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**REVISED\* Executive Committee Agenda**

	<u>Page</u>
1. Call to Order/Roll/Declaration of a Quorum (11:00am) <i>Chair Graham</i>	
2. Consent Agenda <i>Chair Graham</i>	
2.1 <a href="#">Approve Minutes of the November 15, 2018 Meeting</a>	1
3. Action Items (11:05am)	
3.1 <a href="#">Recommendation to the full Board: Vice Chair Appointment</a>	3
3.2 <a href="#">Recommendation to the full Board: New Trustee Appointment to a Committee</a>	
3.3 <a href="#">Recommendation to the Governor: Trustee Reappointments</a>	4
3.4 <a href="#">Recommendation to the full Board Adoption of an Amendment to the Board Policy on Delegation of Authority</a>	5
3.5 <a href="#">Recommendation to the full Board Adoption of an Amendment to the Board Policy on Categories of Authority</a>	13
3.6 <a href="#">Recommendation to the full Board Adoption of an Amendment to the Board Bylaws</a>	18
3.7 <a href="#">Recommendation to the full Board Adoption of an Amendment to the Board Policy on Tuition and Fee Processes</a>	27
*3.8. <a href="#">Recommendation to the Governor: Trustee Appointment</a>	37
4. Discussion Items	
4.1 <b>Review of Board Agenda</b> (11:50am) (5 min) <i>Chair Graham</i>	
5. <b>Other Business/New Business</b> (11:55am) <i>Chair Graham</i>	
6. <b>Adjournment</b> (Noon)	

**EXECUTIVE SESSION** (12:15pm to 1:00pm)

ORS 192.660(2)(i): To review and evaluate the performance of an officer, employee or staff member if the person does not request an open meeting. This reason for execution session may not be used to do a general evaluation of an agency goal, objective or operation or any directive to personnel concerning those subjects.

The Board will meet in Executive Session per ORS 192.660(2)(f) and ORS 40.225 Rule 503 to consider information or records that are exempt by law from public inspection and to have confidential communication subject to attorney-client privilege.

ORS 192.660(2)(f): To consider information or records that are exempt by law from public inspection. ORS 40.225 Rule 503. Lawyer-client privilege.(2) A client has a privilege to refuse to disclose and to prevent any other person from disclosing confidential communications made for the purpose of facilitating the rendition of professional legal services to the client.



**Meeting of the  
Oregon Tech Board of Trustees  
Executive Committee  
Virtual Meeting  
Sunset Room, Klamath Falls Campus  
November 15, 2018  
11:00am – noon**

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**Executive Committee  
DRAFT MINUTES**

**Trustees Present:**

Lisa Graham, Chair  
Steve Sliwa, Vice Chair

Jeremy Brown  
Vince Jones

Nagi Naganathan, President  
Paul Stewart

**Other Trustees Present:**

Rose McClure

Grace Rusth

**University Staff and Faculty Present:**

Erin Foley, VP Student Affairs  
Brian Fox, VP Finance and Administration  
Dave Groff, Legal Counsel  
Tom Keyser, Dean College of ETM  
Gary Kuleck, Provost/VP Academic Affairs  
Adria Paschal, Senior Executive Assistant to the President  
Paul Titus, Executive Assistant to the Provost  
Terri Torres, Faculty Senate President and Mathematics Professor

**7. Call to Order/Roll/Declaration of a Quorum**

**Chair Graham called the meeting to order at 11:04am. The Secretary called roll and a quorum was declared.**

**8. Consent Agenda**

**2.1 Approve Minutes of the August 2, 2018 Meeting**

**Trustee Brown moved to approve the consent agenda. Trustee Stewart seconded the motion. With all trustees present voting aye, the motion passed unanimously.**

**9. Action Items - none**

**10. Discussion Items**

**4.1 Discussion of Definition of Strategic Investment**

**Trustee Brown** initiated a discussion suggesting the university look at the value of investing its scarce resources to generate more resources, in a way that is quantifiable,

rather than spending money on infrastructure improvements or technology upgrades. He asked the Board to think about what it might invest in and at what scale. **President Naganathan** stated an aggressive investment strategy to increase enrollment to 7,500 students is forthcoming. He relayed his three main talking points: enrollment growth, net revenue increase, and reputational capital. **Chair Graham** suggested balancing investments between increasing the number of students, and infrastructure improvements to ensure a safe and desirable environment. **Trustee Stewart** stated investments involve cash flow, and what the board is willing to take a risk on, and what has the best return on investment.

#### 4.2 Discussion on Committee and Board Meeting Times

**Chair Graham** requested feedback on the virtual meeting format and the one-day meeting format, and to hear concerns or suggestions. **Trustee Jones** stated he liked the flexibility of the virtual meeting but acknowledged there are challenges. **Trustee Brown** stated participating virtually is better than not participating at all, and he prefers to meet in person as it shows interest in the people presenting. A virtual meeting does not work very well and it eliminates the opportunity to meet with faculty and staff. He relayed the interest he heard from committee and staff members that they would like to observe the other committee meetings and would like to see them run consecutively. He acknowledged it would require an additional commitment of time. **Trustee Stewart** agreed with Trustee Brown that virtual meetings are useful to limit travel time but are not as effective. He recommended using this manner sparingly/periodically and prefers in-person meetings. **Chair Graham** will discuss this with other board members for feedback and coordinate with the secretary and President Naganathan. She mentioned it might be possible to run the committees consecutively at times and concurrently at others. **President Naganathan** stated he would like the ability to attend both committee meetings.

#### 4.3 Review of Board Agenda

**Chair Graham** reviewed the agenda for the full Board meeting this afternoon, including the need for an executive session.

### 11. Other Business/New Business

### 12. Adjournment

Meeting adjourned at 11:37am.

**Chair Graham** stated the Board would convene for executive session from 12:15pm to 1:00pm under ORS192.660(2)(f), 40.225 Rule 503, and ORS 192.660(2)(i).

Respectfully submitted,



Sandra Fox  
Board Secretary

# **ACTION**

## **Agenda Item 3.1**

### **Recommendation to the Full Board to Appoint a Vice-Chair**

#### **Background**

Steve Sliwa served as the Vice-Chair of the Board of Trustees and resigned his position from the Board in November 2018. The position of Vice-Chair is now vacant. Section 5(a) of the Board Bylaws regarding Board Officers states:

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.

#### **Recommendation**

- Discuss possible Trustees to serve in the role of Vice-Chair
- Make a motion to recommend the full board appoint a specific Trustee as Vice-Chair of the Board of Trustees.

#### **Attachments**

None

# **ACTION**

## **Agenda Item 3.2**

### **Recommendation to the Full Board to Appoint New Trustee, Mike Starr, to a Committee**

#### **Background**

Mike Starr was appointed to the Board of Trustees in December 2018. The Board Policy on Board Committees authorizes the Board to standing committees. The Policy identifies the Executive Committee, Finance and Facilities Committee and Academic Quality and Student Success Committee as the three standing committees. These committees are to be made up of trustees.

#### **Recommendation**

- Discuss possible committees on which Trustee Starr might serve
- Make a motion to recommend the full board appoint Trustee Starr to the identified committee.

#### **Attachments**

None

# **ACTION**

## **Agenda Item 3.3**

### **Recommendation to the Full Board to Recommend Trustees for Reappointment**

#### **Background**

Two trustee positions have expiration dates of June 30, 2019. The Governor's office is requesting recommendations for these positions so they can be appointed in the Spring.

Trustee Jill Mason was appointed to the Board on October 1, 2015 to fill a position vacated 'mid-term.' Her term is scheduled to end June 30, 2019 and she is eligible and willing to serve a full four-year term in an at-large position.

Trustee Grace Rusth was appointed to the Board on July 1, 2018 to fill a position vacated 'mid-term.' Her term is scheduled to end June 30, 2019 and she is eligible and willing to serve a full two-year term in the staff position.

#### **Recommendation**

- Make a motion to recommend the full board recommend the Governor reappoint Trustees Mason and Rusth.

#### **Attachments**

None

## **ACTION**

### **Agenda Item 3.4**

## **Recommendation to the full Board Adoption of an Amendment to the Board Policy on Delegation of Authority**

### **Background**

When Oregon Tech was part of the University System there was no need to have separate legal counsel on staff. When the university became independently governed the decision was made to contract with outside law firms for legal advice and assistance. In 2018 the university created and filled the general counsel position to provide the Board and university with in-house legal counsel.

