



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

June 14, 2019

TO: Southern Oregon University Board of Trustees, Executive and Audit Committee

FROM: Sabrina Prud'homme, University Board Secretary

RE: Notice of Regular Meeting of the Executive and Audit Committee

The Executive and Audit Committee of the Southern Oregon University Board of Trustees will hold a regular meeting on the date and at the location set forth below.

The topics of the meeting will include an annual report from the internal auditor as well as discussion and action on the 2019-20 internal audit plan. Action items include amendments to the following governing documents: Resolution on the Responsibilities of Individual Trustees as well as Board Statements on the Performance of Official Business and on the Evaluation of the University President. There will be discussion and action on the university president's contract renewal. Trustees also will receive an update from the governance work group.

The meeting will occur as follows:

Friday, June 21, 2019
9:30 a.m. to 11:30 a.m. (or until business is concluded)
Hannon Library, DeBoer Room, 3rd Floor, Room #303
Visit governance.sou.edu for meeting materials.

The Hannon Library is located at 1290 Ashland Street, on the Ashland campus of Southern Oregon University. **If special accommodations are required or to sign-up in advance for public comment, please contact Kathy Park at (541) 552-8055 at least 72 hours in advance.**



Board of Trustees
Executive and Audit Committee Meeting
June 21, 2019

Call to Order / Roll / Declaration of a Quorum



**Board of Trustees
Executive and Audit Committee Meeting**

**Friday, June 21, 2019
9:30 a.m. – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library**

AGENDA

Persons wishing to participate during the public comment period may sign up at the meeting. Please note: times are approximate and items may be taken out of order.

- | | | | |
|---------|----------|--------------------------------------------------------------|-------------------------------------------------------|
| | 1 | Call to Order/Roll/Declaration of a Quorum | Chair Lyn Hennion |
| | 1.1 | Welcome and Opening Remarks | |
| | 1.2 | Roll and Declaration of a Quorum | Sabrina Prud'homme,
SOU, Board Secretary |
| | 1.3 | Agenda Review | Chair Hennion |
| | 2 | Public Comment | |
| 5 min. | 3 | Consent Agenda | |
| | 3.1 | Approval of March 22, 2019 Meeting Minutes | Chair Hennion |
| | 4 | Reports | |
| 15 min. | 4.1 | Internal Audit Annual Report | Ryan Schnobrich, SOU,
Internal Auditor |
| | 5 | Action, Information and Discussion Items | |
| 20 min. | 5.1 | 2019-20 Internal Audit Plan (Action) | Ryan Schnobrich |
| 25 min. | 5.2 | Amendments to Governing Documents (Action) | Chair Hennion; Jason
Catz, SOU, General
Counsel |
| | 5.2.1 | Resolution on the Responsibilities of
Individual Trustees | |
| | 5.2.2 | Board Statement on the Performance of
Official Business | |
| | 5.2.3 | Board Statement on Evaluation of the
University President | |

**Board of Trustees
Executive and Audit Committee Meeting**

**Friday, June 21, 2019
9:30 a.m. – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library**

AGENDA (Continued)

25 min.	5.3	University President's Contract Renewal (Action)	Chair Hennion
20 min.	5.4	Governance Work Group Update	Trustee Nicholson; Trustee Lightman
	5.5	Future Meetings	Chair Hennion
	6	Adjournment	Chair Hennion

Public Comment

Consent Agenda

**Board of Trustees
Executive and Audit Committee Meeting
Friday, March 22, 2019**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Committee Members:

Lyn Hennion	Present	Paul Nicholson	Present
Sheila Clough	Present	Danny Santos	Present
Megan Davis Lightman	Present	Bill Thorndike	Present

Chair Lyn Hennion called the meeting to order at 9:31 a.m. in the DeBoer Room of the Hannon Library. The secretary recorded the roll and a quorum was verified.

Other trustee in attendance: janelle wilson.

In addition to some of the members of President Schott's Cabinet and individuals on the agenda, other attendees included: Steve Larvick, Business Services; John Stevenson, Information Technology; and Kathy Park, Office of the Board Secretary.

Public Comment

There was no public comment.

Consent Agenda

Trustee Clough moved to approve the consent agenda, as presented. Trustee Lightman seconded the motion and it passed unanimously.

Reports

Internal Audit Report

Ryan Schnobrich said management has made progress prioritizing and responding to various management plans, but he does not expect that all work regarding the fiscal year 2017 investigation reports or the OUS audit follow up will be complete by June 30.

Mr. Schnobrich mentioned risk-related issues, including the Vice Presidents' annual risk assessment discussion and meeting with the new Contracts Administrative Officer/Risk Manager. He is preparing his fiscal year 2020 internal audit plan and will start working on his annual assessment reports of management's control environment and fraud risk management.

At this time Financial Aid consulting, Enrollment Services Center student record maintenance, and Business Services enterprise risk management consulting are being postponed for reconsideration in fiscal year 2020. He considers all other consulting completed for this fiscal year. In lieu of these topics, Business Services will provide information for some internal control assessments, such as purchase card administration and integrative payroll processes.

Mr. Schnobrich said he assessed, at President Schott's request, the Tuition Advisory

[Council] charter and minutes for compliance with House Bill 4141 and provided some feedback for her consideration.

Human Resources digitized its employee onboarding and some annual processes. This does not leave much to audit in regards to personnel file management, but Mr. Schnobrich reviewed the processes and was impressed.

Mr. Schnobrich mentioned that Kyle Peterson, a student employee, is assisting in the Internal Audit Office.

Mr. Schnobrich and Debbie Jones from Business Services cohosted a workshop for the Service Center, where they discussed ethical decision-making as it relates to use of resources, purchasing decisions, following policies and procedures, and management's control environment. He plans to adapt the training for management and present it around campus.

There have been no new allegations made since the committee's last meeting. Management has been responsive to older allegations and other internal audit topics. While time-consuming and not always elevated to being reported to the Board, processing these concerns is of significant value for management and governance functions. Mr. Schnobrich mentioned President Schott's annual "tone at the top" email message and noted it elicited much less response than in prior years, which is a good sign.

Responding to Trustee Santos' inquiry, discussion ensued on position vacancies, the importance of knowing about the gaps in resources required to implement priorities, and the resulting impact on risks and on Mr. Schnobrich's work efforts.

Responding to Trustee Lightman's inquiry, Mr. Schnobrich said compliance currently is embedded inside management, which is not optimal. The optimal structure would be to create a thin layer around management for compliance and have internal audit around that, and those functions would work together. Trustee Lightman stressed the critical role of internal audit and its importance to the Board and the university.

Responding to Trustee Nicholson's inquiry, Mr. Schnobrich said there are no new allegations and about twenty outstanding allegations. The process of substantiating them takes time and he works with management to resolve the issues. If an issue warrants the Board's attention, he creates a report.

Action, Information, and Discussion Items

Amendments to Governing Documents: Board Statements on Ethics and Conflict of Interest; Policies; and Recommending Candidates for At-Large Board Positions; and Investment Policy, SOU Endowment Fund (ACTION)

Chair Hennion said many of the proposed changes are minor administrative changes and the work group reviewed and discussed the proposed changes.

