



## OREGON HEALTH & SCIENCE UNIVERSITY BOARD OF DIRECTORS MEETING

**September 24, 2015  
2:00 pm – 4:00 pm  
CLSB, Room 3A001**

2:00 p.m.	Call to Order/Chairman's Comments President's Comments Approval of Minutes <b>(Action)</b>	Jay Waldron Joe Robertson, M.D. Jay Waldron
2:15 p.m.	Unaudited Preliminary FY15 Financial Results	Lawrence Furnstahl
2:35 p.m.	Integrity Report	Jen Ruocco
2:55 p.m.	Legislative Report	Abby Tibbs
3:15 p.m.	Public Safety Update	Greg Moawad
3:35 p.m.	Adopt Changes to Governance Documents <b>(Action)</b>	Connie Seeley
3:55 p.m.	Other business; adjournment	Jay Waldron



# Senate Bill 565 Update

Greg Moawad  
Department of Public Safety

# Background

- 2008 Blue Ribbon Panel
  - OHSU should have police officers on campus
  - Public Safety has 24 sworn/state-certified police officers
    - 16-week live-in Academy
- 2013's Senate Bill 565
  - OHSU is in the best position to set training and service levels/policy for armed officers

# Trauma Informed Care and Culturally Responsive Approach To Policing

## The Goal :

- In accordance with OHSU's mission and values, strengthen the culture of DPS in serving its diverse customer base. Develop and expand an officer's capacity to more consistently infuse empathy into the execution of their duties through the utilization of a trauma - informed and culturally responsive approach to policing.

# Trauma Informed Care and Culturally Responsive Approach To Policing

## Outcomes:

- Understanding Trauma Informed Care – How to avoid triggering the person you are interacting with as well as ensuring you do not trigger.
- Expanded Empathy For Others – How to be intentionally mindful of the needs or present state of mind of all people you interact with and adjust your approach accordingly.
- Culture Change within Department of Public Safety – How to instill these skills and values into the Department such that they are consistently and perpetually applied.

# Firearms and Critical Incident Training

- Firearms
  - Safety, OHSU environment, retention, skills
  - Level IV retention
  - Quick-Detach upgrade
- Critical Incident Training
  - Historical treatment of mentally ill, mental health system and resources available
  - Consumer panel, crisis communication, suicide intervention
  - Decision making and scenarios

# Policy Work

- Evaluated “traditional” policy blind spots
- Stakeholder-drafted policies
  - Strategic Disengagement
  - Unprecedented community oversight of force
    - “New” review process
      - Medical quality model vs. policy model
  - Learning opportunities embedded in culture

# Arming Progress

- Armed officers September 15, 2014
  - 40,281 hours of work
- Two firearm-related occurrences
  - Sam Jackson lot: domestic violence/knife
    - Prior option: victim abandonment
  - Sam Jackson lot: shotgun
    - Prior option: wait 7-15 minutes for Portland
- Community review/lessons learned



# Future Plans

- Ongoing experiential training
- Review of outside incidents
- Community managed policy and priority-setting to replace various current systems
  - Senior leadership
  - Physician input
  - “Public” members
  - Current stakeholders

# Questions?



**RESOLUTION 2015-09-11  
OREGON HEALTH & SCIENCE UNIVERSITY  
BOARD OF DIRECTORS**

**WHEREAS**, the OHSU Board Chair, the Board Secretary and certain Board members have reviewed the OHSU Bylaws, the Charters of the various Committees of the Board of Directors and the Governance Principles and Guidelines applicable to the Board for currency;

**WHEREAS**, as a result of this review, and upon the recommendation of the Chair and the Secretary, the Board wishes to adopt certain amendments to the (i) Bylaws, (ii) Board Policy on Fiscal Authority, (iii) Board Policy on Student Affairs, (iv) Board Policy on Intellectual Property; (v) Board Governance Principles and (vi) Human Resources Committee Charter.

