



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

January 14, 2022

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.

There will be discussion and action on the consent agenda consisting of past meeting minutes; a review of the Fiscal Year 2020-21 audited financial statements and annual financial report; and amendments to the Board Statements on Policies as well as the Process for Officer Election.

Information and discussion items on the agenda include a report on internal audit; an update from the Governance Work Group; and a discussion on a presidential emeritus status designation.

The meeting will occur as follows:

Friday, January 21, 2022

9:30 a.m. to 11:30 a.m. (or until business is concluded)

Visit governance.sou.edu for meeting materials.

To join or view the proceedings, visit <https://sou.zoom.us/j/89526730946> at the time of the meeting.

Public Comment

Members of the public who wish to provide public comments for the meeting are invited to submit their comments in writing at least 24-hours in advance of the meeting during this period of pandemic protocols. Please send written comments to the board's email address: trustees@sou.edu. Public comments also may be sent to the board via U.S. mail addressed to SOU Board of Trustees, 1250 Siskiyou Blvd., Ashland, OR 97520, or hand delivered to Churchill Hall, Room 107, at this address.

If special accommodations are required, please contact Pamela Tomac at (541) 552-8055 at least 72 hours in advance.



**Board of Trustees
Executive and Audit Committee Meeting
January 21, 2022**

Call to Order / Roll / Declaration of a Quorum



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

Friday, January 21, 2022
9:30 a.m. – 11:30 a.m. (or until business concludes)
<https://sou.zoom.us/j/89526730946>

AGENDA

Persons wishing to provide public comment shall do so in writing.
Please note: times are approximate and items may be taken out of order.

- | | | |
|----------|---|---|
| 1 | Call to Order/Roll/Declaration of a Quorum | Chair Daniel Santos |
| 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 Santos |
| 2 | Public Comment | |
| 5 min. | 3 Consent Agenda (Action) | |
| 3.1 | October 15, 2021 Meeting Minutes | Chair Santos |
| 3.2 | October 19, 2021 Meeting Minutes | |
| 3.3 | October 22, 2021 Meeting Minutes | |
| 3.4 | October 26, 2021 Meeting Minutes | |
| 3.5 | October 28, 2021 Meeting Minutes | |
| 3.6 | November 21, 2021 Meeting Minutes | |
| 4 | Reports | |
| 15 min. | 4.1 Internal Audit Report | David Terry, PSU,
Internal Audit
Contractor |
| 5 | Action, Information and Discussion Items | |
| 50 min. | 5.1 Review of Audited Financial Statements and
Acceptance of Annual Financial Report for
Fiscal Year 2019-20 (Action) | Jean Bushong,
CliftonLarsonAllen,
Principal |
| 10 min. | 5.2 Amendments to the Board Statement on Policies
(Action) | Jason Catz, SOU,
General Counsel |
| 10 min. | 5.3 Governance Work Group Update | Vice Chair Bullock |

Board of Trustees
Executive and Audit Committee Meeting
Friday, January 21, 2022
9:30 a.m. – 11:30 a.m. (or until business concludes)

AGENDA (Continued)

- | | | | |
|---------|----------|--|--------------------------|
| 10 min. | 5.4 | Amendments to Board Statement on the Process for Officer Election (Action) | Vice Chair Bullock |
| 10 min. | 5.5 | Discussion of 2022 Presidential Annual Review Process | Chair Santos |
| 10 min. | 5.6 | Discussion of Presidential Emeritus Status Designation | Chair Santos, Jason Catz |
| | 5.7 | Future Meetings | Chair Santos |
| | 6 | Adjournment | |

Public Comment

Consent Agenda

**Board of Trustees
Executive and Audit Committee Special Meeting
October 15, 2021**

MINUTES

Call to Order and Preliminary Business

Chair Santos called the meeting to order at 1:00 p.m. at the SOU Higher Education Center.

Committee Members present for the meeting:

Daniel Santos	Present	Lyn Hennion	Present
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Absent		

Other meeting guests included: Dr. Chris Gilmer, presidential candidate; and Sabrina Prud'homme, Board Secretary.

