

**Board of Trustees Meeting
Friday, September 18, 2020**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Board Members:

Paul Nicholson	Present	Deborah Rosenberg	Present
Les AuCoin	Absent	Daniel Santos	Present
Jonathon Bullock	Present	Linda Schott (ex officio)	Present
Sheila Clough	Present	Barry Thalden	Present
Shaun Franks	Present	Bill Thorndike	Present
Lyn Hennion	Present	Steve Vincent	Present
Megan Davis Lightman	Present	janelle wilson	Absent
Dylann Loverro	Present		

Chair Paul Nicholson called the meeting to order at 8:45 a.m. in the DeBoer Room of the Hannon Library. The board secretary recorded the roll and a quorum was verified.

Other attendees included: Greg Perkinson, Vice President for Finance and Administration; Jeanne Stallman, Associate Vice President for Government and Corporate Relations; Sabrina Prud'homme, Board Secretary; Josh Lovern, Budget Office; Lynnette Heard, Association of Governing Boards of Universities and Colleges; and Kathy Park, Office of the Board Secretary.

Due to the non-linear nature of a retreat, the following account serves as a record of the proceedings rather than a linear recounting of the discussion.

President Linda Schott expressed her appreciation to the trustees for making time to attend the meeting. She mentioned the recent fires that raged in the Rogue Valley, impacting about 136 faculty and staff and 80 students; many of whose homes were completely destroyed. SOU's two campuses were spared. President Schott said the administration considered delaying the start of the fall term; after coordinating with various groups across campus including the student body president, it was determined that it would be best to start as scheduled to resume some sense normalcy.

Greg Perkinson addressed inquiries SOU received about opening dormitories to [members of the public] impacted by the fires. He said SOU's Housing Office was balancing efforts to receive students for the beginning of the term as well as to operate a designated quarantine space. Although not likely, FEMA trailers could be placed on SOU property, after coordination with the City of Ashland; trustees agreed with the concept in general. Other options to house affected individuals are being explored.

Lynnette Heard, Senior Consultant at AGB Consulting, led the trustees in dialogues and learning sessions on critical, timely issues involving equity, diversity and inclusion (EDI).

Some of the thoughts and reflections from trustees included: Expectations should be high for everyone. When it comes to creating an inclusive environment, every board member has the responsibility to reach out and bring people in. The board must also evaluate what unintentionally gets in the way of having full inclusion.

Ms. Heard highlighted components of Oregon's equity lens: Equity in education is the notion that each and every learner will receive the necessary resources they need individually to thrive in Oregon's schools no matter what their national origin, race, gender, sexual orientation, differently-abled, first language or other distinguishing characteristic.

Several trustees expressed their gratitude that these issues were being prioritized and explored and that, while SOU is not perfect and has areas that need improvement, some progress has been made and SOU has many caring employees and students.

To start discussion on board culture, Chair Nicholson repeated his earlier comment that board culture is about the work of the board and how the board works together. Lynnette Heard said her role was to encourage trustees to discuss issues they consider important. She reviewed the board's areas of strength, including acting to ensure the integrity of SOU; speaking with one voice and standing united behind controversial decisions; respecting the confidentiality of materials and discussions; promoting trust among board members through a culture based on openness and respect; and conducting itself in ways that inspire confidence and instill trust for all constituents.

Ms. Heard then mentioned areas of opportunity for the board, including providing opportunities for board members to better get to know one another personally; exploring ideas in robust discussions; utilizing trustees' individual talents, skills and expertise; and incorporating practices that build diversity and foster inclusion at the board level.

Chair Nicholson introduced the concept of a "culture of inquiry," which he deemed important to the effectiveness of the board. Discussion ensued on sharing dissenting opinions and how difficult it can be given the public nature of meetings. Ms. Heard stressed that a culture of inquiry is one where people are not afraid to question complex, controversial or ambiguous matters or to look at issues from all sides. A healthy culture of inquiry promotes thoughtful decision-making, even when the decisions are tough. When dialogue, candor and dissent are all part of group dynamics, board members master the skills of listening, dissecting the issues and responding. Learning and information gathering are important and they are part of that culture of inquiry since decision making and accountability depend upon trustees' confidence. Ms. Heard encouraged the board to assign someone at times to play the "devil's inquisitor" to argue an alternative point of view, enabling the board to look at issues from another side, intentionally.

Trustees were divided into groups to identify actions to address the call to become even more consequential, more high-performing and truly driven by a culture of inquiry. Trustees Bullock and Lightman each lead a group to address areas of opportunity for the board.

