Oregon TECH
Oregon Institute of Technology

Meeting of the
Oregon Tech Board of Trustees
Wilsonville, OR
Friday, January 12, 2024
9:00 am – 1:00 pm

NOTE: Due to expected inclement winter weather, times and agenda order may change with short notice.

Board of Trustees Meeting Agenda
Theme: Industry's University

1. **Call to Order/Roll/Declaration of a Quorum** (9:00 am) (5 min) *Chair John Davis*

2. **Consent Agenda** (9:05 am) (5 min) *Chair Davis*
   - 2.1. **Approval of Minutes of October 13, 2023, Board Meeting**

3. **Comments & Reports**
   - 3.1. **Public Comment** (9:10 am) (20 min) *Chair Davis*
     - **Invited Comments from OT-AAUP** *Andria Fultz, Vice President, OT-AAUP*
     - **Additional Public Comment**
   - 3.2. **Reports from Shared Governance Organizations**
     - **ASOIT** (9:30 am) (15 min) ASOIT *Presidents: Devon Stokes (KF) and Aaron Hill (PM)*
     - **Faculty Senate** (9:45 am) (10 min) *Senate President Terri Torres*
     - **Admin Council** Chair *Gaylyn Maurer - Written Report*
   - 3.3. **President's Report** (9:55 am) (35 min) *President Nagi Naganathan*
   - 3.4. **Foundation Report** *Chair Alan Polaski - Written Report*

Break (10:30 am) (5 min)

4. **Special Reports and Discussion Items**
   - 4.1. **Strategic Enrollment Report** (10:40 am) (15 min) *Director of Admissions Josephine Ness*
   - 4.2 **Government Relations** Associate *Vice President of Government Relations Kimberly Koops – Written Report*

5. **Board of Trustee Committee Reports**
   - 5.1. **Academic Quality and Student Success Committee Report** (11:00 am) (10 min) *Interim Chairs Davis & Jones*
   - 5.2. **Finance and Facilities Committee Report** (11:10 am) (10 min) *Finance & Facilities Chair Vince Jones*
   - 5.3. **Executive Committee Report** (11:20 am) (10 min) *Chair Davis*

6. **Action Item(s)**
   - 6.1. **Soderstrom- Facilities Master Plan Report** (11:30 am) (20 min) *Vice President John Harman*
   - 6.2. **Eide Bailly - Risk Assessment and Multi-Year Audit Plan** (11:50 am) (20 min) *Vice President Harman*
   - 6.3. **SB 273 Policy Revisions and Updates** (12:10 pm) (20 min) *Chair Davis & General Counsel Dave Groff*

7. **Additional Discussion** (12:30 pm) (5 min) *Chair Davis*

8. **Other Matters** (12:35 pm) (10 min) *Chair Davis*

9. **Adjournment** (12:45 pm)

Lunch Offered

All times are approximate.

This meeting will take place in the 4th Floor Board Room

on the Oregon Tech Wilsonville Campus.

Oregon TECH
Oregon Institute of Technology

Meeting of the
Oregon Tech Board of Trustees
Full Board Meeting
Wilsonville, OR
And virtually via Microsoft Teams
October 13, 2023
10:30 am – 4:20 pm

Board of Trustees
Theme: New Beginnings
DRAFT Minutes

Trustees Present:

John Davis, Chair	Kanth Gopalpur	Cec Amuchastegui
Don Gentry	Vince Jones	Mason Wichmann
Phong Nguyen	David Cauble	Johnnie Early
Celia Nũnez	Mike Starr	Vijay Dhir
Nagi Naganathan (*ex officio*)		

Trustees Unable to Attend:

Michele Vitali	Stefan Bird

University Staff and Faculty Present in person:

Abdy Afjeh, Vice Provost for Research and Academic Affairs, Interim Dean of ETM & Acting Provost
Ruth Claire Black, Dean of Online Education and Global Engagement
Mandi Clark, Associate Vice President & Dean of Students & Interim VP for Student Affairs
Alicia Dillon, Associate Vice President – Controller of Business Affairs
Kim Faks, Assistant Director, Student Involvement and Belonging
Ken Fincher, Vice President of University Advancement & Interim Board Secretary
Andria Fultz, Associate Professor
Lori Garrard, Executive Assistant to the VP of University Advancement
David Groff, General Counsel
John Harman, Vice President Finance & Administration
Aaron Hill, ASOIT
Josie Hudspeth, Student Affairs Systems Manager
Taylor Jacobs, ASOIT
Kimberly Koops, AVP Government Relations
Cassidy Kotter, Assistant Director, Government Relations
Beverly McCreary, Assistant Vice Provost of Faculty Relations
Gaylyn Maurer, Executive Director, Center for Wellbeing. Director, Integrated Student Health Center, Chair, Administrative Council
Michelle Meyer, Director of Audit & Compliance-Business Affairs
Travis Miller, Information Technology Consultant
Adria Paschal, Senior Executive Assistant to the President

Dan Peterson, Dean, College of HAS
Alan Polaski, President– Oregon Tech Foundation
Terri Torres, President of Faculty Senate & Professor
Ryland White, ASOIT
Bryan Wada, Information Technology Consultant 2

1. **Call to Order/Roll/Declaration of a Quorum** *Chair John Davis*
   Chair Davis called the meeting to order at 10:30 am. The Board Secretary called roll and a quorum was declared. **Chair Davi**s shared Oregon Tech accolades.

2. **Consent Agenda** *Chair John Davis*
   2.1 Approval of the Minutes of the July 2023 Board Meeting
   No changes or objections were made, and the minutes were adopted.

   2.2 Committee Assignments for 2023-24
   Chair Davis advised that the Executive Committee discussed committee assignments. There was no discussion, and no changes or objections were made. The assignments were adopted.

3. **Board Reports**
   3.1 President's Report *President Nagi Naganathan*
   President Naganathan shared the meeting theme "New Beginnings" and talked about:
   - New People
   - New Programs
   - New Projects
   - New Partnerships
   - New Points of Pride

   President Naganathan shared Oregon Tech news including details on convocation, hosting Southern Oregon Economic development groups, OMIC R&D Manufacturing Day, faculty spotlights, legislative activities, the Foundation, and athletics.

   President Naganathan provided information regarding the Fall 2023 enrollment.

   There was a discussion about the Rising Scholar Faculty award and funding through the Foundation.

   President Naganathan also shared about the unveiling of the new Hootie mascot.

   Trustee Dhir asked **President Naganathan** what his vision is for both campuses. **President Naganathan** advised that he wants Oregon Tech to become industry's university and the innovation side of the university to be expanded.

3.2 Foundation Report *Chair Alan Polaski*

Chair Alan Polaski provided a background of the Foundation and their mission. He advised that the Foundation is developing a strategic plan that aligns with the university's strategic plan. **Chair Polaski** talked about the plans for a capital campaign and discussion occurred. **Chair Davis** asked **VP Fincher** to talk about the staffing of the Foundation and how the team works. **VP Fincher** provided information on how the Foundation works cooperatively with the university.