Chair Hennion called for an individual motion to approve the amendments to each document and recommend them to the Board of Trustees for adoption. Trustee

Nicholson moved the motion for the Board Statement on Ethics and Conflict of Interest, as presented; Trustee Clough seconded the motion and it passed unanimously. Trustee Lightman moved the motion for the Board Statement on Policies, as presented; Trustee Clough seconded the motion and it passed unanimously.

Regarding the Board Statement on Recommending Candidates for At-Large Board Positions, Chair Hennion stressed that Board members are appointed by the governor and confirmed by the Senate. Vice Chair Nicholson added that including the vice chair in the process ensures continuity. Responding to Trustee Clough's inquiry regarding recommending candidates for the student, staff and faculty positions, Sabrina Prud'homme said the Board typically relies on the bodies that represent each constituent group to follow their processes to put forth a candidate for appointment; Trustee Clough recommended that idea be included in the Board Statement; trustees agreed. Trustee Santos moved the motion for the Board Statement on Recommending Candidates for At-Large Board Positions [as amended]; Trustee Thorndike seconded the motion and it passed unanimously.

Regarding the Board Statement on Investments for the SOU Endowment Fund, Trustee Clough summarized the discussion held at the Finance and Administration Committee and said the committee members concluded the definition of quarters in the spending policy, the asset allocation and the distribution rate should remain the same. Chair Hennion pointed out the other changes included in the meeting materials. Trustee Clough moved the motion for the Board Statement on Investments for the SOU Endowment Fund, as presented; Trustee Lightman seconded the motion and it passed unanimously.

Governance Work Group: Work Plan and Update

Vice Chair Nicholson reviewed the work plan as presented in the materials and highlighted some of the issues the group has been discussing. Trustees Lightman and Clough added that having these discussions is a sign of best practices and is very progressive for a board that has existed only for less than five years.

Overview of IT Security Environment

Tom Battaglia provided a high-level introduction to cybersecurity and what it looks like for SOU. Discussing cybersecurity and the vulnerabilities associated with information technology, Mr. Battaglia said a university provides an environment for students, faculty, and even the public to enter, share and sample information that it curates. As a public institution, SOU is subject to open records laws where even some protected information can or must be shared with the public. Providing a secure digital environment for the campus, data, and SOU personnel is a struggle between security, convenience, and finding how the two can co-exist and serve each other.

A thorough cybersecurity program comprises considerations and efforts in three areas: confidentiality, integrity and availability. It is common to focus mostly on confidentiality, the protection of information. However, all three are of equal importance.

SOU's approach to addressing information security for 2019 is applied not only to

security but to other areas as well. SOU is conducting risk assessments, looking at risk as a function of vulnerability and likelihood and addressing first the areas where there is the highest risk. SOU's most vulnerable area is people, as they pose the greatest risk to the confidentiality, integrity and availability of SOU's information. Although SOU invests in technologies that will help to protect it, no amount of money spent will protect it from the intentional and unintentional actions of people. SOU is focusing on three primary security initiatives, two of which focus on better-securing its people. The first is a dedicated security awareness campaign that is primarily targeted at reducing the risk of being phished but will also raise awareness to other forms of attack. Another initiative is multi-factor authentication.

Mr. Battaglia then discussed "The Harvard Ten," issues trustees previously raised: leadership; budget and staffing; comprehensive, written cybersecurity program; employee training and education; third-party vendors; legal compliance and regulatory; insurance; detection; comprehensive, written breach response plan; and non-digital information and physical devices. Discussion ensued on security capabilities, requirements of being a public institution and organizational needs.

Future Meetings

The next regularly scheduled committee meeting will be on June 21, at which time the committee will review President Schott's contract. Ms. Prud'homme read a statement from Jason Catz, saying he, Chair Hennion and President Schott have met about three times to discuss the terms of a new contract, the discussions have been positive and there is a mutual desire to agree on a new contract. His statement also stressed the need for campus consultations on the general and strategic direction of SOU so the Board would have as much information as possible when discussing the new contract. Chair Hennion invited individuals to send her an email message if they have information they want to share on that topic.

Adjournment

Chair Hennion adjourned the meeting at 11:37 a.m.

Internal Audit Annual Report



Southern Oregon University
Internal Audit Annual Report
Fiscal Year 2019

Prepared By
Ryan Schnobrich, C.P.A., C.I.A.
Internal Auditor

June 21, 2019

TABLE OF CONTENTS

Description	Page
Cover Page	1
Table of Contents	2
Introduction	3
Assurance Services	3
Consulting Services	4
Internal Control Assessments	5
Investigative Services & Compliance Interaction	6
External Auditors Interaction	6
Risk Assessment	6
Governance, Risk Management & Compliance Interaction	6
Procedures, the <i>Standards</i> and Quality Assurance	7
Annual Confirmation of the Organizational Independence	7

Introduction

This report outlines the Internal Auditor’s accomplishment of the Fiscal Year 2019 Internal Audit Plan.

As reported in January’s Executive & Audit Committee meeting, there was considerable turnover in key collaborator positions this last year which slowed momentum on completing this year’s Internal Audit Plan. These positions were, at times, either vacant or filled by an interim:

- Vice President of Enrollment Management & Student Affairs;
- Chief Information Officer;
- Chief Diversity & Inclusivity Officer/Title IX Coordinator;
- Director of Campus Public Safety;
- Associate Vice President for Budget and Planning;
- Assistant to the Vice President of Finance & Administration;
- Contracts Administrative Officer/Risk Manager
- Financial Aid Compliance Officer

I worked on what I could, when I could. When management did not have capacity, I shifted my efforts towards internal control assessment.

Assurance Services

Facilities Management & Planning – Sustainability Reporting to AASHE Standards	The audit was delayed due to the timing of reporting to AASHE. The audit is nearly complete.	The report will be drafted as part of next year’s Internal Audit Plan.
Human Resources – Personnel File Management;	Human Resources digitized employee onboarding. A process and control walkthrough was completed.	Audit cancelled due to a significant decrease in risk and improvement in control.
Campus Public Safety – Re-perform FY17 stopped audit of Clery Act compliance	The audit is complete.	The report will be drafted as part of next year’s Internal Audit Plan.
Annual Assessment of Management Responsibilities	The assessment is complete.	The report is posted on Internal Audit’s Board reporting website .
Annual Assessment of Management’s Control of Fraud Risk	The assessment is complete.	The report is posted on Internal Audit’s Board reporting website .
Follow Up - Selected Oregon University System Internal Audit Division audit	Management did not have capacity.	This audit will be consulting services on next year’s Internal Audit Plan.

recommendations		
Follow Up - FY17 investigation report management response and action plan(s)	Management response and action plans show progress but not completion.	This audit will be consulting services on next year's Internal Audit Plan.
Follow Up - FY17 Title IX audit management response and action plan	Management requested a delay until a Chief Diversity & Inclusivity Officer/Title IX Coordinator is hired.	This audit will be consulting services on next year's Internal Audit Plan.
Miscellaneous as requested by management	No requests this year.	
Requested by the Board - Information Technology Security Audit.	Audit changed to an internal control and process walkthrough.	The new CIO presented to the Board of Trustees in March 2019.

