

RESTATED
BYLAWS OF LEWIS AND CLARK COLLEGE

ARTICLE I
GENERAL DUTIES OF THE BOARD OF TRUSTEES

- A. The Board of Trustees (The "Board") of the College shall have and exercise all corporate powers prescribed by law and may perform all lawful functions prescribed by these Bylaws and by the Articles of Incorporation.
- B. The Board shall establish the general educational, financial, and operating policies of the College and shall develop the financial and community support necessary to carry out those policies.
- C. The principal responsibilities of the Board shall be to:
 - 1. Determine and review periodically the purpose, mission, and priorities of the College and its schools.
 - 2. Appoint, evaluate, and determine fair compensation for the President of the College.
 - 3. Ensure the educational quality of the institution and its academic programs.
 - 4. Review and approve the annual operating and capital budgets of the College.
 - 5. Establish policy guidelines for all endowment funds, for investments, for the acceptance of gifts and bequests, and for major fundraising campaigns, and to engage directly in fundraising and philanthropy.
 - 6. Ensure the College's fiscal integrity, preserve and protect its assets for posterity, and assure the College has appropriate fiscal policies.
 - 7. Authorize fees for tuition, room, and board.
 - 8. Authorize the purchase, management, and sale of land, buildings, and major equipment.
 - 9. Authorize the construction of new buildings and major renovations or demolitions of existing buildings.
 - 10. Ensure that College policies and processes are current and properly implemented.

ARTICLE II
COMPOSITION OF THE BOARD OF TRUSTEES

Section 1. Board Size

Excluding ex-officio members, the Board shall consist of not fewer than 18 nor more than 40 persons.

Section 2. Ex Officio Board Members

- A. The President of the College shall be an ex officio member of the Board with power to vote. The President may not vote on matters relating to presidential compensation, dismissal, review, or replacement and may not, unless requested by the Board to present his or her views, attend the portion of any Board meeting where any of these issues is discussed.

- B. The presidents of the College of Arts and Sciences, the Graduate School of Education and Counseling and the School of Law alumni associations shall be ex officio voting members of the Board during their respective service in those offices.

Section 3. Election and Removal of Other Board Members; Term Limits

The following rules apply to all Board members other than the ex officio Board members described in Section 2 above.

- A. Board members are limited to four full consecutive three-year terms on the Board. For Board members in office prior to 2016, this limit counts only full terms that began in 2016 or later. Board members who reach this limit may be reelected to the Board following a one-year absence. After a Board member is first elected they may be assigned by the Secretary to an initial term of less than three years to allow for balancing of trustee cohorts. An initial term of less than three years shall not count as a term when considering the four-term limit imposed by this section. No Board member shall be required to leave the Board before the end of their current term as a result of this provision. In special circumstances, upon the recommendation of the Chair and approval of the Governance Committee, the one-year gap in service requirement for a Trustee to leave the Board after four full three-year terms may be waived by the Board.
- B. Any vacancy on the Board may be filled by majority vote of the Board members in attendance at any duly called Board meeting.
- C. Board members elected at an Annual Meeting shall serve until the conclusion of the third Annual Meeting after their election unless they are elected to fill the remainder of an unexpired term or a shorter term is stated at the time of their election. Board members not elected at an Annual Meeting shall serve until the conclusion of the third Annual Meeting after their election unless a different term is stated at the time of the election. All Board members shall serve until the end of their term unless re-elected to another term, or until their written resignation is received by the Board Chair.
- D. Each year at the Annual Meeting of the Board of Trustees, the Governance Committee will present a slate of Board members the Committee recommends for re-election to a three-year term of service.
- E. Any Board member other than an ex officio Board member may be removed from office with or without cause by an affirmative vote of two-thirds of the Board members then in office.

Section 4. Faculty and Student Representatives to the Board

Up to two faculty members and up to two students from the College of Arts & Sciences, the Graduate School of Education and Counseling, and the School of Law, each, shall serve as advisory, non-voting representatives to the Board. Faculty and student representatives shall be elected by their respective constituencies to serve one-year terms. Faculty and Student representatives may designate substitutes to attend meetings of the Board on occasions when their schedules require, subject to providing the Secretary with prior notice regarding the substitution. Faculty and student representatives shall not be counted for purposes of establishing a quorum to do business. Faculty or student representatives may be removed with or without cause by a two-thirds

vote of the voting Board members then in office. If a faculty or student representative resigns, is removed or is otherwise unable to serve the constituency that elected or appointed them, then the relevant constituency may elect a replacement representative to serve out the remainder of the term.

