



February 17, 2011

University Administration
Office of the CFO

Mail code: L-101
3181 S.W. Sam Jackson Park Rd.
Portland, OR 97239-3098
Tel: 503-494-8224
Fax: 503-494-8934

Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Re: File Number S7-45-10 (Proposed rule regarding municipal advisors)

Secretary Murphy:

I write on behalf of Oregon Health & Science University (OHSU) to comment on the Securities and Exchange Commission's proposed rule regarding registration of municipal advisors. We request that the Commission exempt from the registration requirement individuals serving as unpaid appointees on the boards of directors of public bodies, including boards of public corporations such as OHSU. The reasons for providing for this exemption are (i) the chilling effect that the rule will have on people's willingness to serve on the boards of public entities such as OHSU, and (ii) the transparency and accountability safeguards in place for board members functioning on boards such as the OHSU Board.

OHSU is a public corporation of the State of Oregon with statutory public missions, including education, research and patient care. The governance of OHSU is vested in its Board of Directors, with members (other than the OHSU President) appointed by the Governor of the State of Oregon and serving without compensation. OHSU Board members are community leaders who agree to serve OHSU, notwithstanding the considerable investment of time required in the board role and many competing calls on their availability. They bring expertise, community perspective, community connections and community resources to the institution.

The Commission's imposition of onerous registration requirements on these volunteers will deter talented individuals from serving on public boards, and thereby hamper OHSU's ability to secure the expertise it needs on its Board. The likely consequence of the proposed rule will be public boards such as OHSU's comprised of professionals who already register as municipal advisors in another capacity. Thus, counter to Oregon's tradition of public engagement and the Commission's objective of mitigating undue influence over public boards, industry professionals will oversee public entities, including public corporations.

The Commission's assertion that volunteer public board members are "not directly accountable" for their performance fails to recognize the mechanisms in place for accountability in the public sector, including recognition that public board members such as OHSU's (i) are subject to state ethics laws designed to eliminate conflicts of interest, (ii) may be removed from office by their appointing authority, and (iii) function in an environment subject to public records and public meetings laws.

In sum, we request that the Commission create an exemption to the proposed municipal advisor registration requirement for individuals serving as unpaid appointees on public boards, including boards of public corporations. Failure to do so will lead to a shortage of qualified individuals willing to serve on such public boards, including boards of public corporations such as OHSU, and ultimately result in such decision making becoming less transparent and less accountable.

Thank you for your consideration.

With regards,

Oregon Health & Science University

A handwritten signature in black ink, appearing to read "Lawrence J. Furnstahl", is written over the typed name and title.

Lawrence J. Furnstahl
Chief Financial Officer

cc: Oregon Congressional delegation
Oregon Senate President Peter Courtney
Oregon Co-Speaker Bruce Hanna
Oregon Co-Speaker Arnie Roblan