Consulting Services

Financial Aid - Internal controls around key processes, compliance requirements and enhancement of enterprise risk management	Management requested a delay until a Financial Aid Compliance Officer is hired.	This consulting will move to next year's Internal Audit Plan.
Enrollment Services Center – Student record maintenance	Management requested a delay until a Vice President for Enrollment Management and Student Affairs is hired.	This consulting will move to next year's Internal Audit Plan.
Housing – Master plan	Management did not have capacity.	
Housing – Key control	Management did not have capacity.	
Business Services – Enhancement of Enterprise Risk management;	Management did not have capacity.	The Director of Business Services and I presented on ethical decision-making – highlighting ORS 244, which is focused on conflict of interest.
Service Center – Digitization of processes;	The Director of the Service Center and I have ongoing conversations regarding process digitization.	Moving forward this will be considered miscellaneous consulting as requested by management.

Payroll – Integrative processes;	The Payroll Manager and I facilitated some department discussions where we identified opportunities for continuous improvement.	This consulting will remain on next year’s Internal Audit Plan.
Office of the Vice President of Finance and Administration – Service Excellence;	The Vice President of Finance and Administration implemented Service Excellence training shortly after this year’s Internal Audit Plan was approved.	
Follow Up – FY18 stopped audit regarding the Student Fee Process	I reviewed the General Counsel’s suggested revisions to ASSOU’s bylaws regarding the student fee process.	I will re-perform this audit as part of next year’s Internal Audit Plan.
Follow Up – FY18 stopped audit regarding Irregular Employment Agreements;	The Vice President of Finance and Administration facilitated a discussion regarding the use of irregular employment agreements.	This consulting will remain on next year’s Internal Audit Plan.
Follow Up – FY18 investigation report management response and action plan(s);	The relevant Vice President(s) are working on FY18 investigation management response and action plan(s).	This consulting will remain on next year’s Internal Audit Plan.
Miscellaneous as requested by management;	In February, President Schott requested that I assess the Tuition Advisory Committee’s process relative to compliance with House Bill 4141.	I assessed the Tuition Advisory Committee charter, minutes, and compliance posture. In early March, I provided President Schott some feedback for her consideration.

Internal Control Assessments

Business Services – Pcard Administration	Management had limited capacity to respond to the initial assessment.	This internal control assessment will move to next year’s Internal Audit Plan.
Business Services – Payroll	Management facilitated a department self-assessment discussion.	I assessed some internal controls and workflows between Payroll and the Service Center, Human Resources, Business Services, Provost’s Office, etc.

Business Services - Escheat	Management performed two years of escheat.	I identified that escheat had not been performed in a timely manner.
Business Services – Payment Card Industry Compliance	Management had limited capacity to respond to the initial assessment.	I reviewed the compliance report and complimented its objectivity.

Investigative Services & Coordination with Management’s Compliance Function

I opened thirteen new allegations last fiscal year, reopened some, and finalized some. I generated one investigation report to the Board. I generated one assessment report for Student Support and Intervention. I appreciate how executive management has been working through the myriad of topics.

The Board has indicated that they are supportive of additional resources for Internal Audit. I would rather recommend that additional resources be focused on increasing management’s capacity for compliance management. I generate a lot of material that requires compliance action that Internal Audit is not able to perform due to *the Standards*.

Coordination with External Auditors

Each year, as part of the single audit, our external auditors, CliftonLarsonAllen, interview me regarding management’s internal control structure and progress in implementing enterprise risk management. We review and discuss my reports to the Board of Trustees in confidence.

Risk Assessment

As I become aware of them, I continue to note key risks, key internal controls by risk type and greatest opportunities in a risk and control matrix. Please see the Internal Audit Plan for FY20 and this year’s Annual Assessments for more information.

Governance, Risk Management and Compliance

I have become more familiar with universities’ governance, risk management and compliance functions.

- I have recurring one-on-one meetings with the Chair of the Board of Trustees, the President, the General Counsel, the Vice President of Finance and Administration, the Board Secretary and the Director of Human Resources.
- I followed the Executive and Audit committees’ workgroup on governance as well as the university’s strategic planning process with much interest so that I may continue to develop an understanding of the Board of Trustee’s and management’s risk appetite and key strategic goals.
- I attended Strategic Planning events.
- I am a contributing guest at Business Affairs Council and Policy Council.

- All of the public higher education Chief Audit Executives annually meet in person to share best practices. This year it was held in Ashland.

Department Procedures, the *Standards* and the Quality Assurance Improvement Program

I passed the Certified Internal Auditor exams and completed the certification requirements.

A quality assurance self-assessment was not performed in FY19 because it would need to be validated by a qualified, independent, competent, and professional external assessor to be valid. Internal assessments and self-monitoring are ongoing.

I believe that my involvement added value to campus operations and governance. I created a client satisfaction survey in Qualtrics to benchmark my progress and seek input on my services. I received a handful of very positive surveys.

In an effort to generate approximately \$8,000 in budget savings, I did not attend any outside training, strictly limited travel, and I skipped a national Association of College and University Auditors conference that I normally attend.

Annual Confirmation of the Organizational Independence of Internal Audit

Management did not interfere in determining the scope of internal auditing, control which areas I examined, or what information I communicated. All determinations and work were performed independent from management decision-making. I did not subordinate my judgment on audit matters to others.

Exhibit A

Annual Required Communication with the Executive & Audit Committee Checklist

Standard	Communication Requirement	Annual Communication Documentation
1000	The Chief Audit Executive (CAE) must periodically review the Internal Audit Charter and present it to senior management and the Audit Committee for approval.	The SOU Internal Audit Charter was updated for IPPF 2017, reviewed with executive management and then presented to the Executive and Audit Committee for review and approval at the January 16, 2018 committee meeting .
1010	The CAE should discuss the Definition of Internal Auditing, the Code of Ethics, and the IIA <i>Standards</i> with Senior Management and the Finance and Audit Committee.	The Definition of Internal Auditing, the Code of Ethics, and the <i>Standards</i> were discussed with executive management and the Executive and Audit Committee in conjunction with the revision of the SOU Internal Audit Charter at the January 16, 2018 committee meeting.
1110	The CAE must confirm to the Executive and Audit Committee, at least annually, the organizational independence of the internal auditing activity.	By reporting functionally to the Executive & Audit Committee and administratively to the President, the Internal Auditor confirms the organizational independence of the internal audit activity as of June 21, 2019.
1111	The CAE must communicate and interact directly with the Executive and Audit Committee.	As the Chief Audit Executive, I confirm that an appropriate level of communication and interaction has taken place between me and the Executive and Audit Committee during FY19.
1112	The CAE's independence and objectivity may be impaired if the CAE is asked to perform roles for which management is normally responsible. This could include risk management, design and operation of internal controls and compliance.	The CAE did not have operational responsibilities in FY19.
1120	Internal Auditors must have an impartial, unbiased attitude and avoid any conflict of interest.	The CAE certifies his impartiality and unbiased attitude in FY19. The CAE has avoided any conflict of interest in FY19.
1130	The CAE must disclose the details of any impairment to independence or objectivity, whether in fact or appearance.	The CAE did not have impairment of independence or objectivity in FY19. There was no self-interest, self-review, familiarity, bias, or undue influence. There were no personal conflicts of interest, scope limitations, resource limitations, restrictions on access to records, personnel or property. Results or approaches were not modified.

