Virtual OHSU Public Board of Directors
Governance Committee Meeting

Agenda

September 18th, 2026
2:30 pm – 3:30pm

YouTube: https://www.youtube.com/live/nPb_Fs3P_Z8

1. Review and Discuss Director Expectations and Standards of Conduct – *possible vote*

To: Governance Committee

Date: September 11th, 2026

From: Connie Seeley, Secretary to the Board

Purpose and Background

Attached for Governance Committee review is a revised draft Board Governance Policy addressing director responsibilities and standards of conduct. The policy draft reorganizes and updates the Board Governance Principles and Guidelines adopted in 2015 and incorporates the direction provided during the August 26, 2026 Governance Committee discussion. The Committee's discussion emphasized development of a formal policy, clearer director accountability and professionalism, and organization of the material around the duties and expectations that apply to individual directors. Also included, is a slightly different version that is not in policy form but rather drafted as a governance principles. The following addresses the Policy draft.

Major Changes Reflected in the Policy Draft

- **Policy structure:** Recasts the 2015 guidance as a Board policy focused on director responsibilities and standards of conduct, while leaving detailed committee governance, presidential evaluation, and succession processes to the bylaws, committee charters, or other Board-approved governance documents.
- **Director appointment and qualifications:** Preserves the statutory appointment framework and clarifies OHSU's role in identifying and recommending qualified candidates while recognizing the Governor's ultimate appointment authority.
- **Director expectations:** Consolidates expectations for accountability, professionalism, attendance, preparation, engagement, orientation, continuing education, confidentiality, communications, and appropriate governance-management boundaries.

- **Fiduciary duties:** Organizes key director responsibilities under the Duty of Care, Duty of Obedience, and Duty of Loyalty. Attendance, preparation, agendas, orientation, and informed participation are treated principally as Duty of Care responsibilities; conflicts and material changes in a director's circumstances are addressed principally through Duty of Loyalty and accountability.
- **Conduct concerns and corrective action:** Adds a graduated process for addressing a director who is not meeting expectations: direct discussion by the Board Chair, an opportunity to respond and correct conduct when appropriate, further review for serious or recurring concerns, and formal fact-finding or investigation when warranted.
- **Governor referral and removal:** Clarifies that the Board does not itself remove a Governor-appointed director. The draft establishes an internal process for fair review and possible referral to the Governor, while preserving the Governor's statutory authority and required process.
- **Board action and review:** Clarifies collective Board authority, defers quorum and voting thresholds to applicable law and bylaws, and retains annual Board evaluation and periodic policy review.

BOARD OF DIRECTORS

Governance Policy: Director Responsibilities and Standards of Conduct

DRAFT FOR GOVERNANCE COMMITTEE REVIEW

Policy Owner	Board of Directors / Governance Committee
Applies To	Members of the OHSU Board of Directors
Status	Draft – incorporates 2015 Governance Principles and August 26, 2026 Governance Committee direction
Review	Periodic review by the Governance Committee with assistance of the Board Secretary

1. Purpose and Policy Statement

The Board adopts this policy to promote effective governance, transparency, accountability, professionalism, and public trust in the governance of Oregon Health & Science University (OHSU). It establishes the responsibilities and standards of conduct expected of each director and provides a framework for addressing circumstances in which a director may not be meeting those expectations.

Directors shall exercise independent judgment and act in what they reasonably believe to be the best interests of OHSU and in furtherance of OHSU's public missions. Board service carries individual fiduciary responsibilities as well as a collective responsibility to support an informed, effective, respectful, and accountable governing body.

2. Nomination and Appointment of Directors

Statutory framework. Except for the OHSU President, directors are appointed by the Governor of Oregon and confirmed by the Oregon Senate in the manner prescribed by law. The Board may identify, recruit, and submit qualified candidates for the Governor's consideration, while recognizing that appointment authority ultimately rests with the Governor.