Section 1.3 of the Board Policy on Delegation of Authority regarding Appointment of the President of the University identifies that the faculty and staff of the university ultimately report to the Board of Trustees through the President; however, there are two positions that are directly responsible to the Board in relation to Board business. The positions identified in the current policy are the Vice President of Finance and Administration and the Board Secretary.

Staff proposes to amend only this section of the policy to include the General Counsel as the third position that is responsible to the Board in relation to the business of the Board.

### **Recommendation**

- Make a motion to recommend the full board adopt the amended Board Policy on Delegation of Authority, adding the General Counsel to Section 1.3

### **Attachments**

- Proposed amended Board Policy on Delegation of Authority (amendment shown in italics)

**Board Policy on Delegation of Authority  
Board of Trustees of Oregon Institute of Technology**

**1.0 Authority of the Board of Trustees**

1.1 Board Authority. The Board of Trustees is the final University authority and has full control of the University and its property of various kinds. The Board may take any and all actions as it determines necessary or appropriate. Board actions have precedence over other actions of the University and its constituent parts. Any such actions shall be consistent with Board actions. The Board shall adopt a mission statement for the University in consultation with the faculty, students and staff members, and in alignment with the University's accrediting organizations.

1.2 Collective Bargaining Agreements. Nothing in this Policy affects any collective bargaining agreement entered into prior to the adoption of this Board Policy.

1.3 Appointment of the President of the University. As provided in ORS 352.096, in consultation with the Governor, or the Governor's designee, the Board shall appoint and employ a President of the University. Except in the case of an interim or acting president, the hiring committee for the president of the University shall include representatives of the university community and at least one other president of a public university based in Oregon. The President reports exclusively to the Board, and the Board supervises the President. The Board shall prescribe the President's compensation and terms and conditions of employment and is responsible for the reappointment or removal of the President. The President shall perform such duties as are assigned by the Board. Except as otherwise provided by law or Board action, the President is the executive and governing officer of the University and President of the faculty. The faculty and officers and employees of the University shall, through appropriate channels, be responsible to the President of the University and through the President to the Board of Trustees, except that the Vice President of Finance & Administration, *General Counsel*, and Secretary are responsible to the Board in relation to the business of the Board. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to the affairs of the University.

1.4 University Budget. The Board shall adopt the budget of the University.

1.5 Tuition and Fees. The Board shall determine tuition and mandatory enrollment fees, including the incidental fee, in accordance with ORS 352.102, ORS 352.105, and other applicable law.

1.6 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section 1.0:

1.6.1 The approval of the naming and renaming of University buildings or outdoor areas, and other assets, in recognition of individuals or organizations.

Adopted: 04/07/15  
Amended:

Page 1 of 6



- 1.6.2 The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$1,000,000.
- 1.6.3 The approval of the appointment of external auditors.
- 1.6.4 The approval of a capital project budget that is anticipated to exceed \$1,000,000, including for architects, construction managers, engineers and other professional consultants; and approval of any increase to a capital project budget that causes the total of all increases to the capital project budget to exceed \$1,000,000.
- 1.6.5 The approval of the execution of instruments relating to any borrowing or debt finance transactions which are or may be in excess of \$1,000,000, singularly or in the aggregate.
- 1.6.6 The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$1,000,000, unless the shares, stock or other equity or interests in or obligations of the entity are publicly traded or provided through the State Treasurer, Oregon Tech Foundation or a brokerage firm, investment bank, depository or other licensed firm.
- 1.6.7 Consent to the encumbrance of University real property by the State of Oregon.
- 1.6.8 The approval of the execution of any other instruments, including but not limited to instruments related to the acquisition, disposal or provision of goods and services, where the anticipated cost or value to the University exceeds \$1,000,000; and approval of any increase or decrease in cost or value that causes the total of all increases or decreases in cost or value to exceed \$1,000,000. When the ultimate aggregate cost to the University is not known in advance for instruments relating to the acquisition, disposal or provision of goods or services on a continuing or intermittent basis (e.g. rental, service, or supply contracts), the amounts set forth in this paragraph shall be calculated on an annual basis.
- 1.6.9 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.

All other authority for business and administrative affairs is delegated to the President.

#### 1.7 Academic Affairs.

1.7.1 The Board has the authority to establish, eliminate, control or substantially reorganize academic programs and units of operation. Any significant change in the University's academic programs must be approved by the Board. The Board confers academic degrees, certificates and other forms of recognition upon the recommendation of the faculty. Such academic degrees, certificates and other forms of recognition are granted in the name of the Board of Trustees of Oregon Institute of Technology and are executed by the Board Chair and the University President.

1.7.2 The Board delegates to the president and faculty, authority relating to the powers outlined in the Faculty Constitution and Charter of the Faculty Senate and: (a) academic

Adopted: 04/07/15  
Amended:

Page 2 of 6

standards relating to admission to study at the University; (b) curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University; and (c) standards of student competence in a discipline.

1.8 **Gifts.** The Board retains sole authority for gifts to the University set forth in this section 1.8:

- 1.8.1 Gifts that create obligations on the part of the University for which there is no established funding source.
- 1.8.2 Gifts with a value exceeding \$1,000,000 which involve: (1) Construction of facilities not previously approved; or (2) Non-traditional investment assets (such as real estate, debt instruments, closely held stock, partnership interests, permanent insurance policies, royalties, copyrights, licenses, and other illiquid assets); provided that gifts described in this subsection with a value between \$500,000 and \$1,000,000 will be reported to the Board of Trustees quarterly.
- 1.8.3 A gift requiring naming or renaming of a University building or outdoor area, or other assets.
- 1.8.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.
- 1.8.5 Current gifts of non-traditional investment assets, charitable lead trusts where the University is to act as trustee, bargain sale gifts of property, and partial interest gifts.
- 1.8.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.
- 1.8.7 Gifts of real estate, interests in real estate, or gifts of debt instruments secured by real estate from other than the Oregon Tech Foundation. The Chair of the Finance and Facilities Committee shall determine in each such case, including when the gift is from the Oregon Tech Foundation, whether a hazardous waste inquiry or other due diligence is required, and the scope and extent of such inquiry. The President and the Vice President for Finance & Administration, in consultation with the ~~Associate Vice President for~~ *head of* Development and Alumni Relations, shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

All other authority related to gifts is delegated to the President.

1.9 **Gifts to the Oregon Tech Foundation.** Gifts to the Oregon Tech Foundation shall be accepted by the Oregon Tech Foundation in accordance with then-current agreements between the University and the Foundation (as may be amended from time to time).

## 2.0 Authority of the President of the University

2.1 **Executive and Governing Officer; Delegation.** The President of the University is the executive and governing officer of the University, except as otherwise provided by statute or

Adopted: 04/07/15  
Amended:

Page 3 of 6

Board actions. Subject to the supervision of the Board and Board action, the President shall direct the affairs of the University. The authorities and responsibilities of the President of the University include, but are not limited to, the authorities and responsibilities set forth in and modified by section 1.0 and this section 2.0, and the President may delegate any authorities and responsibilities, except as provided by Board actions. Any delegation must be consistent with Board actions. The President remains responsible for the proper functioning of the University, notwithstanding any delegation.

2.2 Presidential Actions. The President of the University shall take such actions regarding matters within the authority of the President when the Board or the President deems it necessary or appropriate. Any Presidential actions are subordinate to and must be consistent with Board actions. In carrying out these duties, the President shall consult with the faculty, other employees, and students as deemed appropriate by the President. Consultation shall not remove from the President the authority and the responsibility vested in the President by law and Board actions.

2.3 Emergency and Temporary Actions; Technical Corrections. The President of the University shall take emergency and temporary actions when the Board, its designee, or the President deems it necessary or appropriate. Such actions may have the scope and force of Board actions and must be reported to the Board expeditiously. Pursuant to expedited procedures, the President of the University may amend a Board action or Presidential action in order to correct typographical errors, make address or formatting changes, or clarify language without changing the effect of such actions. Such amendments must be reported to the Board quarterly. The President may make expedited repeals of Board actions upon notice to the Board and Presidential actions, provided that expedited repeals of Board actions must be ratified at the next meeting of the Board or its designee.

2.4 Committees, Councils and Advisory Groups. The President of the University shall establish and define the charge of any and all University committees, councils, and advisory groups, except as provided in Board action. The establishment and charge of any and all University committees, councils and advisory groups shall be consistent with law and Board action. The recommendations and reports of all committees, councils and advisory groups shall be made to the President. The President shall inform the Executive Committee of the Board regarding significant recommendations and reports related to the affairs of the University. Upon request by the Chair of the Board or a majority of the Trustees, the President shall provide the Board with a recommendation or report of a University committee, council or advisory group.

