Virtual OHSU Public Board of Directors
Governance Committee Meeting

AUGUST 26, 2026
9 – 10:30 a.m.

Agenda

YouTube livestream
Dial-in Only Public BOD
Join by phone
+1-503-388-9555
Access code: 286 590 26465

1. Review and Discuss Director Expectations and Standards of Conduct

August 21st, 2026

To: Members of the Governance Committee

From: Sue Steward, Chair, Governance Committee

Re: Upcoming Governance Committee Meeting: Director Expectations and Standards of Conduct

Committee Members,

At our upcoming Governance Committee meeting, we will begin an important discussion regarding the establishment of a formal Board policy on **Director Expectations and Standards of Conduct** for recommendation to the full Board.

As background for our discussion, I have included the document titled **Board Governance Principles, Director Expectations and Standards of Conduct**. This document has served as a useful reference and includes both governance principles and expectations regarding Board member conduct. While those topics are closely related, I believe it to be beneficial to separate these concepts into distinct separate documents.

Our primary objective during next week's meeting will be to develop a standalone policy that clearly articulates the standards of conduct, expectations, and responsibilities that we believe should guide Board members in carrying out their fiduciary and governance duties. Specifically, we will consider expectations related to:

- Board member accountability and professionalism;
- Attendance, preparation, and engagement;
- Ethical conduct and fiduciary responsibilities;
- Confidentiality and conflicts of interest;
- Respectful and constructive participation in Board deliberations;
- Support for Board decisions and organizational mission; and
- Other standards that promote effective governance and Board effectiveness.

The attached reference document should be reviewed in advance of the meeting, with particular attention to the sections addressing Director Expectations and Standards of Conduct. We will use those provisions as a starting point for discussion while considering whether revisions, additions, or clarifications are warranted.

You will note that the existing document also contains broader Governance Principles. At this stage, our work will focus exclusively on expectations and standards of conduct for Board members. The committee's intention is to develop a standalone document outlining expectations and standards for Directors that can be recommended for adoption by the full Board.

The remaining Governance Principles will be revisited at a future meeting as part of a broader review of the Board's governance framework. At that time, we anticipate considering how those principles align with and support our committee charter structure and other Board governance documents.

I encourage each of you to review the attached materials thoughtfully and come prepared to identify the principles, behaviors, and expectations that you believe are essential to effective Board service. Our goal is to produce a clear, practical, and enduring policy that reinforces the values and standards we expect of ourselves as Board members and that supports strong governance across the organization.

Thank you for your preparation and engagement. I look forward to a productive discussion.

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 appropriate, 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.