Qualifications and composition. In identifying potential candidates to recommend, the Board should consider the statutory qualifications and the needs of the Board as a whole, including:

- Experience serving on boards or in other significant governance or leadership roles.
- Knowledge of OHSU and/or health care, education, research, public service, or other fields relevant to OHSU's missions.
- The contribution a candidate would make to the diversity of the Board.
- Skills, perspectives, experience, and resources that would strengthen the Board and the institution.

Changes in circumstances. A director who experiences a material change in personal or professional circumstances that may affect the director's ability to serve effectively, create a conflict, or otherwise affect fulfillment of Board responsibilities shall promptly discuss the circumstances with the Board Chair. Such a change does not necessarily require resignation; it requires candid consideration of whether the director can continue to fulfill the responsibilities of Board service.

3. Expectations of Directors

Each director is expected to demonstrate accountability, professionalism, preparation, engagement, sound judgment, and respect for the distinct roles of governance and management. Directors are expected to:

- Attend Board meetings and meetings of committees on which they serve and devote the time necessary to discharge their responsibilities.
- Prepare for meetings by reviewing materials in advance and seeking additional information when reasonably necessary to make informed decisions.
- Participate actively, thoughtfully, constructively, and respectfully in deliberations, including asking appropriate questions and exercising independent judgment.
- Act in the best interests of OHSU and in furtherance of its missions rather than in the interests of any individual constituency.
- Participate in required orientation and remain sufficiently informed about OHSU's missions, programs, strategic plans, finances, risk management, organizational and legal structure, leadership, and Code of Conduct.
- Comply with all laws, regulations, and ethical obligations applicable to Oregon public officials, including the Oregon Government Ethics Law (ORS Chapter 244), and complete any required ethics-related filings.
- Participate in continuing education appropriate to Board service and the director's committee assignments.
- Maintain appropriate confidentiality and exercise discretion in receiving, handling, and communicating sensitive information.
- Maintain appropriate boundaries between Board governance and management and avoid conduct that disrupts management reporting relationships or institutional operations.
- Participate in Board evaluation and other efforts to strengthen Board effectiveness.
- Fulfill the Board's responsibilities for evaluation of the President and succession planning, with the process for those responsibilities addressed in other governing documents.

Virtual participation. When participating remotely, directors should use reasonable measures to protect confidentiality, particularly for executive sessions or other nonpublic matters, and should follow Board meeting protocols for effective participation.

Board communications and access. Executive management generally speaks for OHSU. Directors may communicate with OHSU constituencies and have appropriate access to executive management and employees, but should exercise sound judgment, respect management responsibilities, and use appropriate channels. Sensitive concerns—including matters in which ordinary management notification could be inappropriate—should be handled through the Board Chair, Board Secretary, General Counsel, Integrity Office, or other applicable reporting process.

4. Duty of Care

Directors shall discharge their responsibilities with appropriate care, diligence, attention, and informed judgment. The duty of care requires directors to make reasonable efforts to understand matters before the Board and to participate meaningfully in Board decision-making.

The duty of care includes:

- Regular attendance and engaged participation in Board and assigned committee meetings.
- Timely review of agendas, written materials, data, and other information relevant to matters under consideration.
- Seeking clarification, additional information, or expert advice when reasonably necessary.
- Considering material risks, alternatives, and reasonably available information before acting.
- Participating in orientation and continuing education necessary to remain informed and effective.
- Exercising independent judgment while appropriately relying on OHSU leaders, employees, auditors, counsel, and other advisors.

Board and meeting materials should, to the extent reasonably feasible, be distributed sufficiently in advance to permit meaningful review. Meeting scheduling should also be managed with reasonable predictability to support director attendance and preparation.

5. Duty of Obedience

Directors shall act consistently with OHSU's missions and governing framework and shall comply with applicable law, Board bylaws, Board resolutions, committee charters, the Code of Conduct, and other applicable Board and institutional policies.

Directors shall respect the authority assigned to the Board collectively, to Board officers and committees, and to executive management. An individual director does not have authority to act for or bind the Board or OHSU unless that authority has been expressly delegated.