2.5 Students. Subject to Board action, the President is responsible for development and administration of policies governing the role of students and their conduct. In carrying out this responsibility, the President shall take into account the views of students, faculty, and others. The guidelines for student conduct which set forth prohibited conduct and provide for appropriate disciplinary hearings and sanctions for violations of law or institutional policies

Adopted: 04/07/15  
Amended:

Page 4 of 6

must be consistent with standards of procedural fairness. The Board recognizes and affirms the importance of active student involvement in the deliberative and decision-making processes.

2.6. University Personnel. The President of the University shall act for the Board of Trustees regarding all personnel and employment matters, including labor relations and approval of collective bargaining agreements. Subject to Board action, the President has the exclusive authority to and shall establish necessary or appropriate written policies covering all employees not represented by a collective bargaining organization and necessary or appropriate written policies covering employees represented by a collective bargaining organization, subject to any legal obligation to negotiate the terms and conditions of such policies with the exclusive representative of the relevant bargaining unit. Upon request by the Chair of the Board or a majority of the Board, the President shall provide the Board with requested information regarding personnel and employment matters, including labor relations and collective bargaining. The President may appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers.

2.7 Research Grants and Contracts. The President of the University shall act for the Board of Trustees regarding grants and contracts for research, development, service, and training. However, a quarterly report to the Board is required for each initial contract or grant award that exceeds \$500,000, and when any increase or decrease to a contract or grant award causes the total of all increases or decreases to the contract or grant award to exceed \$500,000.

2.8 Execution and Administration of University Affairs. Except as provided by Board action, the President of the University shall act for the Board regarding the execution and administration of instruments and the affairs of the University. Notwithstanding the dollar limits specified in section 1.0 above, the President shall act for the Board of Trustees regarding the execution and administration of all instruments, business affairs, and operations relating to:

- 2.8.1 Acquisition of electricity, natural gas, sewer, water, and all other utility services;
- 2.8.2 The acquisition of goods and services made by participating in contracts entered into by group purchasing organizations or pursuant to collaborative purchasing initiatives with public or non-profit entities.
- 2.8.3 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board of Trustees.
- 2.8.4 The acquisition of goods and services for sponsored research programs when the source of the goods or services is directed by the sponsor, or the sponsor retains title to the goods acquired.
- 2.8.5 The settlement of claims or lawsuits brought against the University.
- 2.8.6 The acquisition of insurance or self-insurance.
- 2.8.7 Leases and licenses of real property and modifications thereto of up to 10 years.
- 2.8.8 Deferred gift assets.
- 2.8.9 Real property acquired through gift or devise from the Oregon Institute of Technology Foundation;

Adopted: 04/07/15  
Amended:

Page 5 of 6



- 2.8.10 The protection of the University's interests, property and operations in an emergency.
- 2.8.11 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business;
- 2.8.12 The selection of depositories and investments.
- 2.8.13 The execution of instruments or the conduct of business affairs where approval by the Board or a Board committee is impractical due to time or other constraints. The President shall submit a report of any actions taken pursuant to this delegation to the Board of Trustees or its Executive Committee on or before the next regularly scheduled meeting.

2.9 Legal Action. The President of the University shall act for the Board of Trustees regarding all legal action necessary or appropriate to protect the interests of the University. However, no litigation shall be instituted against a public entity or official or in exercise of the power of eminent domain without approval by the Board of Trustees.

2.10 Gifts. The President of the University shall act for the Board of Trustees regarding all current and deferred gifts to the University, including gifts to establish quasi-endowed or permanently endowed funds. Notwithstanding any delegation by the President, a gift with unusual terms or conditions affecting an academic program shall be accepted only with the concurrence of the President to the proposed terms or conditions. The proceeds of any gift, devise, bequest, or contribution received by the University shall be administered in accordance with the intention of the donor and any directions of the Board of Trustees in accepting the gift. Wherever possible, the Oregon Tech Foundation shall manage gifts. The President of the University is authorized to act for the Board of Trustees regarding the disposition of gifts.

2.11 Fees, Fines and Charges. The President of the University shall establish fees, fines, and charges after providing notice to the Board. In arriving at a determination of fees, fines and charges, the President shall consult with employees and students as the President deems appropriate. The President shall enforce the collection of tuition, mandatory enrollment fees, other fees, fines, charges, and all other amounts due to the University.

### **3.0 Enforcement**

Board actions and resolutions shall be binding on the University, except as such board actions are later modified, replaced or repealed. Emergency and temporary Presidential actions may be binding on the University, except as such actions are later modified, replaced or repealed by the President or the Board. Any Board action or Presidential action may be implemented or enforced by the University.

### **4.0 Miscellaneous**

All authority not addressed in this Policy is delegated to the President.

Adopted: 04/07/15  
Amended:

Page 6 of 6

**ACTION**  
**Agenda Item 3.5**  
**Recommendation to the full Board Adoption of an**  
**Amendment to the Board Policy on Categories of Authority**

**Background**

Sections 3.3, 3.4, and 3.5 of the Board Policy on Categories of Authority reference Oregon Revised Statutes 192.501 and 192.502 regarding exemptions from public disclosure. These two statutes were renumbered in 2017 by the state. The appropriate references should be ORSs 192.345 and 192.355, respectively.

The amendment to the Board Policy is to identify the correct ORS numbers.

**Recommendation**

Make a motion to recommend the full board adopt the amended Board Policy on Categories of Authority

**Attachments**

- Proposed amended Board Policy on Categories of Authority (amendments shown in italics and strike-through)

**Board Policy on Categories of Authority  
Board of Trustees of Oregon Institute of Technology**

**1.0 Preamble**

Consistent with the authority of the Board of Trustees ("Board") to manage the affairs of Oregon Institute of Technology ("University" or "Oregon Tech") and, in recognition of its fiduciary obligations, the Board identifies the following categories of authority and the principles and processes governing the development of statements of authority, including but not limited to bylaws, committee charters, board policies, board resolutions, university policies, university procedures, handbooks, and manuals.

**2.0 Categories of Authority**

2.1 Bylaws. Board Bylaws outline the essential elements necessary for the Board's constitution and operation, including, but not limited to Board officers, meeting agendas, and certain legal obligations.

2.2 Committee Charters. Committee charters identify the duties and scope of authority for the Board's committees, both standing and ad hoc and must be consistent with the Board's Bylaws, Board Policy on Committees, and other Board actions. These charters may only be promulgated, amended, or repealed by a majority vote of the Board. Board committees, from time to time, may suggest changes to the committee charters for Board action.

2.3 Board Policies and Resolutions. Board Policies are broad, strategic statements communicating the Board's expectations. As opposed to University Policies or Procedures, which could communicate delegated, operational or transactional authority or procedures, Board Policies communicate the fundamental strategic, fiduciary, and structural expectations of the Board. While the Board's committees, President, and Oregon Tech President's Council play a role in the development and recommendation of Board Policies, such Policies may only be promulgated, amended or repealed by a majority vote of the Board. In accordance with Oregon Revised Statute (ORS) 352.107(m), the Board may authorize certain Board Policies to have the force of law. Board Resolutions are also reserved for broad, strategic statements, but may be used in specific circumstances, including statements that need to be reaffirmed periodically by the Board or for actions authorizing the sale of bonds. Board Policies and Resolutions must be consistent with the Board's Bylaws and federal and state law.

2.4 University Policies. University Policies describe the exercise of authority delegated to the President by the Board. University Policies typically communicate the broad, strategic expectations of the President regarding the University's affairs; they are the official compilation of rules and regulations for the University. When Oregon Administrative Rules, and Oregon University System Policies and Internal Management Directives were repealed, many were modified and adopted as University Policies, often retaining the OAR numbering. University Policies must be consistent with Board Policies and Resolutions and federal and state law. In

Adopted: 04/07/15  
Amended:

Page 1 of 4

any event where a University Policy is inconsistent with a Board Policy or Resolution, the Board Policy or Resolution shall prevail.

2.5 University Procedures. University Procedures, which generally work in concert with one or more University Policies, communicate the day-to-day steps or processes necessary for the effective and efficient accomplishment of University Policies. University Procedures must be consistent with Board Policies and Resolutions, University Policies, and other actions, as well as federal and state law. Where a University Procedure is inconsistent with a Board Policy, Resolution, University Policy or other Board action the Board Policy, Resolution, University Policy, or action prevails.