1200	Engagements must be performed with proficiency and due professional care.	The CAE developed the necessary knowledge, skills and competencies to perform FY19 Internal Audit Plan via education, experience, professional development, interview and research of experts and colleagues, maintaining and acquiring of professional certifications, participation with ACUA, IIA and AICPA and understanding of and adherence to the <i>Standards'</i> systematic and disciplined approach to internal auditing. Policies and Procedures are adhered to and are continuously improved.
1300	The CAE must develop and maintain a quality assurance and improvement program (QAIP) that covers all aspects of the internal audit activity.	The CAE has a thorough understanding of the mandatory elements of the IPPF (the <i>Standards</i> and IIA Code of Ethics). In FY18, the CAE read the IIA's " <i>Quality Assessment Manual for the Internal Audit Activity</i> ". I believe that the internal audit activity is in compliance with the <i>Standards</i> and that the IIA Code of Ethics is applied. Drafting and improving of policies and procedures are ongoing.
1311	The CAE is responsible for ensuring that the internal audit activity conducts an internal assessment that includes both ongoing monitoring and period self-assessments.	A self-assessment has <u>not</u> been performed because it would need to be validated by a qualified, independent, competent, and professional external assessor to be valid. Internal assessments, standardization of work practices and self-monitoring are ongoing. An audit quality assurance template was created in FY18.
1312	The CAE must discuss with the Executive and Audit Committee the form and frequency of external assessment as well as the qualifications and independence of the external assessor or assessment team, including any potential conflicts of interest.	The Executive & Audit Committee was advised on June 17, 2016 that a Quality Assurance Review (QAR) must be performed every five years. The Chief Audit Executives of the other Oregon public higher education institutions have offered to complete the QAR when there is sufficient material to review (FY21).
1320	The CAE must communicate the results of the quality assurance and improvement program to senior management and the Executive and Audit Committee. The results of external and periodic internal assessments are communicated upon completion of such assessments and the results of ongoing monitoring are communicated at least annually. The results include the reviewer's or review team's assessment with respect to the degree of conformance.	Establishing a Quality Assurance Improvement Program (QAIP) including developing and performing a client survey was completed as part of the FY17 Internal Audit Plan. Further development of a QAIP was completed in FY18. Performing a QAR will be part of the FY21 Internal Audit Plan.
2000	The CAE must effectively manage the internal audit activity to ensure it adds value to the organization.	The CAE meets with executive management and the Board to obtain an understanding of the university's strategies, objectives, associated risks and risk management processes. The CAE has attentively followed the President's strategic planning process in FY18 & FY19.
2010	The CAE must establish a risk-based plan to determine the priorities of the internal audit activity, consistent with the organization's goals.	The CAE meets with the President (May 1 st and June 6 th 2019) and Vice Presidents (during April 2019 and VPF&A May 20 th) each fiscal year to discuss the university's key objectives and associated risks to seek input into the annual Internal Audit Plan.

2020	The CAE must communicate the internal audit activity's plans and resource requirements, including significant interim changes, to senior management and the Finance and Audit Committee for review and approval. The CAE must also communicate the impact of resource limitations.	Communication of the status of internal audit plans and resource requirements was reported to the Executive & Audit Committee in January 2019 , and March 2019. Significant interim changes were communicated to and approved by the Board on January 18, 2019 and March 22, 2019.
2030	The CAE must ensure that internal audit resources are appropriate, sufficient, and effectively deployed to achieve the approved plan.	Although modest, the CAE believes that resources are appropriate and sufficient. There have been no inappropriate reductions in resources or restriction of activities. No external expertise has been utilized or is expected to be utilized at this time.
2040	The CAE must establish policies and procedures to guide the internal audit activity.	The CAE drafted numerous policies and procedures in FY17. They were reviewed, revised and added to in FY18. There is some ongoing drafting and revising of policies and procedures.
2050	The CAE should share information, coordinate activities, and consider relying upon the work of other internal and external assurance and consulting service providers to ensure proper coverage and minimize duplication of efforts.	The CAE reads the audit reports for the university's single audit each fiscal year. Please see the annual assessment of management's responsibilities and control of fraud risk.
2060	The CAE must report periodically to senior management and the Executive and Audit Committee on the internal audit activity's purpose, authority, responsibility, and performance relative to its plan. Reporting must also include significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by senior management and the Audit Committee.	Communication of IA's purpose, authority, and responsibility was explained during new Trustee onboarding in 2019. Significant risk exposures and control issues including fraud risks, governance issues and other matters are reported quarterly to the Executive & Audit Committee, specifically including January 2019 and March 2019. The CAE meets regularly with the President, VP of F&A, General Counsel, Board Secretary and Chair of the Board of Trustees.
2100	The internal audit activity must evaluate and contribute to the improvement of the organization's governance, risk management, and control processes using a systematic, disciplined, and risk-based approach.	The CAE has reviewed the university's mission, key objectives, critical risks, and the key controls used to mitigate such risks. Please see the annual assessment of management's responsibilities regarding governance, risk management, and internal control activities. Please see the annual assessment of management's control of fraud risk.
2110	The internal audit activity must assess and make appropriate recommendations to improve the organization's governance processes for...	Please see the annual assessment of management's responsibilities regarding governance activities.
2120	The CAE must evaluate the effectiveness and contribute to the improvement of risk management processes.	The CAE completes annual assessments of management's responsibilities and management's control of fraud risk. FY18 Consulting included guiding enterprise risk management in IT. Financial Aid's COSO ERM requirement was communicated to management and the Board in FY17 & FY18 annual reports.
2130	The internal audit activity must assist the organization in maintaining effective controls by evaluating their effectiveness and efficiency and by promoting continuous improvement.	Please see the annual assessment of management's responsibilities regarding internal control activities. Please see the annual assessment of management's control of fraud risk. A comprehensive risk and control matrix was created in FY17. This model is updated as information becomes available or observed.

2200	Internal Auditors must develop and document a plan for each engagement, including the engagement's objectives, scope, timing, and resource allocations. The plan must consider the organization's strategies, objectives, and risks relevant to the engagement.	An engagement plan is created for each audit and consulting engagement. An engagement plan is created for investigations when it is believed that there will be a report to the Board or when performing work under attorney-client privilege.
2600	When the CAE concludes that management has accepted a level of risk that may be unacceptable to the organization, the CAE must discuss the matter with senior management. If the CAE determines that the matter has not been resolved, the CAE must communicate the matter to the Board.	The CAE and the Chair of the Board of Trustees, President, Vice President of Finance & Administration, General Counsel and Board Secretary have regular one-on-one meetings.

2019-20 Internal Audit Plan (Action)



Southern Oregon University
Internal Audit Plan
Fiscal Year 2020

Prepared By
Ryan Schnobrich, C.P.A., C.I.A.
Internal Auditor

June 21, 2019

TABLE OF CONTENTS

<u>Description</u>	<u>Page</u>
Cover Page	1
Table of Contents	2
Introduction & Internal Audit Plan Overview	3
Executive Summary	3
2020 Risk Assessment	4
Internal Audit Plan for Fiscal Year 2020	6
Annual Confirmation of the Organizational Independence of Internal Audit	7
Human Resource Plan	8
Any Resource Limitations or Significant Interim Changes	8
Financial Budget	8

Introduction & Internal Audit Plan Overview

The purpose of the Internal Audit Plan is to outline services and activities the Internal Audit Department will conduct during Fiscal Year 2020 (July 1, 2019 to June 30, 2020).

The Internal Audit Plan satisfies responsibilities established by the Board of Trustees bylaws, the Internal Audit Charter, and applicable professional *Standards*.