3.3 Reports from Shared Governance Organizations

- **ASOIT** *Presidents Devon Stokes (KF) and Aaron Hill (PM)*
    - **Aaron Hill** introduced himself and other new officers in ASOIT. **Aaron Hill** shared details on campus life at Portland Metro including their new student lounge and addressed some focuses from the previous ASOIT leadership. **Ryland White** also shared some concerns that students have regarding faculty and course availability.
    - **Trustee Early** and **Trustee Dhir** had questions regarding faculty availability and modality of classes. **President Naganathan, Dr. Afjeh** and **Trustee Nguyen** addressed their questions.
    - **Trustee Nũnez** asked for a factual assessment to consider what the students are facing, what access do they have to their classes, and if there is accountability on faculty in place. Discussion ensued regarding ASOIT concerns.
    - **Devon Stokes** introduced himself as the new president of Klamath Falls ASOIT and introduced other new ASOIT officers. He talked about the mission and goals of ASOIT. He advised the goals include better collaboration with clubs, advocacy for student needs and concerns, more communication with forums, academic support, diversity and inclusion, and commitment to their mission.

- **Faculty Senate** *Senate President Terri Torres*
    - **Senate President Torres** talked about charges for academic standards, committee on policies, and the policy approval process.
    - **Senate President Torres** shared concerns about the policy approval process as she did not feel the presented policy followed the proper channels.
    - She reviewed the NWCCU accreditation recommendations and asked how the university is going to address the recommendations.
    - She also reviewed the new goals for President Naganathan for 2023-24 that were presented at convocation. She talked about concerns that faculty have regarding some of the goals.
    - She advised that Faculty Senate would like to collaborate for improvement, calculate demand for courses, faculty, support staff and administrations and review the climate survey and workplace solutions northwest and stay survey. Faculty Senate advised that to be successful as a university, we need to work together, value each other's work, and join together for the common goal of the health and success of Oregon Tech.

- **Trustee Dhir** asked what **Senate President Torres** felt was holding Faculty Senate back from achieving their goals. A discussion occurred with trustees and Senate President Torres.

- **Administrative Council** *Chair Gaylyn Maurer*
  - **Chair Gaylyn Maurer** explained what the Administrative Council is and that they represent unclassified staff. She provided details on the purpose of the Admin Council and its goals.

***Break for Lunch* @ 12:34 pm**
Restart @ 1:22 pm

4. Special Reports and Discussion Items

4.1 Strategic Enrollment Report *Director of Admissions Josephine Ness*

- **Director Ness** talked about programs that admissions have implemented to bring high school students to campus. **Director Ness** shared information regarding Fall 2023 enrollment and retention. Trustees discussed the statistics that were presented. **Director Ness** then shared information regarding Fall 2024 data on enrollment.
- **Director Ness** discussed challenges that admissions are up against. The challenges include student behavior, demographic cliff, and data dip. She provided information regarding the opportunities they have identified to combat the challenges.
- **Director Ness** shared about the retention team, the regional model, director admissions pilots, digital upgrades, communications and operations expansion, and data-driven decisions.
- **Director Ness** talked about a marketing repositioning proposal.
- **Trustee Cauble** asked what was being done about the Covid learning crisis. **Director Ness** answered his questions.

4.2 Online and Global Campus Report *Dean Ruth Black*

- **Dean Black** talked about online certificates and associates programs, bachelors degree completion programs, bachelors degree programs, and graduate programs.
- **Dean Black** talked about the fall quarter online courses and enrollment. She shared how Oregon Tech has excellent undergraduate affordability. A discussion was had regarding Oregon Tech being a hands-on learning environment and the online options that are available.
- **Dean Black** talked about online focus. She advised that not all students are degree-seeking students. **Dean Black** proposed to the trustees to offer a new certificate option that focuses on the non-degree-seeking student.
- **Trustee Starr** asked for measurable data to show the success of online certificate programs. A discussion with the trustees was had regarding the pros and cons of online learning.

4.3 Portland Metro Campus Update *President Nagi Naganathan*

- **President Nagi Naganathan** presented to the board an update on the Portland Metro Campus. He talked about the nondual credit enrolled students at Portland Metro. He shared information regarding the application, admit, and enrolled trends pre- and post-Covid.
- **President Naganathan** talked about opportunities in recruitment and the factors affecting retention. President Naganathan shared graduation percentages from peer and Oregon universities.
- **President Naganathan** shared observations from the HECC presentation made by Ben Cannon.
- **President Naganathan** shared solutions that included elevating interest among new freshmen, improving new transfers, reexamining internal processes, building a community on campus, and creating housing options.

4.4 Government Relations *AVP Kimberly Koops*

- **AVP Koops** provided a summary of government relations at Oregon Tech.
- **AVP Koops** outlined the 2023 legislative session accomplishments, bills and budget implementation, and interim engagement opportunities.
- She shared the State of Oregon 2024 short session agenda.
- She addressed the federal government agenda and federal and state engagements.
- **AVP Koops** advised that Oregon Tech has several funding requests with the state and congressional adds.
- She shared upcoming activity opportunities.

4.5 Center for Wellbeing *Executive Director Center for Wellbeing and Director Integrated Student Health Center Gaylyn Maurer*

- Executive Director Maurer explained the Center for Wellbeing and shared its goals. The goals are employee wellbeing, increased workplace engagement, support and enhanced resiliency, and improvement of student wellbeing.
- **Trustee Dhir** asked about the cause for the greater need for wellness services for employees and students. **Executive Director Maurer** presented information as to the possible reasons and a discussion ensued.

5. Board of Trustee Committee Reports

5.1 Academic Quality and Student Success Committee Report *AQSS Interim Co-Chair Vince Jones*

- **Trustee Jones** reviewed what was presented to the AQSS committee. He summarized presentations made by Dr. Abdy Afjeh, Dr. Mandi Clark, staff Kim Faks and Zoe Smiley, Josie Hudspeth, and student Kyra Morris.

5.2 Finance and Facilities Committee Report *F&F Chair Vince Jones*

- **Trustee Jones** reported on the Finance and Facilities Committee meeting. He summarized presentations made by VP Harman and Thom Darrah and reviewed the action items.

- **VP Harman** introduced the new internal auditors from Eide Bailly. **Kristin Diggs** provided a background on Eide Bailly. She reviewed the risk assessment approach and the key phases and types of risks. **Kristin Diggs** shared the progress of the audit for Oregon Tech. **Trustee Dhir** asked what kind of risks are being looked for and addressed. **VP Harman** and **Kristin Diggs** provided examples and further information.

5.3 Executive Committee Report *Chair John Davis*

- **Chair Davis** reported on the Executive Committee meeting. He advised that the president's evaluation was conducted in Executive Session. **Chair Davis** summarized the presentation made by VP of Government Relations Kimberly Koops.

6. Action Item(s)

6.1 Recommendation for Technical Update to Board Policy on Resident Undergraduate Tuition and Mandatory Fee Process *Vice President John Harman*

- **VP Harman** provided background regarding the policy on resident undergraduate tuition and mandatory fee process. This will make it more closely reflect the state statute.

Motion:

Adopt the Policy as presented to the full Board to Accept the proposed technical update to the Board Policy on Resident Tuition and Mandatory Fees Process.

Motion: Trustee Starr
Second: Trustee Jones

Roll Call Vote: Trustee Amuchastegui aye, Trustee Cauble aye, Chair Davis aye, Trustee Dhir aye, Trustee Early aye, Trustee Gentry aye, Trustee Gopalpur aye, Trustee Jones aye, Trustee Nũnez aye, Trustee Starr aye, Trustee Wichmann aye.

6.2 Recommendation to Accept Bond Funding of $18M and Authorization to Proceed with Geothermal System Renovation *VP Harman*

- **VP Harman** provided information regarding the necessity of the motion.