Candidate Interview for the Position of University President [Executive Session Pursuant to ORS 192.660 (2)(a)]

After welcoming Dr. Chris Gilmer, Chair Santos said the committee would interview Dr. Chris Gilmer for the position of SOU President. Chair Santos advised those in attendance that the board would enter into executive session to consider the employment of a public officer, employee, staff member or individual agent.

Chair Santos then recited applicable statutory provisions. Pursuant to ORS 192.660 (2)(a), the governing body of a public body may hold an executive session to consider the employment of a public officer, employee, staff member or individual agent. Pursuant to ORS 192.660 (6), no final action would be taken nor final decision made in the executive session.

In addition to SOU board members, the following persons were permitted to remain for the executive session: Dr. Chris Gilmer and University Board Secretary, Sabrina Prud'homme.

Although no members of the media were present, Chair Santos stated, for the record, pursuant to ORS 192.660 (4), representatives of the news media shall be allowed to attend this executive session. All other members of the audience, except designated staff, were asked to leave the room. Representatives of the news media were specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. In addition, members of the media were respectfully directed not to record the executive session.

The committee began its executive session. At the conclusion of the executive session, Chair Santos returned the meeting to open session and welcomed attendees back into the room, though none were present. Chair Santos then adjourned the meeting.

Adjourn

Chair Santos adjourned the meeting at approximately 2:00 p.m.

Date: January 21, 2022

Respectfully submitted by,

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

Sabrina Prud'homme
University Board Secretary

DRAFT

**Board of Trustees
Executive and Audit Committee Special Meeting
October 19, 2021**

MINUTES

Call to Order and Preliminary Business

Chair Santos called the meeting to order at 1:00 p.m. in the Jackson Room of the Rogue Valley Country Club.

Committee Members present for the meeting:

Daniel Santos	Present	Lyn Hennion	Present
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Absent		

Other meeting guests included: Dr. Brock Tessman, presidential candidate and Sabrina Prud'homme, Board Secretary.

Candidate Interview for the Position of University President [Executive Session Pursuant to ORS 192.660 (2)(a)]

After welcoming Dr. Brock Tessman, Chair Santos said the committee would interview Dr. Tessman for the position of SOU President. Chair Santos advised those in attendance that the committee would enter into executive session to consider the employment of a public officer, employee, staff member or individual agent.

Chair Santos then recited applicable statutory provisions. Pursuant to ORS 192.660 (2)(a), the governing body of a public body may hold an executive session to consider the employment of a public officer, employee, staff member or individual agent. Pursuant to ORS 192.660 (6), no final action would be taken nor final decision made in the executive session.

In addition to SOU board members, the following persons were permitted to remain for the executive session: Dr. Brock Tessman and University Board Secretary, Sabrina Prud'homme.

Although no members of the media were present, Chair Santos stated, for the record, pursuant to ORS 192.660 (4), representatives of the news media shall be allowed to attend this executive session. All other members of the audience, except designated staff, were asked to leave the room. Representatives of the news media were specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. In addition, members of the media were respectfully directed not to record the executive session.

The committee began its executive session. At the conclusion of the executive session, Chair Santos returned the meeting to open session and welcomed attendees back into the room, though none were present. Chair Santos then adjourned the meeting.

Adjourn

Chair Santos adjourned the meeting at approximately 2:00 p.m.

Date: January 21, 2022

Respectfully submitted by,

A handwritten signature in cursive script, reading "Sabrina Prud'homme", is written over a horizontal line.

Sabrina Prud'homme
University Board Secretary

DRAFT

**Board of Trustees
Executive and Audit Committee Special Meeting
October 22, 2021**

MINUTES

Call to Order and Preliminary Business

Chair Santos called the meeting to order at 1:00 p.m. in the Jackson Room of the Rogue Valley Country Club.

Committee Members present for the meeting:

Daniel Santos	Present	Lyn Hennion	Present
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Present		

Other meeting guests included: Dr. Curtis Bridgeman, presidential candidate and Sabrina Prud'homme, Board Secretary.

Candidate Interview for the Position of University President [Executive Session Pursuant to ORS 192.660 (2)(a)]

After welcoming Dr. Curtis Bridgeman, Chair Santos said the committee would interview Dr. Curtis Bridgeman for the position of SOU President. Chair Santos advised those in attendance that the committee would enter into executive session to consider the employment of a public officer, employee, staff member or individual agent.