Directors shall support lawful Board decisions once made while retaining the right and responsibility to exercise independent judgment during deliberation and to ensure that concerns are appropriately raised and recorded through established governance processes.

6. Duty of Loyalty

Directors shall act in the best interests of OHSU and shall place those interests above personal, professional, financial, political, or other interests that conflict with their Board responsibilities.

The duty of loyalty includes:

- Promptly disclosing actual, potential, or perceived conflicts of interest and following applicable recusal or conflict-management requirements.
- Protecting confidential and privileged information obtained through Board service and using appropriate discretion with sensitive information.
- Not using Board information, position, access, or influence for personal benefit or for the improper benefit of another person or organization.
- Bringing material changes in personal or professional circumstances that could affect Board service to the attention of the Board Chair.
- Acting with integrity, candor, and accountability in interactions with fellow directors, OHSU leadership, employees, and stakeholders.

7. Director Conduct Concerns: Reporting, Review and Corrective Action

A concern that a director is not meeting the responsibilities or standards in this policy should be addressed in a manner proportionate to the nature, seriousness, and persistence of the conduct. The objective is to provide clear expectations, an opportunity for correction when appropriate, and a fair process for more serious concerns.

Examples of conduct warranting review may include:

- Repeated failure to attend, prepare for, or meaningfully participate in Board or assigned committee meetings.
- A serious or repeated breach of fiduciary duty, confidentiality, conflict-of-interest requirements, or applicable law or governing policy.
- Dishonesty, misuse of Board authority or position, or conduct that materially undermines the Board's ability to function effectively.
- Serious unprofessional conduct toward directors, OHSU leaders, employees, patients, students, or other stakeholders.
- A material change in circumstances that substantially impairs the director's ability to fulfill Board responsibilities and is not appropriately addressed.

Initial response. Ordinarily, the Board Chair should address the concern directly with the director, explain the conduct or performance concern and its impact, clarify the applicable expectation, and provide a reasonable opportunity for the director to respond and, when appropriate, correct the issue.

Further review. If the concern is serious, disputed, recurring, or not resolved through direct discussion, the Board Chair may seek assistance from the Board Secretary, General Counsel, the Governance Committee, the President, or another appropriate person. The President's participation in review of another director should occur at the request of the Board Chair. Any review should be appropriately documented, should protect confidentiality to the extent practicable and lawful, and should address actual or potential conflicts in the review process.

The Board Chair may determine that a formal fact-finding or investigation is warranted. The scope, investigator, timing, confidentiality, and reporting of any investigation should be determined based on the nature of the concern and applicable law and policy. Nothing in this policy displaces mandatory reporting obligations or established OHSU processes that apply to particular allegations.

8. Referral to the Governor and Removal Process

Authority. Under Oregon law, the Governor may remove an appointed OHSU Board member for cause after notice and a public hearing, subject to statutory limitations. The Board itself does not remove a Governor-appointed director.

9. Board Action, Accountability and Review

Collective action. The Board acts collectively through duly convened meetings and other methods authorized by law and the bylaws. Individual directors do not speak or act for the Board unless authorized to do so.

Voting and quorum. Quorum and voting requirements are governed by applicable Oregon law and the OHSU Board bylaws. This policy does not alter those requirements. Any Board action relating to a director conduct concern shall be taken only to the extent authorized by law and the bylaws and shall account for applicable conflict-of-interest and recusal requirements.

Board evaluation. At least annually, the Board should evaluate its performance, adherence to these responsibilities and standards, and opportunities to improve Board effectiveness.

Periodic policy review. The Governance Committee, with assistance from the Board Secretary and appropriate legal counsel, shall periodically review this policy and recommend revisions to the Board as appropriate.

Relationship to President evaluation and succession. The Board retains responsibility for evaluation of the President and succession planning. Detailed processes for carrying out those responsibilities should be established in other Board-approved governance documents.