MOTION:

Accept the staff and Finance and Facilities Committee recommendation to accept $17,956,151 in Series XI-Q bond proceeds and authorization for the president to proceed with geothermal system renovation on the Klamath Falls campus**.**

Motion: Trustee Amuchastegui
Second: Trustee Jones

Roll Call Vote: Trustee Amuchastegui aye, Trustee Cauble aye, Chair Davis aye, Trustee Dhir aye, Trustee Early aye, Trustee Gentry aye, Trustee Gopalpur aye, Trustee Jones aye, Trustee Nũnez aye, Trustee Starr aye, Trustee Wichmann aye.

6.3 University 2023-24 Goals *President Nagi Naganathan*

- **President Naganathan** shared the 2022-23 university goals and the collective accomplishments of the university. The goals are:
  1. As part of the Academic Master Plan implementation, launch a 5-Y academic program review cycle for all academic majors.
  2. Initiate a revision of Gen Ed curriculum aligned with state-level initiatives.
  3. Achieve at least a 1% growth in new students in Fall 2024
  4. Achieve at least a 2% increase in retention of new undergraduate students.
  5. In partnership with OTF, increase annual $ raised by 5% from $2.5M to $2.62M, and make measurable progress towards the implementation of a comprehensive capital campaign.
  6. Develop and implement a Center for Wellbeing at Oregon Tech.
  7. Launch at least 4 online certificates, with focus on military-affiliated and international students, with a goal to enroll 30+ students in 2024-25.
  8. Pilot the feasibility of an immersive polytechnic education center model.

- **President Naganathan** advised that **s**ome of the initiatives and projects will be continued in 2023-24. **President Naganathan** shared the institutional goals for 2023-24. Trustees discussed the goals and possible future goals and alterations.
- **President Naganathan** shared the model for new workforce development for the post-pandemic industry. A discussion occurred regarding how this will apply to online degrees.
- **President Naganathan** shared the idea for a TECH Village which will have the power to address Oregon's most pressing issues, creating talent for the workforce, Oregon's housing shortage, immersive living-learning communities, and student and community housing and research facilities that will create equitable workforce development and industry competitiveness.
- Trustees discussed the TECH village project.

Motion:

Adopt these goals as presented.

Motion: Trustee Amuchastegui
Second: Trustee Nũnez

Roll Call Vote: Trustee Amuchastegui aye, Trustee Cauble aye, Chair Davis aye, Trustee Dhir aye, Trustee Early aye, Trustee Gentry aye, Trustee Gopalpur aye, Trustee Jones aye, Trustee Nũnez aye, Trustee Starr aye, Trustee Wichmann aye.

7. Additional Discussion

8. Public Comment

8.1 University Labor Organizations

No further information.

8.2 Public Comments

No public comment.

9. Other Matters *Chair John Davis*
Trustee Starr asked if there is a succession plan for Facilities Director Thom Darrah.
Trustee Nũnez asked for the dates of future board meetings.

10. Adjournment (5:29 pm)

KF-ASOIT
Board of Trustees
January 2024

Devon Stokes, ASOIT President

This Years Cabinet

Improving Student Engagement

- Student Engagement has been very low since the Pandemic
- This year we are trying new ways to see if we can increase this with our events
- We are planning on asking students directly!

Blackout for Hunger

- Donating Shirts to Students at a home Basketball Game
- Also allowing community members to donate and get a shirt
- Proceeds will be going to Klamath County Food Bank

Klamath-Lake Counties
FOOD BANK

Upcoming University Day in Salem

- Thursday, February 8th
- Trying to have the better turnout for OIT students
- Advocating for investments that benefit Universities

Thank You for Your Time!

- We look forward to our continued collaboration

Administrative Council Report

Gaylyn Gaddy Maurer, MA, LPC
Executive Director, Center for Wellbeing
Chair, Administrative Council

Oregon TECH
Administrative Council

Kudos Recognition Program Expansion

* All nominees are now notified and are sent the text of the nomination, which includes the name of the nominator (unless it was anonymous)
* All supervisors are also notified when their staff member is nominated, noting whether they won
* Nominators are entered into a drawing for Oregon Tech swag
* Record number of nominees in December (nine)

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Established 1947

Presents this Kudos Award to

Celia Green, Katie Cavendish, & Kelly Sullivan

in recognition of outstanding service, commitment to excellence and contributions to a positive work environment.

Presented this December in the year two thousand twenty-three.

OREGON INSTITUTE OF TECHNOLOGY 1947

Gaylyn Gaddy Maurer

Administrative Council Chair

Oregon's Polytechnic University

Addressing Staff Feedback

* Two main points of feedback from unclassified staff this quarter:
  * Ongoing concern about technical issues (i.e. connecting to virtual meetings; additional training) – Information Technology (IT) addressed the concern during the November meeting
  * Questions about policies regarding remote work and adjusted work schedules
    * Working with Human Resources (HR) to create a process for requesting an adjusted work schedule
    * Getting clarification regarding remote work process

Compensation Study Update

* Admin Council Exec Team met with Segal, provided feedback

Strengthening Community Relationships

* Recent opening for the Klamath Falls Downtown Association Ex-Officio position for Oregon Tech
* Have partnered with them in the past (typically someone from the Marketing Department)
* Discussed with Marketing and Admissions, and now Admin Council Chair will fill the role

Questions?
Thank you for your time!

Oregon TECH
Admin Council

Foundation Report

It is a pleasure to supply this Oregon Tech Foundation Report. Please allow me to provide some highlights of our activities and success.

- To date, $1.5 million has been raised against a goal of $2,650,000, and we have several six-figure gifts in the process of closing. We do expect to meet or exceed our goal.
- We have engaged CCS Fundraising as our fundraising counsel for our planned Comprehensive Capital Campaign. The foundation staff is working with CCS to provide the data and background reports needed to prepare for the campaign's planning and initial report phase. The foundation's executive committee met with our CCS representative and are eager to move this campaign forward.
- Becky Burkeen accepted an offer to take a position with the North Carolina University of the Arts and her contributions to alumni programs will be missed. Jacen Bridges, our annual giving manager, is serving as interim alumni relations manager.
- Dr. Nagi, our New Engineering, Technology, and Management Dean Alp, and Executive Director of Fundraising Mira Wonderwheel will be in Los Angeles meeting with members of the Beavers Charitable Trust to discuss a partnership.
- In closing, we thank the Board of Trustees for your support of the foundation and we look forward to being able to gather together in future. Perhaps, when the weather is nicer.

Thank you,

Foundation President

Alan Polaski, J.D.

