



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

October 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, Audit and Governance 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.

Action items on the agenda include a consent agenda consisting of meeting minutes; a proposed revision to the president's 2022-2023 goals; and a proposed 2023-2024 meeting schedule.

Other topics of the meeting will include an internal audit report, a 2023 board policy review process and the appointment of a work group for that project. The university president's annual evaluation will be held in an executive session, pursuant to ORS 192.660 (2)(f) and (i). No action will be taken in an executive session.

The meeting will occur as follows:

Friday, October 21, 2022

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

De Boer Room, 3rd Floor, Hannon Library, SOU Campus

Members of the public may view the proceedings at <https://sou.zoom.us/j/84484654383> at the time of the meeting.

Materials for the meeting are available at governance.sou.edu.

The Hannon Library is located at 1290 Ashland Street, on the Ashland campus of Southern Oregon University. **If special accommodations are required, please contact Christina Martin at (541) 552-8055 at least 72 hours in advance.**

Public Comment

Members of the public who wish to provide public comments for the meeting are invited to sign up to speak or to 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.



Board of Trustees

Executive, Audit and Governance Committee Meeting

October 21, 2022

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Call to Order / Roll / Declaration of a Quorum



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

Friday, October 21, 2022
9:30 a.m. – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library, SOU Campus
Zoom: <https://sou.zoom.us/j/84484654383>

AGENDA

Persons wishing to provide public comment in the meeting or in writing may sign up at trustees@sou.edu.
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 | Chair Santos |
| | 3.1 | April 21, 2022, Minutes | |
| | 3.2 | June 17, 2022, Minutes | |
| 25 min. | 4 | Reports | |
| | 4.1 | Internal Audit Report | David Terry; Portland
State University, Internal
Audit Contractor |
| 10 min. | 5 | Action, Information and Discussion Items | |
| | 5.1 | Discussion of 2023 Board Policy Review Process | Chair Santos |
| | 5.1.2 | Appointment of Policy Work Group | Chair Santos |
| 15 min. | 5.2 | Proposed 2023-2024 Committee Meeting
Schedule (Action) | Chair Santos |
| 45 min. | 5.3 | University President's Annual Evaluation [Executive
Session Pursuant to ORS 192.660(2)(f) and (i)] | Chair Santos |

**Southern Oregon University
Board of Trustees
Executive, Audit, and Governance Committee Meeting
Friday, October 21, 2022**

AGENDA (Continued)

10 min.	5.4	Proposed Revision to University President's 2022-2023 Goals (Action)	President Rick Bailey
5 min.	5.5	Future Meetings	Chair Santos
	6	Adjournment	Chair Santos

Public Comment

Consent Agenda

**Board of Trustees Special Meeting
Friday, April 1, 2022
Videoconference**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Vice Chair Bullock called the meeting to order at 5:00 p.m. The secretary called the roll and a quorum was verified.

Daniel Santos	Absent	Paul Nicholson	Present
Rick Bailey	Present	Mimi Pieper	Present
Jon Bullock	Present	Deborah Rosenberg	Present
Sheila Clough	Present	Barry Thalden	Absent
Shaun Franks	Present	Bill Thorndike	Present
Lyn Hennion	Present	Steve Vincent	Present
Debra Lee	Present	janelle wilson	Absent

Vice President Perkinson read the SOU Land Acknowledgement.

Public Comment

No members of the public comments made any public comments.

Action, Information and Discussion Items

Southern Oregon University Property Acquisition (Action)

Introducing the topic, Vice Chair Bullock said that about a year ago, a university properties committee, including members of this board, was assembled to analyze SOU's property holdings. That committee helped to make strategic determinations for the best uses of SOU's real estate and they recommended a portion of SOU's real estate assets be liquidated, to support SOU's financial position. In January, this board authorized Vice President Perkinson to execute that plan and in doing so, he has identified a couple of opportunities to help SOU support the sale of a couple of these properties.

Vice President Perkinson offered a status update on the sale of the excess properties, saying that SOU has sold one house [Roca Street] and has accepted two offers on houses that currently are in escrow [Mountain Street]. The action he is seeking the board's approval on is tied to the Henry Street properties. As presented in the materials, he outlined that these properties have "slivers" of land attached to them and for the modest reimbursement of their administrative costs, Jackson County will sell SOU these slivers. So, the recommendation Mr. Perkinson is seeking the board's approval on is the acquisition of the land/parcels, which will be sold with the Henry Street properties, as depicted on the chart in the materials. The action will create contiguous parcels.

Trustee Rosenberg sought clarity on who SOU would purchase the slivers from, why these slivers exist, and what SOU will do with them once the university owns them. Mr. Perkinson stated that the slivers are owned by Jackson County, he doesn't know why they exist—his hunch is they are a legacy easement, and once SOU has a contiguous property, SOU will decide whether it is better to sell or develop the property, as affordable housing is an

important issue for students, faculty, and staff so he is open to selling or development. As the decisions mature, he will report back to the board.

