the University's values and mission statement.

## **Section 3 Roles, Responsibilities and Representation**

- a. Board

The Board is vested with the ultimate fiduciary authority to manage the affairs of the University under Oregon law and applicable Board Policies and actions, including the Board policy on Delegation of Authority. The Board shall receive and consider input and advice from university stakeholders, as articulated in this resolution, either through the President or directly to the Board through processes and channels established by the Board.

The Board, in its Bylaws and Board Policy on Committees, authorizes the creation of ad hoc committees to address specific topics from time to time. As appropriate, representatives of faculty, staff, student body may be asked to participate in these ad hoc committees to provide their expertise and perspective.

- b. President, Officers, and Administrators

The President, as the University's chief executive officer and president of the faculty, is responsible for directing the affairs of the University, provided the President's actions are consistent with the law, and Policies and actions of the Board, including, the Board Policy on Delegation of Authority. The President, officers, and administrators have as a primary responsibility the duty to promote collaboration and to encourage faculty and staff in the

performance of their duties related to teaching, learning, student and institutional support, professional development, scholarly work and research, and community services.

The President has primary responsibility for communicating with and making recommendations to the Board. The Board expects the President, as appropriate, to provide meaningful opportunity for duly elected or appointed representative of the Faculty Senate, Administrative Council, and ASOIT, to offer input and advice on the President's recommendations. This includes but is not limited to the President's recommendations concerning the University's budget, tuition and fee schedule, strategic plan, and mission statement.

The President also has primary authority for the approval of University Policies that define the expectations or requirements for university units and functions, as outlined in the Board Policy on Policies. The Board expects duly elected or appointed representatives of Faculty Senate, Administrative Council, and the ASOIT to participate in the President's Council to offer input and advice on university policies.

In presenting recommendations to the Board for Board action, the President is encouraged to present a balanced discussion that reflects feedback from the aforementioned constituent groups where there is a clear and consistent voice that may differ from the President's conclusion. While the Board recognizes that the President may need to make recommendations to the Board that may not hold the support of a significant number of constituents of the university community, the Board should hear both sides of the discussion before a final decision can be made.

c. Faculty Senate

The Board reaffirms the faculty's central role in the development and stewardship of the University's academic mission, consistent with Oregon law and the Board policy on Delegation of Authority, and as outlined in the Faculty Constitution and Charter of the Faculty Senate. The faculty, in conjunction with the President and the Provost, is responsible for:

- i. academic standards relating to admission to study at the university;
- ii. curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University; and
- iii. standards of student competence in a discipline.

The Faculty Senate shall nominate candidates for the faculty Trustee position through an internal governance process held by the official faculty senate, 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. The Faculty Senate shall memorialize the process for filling appointments to the governing board, and provide those records to the Board Secretary. No person is prohibited 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.

The Board also expects that the faculty will have substantial participation and input into the development of new academic degree programs and significant changes to academic degree programs before they reach the Board for consideration and approval and, as appropriate, transmission to the Higher Education Coordinating Commission for approval.

The Board recognizes the Faculty Senate as the internal representative body to the faculty. To set forth its internal processes for participating in shared governance, the Oregon Tech Faculty Senate is authorized, consistent with law and the Policies and actions of the Board, to formulate a statement of internal governance expressed as a constitution or in another appropriate format. The statement of internal governance must be consistent with applicable law and the Policies and actions of the Board and is subject to approval by the President in their role as President of the faculty. The President convenes and presides over the faculty and is authorized to veto any decision of the Faculty Senate.

Notwithstanding the President's statutory role as president of the faculty, the faculty's statement of internal governance may provide for a member of the faculty to serve as the Faculty Senate's president or chair. The statement of internal governance is subject to amendment by the Board after notice to and consultation with the President and the Faculty Senate. Subject to the approval of the President, the statement of internal governance may also be amended as provided for in the statement of internal governance statement, but no more often than annually.