Board Governance Principles, Director Expectations and Standards of Conduct

Proposed Revised Governance Principles (2026)

1. Director Qualifications

Statutory Requirements

Oregon Revised Statutes Chapter 353 establishes the size, composition, terms, and qualifications of members of the Board of Directors of Oregon Health & Science University. Except for the OHSU President, who serves pursuant to Board appointment, directors are appointed by the Governor of the State of Oregon and confirmed by the Oregon Senate.

Desired Qualifications

In addition to statutory requirements, the Board values individuals who bring:

1. Experience serving on governing boards or leadership bodies;
2. Knowledge of health care, higher education, biomedical research, public service, innovation, finance, governance, or other relevant fields;
3. Perspectives that enhance the diversity of expertise, backgrounds, experiences, and viewpoints represented on the Board;
4. Skills and insights that strengthen the Board's capacity for strategic oversight and stewardship; and
5. A demonstrated commitment to integrity, public accountability, and mission-driven leadership.

Changes in Circumstances

A director experiencing a significant change in personal, professional, or other circumstances that could affect the individual's ability to serve effectively should discuss the matter with the Board Chair. Such changes do not automatically require resignation; however, the Board Chair and affected director should engage in an open discussion regarding the director's continued service.

2. Director Responsibilities

Fiduciary Responsibilities

Directors shall act in good faith and in the best interests of OHSU and its public mission. Directors are expected to fulfill their fiduciary duties of care, loyalty, and obedience to mission.

In carrying out these responsibilities, directors shall:

- Exercise independent judgment;
- Place the interests of the institution above personal or external interests;
- Support effective governance and informed decision-making;

- Promote accountability, transparency, and public trust; and
- Focus on advancing OHSU's missions of education, research, health care, and community service.

Directors are entitled to rely upon information, reports, and advice provided by executive leadership, legal counsel, auditors, advisors, and other individuals reasonably believed to be competent and reliable.

Engagement and Preparation

Directors are expected to actively participate in Board meetings and governance activities and devote sufficient time to prepare for and discharge their responsibilities.

Directors should:

- Review meeting materials in advance;
- Attend meetings regularly;
- Engage thoughtfully and constructively in discussions;
- Ask questions necessary to fulfill their oversight responsibilities; and
- Participate in strategic planning, educational sessions, and governance development activities as appropriate.

Strategic Oversight

The Board's primary role is governance and oversight rather than operational management.

Directors are responsible for overseeing:

- Institutional strategy;
- Financial sustainability;
- Enterprise risk management;
- Quality and safety;
- Compliance and ethics;
- Executive performance;
- Organizational culture; and
- Achievement of institutional mission and strategic objectives.

Directors should avoid involvement in day-to-day operational management except where required by law, Board policy, or extraordinary circumstances.

Board Communication and Representation

The Board acts collectively and speaks through its authorized processes and designated spokespersons.

Individual directors:

- Should not represent personal views as official Board positions;
- Should respect the distinction between governance and management responsibilities;
- Should avoid directing employees outside established governance channels; and
- Should support Board decisions once made while continuing to exercise independent judgment during deliberations.

Director Orientation and Continuing Education

All new directors shall participate in a comprehensive orientation program.

The program should familiarize directors with:

- OHSU's mission and strategic priorities;
- Organizational structure;
- Financial operations;
- Legal and regulatory responsibilities;
- Risk management framework;
- Compliance and ethics programs; and
- Governance responsibilities.

Directors are encouraged to pursue continuing education to remain current regarding governance, higher education, health care, research, compliance, finance, and other matters relevant to Board service.

Board Culture and Professional Conduct

Directors are expected to promote a culture of professionalism, respect, inclusion, collaboration, transparency, and constructive inquiry. Harassment, discrimination, retaliation, or conduct inconsistent with institutional values is unacceptable.