Strategic Enrollment Report

Josephine Ness

Director of Admissions

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Oregon Institute of Technology

Fall 2024- First Year

Year	Submitted	Completed	Admitted	Confirmed	Deposited
Fall 2024	4208	3934	3758	287	187
Fall 2023	4208	4007	3557	181	98
Fall 2022	3844	3778	3271	251	120
Fall 2021	3928	3811	3258	264	115
Fall 2020	3636	3533	3180	259	115

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Fall 2024- First Year KF

Year	Admitted	Deposited
Fall 2024	3575	164
Fall 2023	3463	86
Fall 2022	3159	105
Fall 2021	3133	103
Fall 2020	3045	107

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Fall 2024- First Year PM

Year	Admitted	Deposited
Fall 2024	182	23
Fall 2023	92	12
Fall 2022	112	15
Fall 2021	122	12
Fall 2020	133	8

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Fall 2024- Transfer

Year	Submitted	Completed	Admitted	Confirmed	Deposited
Fall 2024	258	171	128	59	36
Fall 2023	234	133	96	37	20
Fall 2022	212	136	123	53	29
Fall 2021	284	168	133	59	31
Fall 2020	242	127	94	40	35

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Physical Therapy

Year	Started	Submitted	Interviewed	Deposited
Summer 2024	150	73	56	6
Summer 2023 (total)	120	67	17	8

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Successes

- Prospect diversification
- Enhanced communications campaign
- Regional admissions counselor model
- Renewed interest in STEM, particularly healthcare
- New data tools

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Direct Admissions

- Niche DA update
  - 20% of FA24 admits
  - 8% of FA24 deposits
- Common App pilot
  - Second round began in January
- Working with the state
- Exploring dual credit DA pilot

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Digital Upgrades

- KWALL
- Youvisit tour refresh
- Digital Ads
  - PM transfer campaign
  - Yield campaign
  - Visit campaign
  - Academic-specific pilot
  - Re-engagement campaign

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Sponsorships

- FBLA & DECA Title & Official Sponsor
- Robotics championships
- PNACAC & NACAC

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Credit for Prior Learning

- Webpage
- Digital ads
- Email campaign
- Prospect identification
- Working with Academic Affairs to obtain credit crosswalks

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Thank you!

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Government Relations Update

Kimberly Koops, JD
Assistant Vice President, Government Relations
Board of Trustees Meeting | January 12, 2024

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Agenda

- Bill and Budget Implementation
- State Legislative Update
- Federal Update
- Upcoming events

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Implementation Update

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Implementation: Sustainability Funding

- Governor included $15 million for TRU sustainability in her recommended budget
- 2023 Legislative Session: state approved $6.1 million to be distributed by HECC amongst Oregon's TRU institutions plus PSU (first tranche of funding)

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Implementation: Sustainability Funding

Oregon Tech advocates at TRU Day in 2023

- One-time funding of $6,164,482 to PSU and Oregon's TRUs to expend on innovative proof-of-concept efforts to realign institutional offerings and resources with current and emerging enrollment and economic realities in order to create long-term institutional financial viability.

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Implementation: Sustainability Funding

- Statewide workgroup convened by Oregon Solutions with representatives from HECC, all five universities, AAUP, AFT, SEIU, and Oregon Student Association
- Internal collaborative workgroup including Academic Affairs, Finance & Administration, Admissions, Educational Partnerships, Student Affairs, Faculty, ASOIT

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Institutional Sustainability Initiatives

- Grow High School and Community College Pipelines
- Retention Initiatives
- Workforce, Community, and Student Needs Assessment
- Strategic Realignment of Financial Software and budget software solutions

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Grow High School and Community College Pipelines

Oregon Tech will develop a strategy and pathway to provide a seamless path to an Oregon Tech degree for community college students and Oregon high school students enrolled in Oregon Tech's dual credit program, with an emphasis on students from historically underrepresented backgrounds in higher education, including rural students. This will include a reimagined student login and enrollment experience, family outreach and campus visits, Oregon Tech advising for students in high school and community colleges, and a focus on transferability of courses to ensure that students have an affordable path to a degree.

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Workforce, Community, and Student Needs Assessment

Oregon Tech will undergo a comprehensive, research-based process to better understand the needs of business, industry, state workforce, and Oregon students, to tailor degree programs and offer appropriate student services. As part of this process, Oregon Tech will:

- Invest in a market analysis study focused on Oregon's workforce needs in the STEM and healthcare fields, with an eye towards micro credentialing, badging, continuing education, and certificate programs
- Engage in conversations with employers and community leaders
- Conduct research to review current market conditions and understand the unmet educational needs of Oregon students, to develop a strategic enrollment growth plan

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Retention

Oregon Tech will invest in initiatives designed to help students stay enrolled at Oregon Tech, including early identification of struggling students, looking at class scheduling practices, and class size optimization to enhance the student experience.

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Strategic realignment of finance system and budget software solutions

- Expedite reporting, improve access for campus users, and bolster efficiency.
- The transition back to Banner Finance will notably diminish manual processes, and foster alignment with other Oregon universities. This consolidation initiative is poised to yield annual savings exceeding $125,000 through the elimination of redundant software subscriptions.
- Position the university for the adoption of a more performance-driven budget strategy, and ultimately safeguarding resources for the benefit of our students and faculty.

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State Legislative Update

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Interim Engagement: Portland-Metro Campus Tour with Representative Nathan Sosa

Representative Nathan Sosa with Dr. Nagi and student lab manager

Left to right: Abdy Afjeh, Naga Korivi, Rachel Speaks, Nagi Naganthan, Representative Nathan Sosa, Nick VonEynern, Cassidy Kotter, Lara Pracht, Kimberly Koops

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Interim Engagement: Education Leaders at Portland-Metro Campus

Senator Michael Dembrow and Representative Ricki Ruiz with student lab managers

Senator Michael Dembrow and Representative Ricki Ruiz with Dr. Nagi and Professor Caroline Doty

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2024 Short Session Agenda

Equitable Student Success

Faculty Research

Talent & Workforce

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Oregon Tech in DC

Dr. Nagi and Senator Jeff Merkley

Kimberly Koops, Dr. Nagi, and Senator Ron Wyden

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Federal Update

Dr. Nagi and Senator Jeff Merkley

Dr. Nagi at the US Capitol

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Oregon Tech in DC

Dr. Nagi and Kimberly Koops with Congresswoman Bonamici

Dr. Nagi and Kimberly Koops with Congresswoman Salinas

Dr. Nagi and Congresswoman Salinas discussing research at Oregon Tech

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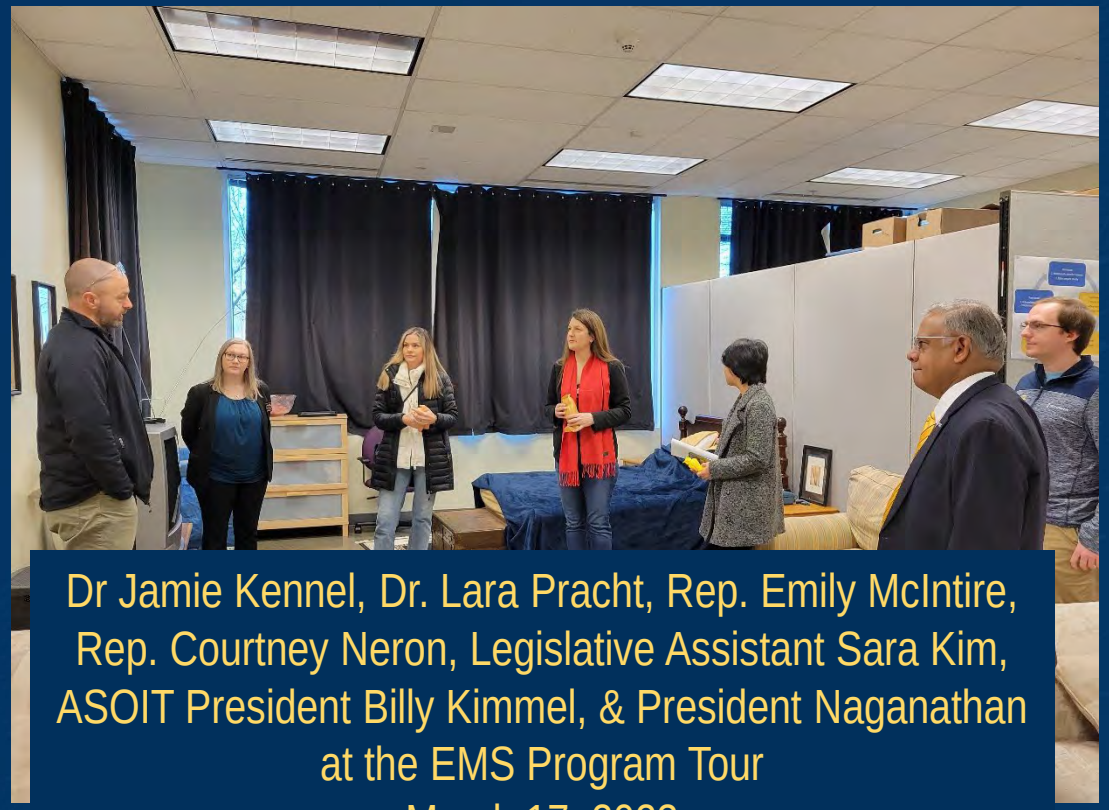
Congressionally Directed Spending Requests



