



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

June 10, 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.

The topics of the meeting will include a consent agenda consisting of past meeting minutes. There also will be an internal audit report. There will be an update from the Governance Work Group including actions on proposed recommendations for a new trustee mentoring program, a board statement on emeritus president status, and the addition of "governance" to the Executive and Audit Committee. The committee also will act on the president's 2022-23 goals and will discuss the process for the president's 2022 evaluation.

The meeting will occur as follows:

Friday, June 17, 2022

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

SOU Campus, Hannon Library, DeBoer Room

1290 Ashland Street, Ashland, Oregon

To view the proceedings, visit <https://sou.zoom.us/j/83710462473> at the time of the meeting.

Visit governance.sou.edu for meeting materials.

Public Comment

Members of the public who wish to provide public comments for the meeting are invited to sign up to speak or submit their comments in writing at least 24 hours in advance of the meeting to the Board of Trustees email address: trustees@sou.edu. Public comments also may be delivered by hand or mailed to SOU Board of Trustees, 1250 Siskiyou Boulevard, Churchill Hall, Room 107, Ashland, OR 97520.

If special accommodations are required, please contact (541) 552-6060 at least 72 hours in advance.



Board of Trustees
Executive and Audit Committee Meeting
June 17, 2022

Call to Order / Roll / Declaration of a Quorum



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

**Friday, June 17, 2022
9:30 a.m. – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library, SOU Campus
<https://sou.zoom.us/j/83710462473>**

AGENDA

Persons wishing to provide public comment shall sign up in advance or do so in writing via trustees@sou.edu.
Please note: timings are approximate and items may be taken out of order

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|----------|---|---|
| 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 |
| | 3.1 | April 22, 2022 Minutes |
| | | Chair Santos |
| | 4 | Reports |
| 15 min. | 4.1 | Internal Audit Report |
| | | David Terry, PSU,
Internal Audit Contractor |
| | 5 | Action, Information and Discussion Items |
| 25 min. | 5.1 | Governance Work Group Update and
Recommendations |
| | | Vice Chair Jonathon
Bullock |
| | 5.1.1 | New Trustee Mentoring Program (Action) |
| | 5.1.2 | Board Statement on Emeritus President
Status (Action) |
| | 5.1.3 | Addition of "Governance" to Executive and
Audit Committee (Action) |

**Board of Trustees
Executive and Audit Committee Meeting
Friday, June 17, 2022
9:30 a.m. – 11:30 a.m. (or until business concludes)**

AGENDA (Continued)

20 min.	5.2	President's 2022-2023 Goals (Action)	Chair Santos; President Rick Bailey
5 min.	5.3	President's 2022 Evaluation	Chair Santos
	5.4	Future Meetings	Chair Santos
6		Adjournment	Chair Santos

Public Comment

Consent Agenda

Internal Audit Report

Presented by David Terry, CPA, CFE, CIA

Internal Audit Update

Objectives of Update

- 1) Update on services provided since last committee meeting.
- 2) Provide a status update on Hotline activity since last committee meeting.

Objective 1 – Internal Audit Update

- **Updates with General Counsel** – Held bi-weekly meetings with General Counsel to provide status updates on internal audit projects and provided consulting on other SOU topics.
- **Transition Plan** – Worked with Jason Catz on a transition plan due to his departure from SOU. Will still have a dual reporting structure reporting to the Executive and Audit Committee of the Board and reporting on an interim basis to Greg Perkinson until a new General Counsel is appointed.

Objective 1 – Internal Audit Update

- **EthicsPoint Hotline Access** – Worked with Jason Catz to get access setup to the EthicsPoint Hotline system. Worked with EthicsPoint for new reporting protocols due to Jason's departure from SOU.
- **Debrief Meeting with Chair Santos** – Met with Chair Santos in late May to discuss function and upcoming projects. Periodic meetings will continue into the future as this practice helps to support internal audit standards for independence.

Objective 1 – Internal Audit Update

Projects for Fiscal Year 2023:

- 1) Residency Benchmarking – Initial planning work started
- 2) Equity, Diversity, & Inclusion - Procurement;
- 3) Financial Aid – Process Review;
- 4) Consulting work as requested by SOU; and
- 5) Special projects and reviews as needed.