Faculty Senate shall appoint no more than three members of faculty to hold membership on the Governance Committee.

d. Administrative Council

The Board recognizes the Administrative Council as the internal representative body of the Oregon Tech unrepresented, unclassified, administrative staff. In order to set forth its internal processes for participating in shared governance, the Administrative Council is authorized, consistent with law and the policies and action of the Board, to formulate a statement of internal governance expressed as a constitution or in another appropriate format. The statement of informal governance must be consistent with applicable law and the policies and action of the Board.

The Administrative Council shall establish a process to coordinate with classified staff and together nominate candidates for the nonfaculty staff member Trustee position through an internal governance process held by the official nonfaculty staff governance structure, 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. The Administrative Council shall memorialize the process for filling appointments to the governing board, and provide those records to the Board Secretary. No person is prohibited 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.

e. Associated Students of Oregon Institute of Technology (“ASOIT”)

The Board recognizes the ASOIT as the representation of the student government. To set forth its internal processes for participating in shared governance, the ASOIT is authorized consistent with law and policies and actions of the Board, to formulate a statement of internal governance expressed as a constitution or in another appropriate format. The statement of internal governance must be consistent with applicable law and the policies and action of the Board.

ASOIT shall nominate the undergraduate student Trustees 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 under this subparagraph. ASOIT shall memorialize the process for filling appointments to the governing board, and provide those records to the Board Secretary. No person is prohibited 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 4  
Communication**

a. The Board will, consistent with its Board Policy on the Conduct of Public Meetings, reserve a specific time for one duly elected representative from each of the Faculty Senate, Administrative Council, and ASOIT to address the Board on any matter of concern facing the faculty, staff, or students respectively.

b. As appropriate, the Board may include representatives of the faculty, staff, or student body in relevant work retreats by the Board.

c. The Board expects the University’s president to meet personally with the duly elected chair or president of the Faculty Senate, Administrative Counsel, and ASOIT regularly, but preferably at least monthly, to ensure open communication and prompt discussion and consideration of matter of concern.

**Section 5  
Performance Evaluation**

In evaluating the job performance of the President, the Board will consider the President’s commitment to shared governance as described in this Board resolution.

**Section 6**

This Revision shall take effect immediately upon approval by the Board.

Approved on the 12<sup>th</sup> day of January, 2024

DocuSigned by:  
John Davis  
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Chair of the Board, John Davis

Moved by: Trustee Mason Wichmann  
Seconded by: Trustee Vijay Dhir

Unanimously approved by all Trustees present.

Attest:  
Ken Fincher  
2C83516095B747B...  
Interim Secretary of the Board

I, Ken Fincher, Interim Secretary of the Board, do hereby certify that the foregoing is a true and correct copy of Amended Resolution No. 15-2 duly approved by the Oregon Institute of Technology Board of Trustees at the Executive Committee Meeting held on the 12<sup>th</sup> day of January, 2024, and thereafter approved and signed by the Chair and attested by the Secretary of the Board.

DocuSigned by:  
Ken Fincher  
2C83516095B747B...  
Interim Secretary of the Board

**ATTACHMENT "D"**

**Board Policy on the Conduct of Public Meetings  
Board of Trustees of Oregon Institute of Technology**

**1.0 Regular Meetings**

1.1 Content of the Agenda. Only items approved by the Chair, Chair of a Committee, President or a majority of the Board may be placed on the agenda for a regular meeting.

1.2 Notice to Trustees. Every reasonable effort will be made to provide notice and the proposed agenda and available, pertinent materials for a regular meeting of the Board of Trustees and all available, pertinent materials, to each trustee no less than seven calendar days before the meeting. This should be provided to each trustee by email to the trustee's official Oregon Institute of Technology email address, which may be an email that contains only a link to the agenda and materials.

1.3 Notice to Others. Every reasonable effort will be made to provide notice of a regular public meeting of the Board of Trustees and all available, pertinent materials, to all others no less than seven calendar days before the meeting.

1.4 Board Calendar. The Board must meet at least once quarterly. The Secretary will work with each Board member to generate a schedule of regular Board meetings for at least one year in advance. The Secretary will cause to be posted on the Board's website and delivered to each trustee periodically an updated schedule of the Board's regular meetings.