Trustee Nicholson moved to approve the purchase of tax lot numbers 391E09DD6199 TL 6199 and 391E09DD6198 TL 6198 and the related dispensation of those. Trustee Lee seconded the motion and it passed unanimously.

Southern Oregon University Capital Projects Expenditure Authorization (Action)

Introducing the item, Vice Chair Bullock said the Britt Hall project, which the board previously authorized, is nearly complete. The board recently authorized a capital project for the Central Hall renovation as well. Related to these projects a “musical chairs” of sorts is necessary to accommodate SOU’s academic programs located in Central Hall and give them new homes—either permanently or temporarily. The board is being asked to approve a capital expenditure to help meet the academic space planning needs of the campus.

Summarizing the information presented in the meeting materials, Vice President Perkinson said SOU has an opportunity to issue a change order against the current contract with Britt Hall and use funding that is available from the previous biennium. The university has firm pricing that drives the \$1.9 million estimate and the board’s approval will help the university transition out of Central Hall.

Responding to trustee questions on how the use of funds will affect SOU’s forecast for this year and the source of funds, Mr. Perkinson said the way capital improvement and renewal (CI&R) bond funds flow, the university gets an increment of funding it is allowed to use at its discretion as long as guidelines are followed. Funding varies between \$4.5 million to \$5 million each biennium. Trustees asked specific questions further discussed the displacement of academic departments, fund transfers, the use of capital dollars, and the use of space planning experts.

Trustee Thorndike moved to approve the expenditure of \$1.9 million for Britt Hall to be paid from capital improvement and renewal bonds from last biennium. Trustee Hennion seconded the motion and it passed unanimously.

Southern Oregon University Capital Projects Prioritization for the 2023-24 Biennium (Action)

Vice Chair Bullock said the purpose of this item is to get the board’s approval, which is required before the prioritization can be forwarded formally to the Higher Education Coordinating Commission (HECC) to be included in the rubric for scoring for capital funding for the public universities. Vice President Perkinson noted that he initiated this discussion with the Finance and Administration Committee of the board last month. The charts have been updated to showed refined cost estimates.

In summary, the Facilities Planning and Utilization Committee (FPUC) looked at twelve projects presented by their proponents or advocates, those were prioritized based on connection to the mission as well as synergies and other factors, and the recommended priorities resulted. In order of priority are the Creative Industries/Student Success and

Leadership Center, phase 2 of Central Hall, Stevenson Union mechanical repairs, affordable housing (replace Greensprings), and a Business Sustainability Center at The Farm (the old farm house). The projects were shown with estimated costs and bond funding sources for the board's consideration. Regarding the April 4 submission to the HECC, Mr. Perkinson said he intends to submit the first two projects to the HECC for the upcoming biennium, as they are the most critical. Trustees also discussed the six-year capital projects plan from 2024-2030 as presented in the meeting materials.

Mr. Perkinson responded to numerous trustee questions saying that in the Creative Industries/Student Success and Leadership Center project, there are opportunities to expand to the north, toward the Stevenson Union, fix Americans with Disabilities Act deficiencies in the restrooms and improve the size of the restrooms and availability, and create some better studio space that will enable that synergy between the two programs [music and the digital media center]. Regarding affordable housing, he noted that Greensprings needs to be demolished and with a clean slate, much is possible such as a conference center or affordable housing. SOU has vacant land as well as the Henry Street properties discussed earlier in the meeting, which could be well-suited for affordable housing, although there is no a specific plan today. Regarding Cascades, Mr. Perkinson said the Cascade demolition was funded last biennium but SOU still has not received those dollars, although the state is committed for that demolition.

Trustee Nicholson asked how a wide range of participants was included in the process and how an equity lens was employed. Mr. Perkinson said the membership of the committee is diverse and includes faculty, staff and people from all walks of life including athletics and the foundation, so the membership of the committee helps create a diverse set of perspectives. Provost Susan Walsh added that the list of participants is diverse, from many different disciplines and divisions. Mr. Perkinson said the committee also needs to talk about how SOU supports the HECC's strategic roadmap, and specifically how SOU supports underrepresented minorities as an element of that. Dr. Walsh added that Mr. Perkinson is keen on being transparent, making sure that whatever scoring is done is done fairly and equitably.

Trustee Clough moved that the board approve the prioritization of capital projects for SOU for forwarding to the HECC in the capital funding process for the 2023-24 biennium. Trustee Rosenberg seconded the motion and it passed unanimously.

Adjournment

Vice Chair Bullock thanked the members of the staff for pulling together the meeting and concise materials on short notice. He also thanked trustees for assembling for the special meeting. He said the next meeting of the Board of Trustees was scheduled to take place on April 22, 2022 at noon and would be an in-person meeting.

He adjourned the meeting at approximately 5:38 p.m.