**NOW, THEREFORE, BE IT RESOLVED:**

1. **Bylaws**. The Board hereby approves the amendment to Third Restated and Amended Bylaws of the Oregon Health and Science University reflected on Exhibit A attached hereto, effective immediately.
2. **Board Policy on Fiscal Authority**. The Board hereby approves the amendment to the Board Policy on Fiscal Authority as reflected on Exhibit B attached hereto, effective immediately.
3. **Board Policy on Student Affairs**. The Board hereby approves the amendment to the Board Policy on Student Affairs as reflected on Exhibit C attached hereto, effective immediately.
4. **Board Policy on Intellectual Property**. The Board hereby approves the amendment to the Board Policy on Intellectual Property as reflected on Exhibit D attached hereto, effective immediately.
5. **Board Governance Principles**. The Board hereby approves the amendment to the Board Governance Principles as reflected on Exhibit E attached hereto, effective immediately.
6. **Human Resources Charter**. The Board hereby approves the amendment to the Human Resources Committee Charter as reflected on Exhibit F attached hereto, effective immediately.

This Resolution is adopted this 24<sup>th</sup> day of September, 2015.


Yeas

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Nays

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Signed by the Secretary of the Board on September 24, 2015.

  
Connie Seeley  
Board Secretary

**FOURTH AMENDED AND RESTATED BYLAWS  
OF  
OREGON HEALTH & SCIENCE UNIVERSITY**

**ARTICLE ONE  
Name**

The legal name of this corporation is Oregon Health and Science University ("University"), an Oregon public corporation. To the extent practical, the University shall be known as "Oregon Health & Science University" or "OHSU".

**ARTICLE TWO  
Purposes of Organization**

The purposes for which the University is organized as a public corporation are to carry out and exercise the powers, rights and privileges expressly or impliedly conferred upon it and to pursue the missions defined for it by the Oregon Legislature.

**ARTICLE THREE  
Board of Directors**

1. **Business and Affairs.** The business and affairs of the University shall be managed by the Board of Directors, which may exercise all such powers of the University as are permitted by law.

2. **Number of Directors.** The number of Directors of the University shall be ten (10).

3. **Membership.** The membership of the Board shall be as follows:

a. Eight representatives who, in the discretion of the Governor, have experience in areas related to the University missions or that are important to the success of the University, including but not limited to higher education, health care, scientific research, engineering and technology and economic and business development;

b. One representative who is a student enrolled at the University;  
and

c. The President of the University.

4. **Qualifications.** Members of the Board must be citizens of the United States. Except for the President, no voting member of the Board may be an employee of the University.

5. **Appointment of Directors.** With the exception of the President of the University, the members of the Board shall be appointed by the Governor of the State of Oregon and shall be confirmed by the Senate of the State of Oregon in the manner prescribed by law. To assist the Governor in appointing the student member, the duly organized and recognized entity of student government shall submit a list of nominees to the Governor for consideration. To assist the Governor in appointing Board members other than the student member and the President, the Board shall submit a list of nominees to the Governor for consideration whenever a vacancy on the Board occurs or is announced.

6. **Terms of Directors.** With the exception of the President of the University and the student member of the Board, and except as otherwise provided by law or specified in the appointment or confirmation process, the term of office of each member of the Board shall be four (4) years. The term of office of the student member shall be two (2) years, except as otherwise specified in the appointment or confirmation process. The term of office of the President of the University shall be determined by the Board. A Director may be reappointed for one (1) additional term.

7. **Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any member of the Board. For any vacancy other than a vacancy of the President's position on the Board, the Governor shall appoint a successor to fill a vacancy for the unexpired term.

8. **Removal.** The Governor may remove a member of the Board other than the President at any time for cause, after notice and public hearing, but no more than three (3) members of the Board shall be removed within a period of four (4) years, unless it is for corrupt conduct in office. The Board may remove the President as a member of the Board in the manner, on the grounds and subject to the limitations it deems necessary and appropriate.