Chair Santos then recited applicable statutory provisions. Pursuant to ORS 192.660 (2)(a), the governing body of a public body may hold an executive session to consider the employment of a public officer, employee, staff member or individual agent. Pursuant to ORS 192.660 (6), no final action would be taken nor final decision made in the executive session.

In addition to SOU board members, the following persons were permitted to remain for the executive session: Dr. Curtis Bridgeman and University Board Secretary, Sabrina Prud'homme.

Although no members of the media were present, Chair Santos stated, for the record, pursuant to ORS 192.660 (4), representatives of the news media shall be allowed to attend this executive session. All other members of the audience, except designated staff, were asked to leave the room. Representatives of the news media were specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. In addition, members of the media were respectfully directed not to record the executive session.

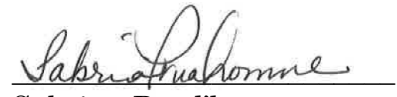
The committee then began its executive session. At the conclusion of the executive session, Chair Santos returned the meeting to open session and welcomed attendees back into the room, though none were present. Chair Santos then adjourned the meeting.

Adjourn

Chair Santos adjourned the meeting at approximately 2:00 p.m.

Date: January 21, 2022

Respectfully submitted by,

A handwritten signature in cursive script, reading "Sabrina Prud'homme", is written over a horizontal line.

Sabrina Prud'homme
University Board Secretary

DRAFT

**Board of Trustees
Executive and Audit Committee Special Meeting
October 26, 2021**

MINUTES

Call to Order and Preliminary Business

Chair Santos called the meeting to order at 1:00 p.m. in the Jackson Room of the Rogue Valley Country Club.

Committee Members present for the meeting:

Daniel Santos	Present	Lyn Hennion	Present
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Present		

Other meeting guests included: Dr. Junius Gonzales, presidential candidate and Sabrina Prud'homme, Board Secretary.

Candidate Interview for the Position of University President [Executive Session Pursuant to ORS 192.660 (2)(a)]

After welcoming Dr. Junius Gonzales, Chair Santos said the committee would interview Dr. Gonzales for the position of SOU President. Chair Santos advised those in attendance that the committee would enter into executive session to consider the employment of a public officer, employee, staff member or individual agent.

Chair Santos then recited applicable statutory provisions. Pursuant to ORS 192.660 (2)(a), the governing body of a public body may hold an executive session to consider the employment of a public officer, employee, staff member or individual agent. Pursuant to ORS 192.660 (6), no final action would be taken nor final decision made in the executive session.

In addition to SOU board members, the following persons were permitted to remain for the executive session: Dr. Junius Gonzales; and University Board Secretary, Sabrina Prud'homme.

Although no members of the media were present, Chair Santos stated, for the record, pursuant to ORS 192.660 (4), representatives of the news media shall be allowed to attend this executive session. All other members of the audience, except designated staff, were asked to leave the room. Representatives of the news media were specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. In addition, members of the media were respectfully directed not to record the executive session.

The committee then began its executive session. At the conclusion of the executive session, Chair Santos returned the meeting to open session and welcomed attendees

back into the room, though none were present. Chair Santos then adjourned the meeting.

Adjourn

Chair Santos adjourned the meeting at approximately 2:00 p.m.

Date: January 21, 2022

Respectfully submitted by,

A handwritten signature in cursive script, reading "Sabrina Prud'homme", is written over a horizontal line.

Sabrina Prud'homme
University Board Secretary

DRAFT

**Board of Trustees
Executive and Audit Committee Special Meeting
October 28, 2021**

MINUTES

Call to Order and Preliminary Business

Chair Santos called the meeting to order at 1:00 p.m. in the Jackson Room of the Rogue Valley Country Club.

Committee Members present for the meeting:

Daniel Santos	Present	Lyn Hennion	Present
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Present		

Other meeting guests included: Dr. Richard Bailey, Jr., presidential candidate and Sabrina Prud'homme, Board Secretary.

Candidate Interview for the Position of University President [Executive Session Pursuant to ORS 192.660 (2)(a)]

After welcoming Dr. Richard Bailey, Jr., Chair Santos said the committee would interview Dr. Bailey for the position of SOU President. Chair Santos advised those in attendance that the committee would enter into executive session to consider the employment of a public officer, employee, staff member or individual agent.

