



OREGON  
HEALTH & SCIENCE  
UNIVERSITY

# **OHSU Board of Directors Meeting**

**Part 2 of 2**

**April 24, 2014  
School of Nursing, 358/364  
1:30 pm – 3:30 pm**

# Future of Dentistry at OHSU

“Learn from yesterday

Live for today

Hope for tomorrow

The important thing is to not stop questioning”

*Albert*

*Einstein*



SCHOOL OF DENTISTRY  
Oregon Health & Science University

# Science will change dentistry

- New restorative/preventative procedures
- Regenerative materials/procedures
- Links between oral health/systemic disease
- Chairside diagnostics
- Genomics/personalized care



# Dental Patient

- Aging population with new expectations
- Younger population with disparate needs
- Increasing diversity of population
- Patients with more information
- Treated in integrated health care team



# Dentist of the Future

- Culturally competent
- Firm foundation in biomedical/clinical sciences
- Work in a more integrated health care team
- Technologically savvy
- Evaluate & integrate new procedures/materials
- Assess outcomes in own practice



# Role of the Dental School

- Assess the oral health needs of Oregonians
- Train excellent clinicians for today & tomorrow
- Help to create tomorrow
  - Leadership in changing the educational experience
  - Piloting new health care delivery systems
  - Research: basic, translational, clinical, outcomes
  - Workforce for all of Oregon



SCHOOL OF DENTISTRY  
*Oregon Health & Science University*

# The Role of the CLSB

- Interprofessional education and socialization
- Access to facilities and academic resources
- Potential for shared curriculum
- Leverage for changing SOD operations



# Current/planned changes

- Curricular changes
  - Curriculum assessment/Accreditation
  - New curriculum
- Grow the faculty we need
- Develop oral health research
- Earlier clinical experiences
- Develop a more patient centered care model
- Train primary care interprofessional providers
- Increase dramatically service learning
- Engage external/internal partners









**RESOLUTION 2014-04-03  
OREGON HEALTH & SCIENCE UNIVERSITY  
BOARD OF DIRECTORS**

**WHEREAS**, Board Chair and the Secretary have conducted a review of the OHSU Bylaws, the Charters of the various Committees of the Board of Directors and the Governance Principles and Guidelines applicable to the Board.

**WHEREAS**, the Board Chair and the Secretary obtain the advice and input of individual members of the Board and its Committees; and

**WHEREAS** based upon that review the Board wishes to adopt certain amendments to (i) the Governance Principles and Guidelines, and (ii) the Board Committee Charters.

**NOW, THEREFORE, BE IT RESOLVED:**

1. **Governance Principles and Guidelines.** The Board hereby approves the amendment to the Governance Principles and Guidelines as reflected on Exhibit A attached hereto, effective immediately.
2. **Human Resources Committee Charter.** The Board hereby approves the amendment to the Human Resources Committee Charter as reflected on Exhibit B attached hereto, effective immediately.
3. **Finance and Audit Committee Charter.** The Board hereby approves the amendment to the Finance and Audit Committee Charter as reflected on Exhibit C attached hereto, effective immediately.
4. **Governance Committee.** The Governance Committee charter is repealed.

This Resolution is adopted this 24th day of April, 2014.

Yeas            10

Nays            0

Signed by the Secretary of the Board on 4-24, 2014.

\_\_\_\_\_  
Connie Seeley  
Board Secretary



**Exhibit A to Resolution 2014-04-03  
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 chair of the Governance Committee 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 members of the Governance Committee.

**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. Members of the Governance Committee will assist the Board in conducting the assessment.

### **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 not inappropriate, 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.

**Exhibit B to Resolution 2014-04-03  
Oregon Health & Science University  
Board of Directors  
Human Resources Committee Charter**

**Board Chair's Authority and Role of the Committee**

The Chair of the Board of Directors has been delegated the responsibility for, and has authority to, take the following actions on behalf of the full Board:

1. To assess the performance of the OHSU President;
2. To periodically review the President's assessment of executive management's performance and compensation and the executive management structure; and
3. To approve the President's compensation plan, executive salary, incentive compensation plan and incentive compensation award.

The Human Resources Committee will:

4. Serve as advisors to the OHSU Board Chair on matters described above;
5. Ensure the development of a Presidential succession plan; and
6. Serve as advisors to the President on:
  - a. the development of succession plans for other OHSU executives as may be appropriate;
  - b. the salary structure and incentive compensation plan for the President's direct reports or other personnel designated by the President; and on
  - c. other human resources issues, including but not limited to workforce planning, employee engagement initiatives, labor relations strategies, the development of broader incentive compensation programs, and diversity initiatives.