ARTICLE III LIFE TRUSTEES

Section 1. Selection of Life Trustees

Upon recommendation of the Governance Committee, a Board member or former Board member may be elected by the Board as a Life Trustee. This position shall be reserved for individuals with records of particularly distinguished service as determined by the Governance Committee.

Section 2. Powers of Life Trustees

Life Trustees shall not have voting powers at Board meetings and shall not be counted as Board members for any purpose. Subject to the limitations in these Bylaws, Life Trustees shall be entitled to receive notices and minutes of all Board meetings and may be appointed as voting members of Standing Committees of the Board. Life Trustees shall have full rights of discussion at meetings of the Board.

ARTICLE IV OFFICERS OF THE BOARD AND COLLEGE

Section 1. Officer Positions

The officers of the Board shall be the Board Chair and the Vice Chair(s). The Officers of the College shall be the President; the Vice President, Secretary and General Counsel; the Vice President for Business and Finance/Treasurer; the Deans of the College of Arts and Sciences, the Graduate School of Education and Counseling, and the Law School; and such other Vice Presidents, Deans and officers as the President may appoint.

Section 2. Selection of the Board Chair and the Vice Chairs

- A. The Board Chair shall be elected by the Board from among its voting members for a term of three years. The Board Chair shall appoint no more than two Vice Chairs to serve at any one time. Each Vice Chair shall serve for a term of one year. If two Vice Chairs are appointed the Board Chair shall designate each appointment as either First or Second Vice Chair. Officers of the Board may be removed with or without cause by an affirmative vote of two-thirds of the Board members then in office.
- B. Unless a vacancy occurs at another time, elections of the Board Chair shall be held at the Annual Meeting of the Board. Board Officer terms shall normally begin upon adjournment of the Annual Meeting of the Board. A vacancy in any of the above offices may be filled at any Board meeting.
- C. The Governance Committee shall recommend one or more candidates for the position of Board Chair whenever an election is to be held.

Section 3. Presidential Selection; Removal by Board

The President shall be selected by the Board and shall hold office at the discretion of the Board. When a President is to be selected, the Board shall follow the procedures described in the Standing Rules of the Board then in effect. The President may be removed with or without cause by an affirmative vote of two-thirds of the Board members then in office and entitled to vote.

Section 4. Selection of Vice Presidents, Deans and Other Officers

All Vice Presidents, Deans and other officers shall be selected by the President and shall hold office at the discretion of the President.

ARTICLE V POWERS AND DUTIES OF OFFICERS

Section 1. Board Chair

The Board Chair: shall preside at all meetings of the Board; shall have the right to vote on all questions; shall, as provided in Article VIII below, appoint the chairs and other members to all Board committees; shall be an ex officio non-voting member of all Board committees unless the Board Chair specifically appoints him/her-self as a voting member of a Board committee; and shall have such other powers and duties as the Board may from time to time prescribe.

Section 2. Vice Chair

In the absence or disability of the Board Chair, the First Vice Chair shall perform the duties of the Board Chair, unless the First Vice Chair is not available, in which case the Second Vice Chair shall perform the duties of the Board Chair.

Section 3. President

- A. The President shall be the Chief Executive Officer of the College and the official advisor to and the executive agent of the Board and its Executive Committee. As academic and administrative head of the College, the President is responsible for the supervision and management of the institution and shall bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its responsibilities.
- B. The President shall be responsible for the prudent fiscal management of the College.
- C. The President shall have the power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee and shall be responsible for the successful implementation of the policies adopted by the Board.
- D. The President shall be an ex officio nonvoting member of all Board committees except a presidential selection, review, or compensation committee.