Chair Santos then recited applicable statutory provisions. Pursuant to ORS 192.660 (2)(a), the governing body of a public body may hold an executive session to consider the employment of a public officer, employee, staff member or individual agent. Pursuant to ORS 192.660 (6), no final action would be taken nor final decision made in the executive session.

In addition to SOU board members, only the following persons were permitted to remain for the executive session: Dr. Richard Bailey, Jr., and University Board Secretary, Sabrina Prud'homme.

Although no members of the media were present, Chair Santos stated, for the record, pursuant to ORS 192.660 (4), representatives of the news media shall be allowed to attend this executive session. All other members of the audience, except designated staff, were asked to leave the room. Representatives of the news media were specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. In addition, members of the media were respectfully directed not to record the executive session.

The committee then began its executive session. At the conclusion of the executive session, Chair Santos returned the meeting to open session and welcomed attendees back into the room, though none were present. Chair Santos then adjourned the meeting.

Adjourn

Chair Santos adjourned the meeting at approximately 2:00 p.m.

Date: January 21, 2022

Respectfully submitted by,

A handwritten signature in cursive script, reading "Sabrina Prud'homme", is written over a horizontal line.

Sabrina Prud'homme
University Board Secretary

DRAFT

**Executive and Audit Committee Meeting
Friday, November 19, 2021**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Committee Members:

Daniel Santos	Present	Jonathon Bullock	Present
Sheila Clough	Present	Paul Nicholson	Absent
Lyn Hennion	Present	Bill Thorndike	Present

Chair Daniel Santos called the meeting to order at 9:30 a.m. in the Meese Room of the Hannon Library. The board secretary recorded the roll and a quorum was verified.

Other trustees in attendance: janelle wilson, President Linda Schott, and Deborah Rosenberg.

Other attendees and Zoom webinar panelists included: Greg Perkinson, Vice President for Finance and Administration; Dr. Neil Woolf, Vice President for Enrollment Management and Student Affairs; Dr. Susan Walsh, Provost; Janet Fratella, Vice President for University Advancement; Toya Cooper, Vice President for Equity, Diversity, and Inclusion; Jason Catz, General Counsel; Tom Battaglia, Chief Information Officer; Sabrina Prud'homme, Board Secretary; and Pamela Tomac, Office of the Board Secretary.

Welcome to the first REGULAR meeting of the academic year! The committee is pleased to welcome Bill Thorndike BACK to the Executive and Audit Committee and this is President Schott's last meeting with the committee. Welcome and thanks to trustees, as well as all of the staff who are presenting today. The committee welcomes Toya Cooper, the new VP of EDI.

Public Comment

No public comments were offered.

Consent Agenda

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

Reports

Internal Audit Report and Proposal (Action)

Jason Catz reminded the committee of the history of internal audit at SOU and that when the board's internal auditor left last year, he [Ryan Schnobrich] recommended that SOU seek to outsource this function. With the board chair, and with the EAC's and board's support, such a proposal went to David Terry of PSU. His services would be billed at \$150 per hour; there is an auditor on his staff at \$90 an hour; and if necessary, they can help coordinate work with outside firms as needed. Mr. Terry's broad and deep expertise in internal audit and with Oregon's public universities was reviewed. There is no need to go out for a bid because procurement rules allow SOU to contract with other public bodies.

Mr. Terry reviewed the proposal information presented in the meeting materials: the engagement would be a moderate level; this is typically up to \$105K per year; it would provide 600-759 hours of service to SOU including annual risk assessment and audit plan assistance; there is a possibility of doing external audit testing with an external audit firm for a reduction in CliftonLarsonAllen's bills to SOU; a planned full audit project is included; ad

hoc consulting services if requested by management; and investigative services, which SOU's general counsel would specifically request if required.

Responding to Trustee Clough, Mr. Catz replied that nothing would necessarily be missing from the job that Mr. Schnobrich accomplished, it is just a matter of scope. Mr. Terry would propose the scope and audit plan for the year.