At the end of the small group session, each group reported on its discussions. Trustee Bullock's group said opportunities for trustees to get to know each other better included breakout sessions where they have real discussions and attending events that allow for relationship building. Regarding the diversity of members on the board, Trustee Clough noted the lack of Asian or Pacific Islander representatives, who are an important part of the university, and Trustee Loverro encouraged the board to be proactive to identify potential trustees of diverse backgrounds.

To engage more members, Trustee Lightman's group suggested identifying individual trustees' talents, skills and expertise. The action item to accomplish this was to establish some type of governance committee that would take on some of these conversations. Another opportunity the group discussed was fostering diversity and equity on the board; having equity, diversity and inclusion implemented at every meeting in some way; and tapping into currently-existing campus resources for training, which might be accomplished by a new committee or ad hoc group. Lastly, the group talked about opportunities for the board to connect personally through activities such as icebreakers and other social activities and having breakout sessions such as the ones during this meeting.

Ms. Heard suggested creating a small working group to implement the action plans to make sure they come to life, which Chair Nicholson thought was a good idea. He said he would follow up with trustees to see who would be interested in serving on the working group.

Ms. Heard said the board is on the precipice of a very important choice: (1) step off with courage and know that the board develops a stronger culture of inquiry by asking those hard questions and by making sure all voices are included or (2) step back away from doubt, knowing there is a large intersectionality of issues, concerns, challenges and opportunities. Several trustees expressed their belief that the board was ready to move forward and the dialogues during the meeting will help tremendously. President Schott added that she and her team welcome the board asking hard questions; it is not a sign of distrust but rather the board fulfilling its responsibility. Suggestions were made on improving the information included in the meeting materials and on the importance of trustees preparing for meetings.

SOU Business Model Discussion

Taking agenda items out of order, President Schott turned to SOU's finances and the future. She expressed extreme concerns over SOU's current, dire financial situation in addition to the pandemic and the recent fires in the Rogue Valley. Greg Perkinson reviewed the pro forma and the fiscal impacts of COVID-19.

Jeanne Stallman provided a legislative update, the highlights being: 1) In times of major recessions, universities have taken disproportionate cuts in state funding; and 2) There will never be consensus among Oregon's public universities on the funding model and HECC Commissioners have not been deeply involved in the review; SOU's best hope is HECC staff wanting to ensure the university's stability.

Ms. Stallman said the legislature unexpectedly kept funding for higher education intact this year. There seems to be support from the legislature for the technical and regional universities but they must compete with the lobbying power of the three big institutions. There does seem to be some understanding in the legislature that SOU has been challenged and has needs. Considering everything, SOU does not have a lot of steam in the legislature and across the state, the competition for dollars will be fierce.

Turning to funding, Ms. Stallman said the state has many areas in critical need of assistance. SOU is unlikely to receive financial assistance until it is at “death’s doorstep.” As a result, the administration has focused on documenting the need for and the value in receiving assistance.

Much discussion ensued on financial exigency, what it is, the implications, actions SOU could consider, and options available to SOU. The significance and consequences of options were discussed and the importance of ensuring that the campus and community stay fully informed were repeatedly stressed. President Schott said her goal was to keep SOU fulfilling its mission in this part of the state.

Mr. Perkinson reviewed financial exigency triggers as detailed in the meeting materials. He then mentioned mitigation steps SOU has taken, including furloughs, a hiring freeze, academic program savings and freezing travel. Other cost management strategies have been discussed during meetings of the president’s cabinet. President Schott stressed the importance of fulfilling the mission of the university and the impact in the region of doing so. Discussion ensued on various scenarios.

Taylor Hall Expenditure Authorization (Action)

Greg Perkinson requested approval of \$500,000 to cover additional necessary renovations in Taylor Hall. The source of funds was explained as bond funding designated for deferred maintenance. With those funds set to expire, the Department of Administrative Services granted an extension of time in which the funds could be spent.

At Chair Nicholson’s request, Mr. Perkinson explained that if the additional \$500,000 were not authorized, some of the funds would be used to finish deferred maintenance in the stadium and some would be used for Britt Hall. If all the funds could not be spent, they would have to be returned to the state.

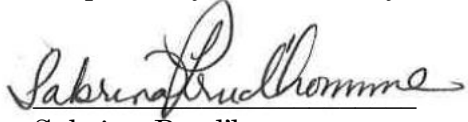
Trustee Loverro moved that the board authorize the capital expenditure of \$500,000 to renovate Taylor Hall. Trustee Santos seconded the motion and it passed unanimously.

Adjournment

Chair Nicholson adjourned the meeting at 5:38 p.m.

Date: October 16, 2020

Respectfully submitted by,

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

Sabrina Prud'homme
University Board Secretary