



## **Board of Trustees Retreat**

**Friday, October 21, 2016**

**8:00 a.m. – 5:00 p.m. (or until business concludes)**

**Callahan's Mountain Lodge, 7100 Old Highway 99 South, Ashland, Oregon**

### **MINUTES**

#### **Call to Order and Preliminary Business**

Chair Thorndike called the meeting to order at 8:30 a.m. He thanked the group for dedicating significant time over two days of meetings and welcomed everyone to the retreat.

The following trustees were present: Bill Thorndike, April Sevcik, Lyn Hennion, Jeremy Nootenboom, Danny Santos, Teresa Sayre, Linda Schott (ex officio), Judy Shih, Dennis Slattery, Joanna Steinman, Steve Vincent and Shea Washington. The following trustees were absent: Les AuCoin and Paul Nicholson.

Other meeting guests included: Dr. Ellen Chaffee, Association of Governing Boards of Universities and Colleges; Sabrina Prud'homme, Board Secretary; and Kathy Park, Executive Assistant.

#### **Public Comment**

There was no public comment.

#### **Retreat Overview**

The day's four major time blocks focused on the board's roles and responsibilities; the board-president relationship and strategic planning; the board's culture and shared governance; and developing action plans to follow up on the retreat discussions. Due to the non-linear nature of the trustees' discussions, the attached report serves as a record of the items discussed at the retreat.

Administrative Note: On November 11, 2016, Dr. Chaffee provided a summary of this retreat to and facilitated the discussion for Trustees AuCoin and Nicholson who were unable to attend the retreat. Chair Thorndike and President Schott participated in the presentation. Ms. Prud'homme also was present.

#### **Adjourn**

Chair Thorndike adjourned the meeting at approximately 4:45 p.m.

**Southern Oregon University**  
**Board of Trustees**  
**October 21, 2016**  
**Retreat Report**

**Summary and Observations**

Facilitator: Ellen Chaffee, Ph.D., Senior Fellow, Association of Governing Boards of Universities and Colleges

The SOU Board of Trustees is beginning its second year of operating as a free-standing governing board, following the decentralization of governance from the state level. Its first year was consumed with conducting a highly consultative and successful presidential search. The purposes of the retreat were to focus the board's attention on its roles and responsibilities, establish mutual expectations for the board's partnership with its new president, and identify ways of facilitating the board's work.

The retreat began with a presentation by Sabrina Prud'homme, board professional, reviewing the board's achievements to date and setting the stage for envisioning the next phase of board development.

The four major time blocks during the day focused on the board's roles and responsibilities, the board-president relationship and strategic planning, the board's culture and shared governance, and developing action plans to follow up on the retreat discussions. The agenda was designed to focus and facilitate discussion while relying on participants to use the slides, handouts, and their own perspectives to determine the specific content of discussion.

**ACTION PLANS**

By consensus, the group made these plans:

1. **Strategic Planning Process**. The president described her current thinking and work with Cabinet members and others to develop a process and timeline for the university's next strategic plan. She assured trustees that they will be kept apprised of the plans and asked to participate along the way, details not yet formulated. Trustees enjoy and appreciate discussing the strategic future of the university; the administration appreciates their interest and respects their authority. The process may take about a year because widespread involvement by campus, community, and other constituencies is essential and because understanding current and potential future conditions in the state and higher education generally is required for effective participation. The idea is to review the plan annually and potentially make revisions and additions based on substantive indicators of progress and goal achievement.
2. **Review of Board Structure and Schedules**. The Internal Governance Work Group (IGWG) (Trustees Shih, Steinman and AuCoin with the board secretary) will collaborate with the president and her team as well as Chair Thorndike and

Committee Chairs Sayre and Nicholson to discuss and bring recommendations to the board regarding the board's structure and schedules. Relevant topics raised at the retreat include committee structure, number of meetings, agenda structure, calendar of board agenda items, and trustees' access to major educational or strategic agenda topics (e.g., Title IX, budget pro forma) without requiring multiple presentations.

3. Board Policies: Integrating and Expanding. The president and her team, including the university's general counsel, will work with the IGWG to develop a proposed model for a policy manual for board operations that will help the board define its expectations and operations while (a) respecting uncertainties due to the HECC policy transition and (b) incorporating, revising or deleting appropriate existing board statements and policies. They will bring a proposed model and a proposed implementation plan/timeline to the January board meeting for discussion.
4. Internal Governance Working Group. Trustees Shih, Steinman and AuCoin will continue as a working group on governance, reporting to the Executive/Audit Committee on the items identified in their 10/20/16 report to the committee (such as board self-evaluation results, reconsideration of terms and term limits, a trustee characteristics matrix, orientation). The group also may carry forward the work identified in item #2 above.
5. Board Education and Upcoming Agenda Items. Trustees would like a process that ensures they are aware of both scheduled and projected agenda items, especially those that they may have proposed or that relate to upcoming major board discussions and decisions. Among the topics on which trustees would like to discuss are: student debt, strategic plan, alumni employment and graduate enrollment outcomes, campus safety protocols, legislative and advocacy priorities, emergency operations in the event of a data breach, enterprise risk management, funding formula, HECC role, diversity and inclusion, higher education trends, retention and academic support, and "quick, cheap, simple changes that could cut costs and increase quality."

