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1. **CALL TO ORDER/ROLL CALL/WELCOME**

President Henry Lorenzen called the special telephonic meeting of the Executive Committee of the Board of Higher Education to order at 9:32 a.m. Board Executive Committee members present included Directors Don Blair, Kirby Dyess (joined the call at 9:36 a.m.), Henry Lorenzen, Gretchen Schuette (joined the call at 9:38 a.m.), and Howard Sohn.

The following Chancellor’s Office staff were present: Chancellor George Pernsteiner, Ryan Hagemann, Jay Kenton, Ben Rawlins, and Marcia Stuart.

2. **ACTION ITEM**

a. **Internal Management Directive (IMD) for Appointment of Interim and Acting Presidents**

**BOARD DOCKET:**

Oregon Revised Statute 351.070(3)(a) states: "The [Oregon State] Board [of Higher Education] may, for each institution under its control...[a]ppoint and employ a president." Pursuant to this authority, the Board has adopted two internal management directives (IMD) to govern the appointment of interim presidents. Pursuant to the same statutory authority, the Board, at its January 2006 meeting, revised its IMD on the selection and appointment of institution presidents. In an effort to clarify steps of the interim president appointment process, ensure that the IMD may be used to appoint both interim and acting presidents, and to make the IMD parallel to the recently revised IMD on the appointment of permanent presidents, staff recommends the following changes to the interim president IMDs. For comparison, the current IMD and proposed changes are included in these docket materials.

**Staff Recommendation to the Committee:**

Staff recommended that the Committee rescind Oregon University System Internal Management Directive 1.141 and 1.142 and adopt the proposed IMD "Selection of an Interim or Acting President" as included in the following.
CURRENT IMDs

1.141 Selection of an Interim President

If a resignation, retirement, or other situation necessitates naming an interim president before a search can be conducted, the Board will authorize the Chancellor to conduct an assessment on its behalf.

(1) The Chancellor recommends an individual to serve as interim president of the institution.
(2) The Board chair names three Board members to assist the Chancellor in conducting an assessment of the strengths and weaknesses of the individual.
   (a) The Chancellor and Board members will agree on a recommendation to the Board.
   (b) The full Board will interview the candidate for interim president.
   (c) At the next regular meeting or at a special meeting, the Board will ratify the appointment of interim president. The Board will specify the anticipated length of time for the interim appointment and indicate when a search for a permanent president will begin.

1.142 Selection of an Interim President as President

When the Board must decide whether to conduct a national search or move an interim president to the permanent status, the procedures used in naming an interim president will be followed.

PROPOSED IMD

1.141 Selection of an Interim or Acting President

(1) When the office of university president becomes vacant prior to the appointment of a regular successor, the Chancellor shall, after consultation with Board leadership, campus leadership, and other constituencies as necessary, recommend the name of a candidate for interim president.
   (a) The Board President or designee shall interview the recommended candidate for interim president. The Board, in its discretion, may meet in executive session to discuss the recommended candidate’s strengths and weaknesses.
   (b) At its next regular meeting or at a special meeting, the Board may appoint the candidate as interim president. The interim president shall serve until the Board has appointed a permanent president or until the interim president has been relieved of the presidential duties and responsibilities. Throughout his/her term, the interim president shall serve at the pleasure of the Board.
(1) When an incumbent president is temporarily unable to discharge his/her duties or takes a leave for a period that, in the judgment of the Chancellor and the Board, warrants a temporary replacement, the Chancellor shall, after consultation with Board leadership, campus leadership, and other constituencies as necessary, recommend the name of a candidate for acting president.
(a) The Board President or designee shall interview the recommended candidate for acting president. The Board, in its discretion, may meet in executive session to discuss the recommended candidate's strengths and weaknesses.

(b) At its next regular meeting or at a special meeting, the Board may appoint the candidate as acting president. The acting president shall serve until the Board determines that the incumbent is able to resume his/her official duties or until the acting president has been relieved of the presidential duties and responsibilities. Throughout his/her term, the acting president shall serve at the pleasure of the Board.

COMMITTEE DISCUSSION AND ACTION:

President Lorenzen called on Chancellor Pernsteiner to present the action item. Chancellor Pernsteiner noted that the action was resulting from a request by President Martha Anne Dow concerning the state of her health and the impact it could have on the OIT campus. The current rules did not allow the appointment of an acting president prior to the time that the appointment would have expired. Therefore, staff is proposing a more streamlined rule for appointing an acting or interim president that would allow flexibility in situations where a president is expected to be absent for either a short or an extended period and to be able to make this appointment expeditiously.

President Lorenzen asked for clarification between “interim” and “acting.” Board Secretary Hagemann replied that an interim appointment would take place when a formal resignation or a retirement is enacted without sufficient time to conduct an appropriate search, as opposed to acting where it is anticipated that the incumbent president will return after a temporary leave for whatever reason makes the absence necessary.

Following discussion, it was recommended that IMD section 1.142 “when the Board must decide whether to conduct a national search or move an interim president to permanent status, the procedure used in naming an interim president will be followed” not be eliminated. Director Blair made the motion to replace IMD section 1.141 and retain section 1.142; Director Dyess seconded the motion. Board Secretary Hagemann led a roll call vote; those voting in favor included Directors Don Blair, Kirby Dyess, Henry Lorenzen, Gretchen Schuette, and Howard Sohn. Those voting in opposition or abstaining: none. The motion was adopted.

3. ADJOURNMENT

With no further business, President Lorenzen adjourned the meeting at 9:40 a.m.