Trustee Thorndike asked Mr. Terry his thoughts about the many millions in federal funding flowing through the university and the requirements attached to that funding millions relative to internal versus external audit services. Mr. Terry believed that because the compliance requirements of the audit are clean a review may still be beneficial to look for opportunities for efficiencies and savings.

Mr. Catz answered Chair Santos that Terry's would be a year-to-year contract and not a 5-year engagement. Mr. Catz confirmed that there is not a minimum or maximum and that if the need is above or below, the rate will reflectively cost or save more. Chair Santos added that the information would be held confidentially and will not be stored on PSU's servers. Mr. Catz confirmed that safeguards will be in place. Responding to Trustee Hennion, Mr. Catz said that costs were expected to be more efficient than an outside firm not experienced with SOU.

Trustee Thorndike commented that this is an exciting, wonderful solution since the internal audit is so important. Trustee Thorndike added that his perspective was that under the Oregon University system did SOU rarely get enough attention. This is a model solution and agrees with the concept of having an effective compliance officer.

Trustee Thorndike moved to approve and recommend the internal audit proposal to the full board. Trustee Hennion seconded the motion, and it passed unanimously.

Action, Information and Discussion Items

Proposed 2022-2023 Committee Meeting Schedule (Action)

Trustee Hennion moved to approve the new calendar schedule as presented. Trustee Thorndike seconded the motion, and it passed unanimously.

Discussion of University Leadership Transitions

Acting University President and Transition Support for SOU President

Board Chair Santos said that as the board entered into negotiations with Dr. Bailey, a start date was agreed upon for January 15, 2022. As President Schott retires as of December 31, 2021, there will be a 2-week gap in leadership. Consistent with the board's policy on appointment of a university president, Board Chair Santos saw the need to have an acting president on campus, interviewed Provost Walsh, also reviewed other options and the policy. This committee meeting today fulfills the requirement of consultation with the Executive Committee on the matter. It is recommended for the committee's consideration that Provost Susan Walsh be appointed as acting president from January 1 to January 14, 2022. The committee does not need to act on this item but is requested to support this course of action when presented to the board later this afternoon.

Trustee Clough noted that Provost Walsh has been an incredible leader. Trustee Hennion said that this is an excellent idea. Vice Chair Bullock added that having coverage over this period is a brilliant move and appreciates that Provost Walsh is available to serve the university in this capacity. Trustee Thorndike noted that the hierarchy relative to coverage in

this role is usually the Provost's responsibility and he also fully endorses this action.

Regarding transition support for the new president, Dr. Schott has also agreed to a consulting contract to be available on reserve until June, as needed beginning January 1, 2022.

University President's Annual Evaluation [Executive Session Pursuant to ORS 192.660(2)(f) and (i)]

Chair Santos stated that the committee would enter into executive session to review and evaluate the employment-related performance of the chief executive officer and to consider information or records that are exempt by law from public inspection. Pursuant to ORS 192.660 (6), no final action would be taken or final decision made in the executive session. He said at the end of the executive session, the committee would return to open session and welcome members of the public back to the videoconference (if any remain).

Chair Santos asked if any members of the media were present, as pursuant to ORS 192.660 (4), representatives of the news media shall be allowed to attend this executive session, but were specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. No members of the media were present.

In addition to the board members, the following persons were permitted to remain for the executive session: Dr. Linda Schott and Sabrina Prud'homme.

The audio recording was stopped and the committee began its executive session. In concluding the executive session, Chair Santos returned the meeting to open session.

University President's Goals (Action)

President Schott reviewed the highlights of her goals, which were written in August during the last COVID surge. President Schott said that the main goals were preparing a transition plan for the new president, continuing to make SOU a more diverse and equitable institution by hiring the VP of EDI, strengthening campus governance by creating the newly formed Staff Assembly, and the last goal was leading the campus through the Fall Term in the best interests of students, employees, and the larger community.

Vice Chair Bullock moved to approve the president's goals. Trustee Clough seconded the motion, and it passed unanimously.

Future Meetings

The next meeting of this committee is scheduled to take place on January 21, 2022.

Adjournment

The meeting adjourned at 10:45 a.m.

