

## RESOLUTION NO. 15- 1

### BOARD OF TRUSTEES OF OREGON INSTITUTE OF TECHNOLOGY

#### A RESOLUTION ESTABLISHING THE RESPONSIBILITIES OF INDIVIDUAL TRUSTEES

**Whereas**, the Board of Trustees approves and advances the mission and goals of Oregon Institute of Technology; and

**Whereas**, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

**Whereas**, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution;

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

#### Section 1

Each Trustee for herself or himself and for future Trustees pledges to fulfill the duties set forth herein:

- 1. Evaluation.** Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance.
- 2. Fiduciary Duties.** Each Trustee acknowledges that he or she has fiduciary duties to the University and its beneficiaries, including the duty of care, duty of loyalty, and duty of obedience.
- 3. Service.** Each Trustee must make service to the University through Board activities a high personal priority; participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material and keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use his or her own judgment in voting versus following the lead of others.

**4. Respect.** Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in his or her role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board—even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair; refrain from directing the President or staff; and accept that the President reports to the Board as a whole.

**5. Personal Behavior.** Each Trustee must avoid conflicts of interest or the appearance thereof, in accordance with the Board's policies on conflict of interest and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use his or her position of authority to obtain, whether directly or indirectly, a benefit for him or herself or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and from requesting special considerations or favors.

**Section 2**

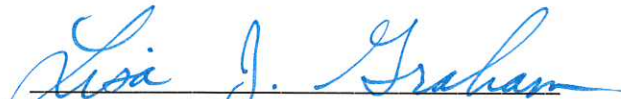
This Resolution shall take effect immediately upon adoption by the Board.

Moved by                     Vice Chair Steve Sliwa                    

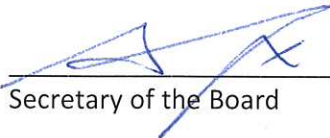
Seconded by                     Jessica Gomez                    

Trustee	Yes	No
Jeremy Brown	x	
Melissa Ceron	x	
Jessica Gomez	x	
Lisa Graham	x	
Dana Henry	x	
Kathleen Hill	Absent	Absent
Chris Maples	x	
Kelley Minty Morris	x	
Celia Núñez	x	
Dan Peterson	x	
Steven Sliwa	x	
Paul Stewart	x	
Fred Ziari	x	

Approved on the 22<sup>nd</sup> day of January, 2015.

  
Chair of the Board

ATTEST:

 SANDRA FOX  
Secretary of the Board

I, \_\_\_\_\_, Secretary of the Board, do hereby certify that the foregoing is a true and correct copy of a Resolution duly adopted by the Oregon Institute of Technology Board of Trustees at the meeting held on the 22<sup>nd</sup> day of \_\_\_\_\_ January \_\_\_\_\_, 2015, and thereafter approved and signed by the Chair and attested by the Secretary of the Board.

\_\_\_\_\_  
Secretary of the Board