- E. The President shall have the power to make, and shall make, the final determination on matters of individual faculty tenure.
- F. The President shall have the power to appoint and evaluate the performance of all employees of the College, including all Vice Presidents and Deans.
- G. The President shall be responsible for determining the duties and authority of all College employees.
- H. The President shall appoint members of the administrative staff to assist each Standing Committee with the discharge of its functions.
- I. The President shall present a written report on the status of the College to the Board at the close of each fiscal year. The report should include discussion of the current status of the College, plans for the next year and challenges and opportunities facing the College in the future.

Section 4. Vice Presidents

Each Vice President shall have such powers and shall perform such duties as shall be assigned by the President.

Section 5. Vice President, Secretary, and General Counsel

The Vice President, Secretary, and General Counsel shall have custody of the seal of the College and shall attest to and affix the seal to such documents as are required in the business of the College. The Vice President, Secretary, and General Counsel shall give the required notice of all meetings of the Board and its Standing Committees and shall keep a record of the membership of all Board committees. The Vice President, Secretary, and General Counsel shall keep or cause to be kept a record of the minutes of all meetings of the Board and shall be responsible for collecting minutes from the meetings of all Board committees. The Vice President, Secretary, and General Counsel shall have responsibility for managing relations with the government and the community and shall provide legal support, advice and assistance to the President, Board of Trustees, executive officers, and various departments of the College.

Section 6. Vice President for Business and Finance/Treasurer

The Vice President for Business and Finance/Treasurer, under the direction of the President, and in accordance with policies established by the Board, its Committee on Finance and its Committee on Investments, shall be responsible for preparation and presentation of budgets and financial reports, and the management of the finances and investments of the College.

ARTICLE VI BOARD MEETINGS

Section 1. Regular and Special Board Meetings

- A. There shall be three regular Board meetings per year. The Annual Meeting of the Board shall be the last meeting of the academic year. The time, date, and place of regular Board meetings shall be set by the Board Chair.
- B. Special meetings may be held at the request of five Board members, the Chair, or the President. The person or persons requesting a special meeting shall inform the Secretary of the proposed agenda to be discussed or acted upon at the meeting for transmission to Board members pursuant to Section 3 of this Article.

Section 2. Who May Attend Board Meetings

Unless invited or permitted to do so by the Board Chair or by a majority vote of the Board members in attendance, no one other than Board members, Life Trustees, authorized faculty and student representatives, and those persons so designated by the Standing Rules of the Board may attend a Board meeting. Board members may attend a meeting of the Board or any committee telephonically or by any other means permitted under Oregon law.

Section 3. Notice of Board Meetings

- A. Written notice of all regular Board meetings and all special Board meetings shall be sent by or at the direction of the Secretary to each Board member at least 10 days before the date of the meeting. In the case of special meetings, the notice shall state the agenda proposed by those requesting the meeting. Action at special meetings shall be limited to the stated subjects, except as otherwise provided in these Bylaws. Notices of meetings may be by regular mail or email, as elected by each Board member. Board members shall keep the Secretary apprised of their preference for receipt of notices and of the current address for delivery.
- B. Meetings may be held without regular notice if each board member signs a statement waiving notice or if members attend the meeting without objection to lack of notice. In the event of a dispute concerning proper notice of a meeting, a majority of voting board members may sign a written or electronic statement waiving the legally required notice without objecting to the lack of such notice.

Section 4. Quorum of the Board

A quorum for the transaction of business shall be one-third of the members of the Board who are eligible to vote.

Section 5. Majority Vote of the Board

Except as otherwise provided by law, by these Bylaws, or by the Articles of Incorporation, a majority vote of Board members present at a duly called meeting at which a quorum is achieved shall be sufficient to take any action.

Section 6. Subjects That May Be Acted Upon at Board Meetings

Unless written notice specifically describing the subjects to be acted upon has been sent by the Secretary to each Board member at least 10 days before the date of a regular or special meeting, no actions of any type may be taken at any Board meeting with respect to the following subjects:

1. The selection or discharge of the President or any Acting President.
2. Involuntary removal of any Board member from any position.
3. Amendments to the Articles or Bylaws of the College or the Standing Rules of the Board.

