



**8:00 Informal Coffee Reception with Faculty, Staff and Student Officers**  
*Wilsonville Commons*

**Minutes**

**Trustees Present:**

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

**University Staff and Faculty Present:**

- Mateo Aboy, Assoc. Provost, VP for Research
- Brad Burda, Provost, VP for Academic Affairs
- Robyn Cole, Faculty Senate President, Medical Imaging Technology Faculty
- Lita Colligan, Assoc. VP for Strategic Partnerships and Government Relations
- Erin Foley, VP for Student Affairs and Dean of Students
- Sandra Fox, Board Secretary
- Di Saunders, Associate VP for Communications and Public Affairs
- Terri Torres, Faculty Senate Vice President, Mathematics Faculty

**Other Attendees:**

Jenee Hilliard, Legal Counsel, Miller-Nash

1. **Call to Order/Roll/Declaration of a Quorum**  
**President Chris Maples** called the meeting to order at 9:05 a.m., asked the Trustees to introduce themselves and explain why they are interested in the University. All Trustees were present.
  
2. **Opening Comments and Reports**
  - 2.1 **President’s Report**  
**President Maples** expressed his gratitude for the presence of the Trustees and asked staff to introduce themselves. He stated that higher education has challenges to face in the future, Oregon Tech has a non-traditional student base of adult learners and transfer students, and changing demographics will affect how the university reaches out to all people and lets them know they can achieve a higher education. He stated the University offers value-added education by being able to

connect with the students and meet their needs; he strongly believes in the quality of the education Oregon Tech offers. Staff will continue to track the authority lines between the HECC and Oregon Tech's Board of Trustees as the reform coalesces.

## 2.2 Faculty Senate Report

Faculty Senate President, **Robyn Cole**, explained the role of the faculty and the Faculty Senate at Oregon Tech, the representation of the Faculty Senate (1/15 faculty with approximately 175 faculty) and the issues they address, including bringing together faculty from all campus locations, and redrafting the constitution and bylaws. There was discussion of the different tenure review paths. She stated the Faculty Senate President will give a report at full board meetings and Trustee Peterson will act as a liaison from the Board of Trustees to the Faculty Senate. She also explained proposed policies and amendments for the Faculty Senate go to Oregon Tech's President's Council for approval.

## 3. Consent Agenda

No items

## 4. Action Items

### 4.1 Elect Board Chair and Vice Chair

**President Maples** presented his proposal for Trustee Graham to serve as Chair and Trustee Sliwa to serve as Vice Chair of the Oregon Tech Board of Trustees.

**Trustee Minty Morris moved to elect Trustee Graham as Chair and Trustee Sliwa as Vice Chair. Trustee Stewart seconded the motion. With all Trustees present voting aye, the motion passed unanimously.**

**President Maples** explained that this University will not have legal counsel on staff but will contract out with firms specializing in various areas to cover the diverse needs of the university.

**Chair Graham** officially appointed members to the Board committees based on their area of interest and willingness to serve (handout on record).

#### Academic Strategies Committee

Jeremy Brown, Chair

Melissa Ceron

Kathleen Hill

Kelley Minty Morris

Celia Núñez

Dan Peterson

Brad Burda, staff

Erin Foley, staff

Mateo Aboy, staff

#### Finance and Facilities Committee

Steve Sliwa, Chair

Melissa Ceron

Jessica Gomez

Dana Henry  
Gary Johnston  
Paul Stewart  
Mary Ann Zemke, staff

Executive Committee

Lisa Graham, Chair  
Jeremy Brown  
Dan Peterson  
Steve Sliwa  
Paul Stewart (added on January 22, 2015)  
Fred Ziari  
Chris Maples, staff  
Brad Burda, staff  
Mary Ann Zemke, staff

5. **Discussion Items**

5.1 **Ethics, Public Records, Public Meetings, Fiduciary Responsibilities**

**Randy Geller**, J.D., Harrang, Long, Gary, Rudnick, walked through his power point presentation (handout on record) regarding legal matters. He stated that very few other university governing boards have this type of broad governing authority.

There was discussion regarding the name of the student-oriented committee.

**Randy Geller** addressed the role of the Oregon Education Investment Board, scheduled to sunset in 2016: it is the strategic group determining where to invest money in the entire PK-20 education spectrum.

**Randy Geller** clarified the term “significant program changes” in relation to the university needing approval from HECC. The definition was meant to reflect the Northwest Association’s and Accreditation’s definition; for example new locations and new degrees constitute a significant program change. There is no official HECC definition. **Brad Burda** explained the current process used by the OUS system; mission alignment work has been done to identify university niches. The Provosts’ council looks at duplication of efforts, combination of resources, etc. and makes a recommendation to HECC. The Board of Trustees does not have the ability to override HECC if HECC does not approve a proposed change. However, anyone can object to a public program change which would be considered by the HECC.

**Randy Geller** stated that private universities can set up shop anywhere and compete with public universities but the public universities cannot compete with private universities. There are no geographic territories for the Universities similar to those for the community colleges.

**Randy Geller** reminded the board that everything a Trustee writes or produces in any medium is subject to a request through the public records law.