The Internal Auditor is authorized to make changes to the Internal Audit Plan, as deemed necessary, to address changes in identified risks. The Executive and Audit Committee and the President will be notified of any significant additions, deletions, or other changes to the Internal Audit Plan.

The Internal Audit Plan should be based on appropriate risk-based methodology, including the consideration of any risks or control concerns identified by management.

Executive Summary

Please refer to Internal Audit's annual report, annual assessments of management responsibilities and management control of fraud risk, engagement reports and reference resources on the Board reporting page:

<https://sites.google.com/a/sou.edu/internal-audit/?pli=1>

Several key collaborators, including the Vice President for Enrollment Management and Student Affairs, Chief Information Officer, Chief Diversity and Inclusivity Officer/Title IX Coordinator, Director of Campus Public Safety, AVP for Budget & Planning, have been hired or their roles otherwise staffed. Areas for process improvement have been identified and work is beginning or has begun.

You will see that this year's internal audit plan focuses on process improvement and compliance:

- Two audits were completed at the end of Fiscal Year 2019 that require time during Fiscal Year 2020 to draft the reports to the Board of Trustees.
- Internal Audit desires to complete its annual assessments for the March Board meeting rather than the June Board meeting next year.
- There is a backlog of Internal Audit work and management response plans that Internal Audit would rather assist management in finalizing rather than continuing to add to the backlog.
- There is a substantial increase in internal control assessment activities. These require less management involvement and are high yielding in their insight as well as assessing common sources of risk.

Internal Audit Risk Assessment Overview

Stage	Culture	Governance	Process
1 – Initial	Risk belongs to the internal audit activity.	CAE/audit committee chair.	Risk-based auditing.
2 – Repeatable	Risk is considered on an as-needed basis.	Business managers.	As-needed risk and control self-assessment process.
3 – Defined	Risk information is shared among internal audit and control functions.	C-suite/board members.	Common risk language and risk assessment process are used by internal audit and control functions.
4 – Managed	Risk is integrated into strategic planning; risk appetite is stated and communicated.	All levels of management and the board.	Common risk language and consistent risk assessment process are in place throughout organization.
5 – Optimized	Risk is integrated into all decision-making, compensation, and goals.	Total participation.	Common risk language and aggregated risk reporting are established throughout organization.

Standard 2120 – Risk Management states, “The internal audit activity must evaluate the effectiveness and contribute to the improvement of risk management processes.” Specifically, the standard requires the internal audit activity to assess whether:

1. The organization’s objectives align with its mission.
2. Management assesses significant risks.
3. Management’s risk responses align risks with the organization’s risk appetite.
4. Relevant risk information is captured and communicated timely throughout the organization, including to the Board of Trustees.

In FY16, the Internal Audit department was formed. Internal Audit performed risk interviews with management that resulted in a list of the university’s top ten risk areas (a “top down approach”), which was presented to the Board of Trustees.

In FY17, Internal Audit performed risk assessment procedures including management interviews and harvesting risks and their related internal controls into a matrix. Risk scoring criteria was developed, performed and recorded into the matrix (a “bottom up approach”). This information was summarized and presented to the Board in a heat map format. The heat map represented specific residual risks that could result in a material event if related internal controls were not implemented and functioning effectively.

At the end of FY17, per “Assessing the Risk Management Process” a practice guide from the Institute of Internal Auditors, we would appear to have achieved “initial – stage 1” maturity:

“In organizations where the risk management process is in early stages of development, the internal audit activity may be more actively involved than it would be when the

process is more mature. At this maturity level, specific risk management activities may not be performed by the line/operational management or functions in the roles of control, compliance, legal, risk management, or internal quality assurance. Instead, those functions may rely on the internal audit activity's risk assessments and risk-based assurance and advice."

In FY18, at Internal Audit's urging, the Vice Presidents and Business Affairs Council performed high-level, "top down", risk assessments. Internal Audit assisted by attending risk assessment meetings and incorporating a heat map into management's tracking spreadsheet. Internal Audit and the Vice Presidents discussed their risk assessment.

At the end of FY18, we would appear to have achieved "repeatable – stage 2" maturity:

"At this level, the internal audit activity is better organized and resourced and plays an instrumental role by performing risk-based assessments, perhaps larger in scope. The internal audit activity may work with the control, compliance, legal, risk management, and internal quality assurance functions, adding internal audit expertise to assist risk owners in line/operational management functions to build and monitor operational controls. This stage is sufficient for many organizations if the process is operating consistently, efficiently, and delivering actionable results that aid in the attainment of the organization's goals and objectives."

In FY19, the Vice Presidents, and especially the Business Affairs Council, independently performed broad-based "bottom up" risk assessment with Internal Audit's encouragement. The Vice President of Finance & Administration presented their combined risk assessment and heat map to the Board of Trustees on March 21, 2019. Internal Audit independently monitored and harvested internal and external risks and recorded it into its matrix.

At the end of FY19 we would appear to be striving for "defined – stage 3" maturity:

"Organizations that rank toward the middle of the model may be a blend of maturity levels, with some business units operating at higher levels of maturity than others. In this structure, the organization's control, compliance, legal, risk management, and internal quality assurance functions may own the risk management process and have responsibilities that remain consistently within the Managed and Optimized levels, for example. The control and assurance functions may play an active role in assisting line/operational management to assess risks and perform other risk management activities. The internal audit activity may continue to operate functionally at the Repeatable level."

"The internal audit activity, as an independent assurance function, performs engagements to assess that risk management processes are effective in individual areas and overall throughout the entire organization. Additionally, the internal audit activity may compare its risk

assessments to the risk information produced by management and verified by the internal assurance functions (compliance/risk management) to gauge the accuracy and completeness of management's assessment. Conversely, the internal audit activity may use management's risk information to inform internal audit's risk assessments, or they may do both as appropriate. The Chief Audit Executive should coordinate with other providers of assurance and consulting services and may consider relying on their work (Standard 2050 – Coordination and Reliance)."

The Vice Presidents' input factored significantly in what was included in this year's internal audit plan. Given the mutual effort this past year, Internal Audit relied considerably on managements' risk assessment for this next year's internal audit plan. Internal Audit encourages the Vice Presidents to perform both high-level and broad-based risk assessment across all operations throughout next fiscal year.

Internal Audit Plan for Fiscal Year 2020

Assurance/Audit Services (not in priority order):

1. Campus Public Safety - The Clery audit report.
2. Facilities Management & Planning – The sustainability reporting to AASHE audit report;
3. Human Resources – Oregon Equal Pay Act
4. Re-perform FY18 stopped audit regarding the Student Fee Process;
5. Annual Assessment of Management Responsibilities;
6. Annual Assessment of Management's Control of Fraud Risk;

Consulting Services (focused on providing guidance to management on process re-engineering and continuous improvement, not in priority order):

1. Office of the Vice President of Finance & Administration – Culture of Continuous Process Improvement, Assessment/Analysis, and Accountability (in conjunction with the Financial Analyst);
2. Office of the Vice President of Enrollment Services & Student Affairs – Scholarships Assessment (process criteria and strategic use);
3. Office of the Vice President of Enrollment Services & Student Affairs – Student Record Maintenance Assessment (compliance requirements, document retention, confidentiality, etc.)
4. Financial Aid – Compliance Assessment (requirements, internal controls around key processes and enterprise risk management);
5. Business Services – Payroll (integrative processes);
6. Facilities Management & Planning – Surplus Assets process;
7. Follow Up - Selected Oregon University System Internal Audit Division audit recommendations;
8. Follow Up – FY17 Title IX audit management response and action plan;
9. Follow Up – FY17 investigation report management response and action plan(s);
10. Follow Up – FY18 stopped audit regarding Irregular Employment Agreements;
11. Follow Up – FY18 investigation report management response and action plan(s);
12. Follow Up – FY19 investigation report management response and action plan(s);

13. Follow Up – FY19 Clery and Violence Against Women Act audit management response and action plan;

Investigative Services:

1. EthicsPoint hotline allegations come to me for substantiation and reintegration with management decision-making.
2. It is not uncommon to have more than a dozen investigations open at any one time.

