



## Minutes

**Trustees Present:**

Jeremy Brown	Dana Henry	Celia Núñez	Fred Ziari
Melissa Ceron	Gary Johnston	Dan Peterson	
Jessica Gomez	Chris Maples	Steve Sliwa	
Lisa Graham	Kelley Minty Morris	Paul Stewart	

**Trustees Absent:**

Kathleen Hill

**University Staff Present:**

Brad Burda, Provost, VP for Academic Affairs  
Lita Colligan, Assoc. VP for Strategic Partnerships and Government Relations  
Erin Foley, VP for Student Affairs and Dean of Students  
Sandra Fox, Board Secretary  
Tracy Ricketts, Assoc. VP of Development and Alumni Relations  
Di Saunders, Associate VP for Communications and Public Affairs  
Mary Ann Zemke, VP of Finance and Administration

**Other Attendees:**

Jenee Hilliard, Legal Counsel, Miller-Nash

- 1. Call to Order/Roll/Declaration of a Quorum**  
**Chair Graham** called the meeting to order at 8:17 a.m., asked the Secretary to call Roll, and with 12 of the 13 confirmed Trustees present, declared a quorum.
- 2. Opening Comments and Reports**  
No items
- 3. Consent Agenda**  
No items
- 4. Action Items**
  - 4.1 Adopt Bylaws**

The Board Secretary handed out (on record) revised Bylaws for review, based on the Board's consensus for amendments at the January 21, 2015 meeting. **Chair Graham** walked the Trustees through the proposed amendments.

Discussion regarding a procedure for establishing legal authority outside of President Maples. **Chair Graham** recommended Article VI Officers of the University, Section 1 Officers, be amended to include a sentence stating the list of Officers will be presented to the board annually.

Discussion regarding cleaning up the language in the first sentence of Article III Board of Trustees, Section 6 Compensation; Reimbursement of Expenses, to read (additions in *italics*, deletions are ~~crossed through~~): 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* ~~receive a salary~~.

**Jenee Hilliard** brought up the possibility of a student employee being a Trustee and if Article VIII Conflicts of Interest, Section 2, Labor Negotiations, clearly addresses the student employee. After discussion, **Chair Graham** proposed the following amendments (additions in *italics*, deletions are ~~crossed through~~): *With the exception of the officers identified in Article VI, faculty and all other University staff including student employees serving as Trustees* ~~The student, faculty and non-faculty 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 non-faculty staff at the university.

**Trustee Minty Morris** motioned to adopt the Bylaws as amended. **Trustee Stewart** seconded the motion. **With all Trustees present voting aye, the Motion carried unanimously.**

**Chair Graham** stated that the Action Items would not be addressed in the order listed in the agenda, but all Items would be addressed. The Board was in agreement to take Items out of order.

#### 4.5 **Adopt Board Policy on the Performance of Official Business**

**Chair Graham** walked the Trustees through the only proposed amendment on the document: the title was amended from Statement to Policy. No handouts were provided because of this minor amendment.

**Trustee Stewart** motioned to adopt the Policy on the Performance of Official Business. **Trustee Minty Morris** seconded the motion. **With all Trustees present voting aye, the motion carried unanimously.**

#### 4.4 **Adopt Board Policy on Board Committees**

The Board Secretary handed out (on record) a revised copy of the Board Policy on Board Committees for review, based on the Board's consensus for amendments at the January 21, 2015 meeting. **Chair Graham** walked the Trustees through the proposed amendments. Discussion regarding an amendment to Section 2.1 to ensure a minimum of six voting members on the Executive Committee.

Discussion regarding an amendment to the last sentence of Section 2.1 to allow, in the absence or incapacity of the Chair and Vice Chair, the Chair to appoint a Chair from the remaining Trustees rather than the Finance Committee Chair assuming the role.

A proposed amendment from the Board meeting on January 21 regarding ratification of actions made by the Executive Committee was recommended for removal by **Jenee Hilliard**. Section 2.2 should simply state that the Executive Committee will report its actions back to the Board.