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

1. Call to Order/Roll/Declaration of a Quorum
2. Consent Agenda (including approval of minutes)
3. Reports (including, but not limited to, reports from representatives of official student, faculty and nonfaculty staff governance organizations)
4. Action Items
  - a. Matters before the Board by Seconded Motion
  - b. Other Matters before the Board
5. Discussion Items
6. Public Comment (including, but not limited to, comments from a representative from official campus labor organizations, if the representative has requested the opportunity to provide comments to the board in advance of the meeting)
7. Adjournment

The Chair or President determines the items to be placed on the consent agenda. An item may be removed from the consent agenda by any member of the Board. The order of business of the Board may be altered by the Chair, President or majority vote of a quorum.

## **2.0 Special and Emergency Meetings**

2.1 Definition. Any meeting that is not a regular meeting of the Board is a special meeting of the Board or, in proper cases, an emergency meeting.

2.2 Content of the Agenda. Only items approved by the Chair, President or majority of a quorum may be placed on the agenda for a special meeting.

2.3 Notice to Trustees. Every 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 that contains only a link to the agenda and materials.

2.4 Notice to Others. Every reasonable effort will be made to provide notice of a special meeting of the Board of Trustees and all available, pertinent materials, to all others no less than five calendar days before the meeting.

## **3.0 Role of the Chair**

The Chair presides over all meetings of the Board and is authorized to control meetings, preserve order and decorum, and prohibit comments that are duplicative, disruptive, repetitive or irrelevant. Meetings may be canceled or rescheduled at the discretion of the Chair.

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

4.1 Importance. Public comment is an important component of effective governance. Public comment provides an opportunity to share ideas, information and opinions. Public comment may not be used as a forum for negotiations or asking questions of individuals. The opportunity for public comment will be provided at regular meetings of the Board.

4.2 Protocol. The Chair has the authority to alter this protocol in the interest of time or other considerations. Priority in public comment will be given to topics on the meeting agenda.

4.3 Sign-Up. An individual who wishes to provide public comment must sign up with the Secretary of the University in advance of the meeting, stating his or her name, affiliation with the university or other group, and topic to be discussed. Sign-up may be available on the Board's website, and a sign-up sheet will be available at each meeting. Sign-up via the Board's website must be made at least 24 hours in advance of the scheduled start of a meeting.

4.4 Duration. Unless otherwise indicated on the agenda or by the Chair, each public comment period will be between 15 and 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 [Board@oit.edu](mailto:Board@oit.edu). The public comment period is complete when any public comment has been provided or the public comment period expires, whichever occurs first.

4.5 Written Information. An individual who wants to provide written information to the Board may do so by: (1) sending the material electronically to [Board@oit.edu](mailto:Board@oit.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 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 Public Records Law.

4.6 Questions. When questions arise from public comments at meetings of the board, the Chair, or a designee of the Chair, will respond to such questions. Responses will rarely – if ever – be provided at the meeting because due diligence will be required prior to a response.

## **5.0 Role of the Secretary**

5.1 Notices and Minutes. The Secretary is responsible for causing: the issuance of required notices of meetings of the Board; the issuance of the agenda; the preparation of the minutes, and making arrangements for any audio recording, audio and video recording, streaming audio, or streaming audio and video. The 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 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:

- 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
- The Chair or Secretary will specify individuals who may remain in the meeting
- The Chair or Secretary will instruct news media on each subject that the news media may not disclose
- The Chair or Secretary will also notify news media that they are prohibited from making audio or video recordings of the executive session
- The Chair or Secretary will notify news media that they are excluded from the executive session for one or more of the reasons set forth in Oregon Revised Statute 192.660

- The Chair or Secretary will determine whether the executive session is recorded or whether minutes shall be kept. If a recording is made, the Secretary shall specify on the recording when the executive session begins and ends
- At the conclusion of executive session, the 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 news media are permitted in executive session when not excluded per Oregon public meeting law.

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.