9. **Compensation; Reimbursement of Expenses.** Except for the President, Directors will not be compensated for their services as members of the Board. Upon approval by the Board, Directors may be reimbursed for expenses incurred in connection with the performance of their official duties.

#### **ARTICLE FOUR**

##### **Meetings of the Board of Directors**

1. **Types of Board Meetings.** "Public Meeting" of the Board of Directors is the convening of the members 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. "Public Meeting" does not include any on-site inspection of any project or program, the attendance of members

of the Board of Directors at any national, regional or state association or the convening of directors for any purpose for which a quorum is not required. A "Private Meeting" of the Board is a meeting at which the Board's decisions and deliberations concern only matters identified in Section 4 below, and those matters not requiring a quorum.

2. **Compliance with Public Meetings Law.** As used in these Bylaws, the term "Public Meeting" shall mean a meeting subject to the provisions of ORS 192.610 to 192.710, as the same shall be amended from time to time (the "Public Meetings Law"). All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law in effect from time to time, including without limitation those provisions relating to the location of meetings, notice, accessibility for the disabled, the conduct of meetings by means of telephonic or electronic communication, the preparation of minutes, and the provision of interpreters.

3. **Quorum for Public Meetings.** A quorum for the transaction of business at a Public Meeting of the Board shall be a majority of the Directors in office at the time of the meeting. A quorum is required to be present to conduct business at any Public Meeting at which the Board makes any of the following decisions but shall not otherwise be required:

a. Approval or adoption of an annual operating budget and capital expenditure plan for the University.

b. Approval of any transaction involving the purchase or sale of real property by the University, except for transactions involving exigent circumstances and transactions described in Section 4(b) or 4(c) below.

c. Approval of the University's institution of condemnation proceedings.

d. Adoption, amendment or repeal of these Bylaws.

e. Any decision for which applicable law or these Bylaws require the participation of a quorum of the Board of the University.

f. Any decision as to which the Board has adopted a resolution requiring the participation of a quorum of the Board.

4. **Private Board Meetings.** The Public Meetings Law provides that its provisions do not apply with respect to meetings of the Board or its designated committee regarding any or all of the following matters:

a. Meetings regarding candidates for the position of president of the University;

b. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to financings, mergers, acquisitions or joint ventures;

c. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to the sale or other disposition of, or substantial change in use of, significant real or personal property; and

d. Meetings regarding sensitive business, financial or commercial matters of the University not customarily provided to competitors related to health system strategies.

Decisions on any matter at a Private Meeting shall require the approval of not less than a majority of the members of the Board.

5. **Adjournment.** A majority of the Directors present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may adjourn the meeting from time to time to a different time and 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.

6. **Manner of Acting.**

a. Action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Directors present at a meeting at which a quorum is present. Action upon all other matters may be taken upon the approval of a majority of the Directors present at a meeting.

b. The Board may permit any or all Directors to participate in a meeting by, or conduct the meeting through use of, any means of telephonic or other electronic communication by which all Directors participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Director shall constitute such Director's presence in person at the meeting. With the conduct of a Public Meeting through such telephonic or electronic means, the Board shall make available to the public a location where the public can listen to the communication at the time it occurs by means of speakers or other devices.



7. **Waiver of Notice by Director.** A Director's attendance at or participation in a meeting waives any required notice of the meeting to the Director unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, 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 Director may at any time waive any notice required by law or these Bylaws, with a writing signed by the Director 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.

#### **ARTICLE FOUR-A Public Meeting Procedures**

1. **Regular Meetings.** Regular Public Meetings of the Board shall be held at least once every three (3) months on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Directors then in office.

2. **Special Meetings.** Subject to the notice requirement described in Section 5a. below, special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Directors then in office and specifying the purpose of the 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 Directors then in office, identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

4. **Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board shall be held within the state of Oregon and should generally be held at the University or at a location owned or controlled by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.