Section 7. Executive Session

- A. At the direction of the Board Chair or by majority vote of the Board members in attendance, the Board may meet in Executive Session.
- B. Unless expressly invited by the Board Chair or by majority vote of the Board members in attendance, no person other than Board members eligible to vote may attend an Executive Session.
- C. Full minutes of discussions in Executive Session need not be kept, but the Board Chair shall assure that a record of all actions taken at an Executive Session is kept and is made a part of the minutes of the College. The Board Chair or the majority of the Board members in attendance may restrict access to the minutes or record of actions taken in Executive Session to the extent to which the Board Chair or the majority of the Board members in attendance believe it is in the College's best interest to do so.

Section 8. Board Action Without Formal Meeting

Any action permitted or required to be taken by the Board may be taken without a formal meeting, provided that a written consent setting forth the action so taken and signed by all Board members entitled to vote is filed with the minutes of the proceedings of the Board. A member's affirmative consent provided by electronic mail shall be considered a signed writing for this purpose.

ARTICLE VII THE BOARD EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the Board Chair, the Vice Chair(s), the President, the Chairs of the Board Standing Committees, and such other Trustees as may be appointed by the Board Chair. The Board Chair may appoint one or more Life Trustees as non-voting member(s) of the Executive Committee. The Board Chair shall be Chair of the Executive Committee.

Section 2. Meetings of the Executive Committee

Meetings of the Executive Committee may be called at any time by the Board Chair or the President. No notice of issues to be discussed or acted upon need be given in advance of an Executive Committee meeting. Where it is reasonably feasible to do so, members of the Executive Committee may participate in Executive Committee meetings by telephone conference call.

Section 3. Who May Attend Executive Committee Meetings

Only Executive Committee members and guests invited by the Board Chair or by a majority of the Executive Committee members in attendance may attend an Executive Committee meeting.

Section 4. Quorum of the Executive Committee

One-third of the voting members of the Executive Committee shall constitute a quorum for the transaction of business, provided at least three voting members of the committee are in attendance.

Section 5. Majority Vote of the Executive Committee

Except as otherwise provided by law, by these Bylaws, or by the Articles of Incorporation, a majority of Executive Committee members eligible to vote and present at a meeting shall be sufficient to take any action.

Section 6. Subjects That May Be Acted Upon by the Executive Committee Meetings Between meetings of the Board

The Executive Committee shall have general supervision of the administration and property of the College. Unless specifically empowered by the Board to do so, the Executive Committee may not:

1. Take any action inconsistent with a prior action of the Board.
2. Appoint or discharge the President, an Acting President, or any Board member to or from any position.
3. Materially amend the annual operating budget or the capital budget of the College.
4. Amend the Articles or Bylaws of the College or the Standing Rules of the Board.
5. Site permanent buildings.
6. Borrow money or encumber assets.
7. Sell a significant portion of the assets of the College.
8. Take any action that by resolution has been reserved for the full Board.

Section 7. Minutes of Executive Committee Meetings

Unless the Board Chair or a majority of the Executive Committee members directs to the contrary, the Board Chair shall cause the minutes of Executive Committee meetings to be distributed promptly to each member of the Board following each Executive Committee meeting. The Board Chair or a majority of the Executive Committee members in attendance may restrict non-Board member access to a part or all of such minutes to the extent to which the Board Chair or a majority of the Executive Committee members in attendance believes it is in the College's best interests to do so.

Section 8. Executive Committee Action Without Formal Meeting

Any action permitted or required to be taken by the Executive Committee may be taken without a formal meeting, provided a written consent setting forth the action so taken and signed by all Executive Committee members entitled to vote is filed with the minutes of the proceedings of the Executive Committee. A member's affirmative consent provided by electronic mail shall be considered a signed writing for this purpose.

ARTICLE VIII OTHER BOARD COMMITTEES

Section 1. Determination of Standing Committees

- A. There shall be the following Standing Committees of the Board: Academic Affairs, Campus Life, Audit, Compensation, Buildings and Grounds, Finance, Investments, Institutional Advancement, and Governance.
- B. The Board may at any time create additional Standing Committees or consolidate or discontinue any of its Standing Committees. The operation of any additional Standing Committees shall be governed by these Bylaws and by the Standing Rules of the Board then in effect.
- C. Unless the Board otherwise directs, the duties of any discontinued Standing Committee shall be performed by the Executive Committee.