2.6 Handbooks and Manuals. Handbooks and Manuals exist throughout the University and typically communicate desktop procedures or expectations for a University department, unit, or functional area. Examples include, but are not limited to the "Oregon Tech Faculty Handbook," the "Oregon Tech Student Handbook," and the "Oregon Tech Fiscal Policy Manual." Handbooks and Manuals must be consistent with Board Policies, Resolutions, and other actions, and University Policies and Procedures. Where a Handbook or Manual is inconsistent with a Board Policy, Resolution, or action, or University Policy or Procedure, the Board Policy, Resolution, action, University Policy, or Procedure will prevail.

### 3.0 Oregon Tech President's Council

3.1 To assist in the formulation, drafting, revision, recommendation, and maintenance of the Board's and University's policies, the Board directs the President to establish and maintain a policy council. The Oregon Tech President's Council ("Council") will be convened by the President or President's designee on at least an annual basis. With the approval of the President, potential members of the Council may consist of, but are not limited to, the Provost, Vice Presidents, Associate Vice Presidents, Deans of the Colleges, Director of Human Resources, Presidents of Faculty Senate and Associated Students of Oregon Institute of Technology, and the Chair of the Administrative Council.

The President's Council is a consultative, multi-functional group designed to provide valuable input and advice on the categories of authority described in this Board Policy.

3.2 The responsibility for any statement of authority described at sections 2.4, 2.5, or 2.6 of this Board Policy resides with the cognizant officer or director ("Responsible Officer"), even if employees that report to the Responsible Officer participate in the Council. Responsible Officers include, but are not limited to: (1) Provost/VP of Academic Affairs, (2) VP of Finance and Administration, (3) VP of Student Affairs/Dean of Students, (4) Associate VP of Information Technology/CIO, and (5) President.

3.3 The Responsible Officer, or designee, is authorized to maintain Handbooks and Manuals described at Section 2.6 for any unit or department that reports to him or her. The Responsible Officer may seek the advice and guidance of the Council for Handbooks and Manuals, but is not

Adopted: 04/07/15  
Amended:

Page 2 of 4



required to do so. Notwithstanding this authority, a Handbook or Manual is not valid unless it contains statements that (i) it does not create a contractual obligation unless expressly stated, (ii) that the official copy may be found on the University's website, unless the information is exempt from public disclosure as outlined in ORS 192.345 501 or 192.355 502, and (iii) any inconsistency with a category of authority described at Section 2.3, 2.4, or 2.5 of this Board Policy will be resolved in favor of the applicable Board Policy, Resolution, or action, University Policy or Procedure, or, as applicable collective bargaining agreement.

3.4 The Responsible Officer, or designee, shall present University Procedures, whether new or existing, to the Council for advice. After discussion of the draft University Procedure, the Responsible Officer may seek the President's approval. Although a vote is not required for the Responsible Officer to submit a University Procedure to the President for approval, the Responsible Officer shall communicate to the President any major issues or concerns, if any, identified by the Council. A University Procedure is only valid after an official copy is (i) approved by the President and (ii) included on the University's website, unless the information is exempt from public disclosure as outlined in ORS 192.345 501 or 192.355 502.

3.5 The President and President's Council will develop a procedure for considering and approving University Policies. The procedure will be reviewed periodically by the Board. A University Policy is only valid after an official copy is (i) approved by the President and (ii) included on the University's website, unless the information is exempt from public disclosure as outlined in ORS 192.345 501 or 192.355 502.

3.6 Board Policies or Resolutions may come to the Council for advice and consideration through a variety of channels, including the Board or its chair, its committees, whether standing or ad hoc, the President, or a Responsible Officer.

#### 4.0 Format

4.1 All categories of authority will be presented substantially in the same format. The official copy of the authority will be found on the University's website, with an official paper in the Board's or President's office.

4.2 The Council will devise an operational system to organize the categories of authority under discernible functional areas.

4.3 Responsible Officers will, from time to time, review categories of authority within their functional areas to determine if repeal or amendment is advisable.

4.4 Technical changes to the organizational system, titles of authorities, indexing of authorities, or any other administrative change necessary to maintain an accessible and efficient policy function that does not conflict with this Board Policy may be accomplished after notice to the Board Chair.

Adopted: 04/07/15  
Amended:

Page 3 of 4

**5.0 Document History**

- 5.1 Action item at the April 7, 2015 Oregon Tech Board meeting.

DRAFT

Adopted: 04/07/15  
Amended:

Page 4 of 4

# **ACTION**

## **Agenda Item 3.6**

### **Recommendation to the full Board Adoption of an Amendment to the Board Bylaws**

#### **Background**

Article V(1) of the Board Bylaws regarding public meeting procedures and regular meetings states the board shall meet at least once quarterly. This was the original mandate for all universities, requiring a meeting to be held in either July, August or September. This was problematic as few students and faculty are on campus during these months and fall quarter does not start until the middle or end of September. The universities requested a modification to ORS 352.076(7) requiring the board to meet at least four times per year, to accommodate the academic calendar. The statute now reads that the governing board shall meet at least four times per year.

The proposed amendment brings the Bylaws into compliance with the ORS.

Article VI(1) regarding Officers of the University identifies the President and Board Secretary as officers. At the time the Bylaws were adopted Oregon Tech relied on outside firms for legal advice. Now that the university has in-house general counsel it is proposed the position be listed as an officer, also. A new section (3) is proposed to outline how the General Counsel is appointed/removed, give a brief description of representation and identify the position is authorized to accept legal process on behalf of the university.

The proposed amendment recognizes the new position of General Counsel.

#### **Recommendation**

- Make a motion to recommend the full board adopt the amended Board Bylaws

#### **Attachments**

- Proposed amended Board Bylaws (amendments shown in italics and strike-through)

**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.

Adopted: 01/22/15  
Amended:

Page 1 of 8

**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.

Adopted: 01/22/15  
Amended:

Page 2 of 8

**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. 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.

Adopted: 01/22/15  
Amended:

Page 3 of 8



**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 ~~once quarterly~~ *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.

Adopted: 01/22/15  
Amended:

Page 4 of 8

- 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.

Adopted: 01/22/15  
Amended:

Page 5 of 8



**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.*

**3.4. 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, faculty 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.

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

Adopted: 01/22/15  
Amended:

Page 6 of 8

**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.

Adopted: 01/22/15  
Amended:

Page 7 of 8

- 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.

Adopted: 01/22/15  
Amended:

Page 8 of 8

# **ACTION**

## **Agenda Item 3.7**

### **Recommendation to the full Board Adoption of an Amendment to the Board Policy on Tuition and Fee Processes**

#### **Summary**

Amendments are proposed to the Board Policy on Tuition and Fee Processes to bring it into compliance with new legislative requirements and for housekeeping purposes.

#### **Background**

House Bill 4141, passed in 2018, amended Oregon Revised Statute 352.102 requiring each public university to have an advisory body regarding tuition and mandatory enrollment fees. The amendments include the minimum composition of the advisory body; required training for the members; written description of the role of the advisory body and its relationships to the university, president and governing board; material to be provided to the advisory board; and what the advisory board must consider prior to making a recommendation; amongst other things.

#### **Recommendation**

Make a motion to recommend the full board adopt the amended Board Policy on Resident Undergraduate Tuition and mandatory Enrollment Fee Processes

#### **Attachments**

- Proposed amended Board Policy on Resident Undergraduate Tuition and Mandatory Enrollment Fee Processes (amendments shown in italics and strike-through)
- House Bill 4141



**Board Policy on *Resident Undergraduate* Tuition and *Mandatory Enrollment* Fee Process  
Board of Trustees of Oregon Institute of Technology**

**1. Purpose**

It is the policy of Oregon Institute of Technology that tuition, fees, fines and other charges are to be developed, approved, issued and communicated in a transparent and consistent manner, with the engagement of appropriate University stakeholders. The purpose of this policy is to outline and clarify the process for setting tuition, fees, fines and other charges at the University.

**2. Background**

2.1 Tuition and Mandatory Enrollment Fees. ORS 352.102(2) requires the Board of Trustees to establish a process for determining tuition and mandatory enrollment fees. Some of these fees (~~primarily the incidental and health service fees~~) will be different between Klamath Falls and Wilsonville due to the availability and extent of services provided at each campus.

2.1.1 Incidental Fees. ORS 352.102(3) requires the institutional president to submit the joint recommendation of the president and the Associated Students of Oregon Institute of Technology (ASOIT) prior to the Board taking action on incidental fees. ORS 352.105 requires the Board to collect mandatory incidental fees upon the request of ASOIT, except in certain circumstances. ORS 352.105(1) requires that ASOIT consult with the Board in the establishment of a process for requesting mandatory student incidental fees.