Internal Audit Report

Review of Audited Financial Statements and SOU 2021 Annual Financial Report (Action)

Click Here to View

https://inside.sou.edu/assets/bus_serv/docs/accounting/SOUFinancialReport2021.pdf



Southern Oregon University

Fiscal Year 2021

Financial Statement Audit Results

WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor

Agenda



Introductions



Scope of Engagements



Responsibilities under GAAS



Unique Items



Financial Statement Audit Results



Required communications



Questions





Financial Statement Audit



Single Audit

Student Financial Aid
Higher Education Emergency Relief Fund



Responsibilities under US Generally Accepted Auditing Standards (GAAS)

Responsible for:

- Expressing an opinion on whether financial statements are in conformity with U.S. GAAP in all material respects.
- Expressing an opinion only over information identified in our report. Other information included will be reviewed, but not subject to testing.
- Performing audit in accordance with required auditing standards, including Government Auditing Standards

Responsibilities under GAAS (continued)

An audit in accordance with GAAS:

- Communication of significant matters related to audit, information required by regulations, or other information agreed upon with University.
- Does not relieve management of responsibilities.
- Includes consideration of internal control as basis for audit procedures; but not to opine on effectiveness of internal controls.

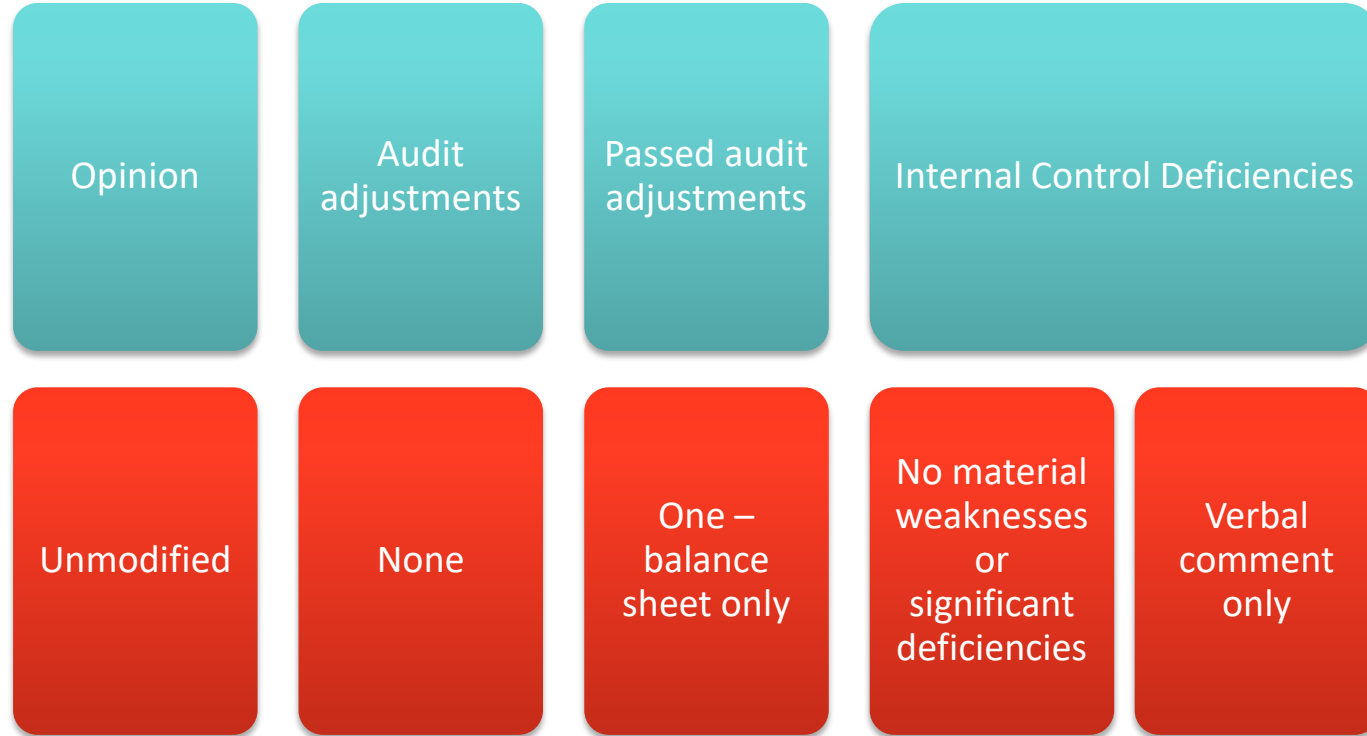
Unique Items

COVID 19

HEERF Funding

**North Campus
Village - \$1.5
Receivable
(Year 2)**

Financial Statement Audit Results



2021 Financial Statements



2021 ANNUAL

FINANCIAL REPORT



Required Communications

Qualitative Aspects of Accounting Practices

- Accounting Policies, Accounting Estimates, and Financial Statement Disclosures

Difficulties Encountered in Performing the Audit

- None

Passed Adjustment

- Accounts Payable / Construction in Progress - \$140,156

Corrected Misstatements

- None



Required Communications (continued)

Disagreements with Management

- None

Management Representations

Management Consultations with other Independent Accountants

- None

Significant Issues Discussed with Management Prior to Engagement

- None

Other Matters



Compliance Supplement was delayed



Updated Single Audit filing deadline - September 30, 2022



Working with management to complete testing
as soon as possible



Other Communications

Management and staff
were very cooperative
and helpful

2021 Higher Education Virtual Conference

[2021 Higher Education Virtual Conference : 2020 : Events : CLA \(CliftonLarsonAllen\) \(claconnect.com\)](https://claconnect.com)

2021 Higher Education Virtual Conference

Home / Events / 2021 Higher Education Virtual Conference

EVENT DETAIL



Date

February 09, 2021 –
February 23, 2021



Location

Virtual
Speaking, Hosting

Event materials



[2021 Higher Education Virtual Conference](#)



SPEAKERS



Kadian Douglas

PRINCIPAL

[in](#)
613-384-2735

[View profile](#)

UPCOMING EVENTS

1/14/2022
Compliance and Audits of
the Shuttered Venue