5. **Notice of Meetings.**

a. **To the Public.** 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 meetings of the Board that are Public Meetings shall be given to the news media which have requested notice and to the general public, at least twenty-four (24) hours prior to



the hour of the meeting. Notice of an emergency Public Meeting shall be such as is appropriate to the circumstance.

b. **To the Directors.** Notice of a regular, special or emergency Public Meeting must be given to each Director at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given 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 mailed other than by electronic mail, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Director at the Director's address on file with the Board secretary for the purpose of receiving Board correspondence, with postage thereon prepaid. If notice is sent by electronic mail or facsimile transmission, notice shall be deemed given immediately if the electronic mail notice is sent to the Director's electronic mail address or, as applicable, the Director's facsimile on file with the Board Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Director.

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 at the Public Meetings and the views of the participants.

#### **ARTICLE FOUR-B** **Private Meeting Procedures**

1. **Regular Meetings.** Regular Private Meetings of the Board shall be held on such dates and at such times as specified by the Chair or a majority of the Directors then in office.

2. **Special Meetings.** Special Private Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special Private Meeting signed by a majority of the Directors then in office and specifying the purpose of the meeting.

3. **Emergency Meetings.** Emergency Private 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 Directors then in office identifying the actual emergency and specifying the purpose of the meeting. Minutes of emergency Private Meetings shall describe the emergency justifying the emergency Private Meeting.

4. **Notice of Meetings.** Notice of a regular, special or emergency Private Meeting must be given to each Director at least twenty-four (24) hours prior to the hour of the meeting. Notice of such a meeting may be given orally either in person or by telephone or may

be delivered in writing, either personally, by mail, or by facsimile transmission. If mailed other than by electronic mail, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Director at the Director's business address, with postage thereon prepaid. If notice is sent by electronic mail or facsimile transmission, notice shall be deemed given immediately if the electronic mail notice is sent to the Director's electronic mail address or, as applicable, the Director's facsimile on file with the Board Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Director.

5. **Minutes.** Minutes of all Private Meetings shall be prepared when directed by the Chair. All such minutes shall constitute and be identified as sensitive business records or financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.410 through 192.505.

6. **Written Consent in Lieu of Actual Meeting.** Any action that is permitted to be taken by the Board at a Private Meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed with the minutes of all Private Meetings of the Board and shall constitute and be identified as sensitive business records or financial or commercial information of the University that is not customarily provided to business competitors for purposes of the Public Records Law, ORS 192.410 through 192.505.

## **ARTICLE FIVE**

### **Officers**

1. **Officers of the University.** The officers of the University shall be a Chair, a Vice Chair, a President, a Secretary and such other officers and assistant officers as may be deemed necessary by the Board to conduct its business. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law. The Chair and Vice Chair shall not be employees of the University and shall not, as such, be considered agents of the University or authorized to bind the University.

2. **Appointment and Term of Office.** Each of the Chair and Vice Chair shall be members of the Board, and each of the Chair, Vice Chair and Secretary shall be appointed by the Board and shall serve at the pleasure of the Board. Each Board officer shall hold office for one (1) year, or until a successor shall have been duly appointed and qualified or until the officer's death, resignation, or removal.

3. **Resignation and Removal.** An officer of the Board may resign at any time by delivering written notice to the Chair and the President of the University. Any officer appointed by the Board may be removed at any time, with or without cause.

4. **Vacancies.** A vacancy in any Board office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board.

5. **Chair.** 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.

6. **Vice Chair.** In the absence of the Chair or in the event of the Chair's inability or refusal 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.

7. **President of the University.** The President shall be the chief executive officer of the University and, subject to the control of the Board, shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President shall perform such other duties as assigned by the Board. The President may appoint other officers, who shall have such powers and duties as may be prescribed by the President

8. **Secretary.** The Secretary shall be responsible for the giving of required notices of meetings of the Board and the preparation of the minutes of meetings of the Board. The Secretary shall perform such other duties as may be assigned by the Board.