2.1.2 Health Service Fees. Set each year upon recommendation by the Health Service Advisory Committee to the presidents of both ASOIT the recognized student government and OIT. Assessed to enrolled students who are eligible for health services.

2.1.3 Building Fees. Set each year by the Board upon recommendation by the institutional president. ~~Historically, this fee was set by the Legislature and funds were used to pay for bond debt service associated with projects for student auxiliary or education and general facilities, such as student unions or athletic facilities, etc. However, with the change in governance, this fee is now set by the institution to be used for various building projects.~~

2.1.4 Other Mandatory Fees. ~~Set based on the recommendation of the ASOIT or a successful referendum vote of the student body, and upon recommendation of the institutional president with approval by the Board. These fees are used to pay for activities, assessments or needs to support the mission of the university. Currently there are none, however, should students decide to pass a referendum for a recreation center fee or for other projects or purposes this could be a new category of mandatory fee assessed to all students in certain locations or based on other attributes. To be set based on a successful referendum and vote of the students and upon recommendation of the institutional president with approval by the Board.~~

**3. Definitions**

Adopted: 02/22/16  
Amended: 06/30/16  
Amended: xx/xx/19

Page 1 of 6

- 3.1 Associated Students of Oregon Institute of Technology (ASOIT) The recognized student government of the University.
  - 3.2 Incidental Fee Committee The ASOIT committee responsible for recommending the amount and allocation of the Incidental Fee to ASOIT and the President and for developing Student Fee Guidelines which are subject to review and approval by the President and are to be provided at least annually to the Board's Finance and Facilities Committee.
  - 3.3 Tuition Recommendation Committee This committee is responsible for recommending the *undergraduate* tuition and mandatory fee rates to the institutional president. Comprised of six students representing both campuses appointed by the ASOIT president(s), *two of which represent ASOIT and two of which represent historically underserved students of the university, as defined by the university; ~~and~~ two faculty members, one of which is the chair of the Fiscal Operations Advisory Council (FOAC); and two with support from* senior administrators.
  - 3.4 Fiscal Operations Advisory Council (FOAC) The Fiscal Operations Advisory Council is a faculty/administrative council for the purpose of advising the President on budget and financial matters.
  - 3.5 Historically Underserved Students *This is defined as "Targeted Student Populations" as identified by the Higher Education Coordinating Commission in Oregon Administrative Rules related to the administration of the Student Success and Completion Model (OAR 715-013-0025(1)(bb) ). ~~The Council shall recommend fiscal management priorities to align with strategic goals of Oregon Tech. It shall review the institution's annual budget and advise the President on the development of new budget initiatives and allocations. The Council shall function as an integral group in strategic planning activities. Members of the Council include the Provost, the Vice President for Wilsonville, the Vice Presidents for Finance & Administration, and Student Affairs, a member of the Faculty Senate Executive Committee, a member of Academic Council, a representative of the Administrative Council, a representative of the Budget and Resource Planning Office, the ASOIT Presidents or designees, and four senior faculty members appointed jointly by the President and the Faculty Senate President. The chair is appointed by the president.~~*
  - 3.6 Resident Tuition and Mandatory Enrollment Fees *The tuition and mandatory enrollment fees for degree-seeking, undergraduate students who ~~are enrolled in a degree program~~ and have established residency in Oregon.*
- 4. **Roles and Responsibilities**
    - 4.1 The Board of Trustees retains authority and responsibility to annually establish Tuition and Mandatory Student Fees.
    - 4.2 The Board delegates to the President, who may further delegate to the Vice President for Finance and Administration, authority and responsibility to annually establish other fines, fees, and charges, as provided in Section 6.0 of this policy.
- 5. **Setting of Tuition and Mandatory Student Fees, and Incidental Fees**

Adopted: 02/22/16  
 Amended: 06/30/16  
 Amended: xx/xx/19

Page 2 of 6



Tuition and Mandatory Enrollment Fees, and Incidental Fees, are established annually by the Board, generally at the Board's meeting in ~~March~~ *spring* prior to the applicable academic year in accordance with the requirements of ORS 352.102 and ORS 352.105.

- 5.1 Process for Setting of Tuition and Mandatory Enrollment Fees. The Tuition Recommendation Committee shall meet at least twice between January and February prior to providing the President written recommendations on proposed tuition and mandatory fee rates for *resident undergraduate students* the upcoming academic year; *these meetings shall be open to the student body*. A minimum of one public forum shall be held at ~~each the Klamath Falls campus and a minimum of one at the Portland-Metro~~ campus to discuss and obtain input on the proposed tuition and mandatory fees; and broad notification of the forum shall be made to the university community.

*To assist in making its recommendations, the Tuition Recommendation Committee shall receive a plan for how the Board of Trustees and Administration are managing costs on an ongoing basis and a plan for how resident tuition and mandatory enrollment fees could be decreased if the university receives more moneys from the state than anticipated.*

When advising the president, the Tuition Recommendation Committee shall include input received at the public forum and considerations regarding *the mechanisms by which moneys are appropriated by the Legislative Assembly to the Higher Education Coordinating Commission for allocation to universities*, historical tuition and fee trends, comparative data for peer institutions, the University's budget and projected cost increases, and anticipated state appropriation levels. *In addition to the recommendations, the report shall convey deliberations and observations of the Tuition Recommendation Committee, and must include any minority report requested by a Tuition Recommendation Committee member and any documents produced or received by the Tuition Recommendation Committee.* The President shall bring the recommendations *report and all associated documents* to the Board for approval.

*If the Tuition Recommendation Committee recommends to the president that resident tuition and mandatory enrollment fees should be increased by more than five percent annually, it must document its consideration of the impact of the recommended increase on (a) students at the public university, with an emphasis on historically underserved students, as defined by the university, (b) the mission of the university; and its consideration of: alternative scenarios that involve smaller increases in resident tuition and mandatory enrollment fees than the advisory body intends to recommend to the president.*

When setting tuition and fees, the Board may consider a number of factors, including the ~~desire~~ *intent* to (a) create affordable access to degree programs, (b) create a diverse student body, (c) maintain strong degree programs at every level, (d) develop and maintain the human and physical infrastructure necessary to support the university's

Adopted: 02/22/16  
Amended: 06/30/16  
Amended: xx/xx/19

Page 3 of 6

educational outcome goals, and (e) maintain the fiscal integrity of the institution ~~over the long-term.~~

- 5.2 Process for Setting of Incidental Fees. An incidental fee is assessed each term to support institutional student programs that ~~are advantageous to the cultural or physical development of students~~ ~~enhance the academic mission and function of the University.~~ Funds generated by the incidental fee are used to fund college union operations, student clubs and programs, and athletics, ~~among other programs.~~

The Incidental Fee Committee is responsible for recommending the amount and allocation of the incidental fee to the ASOIT and the President, pursuant to the ~~Incidental Fees Policy (OIT 40-090) Student Fee Guidelines.~~

ASOIT and the President are to work together to reach agreement on a joint recommendation regarding the incidental fee. Once approved, the President shall bring the joint recommendation to the Board for consideration.

- 5.3 Limits on Tuition and Mandatory Student Fees Increases. When setting Tuition and Mandatory Student Fees, the Board shall consider the following limits:
- 5.3.1 The Board may not increase the total of Tuition and Mandatory Student Fees by more than five percent annually unless the Board first receives approval from the Higher Education Coordinating Commission or the Legislative Assembly (ORS 352.102(4)(a)).
- 5.3.2 ~~If the Board requests an increase in the total amount of tuition and mandatory enrollment fees of more than five percent, the university shall provide the Higher Education Coordinating Commission the full report and all associated documents submitted to the President from the Tuition Recommendation Committee; and any other information or materials the Higher Education Coordinating Commission determines are necessary to determine whether to approve the proposed increase in the total amount of tuition and mandatory enrollment fees.~~
- 5.3.23 The Board will attempt to limit the annual increases in Tuition and Mandatory Student Fees for undergraduate students who are enrolled in a degree program and have established residency in Oregon to a percentage that is not greater than the percentage increase in the Higher Education Price Index, as compiled by the Commonfund Institute (ORS 352.102(4)(b)).

- 5.4 Fee Remissions. Tuition rates set by the Board shall also include an allowance for fee remissions to be used for access, affordability, athletic and merit purposes. ~~The University shall strive to remit approximately 12% of gross tuition in order to maintain a predictable level of fee remissions each year.~~

6. Setting of Other Tuitions, Fees, Fines, and Charges

- 6.1 Process for Setting Other Fees, Fines, and Charges. The President is authorized to

Adopted: 02/22/16  
Amended: 06/30/16  
Amended: xx/xx/19

Page 4 of 6



establish other fees, fines, and charges to cover specified costs of the University or for other purposes. Such other fees, fines, and charges are to be reconsidered annually.