Dr Jamie Kennel, Dr. Lara Pracht, Rep. Emily McIntire, Rep. Courtney Neron, Legislative Assistant Sara Kim, ASOIT President Billy Kimmel, & President Naganathan at the EMS Program Tour
March 17, 2023

REQUESTED BY SENS. WYDEN, MERKLEY:

- **Thin Films Research Center**
  - $1.045 million in NIST approved as part of the Senate FY2024 Commerce-Justice-Science Appropriations Bill.
- **Addressing care disparities in Emergency Medical Services Care**

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Program Requests & Congressional Add

With Senator Merkley
March 23, 2023

- Monitoring Habitat Use of Endangered Lost River Sucker and Short Nose Sucker in Klamath Basin (Professor Nate Bickford)
- Air Quality Monitoring and Assessing Health Effects of Wildfires (Professor Kyle Chapman)
- Mountain Bird Research Lab (Professor Jherime Kellerman)
- Geospatial Research and Applications Center (Professors Jack Walker, Su Jin Lee)
- Wildlife Response to Post Fire Restoration Practices (Professor Nate Bickford)
- Scanning and Additive Manufacturing (Congressional add - OMIC)

Seeking federal funding in FY24 @ $6.983M

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Federal Agenda, FY25

- Increased agency funding
- Doubling the Federal Pell Grant
- Congressionally Directed Spending/Community Project Requests

Oregon TECH
Oregon Institute of Technology

Upcoming Activities

- Event to honor legislative champions, January 26
- 2024 Legislative Session begins February 5
- University Day at the Capitol, February 8

Oregon TECH
Oregon Institute of Technology

Questions?

Contact Kimberly Koops at Kimberly.koops@oit.edu if you have any questions or want to get more involved in our advocacy efforts to support students and our institution.

Oregon TECH
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ACTION ITEM

Agenda Item No. 6.1

Request to Approve the Facilities Master Plan

Background

A comprehensive Facilities Master Plan (FMP or 'the Plan") is an essential tool for capital development, resource allocation and effective campus planning. Oregon Tech engaged Soderstrom Archetects to develop a comprehensive FMP by calendar yearend 2023. The last assessment was completed several years ago, before the campus experienced significant student and program growth.

The Plan establishes a framework for prescribed growth and development of capital improvements and additions and is designed to be responsive to current and future needs, while being sufficiently flexible to accommodate changes that may occur. The FMP also aligns physical, spatial and fiscal objectives in support of the University's Strategic Plan. Future expansion and improvements at Oregon Tech campuses are vital to continued academic, research and student success. The Plan describes the recommended development of facilities, available land and infrastructure consistent with the mission of the University.

The Plan considers how the institution's role and mission relate to facilities requirements. This involves an analysis of space and program needs, a description of existing land and facilities, including an explanation of the possible new or revised use of existing land and facilities, new facilities, projected needs over the next several years and assumptions and criteria to meet these needs. The Plan also provides an assessment of building and facilities condition along with relevant life cycle, building space utilization, campus identity, access and parking, security and other development opportunities.

Developed through a collaborative process with a cross section of faculty, staff, students and other stakeholders, the Plan is a comprehensive document that will require periodic updates as the campuses continue to evolve. It is important to note that although the recommendations in the Plan are intended to encourage achievement, the Plan is not supported by a commitment or specific timetable for funding or completing projects. That process occurs as part of capital budget development.

Staff Recommendation

After review of the draft Facilities Master Plan, and with the Recommendation of the Finance and Facilities Committee, staff requests a **Motion for Approval by the full Board of the Facilities Master Plan with delegation of authority to the president or his designee to finalize report formatting and to coordinate capital projects and infrastructure improvements in collaboration with the Finance and Facilities Committee Chair.**

Attachments and Additional Information

Attachment 6.1.1- Draft Facilities Master Plan

Attachment 6.1.2- Draft Facilities Master Plan Appendices

ACTION ITEM

Agenda Item No. 6.2

Request to Approve the Risk Assessment and Multi-Year Audit Plan

Background

The Oregon Tech Board of Trustees (Board) chose to outsource internal audit services following the dissolution of the Oregon University System (OUS) in 2016. Internal Audit reports to the Board's Audit Committee, with most operational interaction flowing through the Chair of the Finance and Facilities Committee, acting in their capacity as Chair of the Audit Committee. Functionally, Internal Audit reports to the Vice President for Finance and Administration. Internal Audit meets regularly with the Director of Audit and Compliance, Vice President for Finance and Administration and the President to discuss ongoing matters as well as with the General Counsel on a case-by-case basis.

Oregon Tech's internal auditor is Eide Bailly, LLP|CPAs and Business Advisors, a public accounting firm based in Fargo, North Dakota. Oregon Tech internal audit services are supported through Eide Bailly's Denver, Colorado office.

An essential step in effective internal audit planning is performing the risk assessment. Over the past several months, and since presenting to the Board in October of 2023, Eide Bailly has engaged in discussions with the President, the Chair of the Audit Committee, the previous internal auditors, members of leadership and other staff and stakeholders in gathering information and assessing university risks. Following these inclusive discussions, Eide Bailly developed their Risk Assessment report (see Attachment FF&A 3.1.7). This document served as an important reference tool for Eide Bailly in developing the proposed Multi-Year Audit Plan (see Attachment FF&A 3.1.7) and will inform both audit project prioritization and the determination of the internal audit resources necessary to perform specific audit projects.