Governance:

1. Continue to develop an understanding of the Board of Trustees and management's risk appetite in the context of the next phase of the strategic plan.

Risk Assessment:

1. Encouraging management risk assessment and enterprise risk management;
2. Nurturing a formal compliance management function by management;
3. Continued harvesting of risk and controls and entering them into a risk matrix.

Internal Control Assessment:

1. Continued internal control assessment activities including:
 - a. Business Services - Purchase Cards (continue from FY19);
 - b. Business Services - Journal Entries;
 - c. Business Services - Reserve Balances;
 - d. Business Services - Anti-Fraud Initiatives;
 - e. Business Services – Banner 9 Access & Security;
 - f. Service Center - Vendor Maintenance;
 - g. Service Center – Travel;
 - h. Office of Grants Administration - Grants;
 - i. Information Technology – Gramm-Leach-Bliley Act (cybersecurity);
 - j. Diversity & Inclusion – Cultural Competency Compliance
 - k. Facilities Management & Planning – Vehicle Use

Function Capacity Building:

1. Formalize and document internal procedures further.
2. Prepare for a peer external quality assessment in FY21, for which the other Oregon public higher education Chief Audit Executives have graciously offered to perform.
3. Developing and documenting some software-assisted auditing techniques; specifically using the software IDEA, Excel, Banner and Cognos.

Annual Confirmation of the Organizational Independence of Internal Audit

Another key responsibility set forth in the Internal Audit Charter is to confirm annually the organizational independence of Internal Audit. This is included in each year's Internal Audit Plan. The Board will be advised of any responsibilities or conditions believed to affect the

objectivity or independence of Internal Audit, as well as any limitations to scope or insufficient resources to perform internal audit services.

Human Resource Plan

The Fiscal Year 2020 Internal Audit Plan was created around the understanding of having one Internal Auditor. To improve capacity, a student employee has been retained for six hours per week during the academic year.

Any Resource Limitations or Significant Interim Changes

Having only one Internal Auditor is inherently a resource limitation. For example, full organizational coverage over a five-year period is untenable.

Time must be dedicated to documenting internal processes – specifically quality assurance.

While this year's Internal Audit plan is ambitious, I believe that it can be completed with the resources provided. Please note that consulting services in particular require consistent involvement by management to be successful, and that internal control assessments require a degree of management involvement to improve processes.

Financial Budget

As per the Internal Audit Charter, the Executive and Audit Committee is responsible for approving the internal audit function's budget and resource plan.

Internal Audit's requested budget has been submitted to Josh Lovern, Interim Budget Manager.

In Fiscal Year 2019, Internal Audit skipped two conferences, curtailed travel and controlled costs to return approximately \$8,000 of budgeted expenses.

In Fiscal Year 2020, the non-payroll portion of Internal Audit's budget was reduced to accommodate a student employee as well as to generate modest budget savings.

Amendments to Governing Documents (Action):

- Resolution on the Responsibilities of Individual Trustees**
- Board Statement on the Performance of Official Business**
- Board Statement on Evaluation of the University President**

Resolution on the Responsibilities of Individual Trustees Board of Trustees of Southern Oregon University

Whereas, the Board of Trustees develops and advances the mission and goals of Southern Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for ~~themselves~~ and for future Trustees pledges to fulfill the duties set forth herein:

1. Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out ~~their~~ responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance.

2. Fiduciary Duties. Each Trustee acknowledges that he or she has fiduciary duties to the University and its beneficiaries, including the following.

a. Duty of Care. ~~A Trustee must act in good faith, using a degree of diligence, care, and skill that prudent persons would use under similar circumstances and must act in a manner that he or she reasonably believes to be in the institution's best interests. In discharging their duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by or under the direction of: (a) One or more officers of the institution whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants or other persons retained by the institution to speak to matters that the Trustee reasonably believes are within the person's professional or expert competence; (c) A committee of the Board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence. A Trustee fails to act in good faith if the Trustee has personal knowledge concerning the matter in question that makes reliance unwarranted, even if such reliance would otherwise be permitted by this subsection.~~ ~~Each Trustee must act in good faith, using a degree of diligence, care, and skill that a prudent person would use under similar circumstances; act in a manner that he or she reasonably believes to be in the University's and State's best interests; and generally may (and should) rely on information presented by officers and administrators, experts, and board committees.~~

b. Duty of Loyalty. ~~A Trustee must act in good faith and in a~~

~~manner that is reasonably believed to be within the scope of the public purposes of the institution rather than in the Trustee's own interests or the interests of another organization or constituency. A Trustee must be loyal to the institution and not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or their relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both financial interests held by a Trustee and positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of oversight and policy responsibilities. Each Trustee must be motivated by honesty and faithfulness to the institution and not self-interest. A Trustee must be loyal to the institution, considering both financial interests held by a Trustee and governance or leadership positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of all Trustee responsibilities. The faculty, non-faculty, and student Trustees are chosen from among the faculty, non-faculty staff, and student body respectively but do not represent those groups and acknowledge that organizations exist to represent each group.~~

c. Duty of Obedience. ~~A Trustee must ensure that the University is operating in furtherance of its stated purposes and is operating in compliance with the law. A Trustee also must ensure effective internal controls. The Board shall periodically re-evaluate its purposes and mission and must be prepared to amend or change them when it is necessary and appropriate to do so. Each Trustee must ensure that the institution operates in furtherance of its stated purpose; ensure compliance; and ensure effective internal controls.~~

3. Service. Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance at substantially all meetings for which the trustee is scheduled, participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material and keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use ~~their~~his or her own judgment in voting versus following the lead of others.

A Trustee who is unable to ensure regular attendance at Board and Committee meetings may be asked to resign their position on the Board to allow a participating Trustee to be appointed.

4. Respect. Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President

of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in ~~their~~~~his or her~~ role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board- even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair.

Each Trustee must refrain from directing the ; ~~refrain from directing the~~ President ~~or staff~~; and accept that the President reports to the Board as a whole. A Trustee must also refrain from directing staff, including making requests for information from or activities of staff members. The Board Chair, President and Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to Trustees. Authority to manage the activities of the staff is delegated to the President.

5. Personal Behavior. Each Trustee must avoid conflicts of interest or the appearance thereof, should declare potential conflicts of interest in accordance with the Board's policies on conflict of interest, and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use ~~their~~~~his or her~~ position of authority to obtain, whether directly or indirectly, a benefit for ~~themselves~~~~him or herself~~ or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and must refrain from requesting special considerations or favors.