Operators Grant

1/19/2022
Strengthening Nonprofit
Accountability Through
Audit-Ready Financials

1/20/2022
Technology Webinar Series

1/25/2022
Audit and Tax Updates for
Nonprofits in 2022

1/25/2022
Florida Nonprofit Dashboard

Questions?



Jean Bushong, CPA

Principal

303-265-7884

Jean.Bushong@CLAconnect.com

Bryan Simkanich, CPA

Director

Bryan.Simkanich@claconnect.com

407-802-1235



CLAconnect.com



WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor

**Southern Oregon University
Board of Trustees
Executive and Audit Committee**

**RESOLUTION
Fiscal Year 2020-21 Audited Financial Statements**

Whereas, the independent certified public accounting firm, CliftonLarsonAllen, LLP, has completed its review of the financial statements of Southern Oregon University for the fiscal year ended June 30, 2021; and

Whereas, the Executive and Audit Committee of the Board of Trustees has reviewed the audited financial statements and report; and

Whereas, the Executive and Audit Committee of the Board of Trustees met with the external auditors and performed a satisfactory review of these documents; now therefore,

Be it resolved, that the Executive and Audit Committee of the Board of Trustees of Southern Oregon University hereby recommends the audited financial statements of the SOU 2021 Annual Financial Report for the fiscal year ended June 30, 2021, be accepted by the SOU Board of Trustees.

VOTE:

DATE: January 21, 2022

Amendment to the Board Statement on Policies (Action)

Governance Work Group Update

Amendment to the Board Statement on the Process for Officer Election (Action)

Board Statement on the Process for Officer Elections

Board of Trustees of Southern Oregon University

1.0 Appointment of an Officer Election Work Group

By January 30 in even-numbered years, or as soon thereafter as is practicable, the Board Chair shall ~~select an ad hoc committee known as the~~ appoint an Officer Election Work Group for the purpose of receiving and presenting recommendations for re-election or new officers for election to two- year terms to begin July 1.

The Board Chair shall select one member to serve as Chair of the Officer Election Work Group.

2.0 Composition of the Work Group

The Officer Election Work Group shall be comprised of ~~a diverse group of three-to-five~~ 3-5 trustees. At least one past Chair or Vice-Chair should be selected for the committee, if feasible. If necessary, a former trustee who served as an officer of the Board may serve in this role. At least one of the Board's current, "on-campus" trustees (i.e., student, faculty, or non-faculty staff trustees) should be selected for the committee, if feasible. The Board Secretary will serve as a non-voting, ex officio member of the Officer Election Work Group. No member of the Officer Election Work Group will be permitted to recommend themselves during the process or otherwise accept a recommendation for Chair or Vice-Chair positions without immediately recusing themselves from further service in the group; members of the group should have these considerations in mind before accepting membership in the work group.