Staff Recommendation

After review of the Risk Assessment and Draft Audit Plan, and with the recommendation of the Audit Committee, staff requests a **Motion for Approval by the full Board of the Risk Assessment and Multi-Year Audit Plan with delegation of authority to the president or his designee to coordinate activities with the internal auditors in collaboration with the Audit Committee Chair.**

Attachments and Additional Information

Attachment FF&A 3.1.7- Risk Assessment and Draft Multi-Year Audit Plan

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CPAs & BUSINESS ADVISORS

OREGON INSTITUTE OF TECHNOLOGY

Risk Assessment Briefing

January 10, 2024

RISK ASSESSMENT APPROACH

Key Departments & Operating Units

Archives & Records Management	Information Technology
Athletics	Institutional Advancement
Board of Trustees	Office of the President
College of Engineering Technology & Management	Office of the Provost and Academic Affairs
College of Health, Arts, and Sciences (HAS)	Office of the Vice President Finance & Administration
General Counsel	Oregon Manufacturing Innovation Center (OMIC)
Government Relations	Procurement, Contracts, & Risk Management
Housing and Residential Life	Registrar's Office
Human Resources and Affirmative Action	Title IX

- **Research & Data Gathered** (Organization Charts, Regulatory Reports)
- **Interviewed** Governance & Key Stakeholders (Directors, Management) while on-site at Klamath Falls campus and remotely
- **Assessed** processes & controls
- **Identified Risk** Factors (8) & Impact Factors (5)
- **Ranked the Risk Factors** based on Likelihood & Impact
- Developed Risk **Heat Map**
- Prepared **Multi-Year** Internal Audit & Consulting Plan

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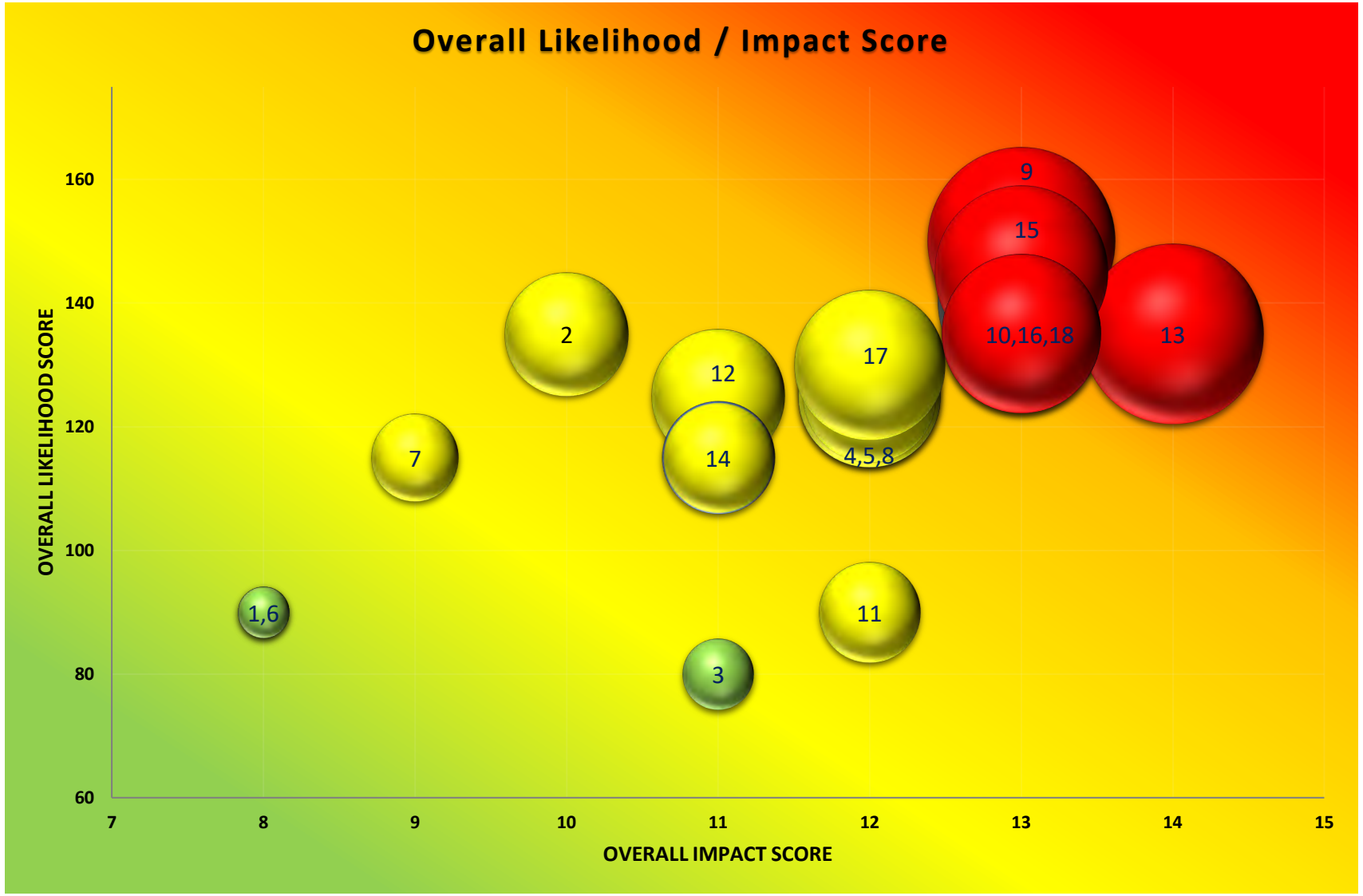
HEAT MAP



Departments & Operating Units

1. Archives & Records Management
2. Athletics
3. Board of Trustees
4. College of Engineering Technology & Management (ETM)
5. College of Health, Arts & Sciences (HAS)
6. General Counsel
7. Government Relations
8. Housing and Residence Life
9. Human Resources & Affirmative Action
10. Information Technology
11. Institutional Advancement
12. Office of the President
13. Office of the Provost & Academic Affairs
14. Office of the Vice President for Finance & Administration
15. Oregon Manufacturing Innovation Center
16. Procurement, Contracts & Risk Management
17. Registrar's Office
18. Title IX

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PROPOSED MULTI-YEAR ENGAGEMENTS

Audit #	Audit Title	Department (Audit Unit)	Department Likelihood / Impact Score
High Risk Audits			
1	Human Resource (HR) Workforce Management Assessment	Human Resources and Affirmative Action	1950
2	Grant Management	Office of Provost and Academic Affairs	1890
3	Assessment of Oregon Manufacturing Innovation Center (OMIC) Operations	Oregon Manufacturing Innovation Center (OMIC)	1885
4	Cybersecurity Assessment & Compliance Review	Information Technology	1820
5	Information Technology (IT) Controls Assessment	Information Technology	1820
6	Student Enrollment & Program Completion Process	Office of Provost and Academic Affairs	1890
7	Contract Management	Procurement, Contracts, & Risk Management	1890
Medium Risk Audits			
8	Finance / Accounting Operations	Office of the Vice President for Finance & Administration	1265
9	Financial Performance	Office of the Vice President for Finance and Administration	1265
10	Comprehensive Financial Health Assessment	Office of the Vice President for Finance and Administration	1265

Audit #	Audit Title	Department (Audit Unit)	Department Likelihood / Impact Score
Medium Risk Audits			
11	Safety and Security Compliance & Effectiveness	Athletics Engineering Technology & Management Health, Arts, and Sciences Housing & Resident Life Oregon Manufacturing Innovation Center	1547
12	Infrastructure and Capital Projects Management	Office of the Vice President for Finance and Administration	1265
13	Intellectual Property (IP) Monetization Effectiveness & Compliance	Office of the Vice President for Finance and Administration	1265
14	Accreditation Conformance & Quality Assurance	Registrar's Office	1560
15	Organizational Governance Maturity Assessment	University-Wide	
Consulting Projects			
16	Regulatory Compliance & Monitoring	University-Wide	
17	University-wide Policy & Procedure (P&P) Review	University-Wide	
18	Internal Audit Quality Assessment Improvement Program (QAIP)	Internal Audit Function	
19	Cybersecurity Risk Assessment	University-Wide	