Objective 2 – Hotline Update

- No new reports since our last meeting and report out.
- Internal Audit reviewed prior cases in the Hotline system since the time of SOU's prior Internal Auditor's departure to help ensure sufficient review and follow-up had been conducted.

Internal Audit Update



Questions?

Governance Work Group Update and Recommendations

Board of Trustees of Southern Oregon University New Trustee Mentoring

The SOU Office of the Board of Trustees, in conjunction with the board and university departments, provides an orientation for newly-appointed trustees. The orientation process continues for at least the first year through one-on-one meetings, board agenda items, higher education research and information, professional development opportunities, attendance at university events, and other opportunities that will support the trusteeship of new members. It is proposed that a mentoring component be added to the ongoing orientation process.

A mentoring component for new trustees (within first year of service) is recommended to support new board members in the fulfillment of their duties and understanding the complexities of trusteeship and proper governance.

Role of New-Trustee Mentor

1. **Mentoring:** Mentors should support and guide new trustees on how best to engage with materials, participate at board meetings, and regarding other fundamentals of trusteeship.
2. **Selection:** Mentors should be experienced trustees with sufficient years of service and engagement on the board to understand how the board works, along with its culture. Elected officers, past officers, others in board leadership positions, or experienced trustees should serve as mentors. Mentors should be both willing and able to spend the time to assist new trustees in their understanding of and participation on the board. The board chair will assign mentors to mentees.
3. **Initial Contact:** The mentor will initiate contact with the new trustees ideally upon appointment and especially within two weeks of the commencement of the new trustee's term of appointment to the board. The mentor should welcome the new trustee to the board and extend assurance of belonging. The trustees should work together to consider the calendar for board meetings, determine appropriate times for meeting or for phone- or video-conference calls, and schedule future check-ins with each other.
4. **Orientation:** New trustee orientation will be scheduled around the availability of the new trustee. Mentors are encouraged to attend orientation with new trustees or meet with mentors as a culminating event at the conclusion of the orientation session. This will provide the new trustee with an opportunity to check-in with a colleague about their orientation experience.
5. **Ongoing Contact:** Trustee mentors should support new trustees in their preparations for upcoming meetings as needed to review meeting agendas and materials, to answer questions about agenda items, meeting procedures, participation in meetings, or other supports the new trustee may seek. Mentors should also consider offering social support with camaraderie and introductions at events to which board members are invited.

Mentor Suggested To-Do List

New Trustee: _____ **Contact:** _____

Board Mentor: _____ **Contact:** _____

Point of Contact	Purpose	Date and Details
Initial contact	A phone call welcome and introduction. Review your years on the Board and share your Board experience. Help to convey the effective, collegial, and friendly culture of the board. Offer to serve as a resource in their first year.	
Orientation	Orientation materials will be shared with new trustee and mentor. Mentors may attend orientation or follow up with new trustee after orientation.	
Contact prior to meetings	<ul style="list-style-type: none"> Reach out to new trustee after their review of the meeting agenda and materials to answer questions about agenda items, meeting procedures, participation in meetings, etc. Sit with the new trustee at their first board meeting 	
Post-meeting follow-up	Follow up after meetings to respond to questions, review how/why the board reached its conclusions, address concerns, etc.	
Other points of contact	Assist with introductions at board social events and university events.	
<p>Mentor to provide feedback to board chair, president, and/or board secretary on interactions warranting further follow-up to support the new trustee or the process.</p> <p>New trustee to provide feedback to board secretary regarding orientation and the mentorship experience including opportunities for improvement.</p>		

Board Statement on Emeritus President Status Board of Trustees of Southern Oregon University

I. Policy

The Board of Trustees of Southern Oregon University is the sole entity that may confer emeritus status upon a former university president of Southern Oregon University.

Former presidents who have served SOU for a significant period, sufficient to demonstrate meaningful contributions to higher education in Oregon, and upon the recommendation of the Board of Trustees, may be eligible to be accorded the title of President Emeritus of Southern Oregon University.

The significance of the period of service may include but is not limited to considerations of the duration of service and circumstances occurring during the president's period of service.

II. Purpose

The purpose of this board statement is to describe the criteria and process for granting the title of President Emeritus and the rights and privileges extended to Presidents Emeriti.