## **ARTICLE SIX**

### **Board Committees**

Subject to the requirements of applicable law, the Board may appoint such committees as it deems appropriate or necessary from time to time and shall define the duties of such committees and the reporting requirements of such committees and its members. Any committee of the Board and the members of any such committee shall serve at the pleasure of the Board.

## **ARTICLE SEVEN**

### **Conflicts of Interest**

Subject to the requirements of law and of this Article Seven, 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 Director, the Director shall publicly announce the nature of the potential or actual conflict of interest. Any Director having an actual conflict of interest in a transaction with the University shall in addition (i) refrain from participating as a public official in any discussion or debate on the issue out of which the conflict arises, and (ii) refrain from voting on the issue, unless the Director's vote is necessary for Board action on the issue and is otherwise not prohibited by ORS Chapter 244.

## **ARTICLE EIGHT**

### **Confidentiality of Business Records and Financial Information**

Subject to the requirements of applicable law, the Board and officers of the University shall take such steps as are necessary to preserve the confidentiality of sensitive business records and financial and commercial information concerning or belonging to the University which is of a nature not customarily provided to business competitors.

## **ARTICLE NINE**

### **Indemnification**

1. **Indemnification.** The University shall indemnify and defend to the fullest extent not prohibited by law any Party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Party in connection with such Proceeding.

2. **Advancement of Expenses.** Expenses incurred by a Director or officer of the University in defending a Proceeding shall in all cases be paid by the University in advance of the final disposition of such Proceeding at the written request of such Director or officer if:

a. The conduct of such Director or officer was in good faith, and the Director or officer reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.

b. The Director or officer furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Director or officer is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted by the University to such Director or officer.

Such advances shall be made without regard to the person's ability to repay such advances.

3. **Definition of Proceeding.** The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the University or otherwise and whether of a civil, administrative, or investigative nature. The term "Party" shall include any person who may be or may have been involved in a Proceeding

as a party or otherwise by reason of the fact that the person is or was a Director or officer of the University, or is or was serving at the request of the University as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

4. **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 Board 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 Director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

5. **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 Proceeding.

## **ARTICLE TEN**

### **Miscellaneous Provisions**

1. **Contracts.** The Board may authorize any officer or officers and agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University, and such authority may be general or confined to specific instances.

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.

3. **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.



**Policy Title:** FISCAL AUTHORITY

**Resolution No:** 2015-09-11

**Dated:** September 24, 2015

Page 1 of 2

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**1. President's Fiscal Authority**

Consistent with the authority conferred on the OHSU President by Resolution dated July 1, 1995, this policy and other Board policies sets out the fiscal authority of the OHSU President. Except as limited by this policy, the OHSU President shall have the power and authority to initiate, approve, and obligate the University to, any contractual and/or other financial commitment. The President may delegate any authority conferred on him/her pursuant to this policy.

**2. Board Approval Required**

The Board shall approve any contractual or financial commitment involving expenditures or financial obligations that are not covered in the current budget and are in excess of \$15,000,000.

**3. Financing Agreements**

The Board shall approve all financing agreements as defined in ORS 353.380(2) involving a financial obligation in excess of \$5,000,000. The President may approve such contracts in an Emergency as defined in OHSU Policies 05-01-001 through 05-40-030 in consultation with the Chair or the Chair's designee, and report the contract to the Board at the next regularly scheduled Board meeting.

**4. Equity Investments**

The Board shall approve all agreements to form a partnership, joint venture, limited liability corporation, or other business arrangement in which OHSU contributes or invests money and/or property valued in excess of \$1,000,000 within a twelve month period of time in return for an ownership and/or voting interest in a separate entity.

**5. Board Approval of Budgeted Item**

The Board's approval of an annual OHSU budget that includes a line item identifying a particular item or service to be procured, or equity investment or other financial commitment to be made (collectively, "Expenditure"), shall constitute Board approval of (i) the identified Expenditure during the relevant year up to the annual amount budgeted for that item, service, investment or commitment, and (ii) any underlying contractual commitment ("Contract") giving rise to the Expenditure, including a multi-year Contract, so long as the Contract has a term of no more than 10 years and the

Contract involves a total commitment of no more than \$10,000,000. With approval of a budgeted item consistent with this paragraph, the Expenditure and the Contract shall not require additional Board approval.