## DISCUSSION ITEMS

Other notable discussion items included:

- The board is in the process of creating an important legacy of culture and operations for those who follow - members are open, cohesive, collaborative – solid foundation for a constructive board culture
- Desire to get to know trustees from other institutions in the region
- Request to keep information provided by staff at the "helicopter level"
- Trustees responding to constituents' comments/complaints by educating the person on the role of the board and perhaps referring them to the president or [board secretary], not by offering to take any kind of action on their behalf
- How to handle comments at public comment period on the board's agenda: discretion of the chair, but generally thanking commenters for their input and on to the next person or item

- Desire to develop confidence that trustees are aware of what they should be aware of – to ensure that they will not be blind-sided by things they should have known (trust and verify)
- Shared governance is important for good reasons; it is important for trustees to understand and respect that

## FACILITATOR OBSERVATIONS

The facilitator offered the following comments for consideration.

Overall impression. I have great confidence in this board and administration. There is ample evidence of competence, commitment, and collegueship on all fronts. The board's willingness to set aside time for its own housekeeping needs is commendable and likely will pay off significantly in board effectiveness and efficiency. The planned board self-evaluation survey provides another opportunity for introspection and board development. The survey is quite detailed, which can be helpful at this early stage of board development as long as it does not become overwhelming. It may be desirable to select a smaller number for the required annual review in the future. The open, respectful dialogue that invites all to participate and welcomes diverse views augurs well for good governance at SOU and a strong board-president partnership. Trustees should help bridge communication about the session with the two trustees whose health prohibited attendance.

Communication. Trustees want a more systematic approach to ensuring that they have the advance notice and information they need in order to fulfill their roles, and they prefer to have it done in a way that eliminates the need for duplicate presentations between committee and board meetings. Sometimes people speak of "board meetings" when they are actually referring to committee meetings. Becoming more precise with terminology could help everyone ensure awareness that not everyone is present at committee meetings so additional or different measures may be required to ensure that everyone knows what they need to know.

Preparation. Trustees who accept responsibility for faithfully reading messages, familiarizing themselves with board and appropriate university policies, and studying meeting materials in advance are in a better position to perform their roles, plan visits to committees on which they may not serve, and advise or provide guidance to staff on needed improvements.

Board staff personnel policy. Ensure that the board has an effective policy regarding hiring, evaluating, compensating, and releasing any personnel who report solely or partly to the board itself. This may be evident in existing human resources policies, but the board should be aware of their responsibility, if any, in these processes.

Constituency trustees. Faculty, staff, and student trustees have clear and appropriate understandings of their roles as trustees, not constituency representatives. Back on campus and in the community they may occasionally find themselves in awkward conversations. Sometimes it may be helpful and appropriate to explain the strategic,

policy, and fiduciary (aka “high level”) roles of the board and remind people of the internal policies and procedures available to them regarding their concerns. So long as trustees abide by applicable laws, all trustees should feel comfortable conferring with one another, including the chair and the president, as well as the board secretary or general counsel to raise issues or discuss appropriate strategies for dealing with various situations. In these situations however, care should be exercised not to circumvent the public meeting process if the needs presents to confer with multiple trustees on items which the board may deliberate and act on at some future date.

Education and engagement. Trustees’ eagerness for greater understanding of major issues and time for discussion is commendable. All too often, boards become bogged down in transactional decisions to the point that there is no time for strategic and transformational trustee engagement. Systematically addressing this matter through the planned follow-up activities will help prevent that here.

Multi-focal education. Trustee education and engagement should encompass diverse kinds of topics including university issues, effective governance, higher education trends, and state needs.

Board materials and Cabinet members/presenters. Those who address and inform trustees can provide significant service by such means as: (a) providing trustees with succinct, high-level advance information that explicitly ties the material to why trustees are receiving it (e.g., in preparation for an upcoming event or decision, as a strategic matter that trustees have said they want to understand better), (b) assuming trustees have read the advance information and providing only a 1-2 minute reminder of key contents, and (c) engaging trustees in discussion, for example by identifying one or more key questions board members may want to explore further.

The helicopter: governance versus management. The most common board error is micromanaging or “getting into the weeds.” Avoiding this error is the single most important way boards can ensure that they are adding value, making a difference in the life and future of the university. Trustees are not operational or tactical problem-solvers. People inside the institution have more expertise for that. Even in terms of the strategic plan, the primary role of trustees is not to chart the future, but to ensure that with the president’s leadership, the university has defined and gained broad acceptance of a credible, promising, realistic pathway to a desirable long-term future. For example, if increasing enrollment is a strategic concern, trustees do not decide whether one method is better than another; instead trustees should require the administration to provide credible plans and monitor progress. Asking good questions is among the most useful tools trustees have.

Date: January 20, 2017

Respectfully submitted by,

A handwritten signature in cursive script, appearing to read "Sabrina Prud'homme". The signature is written in black ink and is positioned above a horizontal line.

Sabrina Prud'homme  
University Board Secretary