Section 2. Powers and Duties of Standing Committees

- A. Each Standing Committee shall have a written statement of purpose and primary responsibilities approved by the Board. Except to the extent expressly delegated by the Board, no Standing Committee shall have the authority to bind the College or otherwise exercise decisional authority in any matter, such authority being reserved to the Executive Committee and full Board.
- B. All Standing Committees shall meet as necessary to perform their designated functions and shall cooperate with each other as appropriate.
- C. All Standing Committees shall keep minutes of their meetings and shall provide a copy promptly to the Secretary of the College after a meeting has been held.

- D. Subject to the limitations provided by these Bylaws or by the Standing Rules of the Board, each Standing Committee may conduct its affairs in the manner deemed most appropriate by that Committee.

Section 3. Composition of Standing Committees

- A. The Board Chair shall appoint Board members and may appoint himself/herself and Life Trustees as voting members of Standing Committees. The Board Chair shall appoint a Board member to chair each Standing Committee.
- B. Except as provided above, the Board Chair and the President shall be ex officio, non-voting members of all Standing Committees, but the President shall not serve when a Standing Committee is dealing with matters pertaining to presidential selection, evaluation, or compensation.
- C. The Board Chair, in consultation with the President, shall appoint faculty and student representatives to serve as non-voting members of each of the Standing Committees, except the Committees on Audit, Governance, Compensation and Investments. The Board Chair shall make such appointments from among the faculty and student representatives to the full Board. At the discretion of the Chair of the Board, other faculty members and students as well as alumni may be named as non-voting advisory members to a Board committee.
- D. Voting members and chairs or other officers of the Standing Committees and faculty and student members of those Committees shall be appointed for one-year terms at or following the Annual Meeting of the Board.

Section 4. Who May Attend Standing Committee Meetings

All members of a particular Standing Committee and, except as noted in Section 6 below, all other Board members shall be entitled to attend and speak at the meetings of a Standing Committee.

Section 5. Quorum of a Standing Committee

One-third of the voting members of a Standing Committee shall constitute a quorum, provided that at least three Trustees and/or Life Trustees who are voting members of the Committee are in attendance.

Section 6. Executive Session

- A. At the direction of the Standing Committee Chair or by a majority vote of the Standing Committee members in attendance, any Standing Committee may meet in Executive Session.
- B. Unless expressly invited by the Standing Committee Chair or a majority vote of the Standing Committee members in attendance, no one other than the Board Chair and voting Standing Committee members may attend an Executive Session of a Committee.

- C. The Standing Committee Chair shall assure that a record of the actions taken at the Executive Session is kept and provided to the Secretary of the College. To the extent the Board Chair believes it is in the College's best interests to do so, the Board Chair may deny access to Executive Session records to anyone other than Board members and voting Committee members.

Section 7. Determination of Ad Hoc Committees

- A. The Board or Board Chair may at any time create or discontinue one or more Ad Hoc Committees, including but not limited to a Presidential Search Committee. The President shall not be a member of a Presidential Search Committee.
- B. The operation of any Ad Hoc Committee shall be governed by the provisions of these Bylaws that apply to Standing Committees and by the Standing Rules of the Board then in effect.

ARTICLE IX CONFLICTS OF INTEREST

Section 1. Definition

A Board member or Board Committee member shall be considered to have a conflict of interest if: (1) such Board or Committee member has existing or potential financial or other interests which impair or might reasonably appear to impair such person's independent judgment in the discharge of his or her responsibilities to the College; or (2) such person is aware that a member of his or her family, or another organization in which such person is an officer or director or is otherwise involved, has such existing or potential conflict of interest.

Section 2. Disclosure

All Board or Committee members shall disclose to the Board or to the Committee any possible conflict of interest at the earliest practicable time and, if the matter is uncertain; may request the Board or Committee to resolve the questions by majority vote.

Section 3. Limitations on Voting

No Board or Committee member shall vote on any matter under consideration at a Board or Committee meeting in which such person has a conflict of interest. The minutes of such meetings shall reflect that a disclosure was made and that the person having a conflict of interest abstained from voting. A Board member recused due to a conflict of interest may be counted for determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite board action.