6.2 Process for Setting Other Tuitions. *The President will recommend all proposed tuition rates including, but not limited to, non-residential, differential, and other programs, to the board for approval annually after a transparent and collaborative campus process.*

**7. Website Posting**

*The process of establishing resident tuition and mandatory enrollment fees must be described on the university website.*

7.1 *Material posted must include this policy or another written document describing the role of the Tuition Recommendation Committee and the relationship of the Tuition Recommendation Committee to the public university, university president, and the board of trustees; and all relevant documents, agendas and data that are considered by the Tuition Advisory Committee during its deliberations.*

Adopted: 02/22/16  
Amended: 06/30/16  
Amended: xx/xx/19

Page 5 of 6

Provided for reference only – Statutory guidance on tuition and mandatory fees:

**352.102 Tuition and mandatory enrollment fees.** (1) Except as set forth in this section, the governing board may authorize, establish, eliminate, collect, manage, use in any manner and expend all revenue derived from tuition and mandatory enrollment fees.

(2) The governing board shall establish a process for determining tuition and mandatory enrollment fees. The process must provide for participation of enrolled students and the recognized student government of the university.

(3) The governing board shall request that the president of the university transmit to the board the joint recommendation of the president and the recognized student government before the board authorizes, establishes or eliminates any incidental fees for programs under the supervision or control of the board and found by the board to be advantageous to the cultural or physical development of students.

(4) In determining tuition and mandatory enrollment fees for undergraduate students who are enrolled in a degree program and are qualified to pay resident tuition:

(a) The governing board may not increase the total of tuition and mandatory enrollment fees by more than five percent annually unless the board first receives approval from:

- (A) The Higher Education Coordinating Commission; or
- (B) The Legislative Assembly.

(b) The governing board shall attempt to limit annual increases in tuition and mandatory enrollment fees for undergraduate students who are enrolled in a degree program and have established residency in Oregon to a percentage that is not greater than the percentage increase in the Higher Education Price Index, as compiled by the Commonfund Institute.

(5) The governing board may not delegate authority to determine tuition and mandatory enrollment fees for undergraduate students who are enrolled in a degree program and are qualified to pay resident tuition. [2013 c.768 §10]

~~**Note:** Section 30, chapter 840, Oregon Laws 2015, provides:~~

~~**Sec. 30.** (1) Notwithstanding any law limiting tuition and mandatory enrollment fee increases at public universities listed in ORS 352.002, if a public university listed in ORS 352.002 increases either resident undergraduate tuition or mandatory enrollment fees by more than three percent for the 2016-2017 academic year, the public university must report the justification for the increase to the Higher Education Coordinating Commission and the Joint Committee on Ways and Means, or the Joint Interim Committee on Ways and Means.~~

~~(2) Subsection (1) of this section does not apply to public universities currently subject to existing financial agreements or plans with the Higher Education Coordinating Commission, or to four-year tuition guarantees or high-cost, high-demand degree programs that currently charge differential tuition.~~

~~(3) This section is repealed on December 31, 2018. [2015 c.840 §30]~~

Adopted: 02/22/16  
Amended: 06/30/16  
Amended: xx/xx/19

Page 6 of 6

79th OREGON LEGISLATIVE ASSEMBLY--2018 Regular Session

**Enrolled  
House Bill 4141**

Sponsored by Representative HERNANDEZ, Senator DEMBROW, Representatives ALONSO LEON, BYNUM, HEARD, Senators ROBLAN, THATCHER; Representatives KENY-GUYER, MCLAIN, NOSSE, SALINAS, SOLLMAN (Presession filed.)

CHAPTER .....

AN ACT

Relating to setting the costs of attending public universities; creating new provisions; amending ORS 352.102; and declaring an emergency.

**Be It Enacted by the People of the State of Oregon:**

**SECTION 1.** Section 2 of this 2018 Act is added to and made a part of ORS 352.025 to 352.146.

**SECTION 2.** (1) Each public university listed in ORS 352.002 shall have an advisory body to advise the president of the university on the president's recommendations to the governing board regarding resident tuition and mandatory enrollment fees for the upcoming academic year.

(2) The public university shall:

(a) Establish a process to ensure that the advisory body required under subsection (1) of this section is composed of no fewer than:

(A) Two administrators of the university;

(B) Two faculty members of the university;

(C) Two students representing the recognized student government of the university; and

(D) Two students representing historically underserved students of the university, as defined by the public university.

(b) Establish a written document describing the role of the advisory body and the relationship of the advisory body to the public university, president of the university and the governing board.

(3) The public university shall ensure that all members of the advisory body are offered training on:

(a) The budget of the public university;

(b) The mechanisms by which moneys are appropriated by the Legislative Assembly to the Higher Education Coordinating Commission for allocation to public universities; and

(c) Historical data regarding the relationship between the amount of resident tuition and mandatory enrollment fees charged by the public university and the amount of state appropriations that the commission allocates to the public university.

(4) In order to assist the advisory body in making its recommendations, the public university shall provide the advisory body with:

(a) A plan for how the governing board and the public university's administration are managing costs on an ongoing basis; and

(b) A plan for how resident tuition and mandatory enrollment fees could be decreased if the public university receives more moneys from the state than anticipated.

(5) Before making a recommendation to the president of the university that resident tuition and mandatory enrollment fees should be increased by more than five percent annually, the advisory body must document its consideration of:

(a) The impact of the resident tuition and mandatory enrollment fees that the advisory body intends to recommend to the president of the public university on;

(A) Students at the public university, with an emphasis on historically underserved students, as defined by the public university; and

(B) The mission of the public university, as described by the mission statement adopted under ORS 352.089; and

(b) Alternative scenarios that involve smaller increases in resident tuition and mandatory enrollment fees than the advisory body intends to recommend to the president of the public university.

(6) The advisory body shall:

(a) Provide meaningful opportunities for members of the recognized student government and other students enrolled at the public university to participate in the process and deliberations of the advisory body; and

(b) At a time established by the public university, provide a written report to the president of the university that sets forth the recommendations, deliberations and observations of the advisory body regarding resident tuition and mandatory enrollment fees for the upcoming academic year. The written report must include any minority report requested by a member of the advisory body and any documents produced or received by the advisory body under subsections (4) and (5) of this section.

(7) Each public university shall ensure that the process of establishing resident tuition and mandatory enrollment fees at the public university is described on the Internet website of the public university. This material must include, but is not limited to:

(a) The written document produced by the public university under subsection (2)(b) of this section; and

(b) All relevant documents, agendas and data that are considered by the advisory body during its deliberations.

(8) As used in this section, "resident tuition and mandatory enrollment fees" means the tuition and mandatory enrollment fees for undergraduate students who are enrolled in a degree program and have established residency in Oregon.

**SECTION 3.** ORS 352.102 is amended to read:

352.102. (1) Except as set forth in this section, the governing board may authorize, establish, eliminate, collect, manage, use in any manner and expend all revenue derived from tuition and mandatory enrollment fees.

(2) The governing board shall establish a process for determining tuition and mandatory enrollment fees. The process must *provide for participation of enrolled students and the recognized student government of the university.*

(a) Include the use of an advisory body in the manner set forth in section 2 of this 2018 Act; and

(b) Ensure that the governing board receives and considers all written reports and minority reports, including all recommendations, deliberations and observations of the advisory body that are provided to the president of the university under section 2 of this 2018 Act.

(3) The governing board shall request that the president of the university transmit to the board the joint recommendation of the president and the recognized student government before the board authorizes, establishes or eliminates any incidental fees for programs under the supervision or control of the board and found by the board to be advantageous to the cultural or physical development of students.

(4) In determining tuition and mandatory enrollment fees for undergraduate students who are enrolled in a degree program and are qualified to pay resident tuition:

(a) The governing board may not increase the total of tuition and mandatory enrollment fees by more than five percent annually unless the board first receives approval from:

- (A) The Higher Education Coordinating Commission; or
- (B) The Legislative Assembly.

(b) The governing board shall attempt to limit annual increases in tuition and mandatory enrollment fees for undergraduate students who are enrolled in a degree program and have established residency in Oregon to a percentage that is not greater than the percentage increase in the Higher Education Price Index, as compiled by the Commonfund Institute.

