



Board of Trustees

**Charter of the Governance Committee
of the Board of Trustees of Eastern Oregon University**

[DRAFT approved by Governance Committee on August 5, 2015, for Recommendation to the Board]

Introduction

The Governance Committee (committee) is a standing committee of the Board of Trustees of Eastern Oregon University (board). This charter broadly defines the committee's roles and responsibilities.

Membership

The committee is composed of five members. At the board's second regular meeting of each odd-numbered calendar year, or such other time as determined by the board, the board chair shall appoint the chairperson and other members of the committee. The University President and Board Chair shall not be appointed to the committee.

Specific Duties

The Governance Committee shall consider matters pertaining to the hiring, employment, evaluation, and removal of the President of the University. The Governance Committee is not the hiring committee described in ORS 352.096(3), although its members may serve on that committee.

The Governance Committee shall consider matters pertaining to maintaining effective trusteeship, which may include, without limitation, board composition and diversity; succession planning; board member recruitment; making recommendations for appointment, reappointment and removal of Board members; orientation of new board members; board training; the development of board culture, rituals and traditions; researching and recommending board best practices; ethics compliance; board performance; board self-evaluation; the agenda for the board retreat; amendments to the board's bylaws and statements; and adoption of new board statements.

The Governance Committee may consider matters pertaining to litigation, legal services, and compliance, including reports on litigation from the General Counsel, board statements or policies to be considered by the Board, and, to the extent not addressed by the Finance & Administration Committee, issues of risk management and legal services.

The Governance Committee may consider matters pertaining to advocacy and advancement, including strategies for University personnel to deploy in order to enhance the University's profile with external audiences, decision-makers, and government officials.

Meetings

Frequency of the meetings will vary, as deemed necessary by the committee chair. Meetings may be conducted by phone or other remote means.

Annual Review of Activities

The committee shall review this charter at least annually, and shall recommend to the board any proposed changes the committee deems necessary.

Staff Support

Staff support for the committee shall be provided by the University General Counsel / Board Secretary and the Vice President for University Advancement.