~~The Board Chair shall select one member to serve as Chair of the Officer Election Work Group.~~

3.0 Responsibilities of the Work Group

~~The~~ reafter, Chair of the Officer Election Work Group will invite all trustees to submit recommendations for Chair and Vice-Chair to the Board Secretary.

The Officer Election Work Group will review all recommendations and contact each nominee to discuss their willingness to serve in either role. Trustees willing to serve will be asked to submit a brief statement of interest, explaining why they wish to serve as an officer, discussing relevant experience, specifying goals for their service as a Board officer, and any other additional information they would like considered with respect to their nomination. Trustees may request consideration for only the Chair position, only Vice-Chair position, or for both.

The Officer Election Work Group will review the statements of interest, consider the past and current engagement of each trustee, and may request additional information from the candidates, if necessary. If review of the recommended trustee's information presents any issues or concerns important to the trustee's potential candidacy, the Chair of the Officer Election Work Group will discuss those matters with the candidate and, at their discretion, other members of the work group. A designated member of the Officer Election Work Group will seek the input of the President.

Thereafter, the Officer Election Work Group will finalize the list of recommended trustees for presentation at a meeting of the full Board. All recommended candidates who completed the work group's process will be included for discussion at the meeting unless they withdraw from consideration. Members of the Officer Election Work Group will present a summary of each candidate's experience, a summary of their statement of interest, and will nominate each recommended trustee for consideration as Chair.

4.0 Board Election of Officers

Once all candidates have been presented for consideration and nominated, the Board will select a Chair with a majority of trustees present required to complete the selection. If no nominee receives a majority of votes, then the two initial nominees receiving the most votes will be nominated for a second vote by the full Board with the Chair selected by majority vote.

All candidates who wish to be considered for Vice-Chair will be nominated for the position using ~~the same~~this nomination and voting procedure.

Trustees may opt out from consideration for either position at any point during this process.

No officer will be eligible to serve more than two (2) consecutive, full two-year terms in the same office.

Board officer elections may take place at any meeting of the Board.

5.0 Officer Vacancies

A Vacancy occurring in the position of Chair for reasons other than a term expirations shall may be filled by the Vice Chair, filled consistent with Article III, Section 5.a. of the Bylaws of Southern Oregon University, unless the position of Vice Chair is vacant in which case the Board shall elect the Chair.

A vacancy in the position of Vice Chair for reasons other than term expiration shall be filled and completed by an election of the board, consistent with this policy.

Filling a partial term of ~~got~~ any position shall not prevent an officer from also serving ~~to~~ two (2) consecutive, full two-year terms in any position.

An officer -vacancy shall be filled ~~vacant office shall be filled~~ for the remainder of the unexpired term ~~as soon as reasonably practicable.~~

This policy shall be reviewed by the Board in odd-numbered calendar years.

Approved on ~~April~~January 21, 21, 2022~~0~~.

Chair, Board of Trustees

University Board Secretary

DRAFT

Discussion of 2022 Presidential Annual Review Process

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 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 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
- A description of other personal or institutional achievements of which the Board should be aware.
- Comments regarding university 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:

- Goals the President proposes for their individual performance 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.
- 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 self-assessment to the Board Chair before September 1 of each year. The Board Chair, Vice Chair, and the President will then meet to discuss the self-assessment. 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 shared with 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 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.

At the Board's fall meeting, or as soon thereafter as the Board's calendar will reasonably allow, the 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 for the upcoming year. 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 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.

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 are faculty personnel records and are not public records.

The Board 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 June 21, 2019


Chair, Board of Trustees


University Board Secretary

Revision	Change	Date
	-Initial Version	January 20, 2017
1	“Retrospective elements” and “Prospective elements” sections updated; Review Process updated; basic edits and corrections	June 21, 2019

Discussion of Presidential Emeritus Status Designation

Future Meetings

Adjournment