

Board Policy on Board Committees
Board of Trustees of Oregon Institute of Technology

1.0 Standing Committees

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

2.0 Executive Committee

2.1 The Executive Committee (EC) of the Board of Trustees shall sit as the Executive, and Governance Committees of the Board. The Chair and Vice Chair of the Board and the chairs of the Finance & Facilities Committee and Academic Quality and Student Success Committee shall each be a voting member of the EC, and the Chair of the Board shall select additional voting members to ensure a minimum of six. The University President shall serve on the EC as an ex officio, non-voting member. The Chair of the Board shall be the chair of the committee. During the absence or incapacity of the Chair, the Vice Chair shall be the chair. During the absence or incapacity of the Chair and the Vice Chair, the Chair shall appoint a chair from the Trustees.

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

2.3 When sitting as the Executive Committee, the EC shall consider matters pertaining to the hiring, employment, and removal of the President of the University. Such matters, except for the hiring or removal of the President, shall be referred to the Board as seconded motions. The hiring or removal of the President shall be referred to the Board as a proposed motion.

2.4 When sitting as the Governance Committee, the EC may consider matters pertaining to the board membership development and board performance. Matters that may be brought to the committee include, but are not limited to, the following examples:

- 2.4.1 Identifying expertise needed by the Board and communicating with the Governor's office about the nomination of future trustees.
- 2.4.2 Recommending Board Officers for Board approval.
- 2.4.3 Evaluating the performance of the President and Board Secretary.
- 2.4.4 Assessing the performance of the Board and member trustees.

The Office of the Secretary to the Board is responsible for providing staff support to the Committee.

3.0 Finance & Facilities Committee

3.1 There shall be a Finance & Facilities Committee (FFC) that shall also sit as the Audit Committee. At the Board's second regular meeting of each odd-numbered calendar year or such other time as determined by the Board, the Board Chair shall appoint the chairperson and other members of the FFC. The Chair of the Board shall not be appointed to the FFC but may act as an alternate or may appoint an alternate, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

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

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

- 3.3.1 Budget—matters relating to the University's operating and capital budgets and requests for appropriation of state funds.
- 3.3.2 Investments and Finances—matters relating to the University's investments, finances, financial accounts, and debt finance.
- 3.3.3 Tuition and Fees—matters relating to tuition and mandatory enrollment fees.
- 3.3.4 Real Property—matters related to the acquisition, management, development and disposal of real property.
- 3.3.5 Personal Property—matters related to the acquisition, management, development and disposal of personal property, tangible and intangible.
- 3.3.6 Risk Management—matters relating to risk management, insurance, and risk transfer devices.

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

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

3.4.1 Audits and Internal Controls—matters relating to external and internal auditors, audit plans and reports, and internal controls.

3.4.2 Compliance—matters relating to compliance with legal and regulatory requirements.

3.5 All matters considered pursuant to section 3.4 by the FFC sitting as the Audit Committee that require action by the Board shall be referred to the Board as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the FFC. Subsequent to the transaction of any business under such express delegated authority, the committee shall render a report on the business to the Board.

3.6 Any of the examples of matters brought before the FFC sitting as the Audit Committee pursuant to section 3.4 may be directed to any other committee or the Board for consideration.

4.0 Academic Quality and Student Success Committee

4.1 There shall be an Academic Quality and Student Success Committee (AQSSC). At the Board's second regular meeting of each odd-numbered calendar year or such other time as determined by the Board, the Board Chair shall appoint the chairperson and other members of the AQSSC. The Chair and Vice Chair of the Board shall not be appointed to the AQSSC but may act as alternates, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

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

4.3 The AQSSC may consider matters pertaining to the teaching, research, and public service programs of the University and to its faculty, staff, and students. Matters that may be brought before the Committee include, but are not limited to, the following examples:

4.3.1 Faculty and Staff Affairs—matters relating to the faculty and the professional and classified staff, including their status and responsibilities, discipline and welfare.

4.3.2 Educational Policy—matters relating to educational policy, including achievement compacts, admissions requirements, instruction, curriculum, degrees, research, educational technology, distance learning, public services

activities, and the establishment and disestablishment of educational and research organizational units.

- 4.3.3 Student Welfare—matters relating to the general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, sports programs, and policies governing student discipline and student organizations.

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

5.0 Notice of Meetings of Standing Committees

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

6.0 Quorums

A majority of the members of a Standing Committee shall be necessary to constitute a quorum. With the exception of the officers identified in Article VI of the Board Bylaws, faculty and all other University staff including student employees of any committee may not participate in any discussions or action by the committee, or attend any executive session of the committee, involving collective bargaining issues that affect faculty or non-faculty staff at the university.

7.0 Information Gathering and Investigation

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