Approved on _____

Chair of the Board

Secretary of the University

Board Statement on the Performance of Official Business Board of Trustees of Southern Oregon University

As fiduciaries responsible for governance of the University, it is important that trustees demonstrate their participation in University life by word and by deed. In furtherance of the duty, it is important that trustees share the responsibility to be collectively visible at campus events and in the greater community, and to represent the University and its interests to the many valued stakeholders on campus and community supporters at large.

Formatted: Font: Not Bold

1.0 Attendance at Events in an Official Capacity

1.1 University Events. From time to time, a trustee and one or more relatives or members of the trustee's household may be invited to attend a University event. Such persons attend such an event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches and other events for which there is ordinarily an attendance charge. Tickets to such an event may be provided by the University to a trustee and one or more relatives or members of the trustee's household without charge. The trustee and guests may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event ~~may be~~ is considered to be official compensation, reimbursement of an expense, and not a gift for purposes of the Oregon Government Ethics Law ~~but not for any other purpose~~. Ordinarily, no more than four tickets for an event will be provided to a trustee at no charge.

1.2 Non-university Events. From time to time, a trustee and a guest may be invited to attend a non- university event. Such persons attend such an event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches, community events with the University' collaborative partners, and other events for which there is ordinarily an attendance charge. Tickets to such an event must be provided by the third party to the University. If the trustee is to attend the non-university event in an official capacity, tickets may be provided by the University to a trustee and a guest without charge. The trustee and guest may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event ~~is considered to be official compensation, reimbursement of an expense, and~~ not a gift for purposes of the Oregon Government Ethics Law but not for any other purpose.

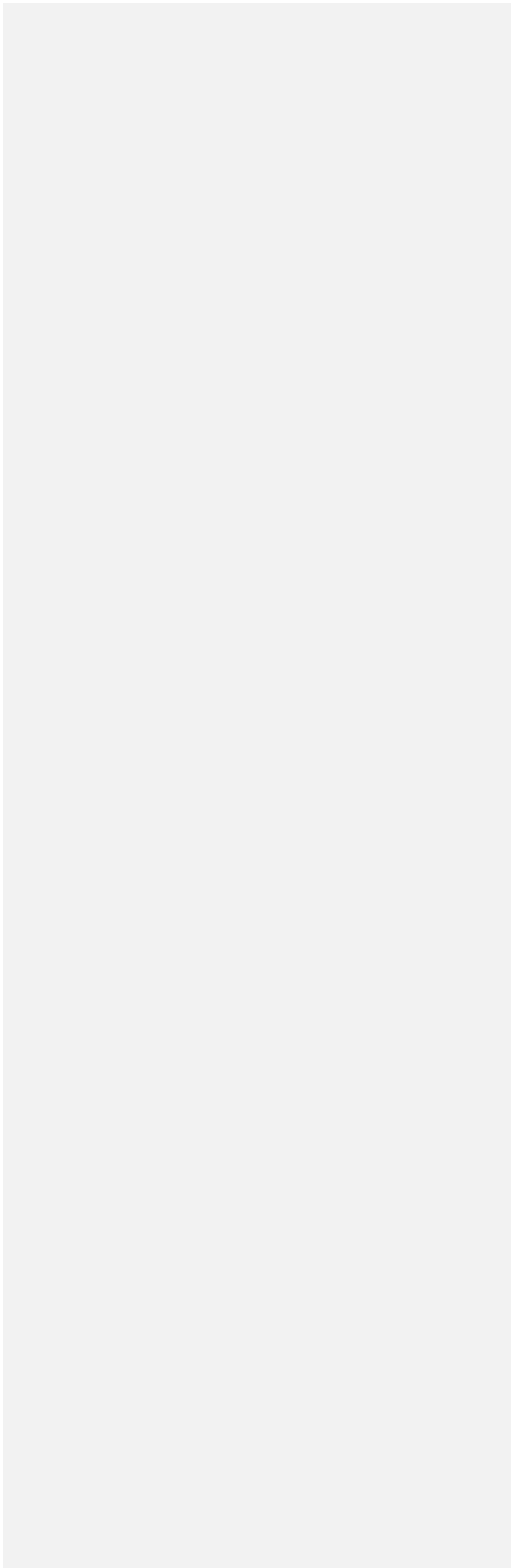
2.0 Procedure for Reimbursement

All reimbursements for costs associated with official business that are actually incurred are subject to the relevant University policy except as set forth herein. A trustee seeking reimbursement should coordinate with the Secretary to review current policies relating to expenditures and reimbursements. All reimbursements require the approval of the Secretary and the Vice President for Finance & Administration.

Approved on _____

Chair of the Board

Secretary of the University



**Board Statement on Evaluation of the University President
Board of Trustees of Southern Oregon University**

It is the policy of the Board of Trustees of Southern Oregon University (“Board”) to review the performance of the President annually.

The primary purposes of the annual review are to enable the President to strengthen ~~his or her~~their performance and effectiveness in leading the institution to success and to allow the President and the Board to set mutually agreeable goals. The review process is not intended as a substitute for regular and ongoing communication about progress toward goals between the President and the Board.

Annual reviews will inform decisions regarding compensation, although compensation adjustments are not necessarily awarded simultaneously with a positive performance review. Adjustments to, or renewal of, the President’s contract will be handled as a separate matter, taking into account presidential performance, peer-group comparisons and other factors.

The annual review process will occur on a July 1-June 30 cycle. The annual review will cover the preceding year.

The criteria for evaluation and information responsive to those criteria will be based principally on the President’s self-assessment with respect to goals mutually set by the Board and President for the year in review.

The retrospective elements of the President’s self-assessment customarily will include:

- A copy of the mutually-agreed upon goals, with a description of efforts to meet them and the President’s progress assessment, including the identification of significant institutional or personal challenges, into the upcoming year or beyond.
- A description of other personal or institutional achievements of which the Board should be aware, or might, be informed by the President as aspects of performance or accomplishment.
- ~~• Identification of significant institutional or personal challenges the President faced over the course of the review year that affected progress toward goals, with particular focus on those that are likely to persist into the upcoming year or beyond.~~
- ~~_____~~
- Comments regarding the vice presidents and other equivalent uUniversity officers and other campus leaders who report directly to the President, as they pertain to the President’s goals or achievements.
- Key areas in which the Board has been especially supportive.

The prospective elements of the President’s self-assessment customarily will include:

Formatted: Font: 12 pt

Formatted: Normal, No bullets or numbering

- Goals the President proposes for their individual performance ~~and the institution~~ over the course of the upcoming year and for three to five years.
- The President's professional development plans and any associated requests of the Board.
- ~~The President's assessment of the University's principal current opportunities and challenges.~~
- Key areas in which the President would especially benefit from Board support.

Review Process

1. President's Self-Assessment

The President will submit ~~his or her~~their self-assessment to the Board Chair ~~before July~~ September 31 of each year. The Board Chair, Vice Chair, and the President will then meet to discuss the self-assessment. ~~The Board Chair shall, in a timely manner, seek confidential input and comments from trustees and, as the Board Chair deems appropriate, from members of the University community selected by the Board Chair, as the Board Chair deems appropriate.~~

The President's self-assessment will be provided to the Board, along with any other information determined by the Board Chair.

