

(8:15 am) (5 min) Chair John Davis

- 2. Consent Agenda (8:15 am) (5 min) Chair Davis**
 - 2.1 Approval of the Minutes of the December 15, 2023, Meeting.**
- 3. Reports:**
 - 3.1 SB 273 (8:20 am) (10 min) General Counsel Dave Groff**
- 4. Discussion**
 - 4.1 SB 273 Implementation (8:30 am) (10 min) Chair Davis**
- 5. Action Items**
 - 5.1 SB 273 Policy Package (8:40 am) (10 min) Chair Davis**
- 6. Other Business/New Business (8:45 am) (5 min) Chair Davis**
- 7. Adjournment (8:50 am)**

If the board needs to meet in Executive Session, per ORS 192.660(2)(f) and ORS 40.225 Rule 503 to consider information or records exempt by law

Meeting of the
Oregon Tech Board of Trustees
Executive

Agenda Action Item No.

Enrolled
Senate Bill 273

Printed pursuant to Senate Interim Rule 213.28 by order of the President of the Senate in conformance with pre-session 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

RESOLUTION NUMBER 24-01

BOARD OF TRUSTEES OF OREGON INSTITUTE OF TECHNOLOGY

A RESOLUTION IMPLEMENTING SENATE BILL 273 (2023), 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 of public universities and establishes processes by which undergraduate students, graduate students, 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; and

WHEREAS, Oregon Tech established an Ad Hoc Workgroup on the AGB Consulting

Secton 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

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 Resolution on Shared Governance, is hereby further amended to clarify that the President's Council will review provide ongoing review of the practices and policies of the public university relating to transparency, and access that includes participation of faculty, nonfaculty staff, and 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 Ad Hoc Workgroup B

evaluating the work of the board. The Board resolves that the self-evaluation process will be conducted biennially in connection with the Board's annual retreat.

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

Approved on the ____ day of _____.

Chair of the Board, John Davis

Moved by: Trustee _____

Seconded by: Trustee _____

[Insert vote tally here]

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 aChair and attested by the Secretary of the Board.

Dr. Ken Fincher
Interim Secretary of the Board

ATTACHMENT "A"

BYLAWS
OF
OREGON INSTITUTE OF TECHNOLOGY

ARTICLE
Name

The legal name of this independent public body is Oregon Institute of Technology ("University").

ARTICLE
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
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

Adopted: 01/22/15
Amended: 01/24/19

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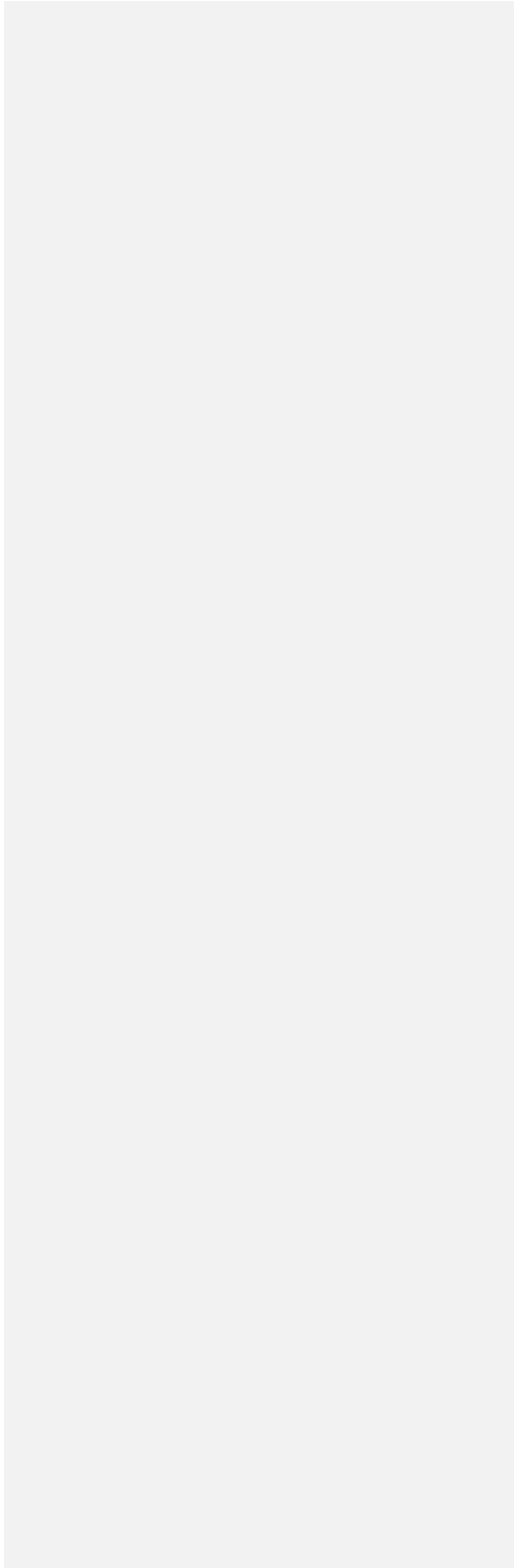
ARTICLE
Meetings of the Board

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.