Internal Audit Report

Presented by David Terry, CPA, CFE, CIA



Internal Audit Update

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 SOU Management** – Held bi-weekly meetings with Vice President of Finance and Administration to provide status updates on internal audit projects and provided consulting on other SOU topics.
- **Debrief Meeting with Chair Santos** – Met with Chair Santos in late September 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

- **Updating Internal Audit Website** – Working to update key information on the Internal Audit SOU website so that stakeholders are aware of the function at SOU and resources available.
- **Cybersecurity Conference** – Attended the Oregon Cyber Resilience Summit hosted by the University of Oregon on 10/13/22 to help stay abreast of current cybersecurity risks that higher education must manage.

Objective 1 – Internal Audit Update

Projects for Fiscal Year 2023:

- 1) Residency Benchmarking – In progress – conducting fieldwork.
- 2) Equity, Diversity, & Inclusion – Procurement – Initial planning work started
- 3) Financial Aid – Process Review – Planned for later in the year
- 4) Consulting work as requested -Completed vendor master file consulting project
- 5) Special projects and reviews as needed.

Objective 2 – Hotline Update

- No new reports since our last meeting and report out.
- Internal Audit working with SOU management to help communicate EthicsPoint Hotline resource to university stakeholders.

Internal Audit Update

Questions?

Discussion of 2023 Board Policy Review Process

**Board of
Trustees
Bylaws and Policy Review
Process**

A small working group will be formed for the purpose of gathering information for review and possible amendments to the board's policies and governing documents.

The Executive and Audit Committee will review and recommend policies to the Board of Trustees for adoption (if edited). The Board of Trustees will review and approve final versions for adoption.

Proposed Schedule

BOARD MEETINGS	REVIEWER	POLICY
January 2023	Work Group, EAC	<ul style="list-style-type: none"> • Bylaws • Board Statement on Delegation of Authority • Board Statement on Board Committees • Board Statement on the Conduct of Public Meetings • New policy: Board Statement on Honorary Degrees
April 2023	Work Group, EAC	<ul style="list-style-type: none"> • Board Statement on Ethics and Conflict of Interest • Board Statement on Policies • Board Statement on Recommending Candidates for At- large Board Positions • New Policy: Board Statement on Records Retention • Board Statement on Black Lives Matter
	Work Group, FAC, EAC	<ul style="list-style-type: none"> • Investment Policy, SOU Endowment Fund
June 2023	Work Group, EAC	<ul style="list-style-type: none"> • Resolution on the Responsibilities of Individual Trustees • Board Statement on Evaluation of the University President • Board Statement on the Performance of Official Business • Policy on Executive Searches • Board Statement on the Process for Officer Elections • Board Statement on Emeritus President Status • Board Statement on Presidential Searches and Appointments
October 2023	Work Group, EAC	<ul style="list-style-type: none"> • Additional or delayed policies, statements, resolutions

Proposed 2023-2024 Committee Meeting Schedule (Action)

SOU Board of Trustees
2023-2024 Board and Committee Meeting Schedule

MEETING	Academic and Student Affairs	Finance and Administration	Executive, Audit and Governance	Board of Trustees
DAY	Third Thursdays	Third Thursdays	Third Fridays	Third Fridays
FREQUENCY	Four Times Per Year (and as needed for curriculum approvals)	Six Times Per Year	Five Times Per Year	Five Times Per Year
TIME	12:00-3:30 p.m.	4:00-6:00 p.m.	9:30-11:30 a.m.	12:00-5:00 p.m.
	January 19, 2023	January 19, 2023	January 20, 2023	January 20, 2023
	March 16, 2023	March 16, 2023	March 17, 2023	March 17, 2023
	April 20, 2023	April 20, 2023	April 21, 2023	April 21, 2023
	June 15, 2023*	June 15, 2023*	June 16, 2023*	June 16, 2023*
				Retreat September 13, 2023** September 14, 2023** All Day, Time TBD
	October 19, 2023	October 19, 2023	October 20, 2023	October 20, 2023
	January 18, 2024	January 18, 2024	January 19, 2024	January 19, 2024
		March 21, 2024 (Budget focus)		
	April 18, 2024	April 18, 2024	April 19, 2024	April 19, 2024
		May 16, 2024 (Budget focus)		
	June 20, 2024***	June 20, 2024***	June 21, 2024***	June 21, 2024***
				Retreat September 19, 2024 September 20, 2024 All Day, Time TBD
	October 17, 2024	October 17, 2024	October 18, 2024	October 18, 2024

* Meeting occurs week of Commencement

** Meeting is scheduled for Wednesday and Thursday to avoid scheduling conflict with Rosh Hashana

*** AY 2023-24 academic calendar has not yet been released

University President's Annual Evaluation

**Executive session, pursuant to
ORS 192.660 (2)(f) and (i)**

No action will be taken in executive session.

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

Proposed Revision to University President's 2022-2023 Goals (Action)

2022-2023 Goals

- 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

2022-2023 Goals

- 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)

2022-2023 Goals

- 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

Future Meetings

Adjournment