(5) If the governing board of a public university requests that the commission approve an increase in the total amount of tuition and mandatory enrollment fees of more than five percent under subsection (4)(a) of this section, the public university shall provide to the commission:

(a) All written reports and minority reports, including all recommendations, deliberations and observations of the advisory body that are provided to the president of the university under section 2 of this 2018 Act; and

(b) Any other information or materials the commission determines are necessary in order for the commission to determine whether to approve the proposed increase in the total amount of tuition and mandatory enrollment fees.

[5] (6) The governing board may not delegate authority to determine tuition and mandatory enrollment fees for undergraduate students who are enrolled in a degree program and are qualified to pay resident tuition.

**SECTION 4.** Section 2 of this 2018 Act and the amendments to ORS 352.102 by section 3 of this 2018 Act first apply to the process used to establish tuition and mandatory enrollment fees for the 2019-2020 academic year.

**SECTION 5.** This 2018 Act being necessary for the immediate preservation of the public peace, health and safety, an emergency is declared to exist, and this 2018 Act takes effect on its passage.

Passed by House February 20, 2018

Received by Governor:

Repassed by House March 3, 2018

.....M....., 2018

Approved:

.....  
Timothy G. Sekerak, Chief Clerk of House

.....M....., 2018

.....  
Tina Kotek, Speaker of House

.....  
Kate Brown, Governor

Passed by Senate March 1, 2018

Filed in Office of Secretary of State:

.....  
Peter Courtney, President of Senate

.....M....., 2018

.....  
Dennis Richardson, Secretary of State



# **ACTION**

## **Agenda Item No. 3.8**

### **Recommendation to the Governor: At-Large Trustee Appointment**

#### **Background:**

Per University and Board Policies, it is the Board Chair's responsibility, in consultation with the Executive Committee, to make recommendation for appointments to the Board of Trustees to the Governor's Office.

The current vacancy of position 9, an at-large position, was created by the resignation of Steve Sliwa in November 2018. Per Oregon Revised Statute, the Governor appoints and confirms new Trustees.

When the position was vacated, the Board Secretary, Board Chair, and President conducted a needs assessment analyzing the present Board membership and the desired composition as outlined in University Policy. Based on this assessment the President identified potential candidates, vetted them, and now presents his recommendation of candidate John Davis, to the Board Chair for consideration.

If the Chair and Executive Committee concur with the President's recommendation, the Chair through the Board Secretary, will submit the name of the candidate on behalf of the Board of Trustees to the Governor for consideration. If the Committee does not concur with the President's recommendation, it may direct the President to provide additional or alternative recommendations.

#### **Recommendation**

After review of the application materials, the President recommends the Chair and Executive Committee make a motion recommending John Davis to the Governor for appointment to the Board of Trustees as an at-large member.

#### **Attachments**

John Davis's application packet

- Statement of Interest
- Bio
- Resume
- Executive Appointments Interest Form

**John C. Davis**  
**Wilsonville, Oregon**  
(971) 801-1325 (Office) | [jdavis@lynchconger.com](mailto:jdavis@lynchconger.com) (Email)

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January 18, 2019

Governor Kate Brown  
Board of Trustees, Oregon Institute of Technology

Dear Governor Brown and Oregon Tech Board of Trustees,

It is with satisfaction and excitement that I have been asked to express my interest in serving on the Oregon Institute of Technology (Oregon Tech) Board of Trustees. Since the beginning of my services as a State Representative from 2013 to 2017, I have taken great interest in the success Oregon Tech offers its students, faculty, and communities, including in my hometown of Wilsonville. Oregon Tech ranks #2 in Public Western Regional Colleges (*U.S. News and World Report*), #1 in Annual Return on Investment to Graduates (*PayScale ROI Report and SmartAsset*), and places over 95% of graduates in jobs or graduate school within 6 months of graduation – wow, Oregon Tech represents everything that is right about higher education in Oregon.

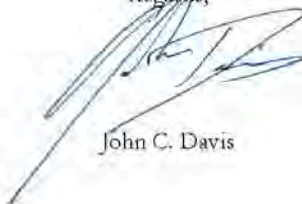
I have enjoyed serving on the Oregon Tech Foundation Board, as a member of the Presidential Selection Committee in 2016 that recommended Dr. Naganathan as President, and on the South Metro-Salem STEM Partnership board of advisors. I would appreciate the opportunity to devote additional time and energy to Oregon Tech.

Service on the Board of Trustees of a university has been a lifelong goal. Serving on Oregon Tech's Board has become a recent goal. Specifically, as Trustee I would advocate for the following:

1. Limiting tuition increases to maintain student affordability.
2. Representing the Portland-Metro Region and northern Oregon on the Board, and in particular the Wilsonville and Salem campuses.
3. Continuing to focus the University on programs and partnerships that build toward student success at and after graduation.
4. Growing enrollment to help place Oregon high school students in the highest return-on-investment fields of study.
5. Fostering partnerships between industry and the University to continue the success Oregon Tech has in student job placement.

Oregon Tech is a bright spot in Oregon higher education landscape. I would appreciate the opportunity to help build on recent successes and prepare Oregon Tech for the future. Thank you for considering my interest in becoming a Trustee.

Regards,



John C. Davis

## LYNCH CONGER McLANE LLP

ATTORNEYS AT LAW

**John C. Davis – Partner - Super Lawyers Rising Star 2014-2018**

[jdavis@lynchconger.com](mailto:jdavis@lynchconger.com)

971.801.1325 direct line

### Background

John represents families, businesses, nonprofits, universities, and business owners. John represents clients in the areas of nonprofit and higher education, business succession and estate planning, real estate transactions, mergers and acquisitions, and partnerships. John's practice focuses on helping clients reduce risk and plan for the future by creating succession and estate plans, wills and trusts, buying and selling real estate and businesses, and forming and representing partnerships, LLCs and corporations. His experience also includes litigation and appellate cases ranging from property disputes and commercial foreclosures to construction defects, constitutional law, and insurance. John maintains a commitment to *pro bono* legal services, representing both individuals and nonprofits.

John graduated first in his law school class at Willamette University College of Law and was Valedictorian. He previously practiced at McEwen Gisvold LLP and Schwabe, Williamson, and Wyatt, each in Portland, Oregon. John served as the State Representative for House District 26 in the Oregon Legislature from 2013 until 2017, representing the communities of Wilsonville, Sherwood, King City, Hillsboro, Tigard, Beaverton, and Aloha. In the Legislature, John was an integral member of the House Revenue Committee, with jurisdiction over Oregon's tax policy, and Vice-Chair of the Transportation and Economic Development Committee.

### Professional & Community Activities

John is a Northwest native and is actively engaged in the region's activities. John was a founding board member and President of Emerging Leaders for Oregon, and was a committee member and volunteer leader with Wilsonville Young Life. John was a member of the South-Metro Science, Technology, Engineering, and Math (STEM) Partnership Executive Committee. In 2016, John served as an integral member of the Oregon Institute of Technology Presidential Selection Committee. John is regularly engaged in political and civic activities in Oregon, advising and assisting with campaigns and candidates. Prior to law school, John was an AmeriCorps\*VISTA member serving as Programs Director of a nonprofit organization in Southern California serving disadvantaged families.

### Personal Background

- John is an Oregon native, born in Portland, graduate of West Linn High School.
- John's wife Sarah is a pediatric ICU Nurse at OHSU Doernbecher Children's Hospital.
- John and Sarah have two sons, William (6) and Charles (4), who attend public school.
- John and Sarah enjoy regional and international travel and have both lived abroad, studying overseas.
- John is typically reading 2-4 books at a given time, with an emphasis on historical nonfiction.



15350 S.W. SEQUOIA PARKWAY | SUITE 250 | PORTLAND, OREGON 97224 | (541) 383-5857 | WWW.LYNCHCONGER.COM



## John C. Davis

Wilsonville, Oregon

(971) 801-1325 (Office) | [jdavis@lynchconger.com](mailto:jdavis@lynchconger.com) (Email)

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### PROFILE

#### **Oregon Super Lawyers Rising Star 2014 - 2018 | Licensed in Oregon & Washington**

- Outstanding governmental experience as two-term Oregon State Representative.
- Negotiated dozens of bills during five legislative sessions across a broad variety of issue areas involving hundreds of stakeholders and two Governors.
- Significant inside and outside general counsel experience with universities, nonprofits, small businesses, government agencies, a public port, and Fortune 500 clients.
- Robust technology background as member of Oregon Institute of Technology Foundation Board, and former member of the OIT Presidential Selection Committee and South-Metro STEM Advisory Board.