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 meeting.

officer of the University, except as otherwise provided by statute or action of



2. Labor Negotiations. ~~With the exception of the officers identified in Article VI, faculty, students, and all other University staff including student employees~~ serving as Trustees may not participate in any discussion 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 or that affect undergraduate or graduate students

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

ARTICLE X
Indemnity

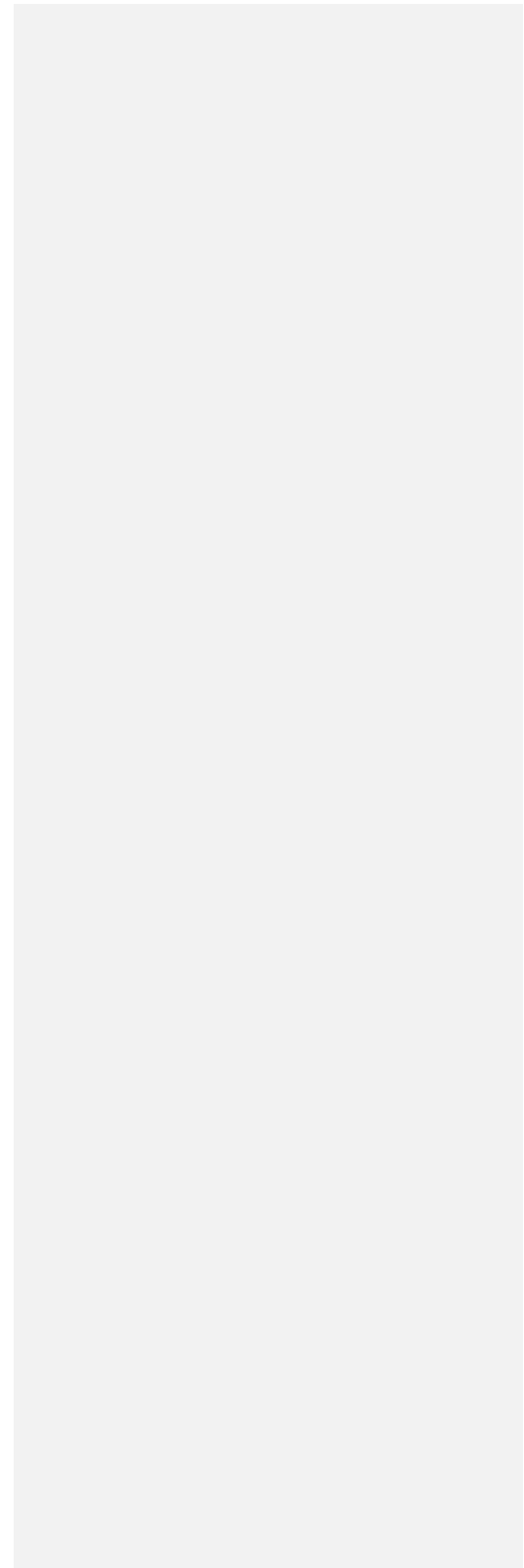
1. Indemnification and Defense in General.

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 provide indemnification and defense to any Trustee or Officer who is not a Trustee or Officer of the University.

(1) TheUniversitydetermines,in

OREGON INSTITUTE OF TECHNOLOGY
Candidate Nomination [Guidelines](#) for Faculty, Staff, and Student Board of Trustees
Positions
OIT -01-002



OREGON INSTITUTE OF TECHNOLOGY

Candidate Application for Faculty, Staff, and Student Board of Trustees Positions

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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 activities.

OREGON INSTITUTE OF TECHNOLOGY

Candidate Application for Faculty, Staff, and Student Board of Trustees Positions

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- x a history of leadership and achievements that reflect high standards; and
- x 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) will ~~be~~ should be evaluated.

4. University President Review

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.

~~The application packets and review committee rankings for the top three candidates for each vacancy will be submitted to the President of the University for review. The President chooses to have face-to-face meetings with these candidates. The President will forward one name from this group of candidates, and the application packet, to the Board Chair for each vacancy.~~

5. Board Chair Review

The Board Chair, in consultation with the Executive Committee, shall review the application packet and make a determination to recommend the applicant to the Governor or request an additional applicant from the President.

Once an applicant is selected, the Board Chair will ~~notify~~ notify the Board Secretary of the recommendation; the Board Secretary will notify the applicant that they are actively being considered for appointment and forward the complete application packet to the Governor's office for appointment consideration.

6. 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.

Recommended by:

Faculty Senate — March 01, 2016

ASOIT Council — March 01, 2016

President's Council — June 02, 2016

Approved: _____ Jay
D. Kenton, Interim President

Date: August 1, 2016

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values, and the Board will be charged with overseeing the evidence of implementation applicable by law and other Board Policies.

Section 2

Definition

Shared governance is a best practice that recognizes the essential

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. The President's Council, which includes participation of faculty, nonfaculty staff, and student representatives will periodically review the practices and policies of the public university relating to transparency, and access and make related recommendations to the President.

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 Board Secretary shall memorialize the process for filling appointments to the governing board. 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

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 order to set forth its internal processes for participating in shared governance, the Ad Td [(d)-2 (c)-(C /P (m)-9.3 P (m)-9)-1.9 (e)7.83 (,)--5.9 (h(id)2.3 (e)h

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.

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

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. 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 (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
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