III. Criteria for Granting Emeritus Status

The President Emeritus title may be conferred on an individual with significant honorable and distinguished service as university president. Such service goes beyond the regular duties and responsibilities of the appointment and contemplates that the individual had an extraordinary impact on the university and broader community that exemplified the highest standards of professional and personal conduct, integrity, vision, and leadership.

III. Process for Granting Emeritus Status

Granting of the rights, privileges, and title of President Emeritus:

- a. The Board of Trustees will observe a waiting period of at least one year following the completion of a president's service as university president before considering awarding emeritus status.
- b. A member of the Board may nominate a university president for the title of President Emeritus. The title must be approved by a majority of the trustees when a quorum is present.
- c. In the board's determination of awarding the title of President Emeritus, the board may consult with members of the SOU community to support the designation of this honor. The nature of such consultation is informational only, as the Board retains the sole authority for conferring emeritus status upon a former university president of SOU.
- d. If approved by the Board, the Board Secretary will notify the individual, the SOU Faculty Senate, and the SOU Staff Assembly that the honorary title of President Emeritus has been granted.

- e. The Board reserves the discretion to award the Presidential Emeritus title and privileges as it deems necessary and appropriate.
- f. The Board retains the authority to withdraw a President Emeritus title at its discretion at any time.

IV. Rights and Privileges of Emeritus Status

The title of President Emeritus confers no remuneration, rights to employment, rights to service, or any benefit in addition to those described in this policy. Presidents Emeriti do not exercise any of the authority or administrative functions associated with holding a faculty or staff position at the university, unless they are doing so in the capacity of another SOU position title (such as professor).

The benefits and privileges that inure to a former university president with the President Emeritus title are as follows:

- a. A resolution naming and honoring the university president as President Emeritus;
- b. Listing on the university President's Office website;
- c. Use of the title "President Emeritus" in community and professional activities;
- d. Emeritus business cards upon request;
- e. Upon the invitation of the then-current University President, the option to participate in university functions and events;
- f. Complimentary parking on the university campus upon request;
- g. The ability to use an institutional e-mail address;
- h. SOU Identification Card; and
- i. Campus library privileges.

The Board of Trustees may consider additional privileges. The exercise of any privileges shall be consistent with the institutional policies and procedures of Southern Oregon University. The costs of these privileges shall be the responsibility of Southern Oregon University.

It is the intent of this statement that the designated individual shall be accorded the right to use the President Emeritus designation from the date of issuance forward, to mark this singularly significant professional honor.

President's 2022-2023 Goals (Action)

Draft Goals 2022-2023

- GOAL 1: Promote Justice, Equity, Diversity and Inclusion on Campus and Throughout the Region
 - Translate Goals and Strategy into Actionable Steps
 - Leverage partnerships with City, County, Tribal, State, and Federal governmental entities to complement SOU's efforts
 - Explore business and non-profit partners to complement SOU's efforts
- GOAL 2: Provide Leadership for Student Enrollment, Support and Success
 - Collaborate with K-12 entities to create or strengthen partnerships
 - Create or reinvigorate relationships with community colleges for transfer pathways and other collaborations
 - Support strategic engagement of the Enrollment Council

Draft Goals 2022-2023

- GOAL 3: Craft Long-Term Fiscal Sustainability Roadmap
 - Oversee Cost Management Processes, Including Vacant Position Management, Reorganization and Transformation
 - Diversify Revenue Streams—Lay Groundwork, Identify Options and Develop Implementation Plans
 - Lead a Redesign of the Grants Management Processes

- GOAL 4: Develop an *Approach* to Strategic Plan
 - Engage with Stakeholders to Celebrate Achievements
 - Identify Areas for Adjustment or Refinement
 - Create Inclusive Process with Student/Faculty/Staff Inputs
 - Continue to Incentivize “Doing” (Execution of the Plan)

Draft Goals 2022-2023

- GOAL 5: Strengthen Internal and External Outreach
 - Lead strategic messaging to external university stakeholders
 - Implement best practices for campus awareness and avenues for strategic inputs from students/faculty/staff
 - Promote Culture of Healing, Self-Care, Resilience and Perseverance
- GOAL 6: Position the University for Inaugural Comprehensive Campaign
 - Promote internal culture of philanthropy conversations
 - Engage top tier of philanthropic partners, solidifying early campaign lead gifts
 - Leverage philanthropy to support long-term fiscal sustainability

President's 2022 Evaluation

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

Future Meetings

Adjournment