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**Revision History: Resolution No. 2006-09-09, Adopted September 14, 2006**  
**Resolution No. 2007-12-13, Revised December 13, 2007**  
**Resolution No. 2015-09-11, Revised September 24, 2015**

**Policy Title:** STUDENT AFFAIRS

**Resolution No:** 2015-09-11

**Dated:** September 24, 2015

Page 1 of 1

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Chapter 162, Oregon Law 1995 (ORS Chapter 353) provides that the Board of Directors of OHSU shall govern the University in its mission of providing education. The Board hereby directs University management to adopt policies and procedures that include, but are not limited to:

1. Criteria for admission to the University of resident and non-resident students;
2. Student records creation, use, maintenance, custody and disclosure requirements consistent with ORS 353.180 and federal law governing access and confidentiality of student records;
3. Academic and non-academic conduct standards and procedures structured to protect the interests of the University and the student; and
4. Any and all other matters necessary or convenient for the administration of student affairs.

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**Revision History:** Resolution 1996-10-12, Adopted October 25, 1996  
Resolution 2015-09-11, Revised September 24, 2015



**Policy Title:** INTELLECTUAL PROPERTY, TECHNOLOGY TRANSFER, GIFTS AND GRANTS  
**Resolution No:** 2015-09-11  
**Dated:** September 24, 2015

Page 1 of 1

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Chapter 162, Oregon Law 1995 (ORS Chapter 353) provides that the Board of Directors of OHSU shall govern the University in its research and education mission. The Board hereby directs University management to adopt policies and procedures that include, but are not limited to:

1. Employees and institution rights and responsibilities relative to the development of intellectual property and the transfer of that property to others. Such policies and procedures shall foster cooperation and collaboration between the institution and its employees, and encourage the use of intellectual property for the public good and OHSU's interests.
2. Acceptance of gifts and grants and negotiation of contracts consistent with the missions of OHSU which do not result in enrollments in excess of those in which budgets have been based, do not create new academic programs that have not received prior OHSU Board approval or do not result in the commitment of funds beyond those available in approved budgets or the normal continuation thereof.

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**Revision History:** Resolution 1996-10-14, Adopted October 25, 1996  
Resolution 2015-09-11, Revised September 24, 2015

**Board of Directors  
Governance Principles and Guidelines**

The Board has adopted the following Governance Principles and Guidelines (“Guidelines”) to promote transparency of corporate processes and maintain the trust of, and accountability to, the employees, patients, students, donors, vendors and other stakeholders of OHSU.

**1. Director Qualifications.**

**Statutory Requirements.** Oregon Revised Statutes Chapter 353 establishes the size and composition of the terms of members of, and basic qualifications for appointment to, the Board of Directors of Oregon Health & Science University. Pursuant to the statute, with the exception of the OHSU President who is appointed by the Board, Board members are appointed by the Governor of the State of Oregon, subject to confirmation by the Oregon Senate.

**Additional Desired Qualifications.** In addition to the statutory criteria, the Board believes that several factors should be considered in identifying qualified individuals to serve on the OHSU Board, including the following:

- (1) the individual’s experience on boards of other organizations;
- (2) the individual’s knowledge of OHSU and/or other health, research and educational institutions;
- (3) the extent to which the individual’s appointment to the OHSU Board will contribute to the diversity of the Board; and
- (4) the extent to which the individual’s appointment to the OHSU Board will contribute new skills, perspectives and resources to the Board and the institution.