Discussion regarding the name of the proposed Academic Quality and Student Success Committee.

**Trustee Stewart motioned to adopt the Board Policy on Board Committees as modified. The motion died for lack of a second.**

It was pointed out that the student employee issue in Section 6 needs to be consistent with the Bylaws.

**Chair Graham** suggested, unless required by law, Section 2.4.4 be reduced to read (deletions are ~~crossed through~~): Assessing the performance of the Board and member trustees, ~~and reporting its performance to the Higher Education Coordinating Commission (HECC).~~

**Trustee Stewart motioned to adopt the Board Policy on Board Committees as modified and discussed. Trustee Henry seconded the motion. With all Trustees present voting aye, the motion passed unanimously.**

#### **4.3 Adopt Board Policy on Delegation of Authority**

The Board Secretary handed out (on record) a revised copy of the Board Policy on Delegation of Authority for review, based on the Board's consensus for amendments at the January 21, 2015 meeting. **Chair Graham** walked the Trustees through the proposed amendments. She explained the two options for the Board to consider and the differences between the Policy, which is very clear on the responsibilities of the Board and the delegation of authority to the President, and the Motion, which allows the President to continue functioning under the current processes. She explained a modification to Section 1.7.2 was proposed to acknowledge the authority of faculty by specifically calling out the Faculty Constitution and the Charter of the Faculty. **Trustee Peterson** stated it was a good idea to include this and appreciated the Board acknowledging the relationship between the faculty and the Board. It can also establish a sense of trust.

Discussion led to a proposed modification of Section 1.6.1 regarding Business and Administrative Affairs to include the renaming, not just the naming, of buildings or outdoor areas and other assets.

**Chair Graham** stated the Board of Trustees are responsible for reviewing the Policy Document prior to the April meeting, so action may be taken at the April meeting. The intent of the Board is to allow the President to continue to do his job but to keep the Board apprised of his actions until the official transition date of July 1, 2015.

**Trustee Núñez motioned to continue the proposed adoption of the Board Policy on Delegation of Authority to the Board's April meeting and that proposed amendments from the Trustees be sent to the Board Secretary a minimum of three weeks prior to the meeting. Trustee Minty Morris seconded the motion. Motion passed unanimously.**

Further discussion on the power the President holds currently and whether it would be affected by adopting the proposed Motion. **Jenee Hilliard** stated that this is a stop gap measure and that the transition between the State and the Board is a grey area. This document is meant to clarify the lines of authority if anything should happen between now and July 1, 2015.

**Trustee Stewart motioned to approve the Motion Delegating Authority to the President. Trustee Minty Morris seconded the motion. With all Trustees present voting aye, the motion passed unanimously.**

#### **4.2 Adopt Board Policy on the Conduct of Public Meetings**

The Board Secretary handed out (on record) a revised copy of the Board Policy on Conduct of Public Hearings for review, based on the Board's consensus for amendments at the January 21, 2015 meeting. **Chair Graham** walked the Trustees through the proposed amendments.

After discussion it was proposed to alter section 1.2 Notice to Trustees to delete the second reference to not less than seven days before any regularly scheduled meeting. Section 1.3 Notice to Others was proposed to be modified to be consistent with Section 1.2 and six calendar days was changed to seven.

Discussion about Section 6.3 Inclusion of News Media and what it meant to be Institutional versus credentialed. **Jenee Hilliard** recommended using credentialed and offered to have her legal staff look into it further if desired. It was proposed for modification to remove the word Institutional and refer to Oregon public meeting law. Section 6.4 Exclusion of News Media was proposed for modification by removing the word Institutional.

It was clarified that if an item is pulled from the consent agenda it is moved to an action item. Discussion regarding who can request an item be pulled from the Consent Agenda. Section 1.5 Order of Regular Meetings was proposed for amendment to read that any member of the Board could remove an item from the consent agenda, not just the Chair, President, or majority of a quorum of the Board.