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### EDUCATION

#### **Willamette University College of Law | Juris Doctor, 2009 | *summa cum laude***

- 4.01 GPA | Valedictorian | Class Rank: 1 of 124
- Editor, *Willamette Law Online*, Ninth Circuit Court of Appeals Service.
- Dozens of academic scholarships and achievement awards including Negotiation, Professional Responsibility, Antitrust, and Business Associations.

#### **George Fox University | Bachelor of Arts, 2005 | *summa cum laude***

- Double Major, Sociology (Interdisciplinary) and Religion.
- One of twelve students selected for 2003 Richter Scholars Independent Research Grant.

#### **Oxford University | Visiting Scholars' Semester, Autumn 2004 | *A-grade average***

- One of 25 American students selected to study at Oxford University's Wycliffe Hall.

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### PROFESSIONAL EXPERIENCE

#### **Oregon State Legislature | State Representative, House District 26 | 2013 - 2017**

- Vice-Chair, House Committee on Transportation and Economic Development.
- Member, House Committee on Revenue.
- Numerous awards for legislative effectiveness and bipartisanship including Oregon Business Association *Legislative Champion*, AOI *Business Honor Roll*, Oregon Realtors' *American Dream Award*, NW Credit Union Association's *Community Impact Award*.

#### **Lynch Conger McLane, LLC | Partner | Attorney | 2016 - Current**

- Active practice in charitable estate planning, nonprofit creation and governance, higher education, corporate and real estate work, with emphasizing on advising mid-size companies and nonprofits on fundraising, corporate governance, regulatory compliance, mergers & acquisitions, real estate investments and finance.

#### **McEwen Gisvold LLP | Business & Real Estate Attorney | 2010 - 2016**

- Active practice in legacy corporate and real estate law firm emphasizing business, estate planning, corporate advising, regulatory compliance, mergers & acquisitions, real estate investments and finance.

#### **Schwabe, Williamson, & Wyatt, P.C. | Attorney & Summer Associate | 2007 - 2010**

- Active corporate and government practice in one of the Pacific Northwest's largest law firms, including on-site outside general counsel work for public port.

**PROFESSIONAL  
EXPERIENCE  
CONTINUED**

**Apple Valley, California Police Activities League | Programs Director | 2005 - 2006**

- AmeriCorps VISTA national service partnership with San Bernardino County Sheriff. Directed dozens of youth and community programs involving over 700 students.

**Davis Computer Consulting | Owner & Computer Consultant | 2000 - 2005**

- Owned and operated computer consulting firm emphasizing small business and personal technical support services and system design while attending college.

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**REPRESENTATIVE  
TRANSACTIONS  
AND CLIENTS**

- Outside general counsel for private university, advising on real estate, regulatory compliance, and fundraising issues.
- Robust estate planning and charitable fundraising practice involving charitable donors planning for legacy impact with Oregon nonprofits.
- Outside general counsel for dozens of small and mid-sized Oregon companies, advising on contracts, regulatory compliance, mergers and acquisitions, and financing transactions.
- Represented building owner as negotiator and transaction manager for \$120+ million refinance of office tower in downtown Portland.
- Represented Seller among team of attorneys in closing the \$200+ million sale of a Northwest-headquartered company.
- Assisted in negotiating and closing over \$2 billion in commercial real estate acquisitions and loans on behalf of owners and commercial lenders across 20+ states.

**INTERESTS**

History & nonfiction, unique golf courses, parenting two boys, travel, bi-partisan politics.



### EXECUTIVE APPOINTMENTS INTEREST FORM



Please check if this is an application for reappointment

This form is an application for an Oregon Board or Commission. To complete your application packet, return this form to the Governor's Office, along with your resume, a statement of interest and a bio. You must be an Oregon resident to apply unless otherwise noted. Please contact the Executive Appointments office at (503) 378-6829 if you have any questions.

#### Options to Return Application Packet:

Mail: Executive Appointments, Office of the Governor 900 Court Street NE, Suite 254, Salem, OR 97301-4075

Email a PDF to: [executive.appointments@oregon.gov](mailto:executive.appointments@oregon.gov)

Note: This application is subject to the Public Records Act and may be disclosed upon request. Personal information will be redacted.

#### Board/Commission Appointment(s) Desired: (Please print or type)

Oregon Institute of Technology  
(Board Name)

Board of Trustees  
(Position)

\_\_\_\_\_  
(Board Name)

\_\_\_\_\_  
(Position)

\_\_\_\_\_  
(Board Name)

\_\_\_\_\_  
(Position)

First Name: John MI: C Last Name: Davis

Preferred Name: \_\_\_\_\_ (Ex: Thomas -> Tom) Title: (Mr. Ms. Dr.) Mr. Suffix: (Jr., PhD) \_\_\_\_\_

Permanent Address: \_\_\_\_\_

City: Wilsonville State: OR Zip Code: 97070 County (not USA): Clackamas

Cell Phone: \_\_\_\_\_ Work Phone: \_\_\_\_\_ Home Phone: \_\_\_\_\_

Email Address: jdavis@lynchconger.com

State Senate District #: 13 State House District #: 26 Federal Congressional District #: 5

This is your residential voting district. Click here - <https://www.oregonlegislature.gov/findyourlegislator/leg-districts.html> - or call your county elections office.

To better assist us in meeting our affirmative action objectives, we would appreciate information about your gender identity and background. This information is optional and is used for data collection only. Under state and federal law, this information may not be used to discriminate against you. Thank you for your participation.

Gender Identity: \_\_\_\_\_ LBGQ:  Disability: \_\_\_\_\_

Race/Ethnicity (Select One): African American/Black  American Indian/Alaskan Native  Asian   
Caucasian/White  Hispanic/Latino  Native Hawaiian/Pacific Islander   
Multi/Other

**REMINDER:** A complete application packet contains an Interest Form and Executive Appointments Background Information form, as well as your resume, a statement of interest and a short bio.

EXECUTIVE APPOINTMENTS BACKGROUND INFORMATION

Furnishing the following information is voluntary, but failure to provide the requested data may preclude selection for appointment. The Governor's Office considers the information on this page to have been submitted in confidence pursuant to ORS 192.502(4). The Governor's Office will not release this page for public inspection unless required to do so. Information submitted on this Interest Form will be maintained confidential to the extent permitted by the Oregon Public Records Law.

The Governor's staff and the Oregon State Police may conduct a background investigation to obtain information about you. Please provide the following information and sign below to permit the investigation to be conducted. For an appointment to a state board or commission you are expected to comply with all income tax laws.

I hereby authorize the Oregon State Police and the Governor's Office to request and review any and all records pertaining to me on file with the Department of Revenue, the Motor Vehicles Division, law enforcement agencies and past and present employers, employees, business associates, and acquaintances.

Signature (sign here) \_\_\_\_\_ Date \_\_\_\_\_

Legal Name and Home Address (no PO BOX):

John	C	Davis
First	Middle	Last
Street		
Wilsonville	OR	97070
City	State	Zip Code

\* Please provide a response to all questions \*

\* If your answer to any of the below questions is YES, please give full details on a separate sheet of paper \*

- a) Please provide any other names you have used or been known as: \_\_\_\_\_
- b) Are you legally authorized to work in the United States? Yes  No
- c) Have you been disciplined, terminated or asked to resign from a position by an employer within the past 10 years? Yes  \* No
- d) Have you EVER been convicted, arrested, detained, charged, indicted or summoned to answer for any criminal offense or violation (except minor traffic offenses with a fine of less than \$100.00)? Yes  \* No
- e) Have you ever filed for bankruptcy? Yes  \* No
- f) Have you ever held a professional license of any kind? Yes  \* No
- g) If you have held a professional license, have you ever had disciplinary action of any nature taken against you with regard to such license? Yes  \* No  N/A
- h) If you are appointed, is there anything in your background, not covered by questions (a)-(g) above, that might reflect poorly on the State of Oregon or on the Board or Commission to which you have applied, if known publicly? Yes  \* No

Disclosure of the last four digits of your Social Security Number is voluntary. If provided, it may be used to verify your identity and to obtain your criminal history records, if any. Failure to provide your SSN for these purposes will delay processing your Interest Form.

Last 4 Digits of SSN: \_\_\_\_\_ Driver's License Number: \_\_\_\_\_ State: Oregon \_\_\_\_\_  
 Date of Birth: \_\_\_\_/\_\_\_\_/\_\_\_\_ Place of Birth: Portland \_\_\_\_\_  
 Oregon Resident: Yes  No  If yes, how long have you lived in Oregon? Lifetime except small periods in California and Washington \_\_\_\_\_  
 Home Phone: \_\_\_\_\_ Work Phone: \_\_\_\_\_ Email: jdavis@lynchconger.com \_\_\_\_\_