Members of the Human Resources Committee will also serve as advisors to the OHSU Board Chair.

**Committee Membership**

The Human Resources Committee will consist of no fewer than three members. The Board Chair may serve as a member of the Committee in an *ex officio* capacity and the remainder shall be appointed and replaced by the Board and serve at the pleasure of the Board. The OHSU President shall not be a member of the Committee, but may attend committee meetings other than those involving the Committee's evaluation of the performance of the President or its determination of the compensation of the president. The Board will designate one of its members to serve as Chair of the Committee, but if the Committee Chair is not designated or he or she is absent or unable to serve, Committee members may designate an acting Chair by majority vote of the full Committee membership.

**Committee Meetings**

The Committee will meet at least once during each fiscal year and periodically as the Committee deems necessary to fulfill its responsibilities. The Committee will keep appropriate

records of its activities. No quorum is required or necessary for Committee business and none shall be constituted regardless of the number of Committee members in attendance.

### **Chair Responsibilities**

In addition to setting the agenda and chairing committee meetings, the Committee Chair will develop specific recommendations to the Board Chair relative to performance assessment and compensation, in consultation with other committee members. The Board Chair may consult with other members of the Board concerning performance assessment and compensation.



**Exhibit C to Resolution 2014-04-03  
Oregon Health & Science University  
Board of Directors  
Finance & Audit Committee Charter**

**Committee Purposes**

1. The OHSU Board Finance & Audit Committee will serve as advisors to the OHSU President or the President's designee for matters related to long term financial plans and annual budgets, review of financial results and performance goals, identifying and managing financial risk, and strategic financial decisions in relation to the overall mission of the organization.
2. The Committee will also assist the President or the President's designee by reviewing and advising on the quality and integrity of accounting, auditing, financial reporting and internal controls, which include obtaining annually, from a qualified independent public accountant, adequate assurance that appropriate accounting standards have been followed and that financial reports comply with applicable laws and regulations.
3. The Committee is not authorized to make decisions for or recommendations to the Board of Directors but serves only in an advisory capacity to the President or the President's designee.

**Committee Membership**

The Finance & Audit Committee will consist of no fewer than three members who shall be appointed and replaced by the Board and serve at the pleasure of the Board. At least one member of the Finance & Audit Committee shall have experience in financial reporting or analysis, or the Finance & Audit Committee shall obtain the services of an individual who has such experience.

The Board will designate one of its members to serve as Chair of the Committee, but if the Committee Chair is not so designated or he or she is absent or unable to serve, the members of the Committee may designate an acting Chair by majority vote of the full Committee membership.

**Committee Meetings and Reports**

The Committee will meet at least four times per year. The Committee's performance will be evaluated at least annually. As a body that is exclusively advisory to a single individual, no quorum is required or necessary for Committee business and shall not be constituted regardless of the number of members in attendance.

**Budget and Finance Matters**

The Committee will provide advice and counsel to the President or the President's designee as follows:

- Review and comment on financial assumptions and proposals preliminary to OHSU's annual operating and capital budgets.
- Review and comment on long-term financial plans prepared in connection with the mission and strategic plans, financings, acquisitions, partnerships and other decisions that involve long-term financial planning.
- Review and comment on the organization's performance against annual budgets and long-term plans, through review of financial reports and forecasts.
- Review and comment on financial strategies of the university, including sensitive business, financial or commercial matters not customarily provided to competitors related to financings, mergers, acquisitions or joint ventures or related to the sale or other disposition of, or substantial change in use of, significant real estate or personal property, or related to health system strategies, investment policy and performance, and debt and debt risk management.
- Review and comment on the portfolio of financial institutions that provide banking and lending services to the university, including market conditions and terms.

### **Audit Matters**

The Committee will provide advice and counsel to the President or the President's designee on:

- The selection of an independent audit firm to provide annually a written opinion and other required communications on the consolidated financial statements of OHSU in accordance with auditing standards generally accepted in the United States of America.
- The independence of the audit firm from OHSU in both fact and appearance.
- The audit scope, engagement letter (which will include a designated member of the Committee as an addressee), and aggregate billings of the audit firm, including any non-audit services provided.
- The budget, structure, scope, findings and results of the university's internal audit program. The director of the internal audit program will meet with the committee twice annually.
- Issues concerning financial integrity and controls, fraud or misappropriation of resources, whether identified by management, internal audit, the independent audit firm or others, will be brought to the attention of the Committee and the full Board where appropriate.