**Changes in Director’s Circumstances.** If a material change occurs with respect to a director’s personal or professional circumstances which change impacts the director’s ability to serve effectively on the Board, the director should discuss with the Board Chair whether or not he or she should resign from the Board. A director who experiences such a change should not necessarily leave the Board. However, the matter should be the subject of an open discussion involving the affected director and the Chair.

**2. Director Responsibilities.**

**General Responsibilities.** The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the institution, at all times in furtherance of the missions of OHSU as described in ORS 353.030. In discharging that obligation, directors should expect, and be entitled to rely upon, the honesty and integrity of OHSU’s senior executives and leaders and its outside auditors and advisors. The directors are also entitled to (i) have the institution purchase reasonable directors’ and officers’ liability insurance on their behalf; (ii) the benefits of indemnification by the institution to the fullest extent permitted by law and the Board’s bylaws; and (iii) exculpation from liability to the fullest extent provided by law and the Board’s bylaws.

**Attendance.** Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to review written materials, information and data that are important to their understanding of the business to be conducted at a Board or committee meeting. To the extent reasonably feasible, such materials, information and data should be distributed to the directors in advance of the meeting.

**Agendas for Board Meetings.** The Board Chair or his or her designee will establish the agenda for each Board meeting. The Board Chair will consider the recommendations of other Board members, the OHSU President and Vice Presidents in determining the content, order and length of the agenda, and other matters relating to the conduct of Board meetings. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

**Director Orientation and Continuing Education.** All new directors will participate in an orientation program, and all directors are encouraged to keep current with corporate governance issues through continuing education and other activities. The orientation should familiarize new directors with the institution's missions, programs, facilities, strategic plans, operating and capital budgets, risk management practices, organizational and legal structure, key executives, and Code of Conduct.

**Board Communication.** As a general matter, executive management speaks for the institution. The phrase "executive management" includes OHSU's President, Senior and Executive Vice Presidents, Deans and institute Directors. Individual Board members are, from time to time, expected to meet or otherwise communicate with various constituencies that are involved with the institution. However, directors should do so with the knowledge of executive management and, absent unusual circumstances or as contemplated by Board committee charters, only upon consultation with executive management.

**Board Evaluation.** At least annually, the Board will evaluate its performance in light of these Guidelines and such other criteria as the Board deems appropriate. The assessment will focus on the Board's contribution to the success of the institution and areas in which the Board can improve.

### **3. Board Committees.**

**Committees.** The Board will have at all times: 1) a Finance & Audit Committee whose members will assist in matters of financial and audit oversight, and 2) a Human Resources Committee whose members will assist and advise the Board Chair, who is delegated responsibility for evaluating the President's performance and compensation in consultation with Human Resources Committee members and all other Board members. These committees may be given different names from time to time and have such other responsibilities as the Board may establish. The Board may also, from time to time, establish additional committees as the Board deems necessary or appropriate. No Board committee will have the authority to make decisions as a committee or on behalf of the Board or to make recommendations to the Board.

In addition to these Board Committees, one or more members of the Board will serve on each of (i) the University Health System Board, the management body that oversees health care quality and

patient safety in the OHSU health system, and (ii) the Integrity Program Oversight Council, the management committee that oversees the Integrity Program of the institution.

**Committee Member Qualifications.** Committee members and committee chairs will be appointed on an annual basis by the Board with consideration for the skills, experience and desires of individual directors. Consideration should be given to rotating committee members and committee chairs periodically.

**Charters.** Each required committee will have its own charter. Each charter will set forth the purposes, responsibilities and authority of the members of the committee and provide that the committee's performance will be evaluated at least annually.

**Meetings; Agendas.** The chair of each committee, in consultation with the other committee members, the Board Chair and relevant members of the executive management team, will determine the frequency and length of the committee meetings, and the agendas for such meetings.

**Advisors.** The Board, and subject to prior approval by the Board Chair, the chair of each committee have the power to hire independent legal, financial or other advisors as they deem necessary, without consulting or obtaining the prior approval of any officer or employee of the institution. However, fiscal prudence requires that this power should be exercised judiciously.