PROPOSED AUDITS TO ADDRESS THE HIGH-RISK DEPARTMENTS

High Risk Audits

1	**Human Resource (HR) Workforce Management Assessment** To review and ensure that the human resources (HR) functions at the university, including roles, procedures, and communication, are well-coordinated to support recruitment, onboarding, employee performance evaluations and training across the entire institution to ensure integration with organizational objectives, alignment policies and procedures and best practice. Additionally, to assess the university's workforce planning, compliance efforts, and internal control structure.
2	**Grant Management** To conduct a comprehensive assessment of the university's grants management to ensure the effectiveness and efficiency of processes. The audit will evaluate compliance with grant provisions and applicable federal, state, local and university regulations and best practice. Additionally, the audit will identify opportunities for the University to enhance and optimize its grant management activities.
3	**Assessment of Oregon Manufacturing Innovation Center (OMIC) Operations** To evaluate OMIC internal controls over fees, contracting, fiscal management processes, and grant management to ensure effective and efficient operations. Additionally, to assess the OMIC business plan, including capital and equipment replacements and revenue initiatives. Lastly, to evaluate OMIC operations for compliance with university provisions and regulations at the local, state, and federal levels.
4	**Cybersecurity Assessment & Compliance Review** To evaluate the university's cybersecurity measures, specifically assessing the effectiveness in safeguarding critical systems, data, and information assets. To identify vulnerabilities, assess risks, and provide recommendations to enhance the organization's overall cybersecurity posture. Additionally, to conduct a comprehensive review of activities to ensure compliance with key regulations including but not limited to the Gramm-Leach-Bliley Act (GLBA), General Data Protection (GDPR), and California Consumer Privacy Act (CCPA).
5	**Information Technology (IT) Controls Assessment** To evaluate the university's IT general controls to ensure the integrity, confidentiality, and availability of data. Additionally, to assess the effectiveness and efficiency of a range of IT controls, including access controls, change management, segregation of duties, backup and recovery, system monitoring, physical security, and training and awareness.
6	**Student Enrollment & Program Completion Process** To assess the university's processes to optimize student enrollment and program completion by evaluating the completeness and accuracy of measuring and reporting metrics related to student enrollment, completion, and program profitability. Additionally, to assess the contribution margin by program, considering budgetary and financial performance factors associated with enrollment fluctuations, program spending, and funding source. Lastly, to ensure that reporting processes comply with regulations and accreditation standards.
7	**Contract Management** To evaluate internal controls to ensure effective management of contracts by assessing the appropriateness of awarding, approving, executing, and managing contracts in accordance with university policies and applicable state statutes.

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PROPOSED AUDITS TO ADDRESS THE MEDIUM-RISK DEPARTMENTS

Medium Risk Audits

8	**Finance / Accounting Operations** To assess the effectiveness of internal controls within the Finance & Administration department, focusing on compliance with laws, regulations, and internal policies, while safeguarding the university's financial assets. This audit will evaluate the university's accounting operations compliance with relevant laws, regulations, and internal policies, including controls in place to safeguard cash, investments, and physical assets.
9	**Financial Performance** To evaluate and enhance the financial well-being of the university by assessing the effectiveness of financial management practices, ensuring sound fiscal policies, and identifying opportunities for financial sustainability. Areas to consider include, evaluating the effectiveness of budgetary controls to monitor and manage university expenditures; review the processes for financial planning and forecasting to ensure alignment with the university's strategic goals; evaluating the diversity and sustainability of revenue streams, including tuition, grants, donations, and auxiliary services; reviewing the university's debt management practices, including issuance, repayment, and compliance with debt covenants.
10	**Comprehensive Financial Health Assessment** To conduct a thorough assessment of the university's financial health by calculating established financial ratios, analyzing trends in financial data over the prior five fiscal years, and comparing the university's performance with peers in Oregon and within higher education sector. The audit will focus on four key areas: financial position, revenues and expenditures, liquidity, debt, and capital assets. The goal is to assess the university's overall financial well-being, including the examination of assets, liabilities, revenues, and expenses.
11	**Safety & Security Compliance & Effectiveness** To assess and enhance the effectiveness of safety measures, protocols, and compliance within inherently high-risk departments (i.e., athletics, housing, campus) to ensure a safe and secure environment for students, faculty, staff, and visitors. The audit will focus on evaluating the university's adherence to local, state, and federal safety regulations and standards, including security training, emergency response plans, incident reporting processes, and investigating safety-related incidents.
12	**Infrastructure and Capital Projects Management** To ensure the effective management of resources, adherence to policies and regulations, and the successful execution of infrastructure and capital projects at the university, with a focus on inherent high-risk areas. This audit will assess project planning processes, including feasibility studies, risk assessments, and project charters, while evaluating the processes in place to ensure the quality of infrastructure and capital projects. Additionally, the objective is to examine the design and effectiveness of internal controls related to infrastructure and capital projects.
13	**Intellectual Property (IP) Monetization Effectiveness & Compliance** To evaluate the effectiveness of the university's strategies and processes pertaining to the commercialization and monetization of intellectual property assets. This audit will evaluate the university's efforts in intellectual property monetization and its financial performance. The objective is to ensure compliance with relevant laws and regulations governing intellectual property monetization, thereby enhancing the university's ability to derive value from its intellectual assets while maintaining legal and regulatory adherence.

PROPOSED AUDITS TO ADDRESS THE MEDIUM-RISK DEPARTMENTS

Medium Risk Audits	
14	**Accreditation Conformance & Quality Assurance**
	To assess the effectiveness of the university's processes for monitoring conformance with accreditation standards. This audit will evaluate the accuracy, completeness, and timeliness of data reporting to accreditation bodies. Additionally, the objective will evaluate the university's processes for conformance monitoring by program and ensuring faculty and staff members possess the required qualifications and credentials as stipulated by the accreditation standards. The audit will also assess the quality control and continuous improvement activities, ensuring programs adapt to public and market factors (i.e., engagement with stakeholders, changes in labor market, industry trends, strategic planning, etc.) while maintaining accreditation compliance.
15	**Organizational Governance Maturity Assessment**
	To conduct a comprehensive assessment of the university's maturity in organizational governance areas, encompassing ethics, risk management, fraud detection and prevention system of internal controls, and compliance. This audit will evaluate the adequacy of the design, structure, and implementation of governance processes. Additionally, the objective is to assess the effectiveness of monitoring, communication, training, and remediation activities. Lastly, the audit will review the organizational alignment of this function to ensure independence and objectivity.