Discussion regarding notification dates in Sections 2.3 and 2.4. The second reference to not less than five days before any regularly scheduled meeting was proposed for

deletion in Section 2.3 Notice to Trustees. Section 2.4 Notice to Others was proposed to be modified to be consistent with Section 2.3, changing four calendar days to five. It was requested that documents be sent out with adequate time for the Board to review all information.

**Trustee Henry motioned to adopt the Board Policy on the Conduct of Public Meetings as modified. Trustee Stewart seconded the motion. With all Trustees present voting aye, the motion passed unanimously.**

**4.6 Approve Resolution on the Responsibilities of Individual Trustees**

The Board Secretary handed out (on record) a revised copy of the Board Policy on Conduct of Public Hearings for review, based on the Board's consensus for amendments at the January 21, 2015 meeting. **Chair Graham** walked the Trustees through the proposed amendments. The intent is for each member to commit to behavior reflected in the outlined responsibilities. A draft values statement was also handed out (on record) based on the work Carol Cartwright and the board members worked on yesterday. This statement will be a separate document from the proposed Resolution. The word develops in the first Whereas was proposed to be modified to 'approves.'

**Vice Chair Sliwa moved to approve the Resolution on the Responsibilities of Individual Trustees as modified. Trustee Gomez seconded. With all Trustees present voting aye, the motion passed unanimously.**

Trustee Brown left the meeting at 10:35am.

**5. Discussion Items**

**5.1 High-level Overview: Student Affairs; Student Services; Campus Life; Enrollment Management; Diversity**

**Erin Foley** gave a power point presentation (handout on record). She listed some of the reasons students do not continue their education. Further discussion was requested at a later date on how to manage the yield rate (financial aid and yield) and regarding Title IX, safety, and risk. A breakdown on diversity of students was also requested so the University can determine marketing tactics. **President Maples** stated that diversity has increased in faculty, staff and students over the past 6-7 years. The 2013 Fact Book, available on the OUS website, has historic numbers for diversity. **Lita Colligan** mentioned the pipe line system and partnerships to try and get high school students to take courses in the STEM program.

**5.2 Preparation for Legislative Session**

**Lita Colligan** gave a power point presentation (handout on record) and handed out (on record) a preliminary funding level comparison, a letter from the four Technical and Regional Universities (TRUs) regarding funding and possible investments on campuses, and a fact sheet on the Center for Excellence in Engineering and Technology. Information was requested on what shared services the University is taking over from OUS.

**Trustees Ziari and Johnston** left the meeting at 11:55a.m.

**5.3 Engaging with the Media and External Constituencies**  
**Di Saunders** gave a power point presentation (handout on record).

**5.4 Discussion with Legal Counsel regarding the Trustees' relationship with the University**

**Jenee Hilliard** addressed public ethics, and specifically the differences between the ethical requirements of holding a public office and owning a private business. Ethical compliance is each person's responsibilities. She can provide general advice regarding ethics but she and her firm represent the University, not each Trustee. Trustees were guided to contact the Board Secretary if they have a question and she can assist with providing information or giving direction. The Ethics Commission published the Guide for Public Officials which is on the Ethics Commission website, as is the ethics law in its entirety.

**President Maples** requested Trustees to go through the Board Secretary for contact with staff (other than Executive Staff). If Trustees contact Executive Staff, simply let the Secretary Board know.

**6. Working Lunch Discussion**

**6.1 Review proposed agenda for next board meetings**

**Chair Graham** walked through the potential agenda items for April including additional policies and presentations.

**6.2 Board priorities for committees and next meetings**

Discussion regarding when committees would meet. **Chair Graham** suggested the staff from each committee contact the chair of the committee within the next two weeks to help shape the agendas for the committees.

**6.3 Areas of interest for the board if online education sessions are scheduled**

**Chair Graham** asked that Trustees send information to the Board Secretary if they have specific requests.

**7. Public Comment**

No public present.

**9. Adjournment**

**With no further business proposed, Trustee Minty Morris motioned to adjourn the meeting. Trustee Gomez seconded the motion, and the meeting was adjourned at 1:08 p.m.**

Respectfully submitted,



Sandra Fox  
Board Secretary