Directors shall:

- Treat others with dignity and respect;
- Encourage consideration of diverse viewpoints;
- Engage in thoughtful and civil discourse;
- Foster a culture of accountability and continuous improvement; and
- Conduct themselves in a manner consistent with OHSU's values and Code of Conduct.
- As public officials under Oregon State Law, comply with applicable provisions of the Oregon Ethics Law, ORS Chapter 244.

Board Effectiveness and Continuous Improvement

At least annually, the Board shall evaluate its effectiveness in fulfilling its governance responsibilities.

The assessment may consider:

- Strategic oversight effectiveness;
- Board composition and capabilities;
- Director engagement and participation;
- Risk oversight effectiveness;
- Governance processes;
- Board culture;
- Decision-making effectiveness; and
- Alignment with institutional mission and values.

The Board shall use assessment results to support continuous improvement.

3. Ethics, Independence, and Confidentiality

Conflicts of Interest

Directors shall promptly disclose actual, potential, or perceived conflicts of interest.

Directors must:

- Comply with applicable laws, regulations, and institutional policies;
- Recuse themselves from matters where appropriate;
- Avoid situations that may compromise independent judgment; and
- Act in a manner that protects public confidence in Board decisions.

Independence of Judgment

Directors are expected to exercise independent judgment in all Board deliberations and decisions.

Directors shall not permit personal, political, professional, financial, or other external interests to improperly influence Board actions.

Confidentiality and Information Stewardship

Directors shall protect confidential, sensitive, privileged, and proprietary information obtained through Board service.

Such information shall be used solely for governance purposes and handled in accordance with applicable law and institutional policy.

4. Director Access to Information and Executive Leadership

Access to Information

Directors shall have reasonable access to executive leadership and information necessary to fulfill their governance responsibilities.

Requests for information should generally be coordinated through the President, Board Secretary, General Counsel, or other designated leaders to ensure efficiency and minimize operational disruption.

Relationships with Employees

Directors should exercise good judgment in interactions with employees and avoid actions that interfere with organizational reporting relationships or operational effectiveness.

Attendance of Executive Leadership

The President shall determine which members of executive leadership attend Board meetings to facilitate informed governance and effective decision-making.

The Board Chair may request attendance by additional leaders when appropriate.

5. Evaluation of the President and Succession Planning

President Evaluation

The Board Chair, in consultation with all directors, shall conduct an annual evaluation of the President's performance and compensation.

The evaluation should consider:

- Achievement of strategic objectives;
- Mission advancement;
- Financial performance;
- Quality and safety outcomes;
- Culture and workforce engagement;
- Risk management and compliance; and
- Leadership effectiveness.

Succession Planning

The Board shall periodically review succession plans for the President and other key executive leaders.

Succession planning should promote:

- Leadership continuity;
- Organizational resilience;
- Talent development; and
- Long-term institutional success.

The Board should receive periodic reports regarding executive development and succession readiness.

6. Commitment to Mission, Public Trust and Stakeholder Stewardship

Directors serve as stewards of a public institution and shall act in a manner that promotes confidence among patients, students, employees, research participants, donors, governmental partners, and the broader community.

In fulfilling this responsibility, directors should:

- Advance OHSU's public mission;
- Consider the long-term interests of the institution;
- Promote ethical and responsible governance;
- Support transparency and accountability; and
- Foster public trust in the institution's leadership and governance.

7. Review of These Principles

The Board shall periodically review these Governance Principles, Director Expectations and Standards of Conduct and make modifications as appropriate to reflect evolving governance practices, legal requirements, institutional needs, and strategic priorities.

Summary of Major Changes from 2015 Version

- Eliminated the entire Board Committee governance section.
- Replaced committee-based references with Board accountability provisions.
- Added fiduciary duty standards.
- Added conflict-of-interest requirements.
- Added confidentiality requirements.
- Added board conduct and behavioral expectations.
- Added strategic oversight and enterprise risk oversight responsibilities.

- Strengthened governance-management boundaries.
- Modernized President evaluation and succession planning language.
- Expanded Board self-assessment and continuous improvement requirements.
- Added stakeholder stewardship and public trust expectations.