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PROPOSED CONSULTING PROJECTS

Consulting Projects	
	Eide Bailly will assist the university with establishing a workgroup aimed at centralizing compliance with applicable legal requirements as part of the university's governance structure. The workgroup will be designed to create an oversight function that not only prevents, detects, corrects, and reports violations but also fosters a culture of integrity and transparency within the university. Key outcomes of the workgroup: • Streamline reporting processes to enhance transparency and accountability. • Conduct a thorough evaluation of the current governance structure, compliance requirements, and the administration of regulatory compliance across the university. • Identify and leverage existing tools and resources to streamline compliance efforts. • Maximize the utility of available administrative support to enhance efficiency. • Ensure efficient and consistent adherence to legal requirements university wide.
17	**University-wide Policy & Procedure (P&P) Review** Eide Bailly to assist with evaluating the university-wide processes to ensure that P&Ps are maintained and updated for key functions across the university. We will perform an assessment to identify gaps including non-existent or incomplete P&P's. We will aid the university in establishing a process to ensure that policies are timely updated, prepared in a consistent format, include the appropriate level of detail, and are appropriately approved and communicated to stakeholders.
18	**Internal Audit – Quality Assessment Improvement Program (QAIP)** Eide Bailly to assist the university with performing a quality assessment review in preparation for an independent external assessment that will evaluate the internal audits activities conformance with The Institute of Internal Auditors (IIA) International Standards for the Professional Practice of Internal Auditing.
19	**Cybersecurity Risk assessment and External Penetration Test Services** Eide Bailly to perform a cybersecurity risk assessment to identify security gaps related to the university's systems and data. We will perform an external penetration test to identify weaknesses within the network configuration that could allow unauthorized and/or unsuspected access to the internal network.

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QUESTIONS?

This presentation is presented with the understanding that the information contained does not constitute legal, accounting or other professional advice. It is not intended to be responsive to any individual situation or concerns, as the contents of this presentation are intended for general information purposes only. Viewers are urged not to act upon the information contained in this presentation without first consulting competent legal, accounting or other professional advice regarding implications of a particular factual situation. Questions and additional information can be submitted to your Eide Bailly representative, or to the presenter of this session.

Agenda Action Item No. 6.3
PROPOSED RESOLUTION NUMBER 24-01

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

Background

The 2023 Oregon Legislative Assembly passed, and Governor Tina Kotek signed Senate Bill 273 (SB 273) in law. 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 boards, with candidates' names provided to the Governor for consideration, and requires governing boards to formally adopt enumerated policies regarding university governance.

Staff Recommendation

Motion to approve Resolution 24-01 as recommended by the Executive Committee, 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.

Attachments and Additional Information

1. **Senate Bill 273 (2023)**
2. **Proposed Resolution 24-01**
    a. **Proposed amendments to the Bylaws of Oregon Institute of Technology (amended January 24, 2019)**
    b. **Proposed amendments to University Policy OIT-01-002 Candidate Application for Faculty, Staff, and Student Board of Trustees Positions is hereby amended to reflect these changes**
    c. **Proposed amendments to Amended Resolution No. 15-2: A Revision to Resolution on Shared Governance**
    d. **Proposed amendments to Board Policy on Conduct of Public Meetings**

Enrolled
Senate Bill 273

Printed pursuant to Senate Interim Rule 213.28 by order of the President of the Senate in conformance with presession 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 boards to meet with commissioners from the commission and members of the boards of education of community college districts.

(3) Provide opportunities for newly appointed members of governing boards to receive training necessary to understand the duties, including fiduciary duties, that members of governing boards have to Oregon.

SECTION 7. This 2023 Act takes effect on the 91st day after the date on which the 2023 regular session of the Eighty-second Legislative Assembly adjourns sine die.

Passed by Senate April 17, 2023

Repassed by Senate June 15, 2023

.....
Lori L. Brocker, Secretary of Senate

.....
Rob Wagner, President of Senate

Passed by House May 25, 2023

.....
Dan Rayfield, Speaker of House

Received by Governor:

.....M.,....., 2023

Approved:

.....M.,....., 2023

.....
Tina Kotek, Governor

Filed in Office of Secretary of State:

.....M.,....., 2023

.....
Secretary of State

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 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; and

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 multiple 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 students' 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 nonfaculty 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 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'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 hereby resolves that 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 opportunity for input from the university community

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

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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.

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dc. 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, f~~Faculty, students, 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 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 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"

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

Per Oregon Revised Statute 352.076(2)(a) Oregon Tech Trustees are appointed by the Governor and confirmed by the Oregon Senate. ~~It is a goal of the Board of Trustees to recommend, for the Governor's consideration, faculty, staff and student candidates who meet the individual characteristics desired for the Board and complement the needs of the Board as a whole~~ 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.

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

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~~, and requesting applications from those eligible and interested in serving on the Board.~~. The faculty, staff and student terms are limited to two years, usually beginning July 1. ~~If a seat is vacated mid-term the position will be filled by reviewing applications previously submitted for the two-year term.~~

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

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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 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.

~~APPLICATION~~NOMINATION PROCESS

~~**1. Applying**~~

~~A complete application packet will include a State of Oregon Executive Appointments Interest Form (http://www.oregon.gov/gov/admin/Pages/How_To_Apply.aspx), a short biography (occupation, experience, key tasks, awards; location; professional details;~~

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~~education; boards, philanthropy, activities), a resume, and a statement of interest (a brief paragraph stating why you would like to be a part of the Board of Trustees). Emails with links to information will not be accepted.~~

~~All applicants are subject to a background check as part of the Governor's office review. It is important that anything that could potentially be an issue in an applicant's past be identified. Applicants can use a separate piece of paper to disclose this information.~~
~~Notification about something in an applicant's past does not automatically exclude one from appointment; but it is important that this information is disclosed in the beginning of the process.~~

~~Application packets should be typed or printed in black ink and may be submitted by electronic mail to the Board Secretary or hand-delivered or mailed to: Office of the Board of Trustees, Oregon Tech, 3201 Campus Drive, Snell 210, Klamath Falls, OR 97601.~~

~~Once an application is submitted it will be placed in the Board's file for consideration for the term-filled position and any non-traditional vacancy during that two year term. An acknowledgment of receipt will be sent to the applicant by the Board Secretary.~~

~~2.~~1. ~~**Preliminary Review**~~
~~3.~~2.
Each governance body (Faculty Senate, Admin Council, and ASOIT) will seek, review and select candidates for nominations through an inclusive process across the university.
~~The Board~~ ~~Secretary will determine whether all required information has been provided. Copies of complete applications will be given to the review committee for ranking; the review committee will include the Provost, Vice-Presidents and Associate Vice- Presidents, Faculty Senate President, ASOIT Presidents (alternating between Klamath Falls and Wilsonville) Administrative Council Chair, or their respective designee.~~

~~A needs assessment, analyzing the present Board membership against the preferred board composition identified in Oregon Tech Policy 01-002, shall be conducted by the Board Secretary, in consultation with the President and Board Chair, and take into consideration the results of the most recent self-assessments conducted by the Board.~~

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;

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- 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) ~~will~~should be evaluated.

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~~**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.

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~~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 may choose 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 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

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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 9, 2016~~

~~Approved: Jay D. Kenton, Interim President~~

~~Date: August 1, 2016~~

ATTACHMENT "C"

~~AMENDED~~ **RESOLUTION NO. 15-2** (AMENDED [DATE])

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. 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 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 polices 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 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.

e. Associated Students of Oregon Institute of Technology ("ASOIT")

The Board recognizes the ASOIT as the representation of the student government. To set forth it's 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. 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.

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 24th day of August, 2022

_____
Chair of the Board, John Davis

Moved by: Trustee Stefan Bird

Seconded by: Trustee Fred Ziari

Unanimously approved by all Trustees present.

Attest:

_____
Interim Secretary of the Board

I, David P. Groff, 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 Special Meeting held on the 24th day of August, 2022, and thereafter approved and signed by the Acting Chair and attested by the Secretary of the Board.

_____
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

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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. 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.

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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.