ARTICLE X
COLLEGE POLICY AGAINST DISCRIMINATION

In administering its affairs, the College shall not discriminate against any person on the basis of race, color, age, religion, marital status, veteran status, sex, sexual orientation, gender identity, gender expression, national origin, or physical handicap in its educational programs, activities, and employment policies and shall observe the letter and spirit of all equal opportunity and civil rights laws.

ARTICLE XI
REVIEW AND AMENDMENT OF BYLAWS
AND STANDING RULES OF THE BOARD

Section 1. Bylaws

Subject to the applicable notice requirements, these Bylaws may be changed or amended at any meeting of the Board by a two-thirds vote of the Board members present at a duly called meeting at which a quorum is achieved.

Section 2. Standing Rules of the Board

Subject to the applicable notice and quorum requirements, the Standing Rules of the Board may be changed or amended at any meeting of the Board by a majority vote of the Board members present at a duly called meeting at which a quorum is achieved.

Section 3. Periodic Review

From time to time as needed, the Executive Committee shall review the Bylaws and the Standing Rules of the Board and may suggest any necessary changes thereto.

ARTICLE XII
INDEMNIFICATION AND INSURANCE

Section 1. Indemnity

The College shall indemnify to the fullest extent permitted by the provisions of the Oregon Nonprofit Corporation Act any person who is or was made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise including an action, suit, or proceeding by or in the right of the corporation for judgments, fines, reasonable amounts paid in settlement, and reasonable costs of defense in connection with such actions by reason of the fact that the person is or was a member of the Board, officer, employee, or agent of the College or is or was serving at the request of the College in such a capacity in some other entity; provided, however, that:

- A. No such indemnity shall be granted to any person adjudged liable in a derivative action unless and to the extent the Court in which such action was brought determines that the person is fairly and reasonably entitled to indemnity under all of the circumstances or the amount to be paid is covered by insurance procured by the College.

- B. To the extent the indemnification is neither mandatory under the relevant law nor covered by insurance procured by the College, the classes of individuals entitled to indemnification shall be Board members, officers, employees, agents, or any subcategories thereof and the relationship of indemnification under this provision to other rights of indemnification including insurance shall be only as determined from time to time by Board resolution, and all issues of individual entitlement to the amount of indemnification under particular factual circumstances shall be determined in accordance with the provisions of ORS 65.404 or the comparable section of Oregon statutes in effect at the time of the demand.

Section 2. Advance of Defense Costs

When it appears to the College's satisfaction that a person is or will be entitled to indemnity under Section 1 above, the College shall advance or reimburse the reasonable out-of-pocket expenses of defense including attorney's fees actually and reasonably incurred by a person in defense of the action, suit, or proceeding, upon the person's compliance with the terms of ORS 65.397 or the comparable section of Oregon statutes in effect at the time of the demand; provided, however, that:

- A. This section shall not apply to the extent costs of defense are required to be advanced under the terms of any other indemnity agreement or right held by the individual which is not provided by or through the College including any insurance policy not procured by the College; and
- B. When the College is obligated to advance expenses of defense under this section, the College shall have the right to designate or approve counsel, major items of expense, and any proposed settlement in advance.

Section 3. Insurance

From time to time the College shall determine the scope of coverage and costs of insurance available to the College for the protection of the College and individual Board members, officers, employees, and agents by reason of the fact that the individuals hold or held those positions in the College, or in another entity at the request of the College, and shall determine what policy or policies of insurance, if any, shall be procured or maintained by the College with respect to such persons and claims.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the latest version of Roberts Rules of Order, Newly Revised.

The above Restated Bylaws were duly adopted and prior Bylaws revoked by vote of the Board of Trustees at a meeting regularly called and held on 21st day of May 2004.

Dated this 1st day of March 1994.
Amended this 21st day of November 1997.
Amended this 20th day of September 1998.
Amended this 17th day of May 2002.
Amended this 22nd day of November 2002.
Amended this 21st day of November 2003.
Restated this 21st day of May 2004.
Amended this 6th day of May 2005.
Amended this 5th Day of May 2007.
Amended this 16th day of October 2009.
Amended this 14th day of October 2011.
Amended this 9th day of May 2014.
Amended this 6th day of May 2016.
Amended this 10th day of May 2019.
Amended this 16th day of February 2023

Adopted by the Lewis & Clark Board of Trustees on February 16, 2023