## Working Lunch

### Presentation by the Inventors Club

**Richard Ellis**, Advisor and **Gary Cox**, Student Member, stated the club has 22 active members and more “cross-clubbers” – members of different clubs who are interested in the specific topic of discussion at a meeting. The club holds workshops on various topics such as welding, soldering, safety, fiber resin application, and mathematics, and that they usually focus on topics specific to senior projects. The Associated Students of Oregon Institute of Technology (ASOIT) gives the club a basic \$1500 budget for annual operation. They receive equipment and parts through donations, also. The club is working toward cross collaboration amongst the two Oregon Tech campuses. They are also looking at Industry Sponsored Partnerships, including asking companies to make donations and appointing a mentor for the Oregon Tech students for their senior projects.

## 5.2 Review Draft Board Bylaws and Policy Documents

Randy Geller, J.D., Harrang, Long, Gary, Rudnick led discussion

- Bylaws of Oregon Institute of Technology  
**Randy Geller** walked the Board through the bylaws. Regarding Article IV Meetings of the Board, Sections 2 and 3, he explained that per Robert’s Rules of Order a majority of the body needs to be present for a quorum and a majority of the quorum has to vote in favor for the motion to carry. There was discussion regarding the options to determine a quorum and voting requirements.

**Randy Geller** stated one of the policy statements the board will consider in the near future will deal with retention of authority and what authorities should the board retain for itself; e.g., dollar value, risk, subject matter.

Discussion occurred regarding the roles of the committees, ex-officio and voting status of members, and the number of members on the committees.

**Consensus of the Board is to have six voting members on the Executive Committee, remove the President as a member of a Committee (treat the position as staff), and note that staff is not ex-officio.**

**Consensus of the Board is that eight (a majority of the trustees) is a quorum and the majority of those present at a meeting may pass a motion unless the Chair determines more than a majority is required.**

**Trustee Johnston recommended amending Section V Public Meeting Procedures, Subsection 4 regarding Place of Meetings, deleting everything after Oregon. The Board agreed.**

**Randy Geller** explained that the succession of the President can be: outlined in a memo from the President, or in the bylaws, or in a policy.

**Consensus of the Board is to remove position descriptions, except for the President and Secretary, in Article V, Subsection 5 and have the succession be outlined in a memo from the President.**

Discussion regarding the term limit in Article III Board of Trustees, Section 5 Board Officer, Subsection a, for the Chair and Vice-Chair. Discussion about subsection c and whether Trustees may speak to the media or if authorization needs to be in writing or verbal. **Randy Geller** stated that the subsection does not stop a board member from speaking to the media, but the member should not discuss the specifics of votes, controversial topics yet to be discussed, etc.

Article IX Indemnity, **Randy Geller** stated that Trustees are not indemnified if the Trustee caused the malfeasance when acting on behalf of the Board or in the capacity of a Trustee.

**Consensus of the Board is for staff to create a taxonomy for documents. The term 'Policies' is preferred to the term 'Statements'.**

- **Board Statement on the Conduct of Public Meetings**  
**Consensus of the Board is to amend Section 1.1 Content of the Agenda so that an item can be added to the Agenda by a Committee Chair.**
- **Board Statement on the Performance of Official Business**  
No changes proposed.
- **Motion Delegating Authority to the President** (handout on record)  
General discussion regarding the difference between the draft Motion and the Board Statement on Delegation of Authority. The draft Motion authorizes the President to continue conducting business as usual until July 1, 2015. The Board Statement outlines specifically the responsibilities of the Board.
- **Board Statement on Delegation of Authority**  
Discussion regarding HECC's veto power for Boards. **Brad Burda** stated that the Provosts' and Presidents' councils are looking into this and hope to identify the processes the universities will have to follow.
- **Board Statement on Board Committees**  
Discussion regarding which committee should be responsible for the audit function.

**Consensus of the Board is to amend Section 2.1 to make it consistent with Bylaws; identify that there shall be 6 members of the Executive Committee.**

**Consensus of the Board is to amend Section 2.4 moving the audit tasks to the Finance and Facilities Committee.**

**Consensus of the Board to amend Section 3.0 renaming the Academic Strategies Committee to Academic Quality and Student Success.**

**5.3 Building Core Values of the Board – Draft the Pledge**

**Carol Cartwright**, AGB, addressed the Resolution on the Responsibilities of Individual Trustees and the need to establish core values. **Jenee Hilliard** recommended removing the specifics associated with Section 1, subsections 2, a, b, and c. Trustees divided into three groups and were asked to brainstorm on values.

The groups reported back with the following values:

- Be mindful of the institution and be student-centric.
- Be worthy of trust, trusting each other and leadership of senior staff.
- Servant leadership, humility.
- Respect
- The organization will only be successful as the Board can make the President – so trust needs to be built.
- Partnerships with the president, faculty, and staff are important.
- Acting for the good of the whole system.
- Teamwork, collaboration, and inclusion of stakeholders.
- Ensure the relationship with the president so that the environment is built to enable all stakeholders to be successful
- Contributions of staff and faculty are appreciated
- Empowerment of president to empower the university's stakeholders
- Need flexibility but with some stability
- Communication – set the goals and agenda
- Consistency
- Integrity
- Engaged and involved

**Carol Cartwright** suggested that this could be the beginning of the roles and responsibilities statement or a standalone document.

**Consensus of the Board is that the agreement would be a draft of a standalone document similar to a value statement.**

**6. Public Comment**

No public present.

**7. Adjournment**

With no further business proposed, the meeting was adjourned at 5 p.m.

Respectfully submitted,



Sandra Fox  
Board Secretary