

BOARD OF TRUSTEES OF EASTERN OREGON UNIVERSITY

RESOLUTION NO. 16-02

_____, 2016

Resolution on the Responsibilities of Individual Trustees

Background

As the governing body of Eastern Oregon University, the Board of Trustees has ultimate responsibility for the success of the university. The board is accountable to a wide number of constituents for that success, including present and future students, university employees, the eastern Oregon region, the legislature and the governor.

Consisting of 14 volunteers having widely varying backgrounds (plus the University President, serving *ex officio*), the Board of Trustees makes its decisions collectively. To be effective, each Trustee must be able to bring his or her unique perspective to questions before the board, while also working effectively as part of a team. This requires each Trustee to be prepared for meetings, and to be effective at analyzing issues, expressing his or her views, reaching agreement as a team, and advocating for decisions made.

Board service is subject to a variety of laws, such as the Oregon Government Ethics law, as well as widely-accepted standards of performance for appointees to boards of non-profit and government entities.

Now, therefore, each Trustee for himself or herself and for future Trustees, pledges to fulfill the duties set forth herein:

Action

- 1. Evaluation.** Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified herein, and each Trustee agrees to participate in self-evaluations and evaluations of Board performance.
- 2. Fiduciary Duties.** Each Trustee acknowledges that he or she has fiduciary duties to the university and its beneficiaries, including the following.
 - a. Duty of Care.** Each Trustee must act in good faith, using a degree of diligence, care, and skill that a prudent person would use under similar circumstances. Each Trustee must act in a manner that he or she reasonably believes to be in the university's and state's best interests. Each Trustee generally may (and should) rely on information presented by officers and administrators, experts, and board committees.

- b. Duty of Loyalty.** Each Trustee must be motivated by honesty and faithfulness to the institution and not self-interest. Each Trustee must be loyal to the university, considering both financial interests held by a Trustee and governance or leadership positions a Trustee has with other organizations. Each Trustee must maintain independence from stakeholders external to the Board in the conduct of all Trustee responsibilities. The faculty, non-faculty, and student Trustees are chosen from among the faculty, non-faculty staff, and student body respectively but do not represent those groups and acknowledge that organizations exist to represent each group.
 - c. Duty of Obedience.** Each Trustee must ensure that the university operates in furtherance of its stated purpose, ensure compliance, and ensure effective internal controls.
- 3. Service.** Each Trustee must: make service to the university through Board activities a high personal priority; participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the university between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material and keeping informed about the university and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use his or her own judgment in voting, versus following the lead of others.
- 4. Respect.** Each Trustee acknowledges that (except when the Board specifically votes otherwise), only the Board Chair and the President speak for the university. When other Trustees make public statements about university matters, the Trustees must be careful to identify that they do not speak on behalf of the university. Each Trustee should support the President of the university in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee. Each Trustee should: distinguish, in his or her role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board—even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair; refrain from directing the President or staff; and accept that the President reports to the Board as a whole.
- 5. Personal Behavior.** Each Trustee must avoid conflicts of interest or the appearance thereof, in accordance with the Board's policies on conflict of interest, and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the university. A Trustee may not use his or her position of authority to obtain, whether directly or indirectly, a benefit for him or herself or for

another organization in which the Trustee has an interest. Each Trustee must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution, and must avoid requesting special considerations or favors.

6. This resolution is effective _____, 2016.

Approved by the Board of Trustees _____, 2016.