~~Prior to discussion with the Board of Trustees, the Board Chair may, in a timely manner, seek confidential input from trustees and, as the Board Chair deems appropriate, from members of the University community selected by the Board Chair, as the Board Chair deems appropriate.~~

2. Board Chair's Evaluation

The Board Chair will prepare an evaluation of the President. The evaluation and self-assessment will be provided to the Board of Trustees prior to any meeting in which the Board or committee of the Board will discuss the evaluation.

3. Evaluation of the President

The Executive and Audit Committee may meet in executive session for the purpose of evaluating the President, during which the President is to present their self-assessment and engage in a discussion with the ~~c~~Committee regarding both the retrospective and prospective elements of the assessment. The President may be excluded from any portion of such an executive session at the discretion of the Board Chair.

~~Following the meeting of the Executive and Audit Committee, the Board Chair will prepare~~

~~an evaluation of the President and a summary of the Committee's comments. The evaluation and self-assessment will be shared with the full Board prior to any Board's meeting in which the Board will discuss the evaluation.~~

At the Board's fall meeting, or as soon thereafter as the Board's calendar will reasonably allow, the ~~full~~ Board of Trustees may go into an executive session to discuss the evaluation of the President. The President may be excluded from any portion of such an executive session at the discretion of the Board Chair.

4. Presentation and Approval of Goals

After the Board discusses the evaluation of the President, the President will then present to the Board for approval the goals that the President proposes for their individual performance ~~and for the institution~~ for the upcoming year and for three to five years. The President's presentation of their goals and the Board's consideration of such goals shall take place in public session.

5. Board Feedback to the President

After the ~~fall~~ meeting in which the evaluation of the President takes place, the Board Chair will meet with the President to communicate verbally and/or in writing to the President the conclusions of the evaluation and any recommendations, concerns, or priorities arising out of the evaluation.

Additional Considerations

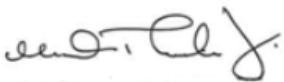
Formatted: Underline

The Executive and Audit Committee may, at its discretion, perform a comprehensive performance review of the President, including a 360-degree review. A comprehensive review of this nature should generally be performed prior to consideration of the renewal of the President's contract. When a comprehensive review is performed, it is to be incorporated into the annual review process described above, with such adjustments to the schedule as may be necessary.

Pursuant to ORS 351.065, documents regarding the President's performance, including the President's self-assessment, the Board's evaluation, and the 360-degree review, ~~and the President's self-assessment~~, are faculty personnel records and are not public records.

The Board ~~will~~ periodically will review and, as necessary or desirable, revise this policy and its associated procedures in light of experience gained, best practices, and legal developments as applicable.

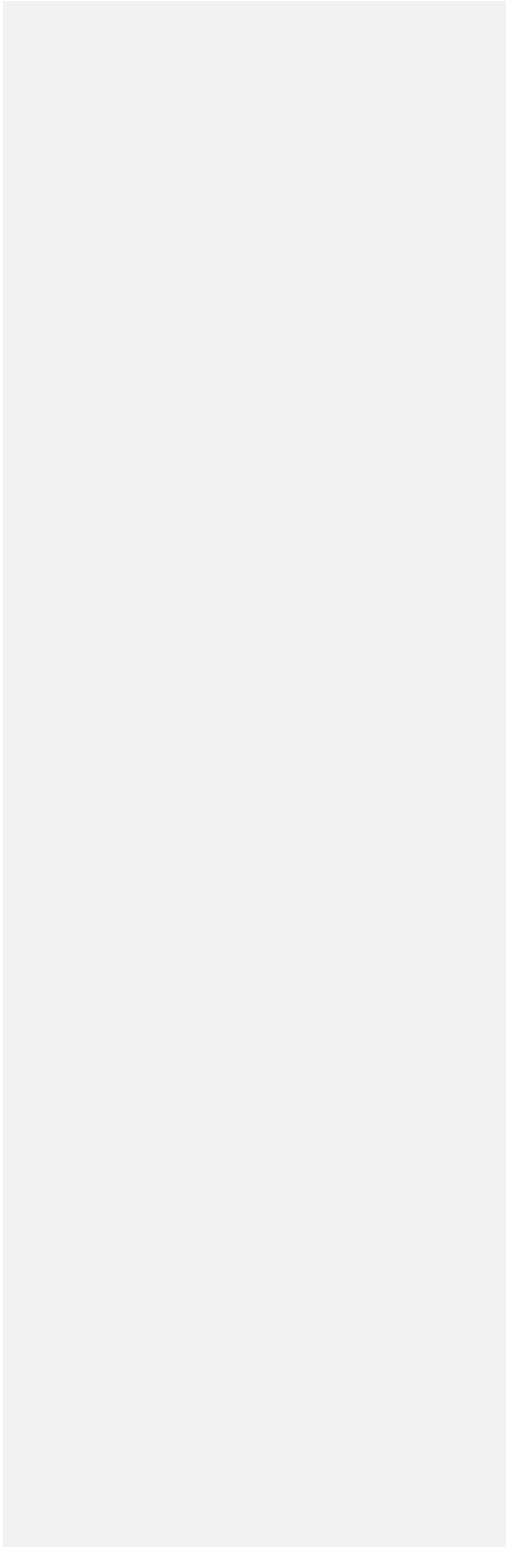
Approved on January 20, 2017



Chair, Board of Trustees

Sabrina Pualomme

University Board Secretary



University President's Contract Renewal (Action)

Governance Work Group Update

**SOU Board of Trustees
2019 Governance Work Group
Work Plan**

Item	GWG Review Date	Action	Deliverable to Board of Trustees	To Committee & Board	Action Required
<input checked="" type="checkbox"/> Work plan for Governance Work Group	March	Create	Final version of this document	March 22: EAC & BOT	No
<input checked="" type="checkbox"/> Board Policy on “Recommending Candidates for At-Large Board Positions	March	Review, update	Amendments for consideration to Work Group on Policies (Lyn, Paul, Sabrina, Jason)	March 5: WG on Policies March 22: EAC & BOT	No Yes
<input checked="" type="checkbox"/> Annual Self Evaluation (ASE) for Summer '19 Administration	March, April	Review, update if nec.	2018-19 ASE	June 21	Yes, if material changes
<input checked="" type="checkbox"/> Knowledge and Skills Assessment (KSA) for Summer '19 Administration	March, April	Review and update/re-create	2019-2022 KSA	June 21	Yes, if material changes
<input checked="" type="checkbox"/> Pros and Cons of Establishing a Governance Committee.	April	Ongoing discussion	Pros/cons document for discussion (if decided, another item)	Proposed for September 20 if nec.	Yes, if decided
Engagement of Retired Trustees	April, May	Discussion, planning	Discussion and information	June 21	No
New trustee engagement/mentoring structure	April, May	Discussion, planning	Discussion and information	June 21	No
Idea starters for “ground rules” or “agreements”	May	Discussion	Draft of “agreements” for consideration	Proposed for September 20 if desired or nec.	Yes
Trustee “job” description*	April, May	Create	Draft for review, edit, and approval	TBD	Yes
<input checked="" type="checkbox"/> Consideration of election process for board officers*	May	Review	Discussion	June 21	TBD
<p>* New items added during the course of work group meeting</p> <p><input checked="" type="checkbox"/> Items committee has completed</p>					

Future Meetings

Adjournment