#### **4. Director Access to Executive Management and Other Employees.**

**Access.** Directors have full and free access to executive management and other employees of the organization. Generally, any meetings or contacts that a director wishes to initiate with employees other than the OHSU President, an OHSU Senior or Executive Vice President or Dean, the OHSU General Counsel or the OHSU Integrity Program Director should be arranged through a member of executive management. However, directors should use good judgment to ensure that any such contact is not disruptive to the reporting relationships within, and operations of, the institution. In addition, directors will, to the extent not inappropriate, copy the President or relevant Senior or Executive Vice President or Dean on any written communications between a director and such employee.

**Attendance at Board and Committee Meetings.** OHSU's President will determine which members of the executive management team should regularly attend Board and committee meetings. The Board Chair and committee chairs may request that any member of executive management not otherwise invited be asked to attend a meeting or, conversely, that an executive be excused from all or a portion of a meeting at which he or she is otherwise in attendance.

#### **5. Evaluation of the President; Succession Planning.**

**Evaluation.** The Board Chair, in consultation with members of the Human Resources Committee and all other Board members, will conduct an annual review of the OHSU President's performance and compensation to ensure the President is providing the best leadership to the organization in the long and short term, and to identify potential areas for improvement or additional emphasis.

**Succession Planning.** The Board Chair, in consultation with members of the Human Resources Committee and all other Board members, will periodically evaluate the executive management structure and potential successors to the OHSU President. This shall include obtaining the recommendations and evaluations of OHSU's President concerning potential successors, along with a review of any development plans for such individuals.

**6. Review of These Guidelines.**

The Board, with the assistance of the Board Secretary, will periodically review these Guidelines and make such changes to them as it deems appropriate.

**Oregon Health & Science University  
Board of Directors  
Human Resources Committee Charter**

**Board Chair's Authority and Role of the Committee**

The Chair of the Board of Directors has been delegated the responsibility for, and has authority to, take the following actions on behalf of the full Board:

1. To assess the performance of the OHSU President;
2. To periodically review the President's assessment of executive management's performance and compensation and the executive management structure; and
3. To approve the President's compensation plan, executive salary, incentive compensation plan and incentive compensation award.

The Human Resources Committee will:

4. Serve as advisors to the OHSU Board Chair on matters described above;
5. Ensure the development of a Presidential succession plan; and
6. Serve as advisors to the President on:
  - a. the development of succession plans for other OHSU executives as may be appropriate;
  - b. the metrics and design of the salary structure and incentive compensation plan for the President's direct reports or other personnel designated by the President; and on
  - c. other human resources issues, including but not limited to workforce planning, employee engagement initiatives, labor relations strategies, the development of broader incentive compensation programs, and diversity initiatives.

Members of the Human Resources Committee will also serve as advisors to the OHSU Board Chair.

**Committee Membership**

The Human Resources Committee will consist of no fewer than three members. The Board Chair may serve as a member of the Committee in an *ex officio* capacity and the remainder shall be appointed and replaced by the Board and serve at the pleasure of the Board. The OHSU President shall not be a member of the Committee, but may attend committee meetings other than those involving the Committee's evaluation of the performance of the President or its



determination of the compensation of the president. The Board will designate one of its members to serve as Chair of the Committee, but if the Committee Chair is not designated or he or she is absent or unable to serve, Committee members may designate an acting Chair by majority vote of the full Committee membership.

### **Committee Meetings**

The Committee will meet at least once during each fiscal year and periodically as the Committee deems necessary to fulfill its responsibilities. The Committee will keep appropriate records of its activities. No quorum is required or necessary for Committee business and none shall be constituted regardless of the number of Committee members in attendance.

### **Chair Responsibilities**

In addition to setting the agenda and chairing committee meetings, the Committee Chair will develop specific recommendations to the Board Chair relative to performance assessment of the President and compensation, in consultation with other committee members. The Board Chair may consult with other members of the Board concerning performance assessment and compensation of the President.