

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

MINUTES

Call to Order/Roll/Declaration of a Quorum

Chair Daniel Santos called the meeting to order at 9:31 a.m. Chair Santos welcomed the trustees and presenters to the final meeting of the academic year. He gave a special welcome to David Terry and his PSU team member Amy Smith. He announced that the committee was down by one member, Lyn Hennion, and said that the committee's thoughts are with her and her family. The secretary recorded the roll and a quorum was verified.

Committee Members:

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

Other trustees in attendance: President Rick Bailey, Shaun Franks, Steve Vincent

Public Comment

There was no public comment.

Consent Agenda

Due to capacity, there are no minutes to approve. Chair Santos said that at the end of the meeting he will ask for some consideration regarding minutes.

Reports

Internal Audit Report

Chair Santos noted that he meets with David Terry periodically. David Terry introduced his co-auditor, Amy Smith. Mr. Terry provided an update on his work since the last committee meeting, an overview on hotline activity, and the transition plan with Jason Catz leaving. He said he will consult with Greg Perkinson in the interim. Mr. Terry's office gained access to the EthicsPoint Hotline and setup new reporting protocols. He reminded the committee of the three planned projects for fiscal year 2023 and the plan to consult with SOU as requested to help with special projects and reviews as needed.

The initial planning work has started with residency benchmarking and the kick-off meeting is scheduled for early July. In response to Chair Santos's question regarding residency benchmarking, Mr. Terry explained that how a school records a students' residency can affect its revenue in the funding model so the issue came about during the yearly risk assessment. Vice President Neil Woolf added that with the North State Promise, SOU counts students as non-resident but charges those students in-state tuition. Mr. Terry explained that the findings are confidential and would not be shared

by his office but once the audit was complete, it was up to SOU how it would use the report. President Bailey believed it could help launch a statewide dialogue .

The other two planned projects are: equity, diversity and inclusion (EDI) practices as they pertain to university procurement and a review process in financial aid. He announced there were no new reports from the hotline. Trustee Clough cautioned that a lack of reports does not mean issues aren't occurring. Trustees discussed the need to promote the reporting system.

Action, Information and Discussion Items

Governance Work Group Update

Chair Santos introduced the work group as Vice Chair Bullock, who chairs the workgroup, Trustee Clough, and Trustee Hennion who were assisted by Board Secretary Sabrina Prud'homme and General Counsel Jason Catz. He said they were charged with several assignments including to determine if a stand-alone governance committee was needed for the board. Vice Chair Bullock thanked the workgroup for their participation and robust discussions.

New Trustee Mentoring Program (Action)

The New Trustee Mentoring Program has a goal of ensuring that new trustees can "hit the ground running" as engaged board members. The chair would appoint new members, mentees, to seasoned trustees, mentors. Vice President Janet Fratella shared that the SOU Foundation also does a mentoring program and offered to share information.

Board Statement on Emeritus President Status (Action)

Vice Chair Bullock explained the process and reasoning behind the creation of this policy. The document went through many iterations as they looked at the Oregon University System's policy and other universities policies. There was much discussion among the workgroup about what was important to SOU. The statement denotes that any member of the board can nominate a past president and to receive emeritus president status, and a majority vote of the trustees would be required. He reviewed several provisions of the statement such as board outreach to members of the campus community; the rights and privileges that would be granted. Consideration was given to ensure these privileges did not add pressure to the current president or budget.

Addition of "Governance" to Executive and Audit Committee (Action)

Vice Chair Bullock expressed the workgroup's desire to add "governance" to the Executive and Audit Committee; it would become the Executive, Audit, and Governance Committee. He explained that the ad hoc work group worked well and allowed for nimble action and candid conversations. In response to Trustee Franks question, Ms. Prud'homme said that governance duties already are part of the committee's duties but changing the name clarifies for the board and for others where this function lives within the board.

Vice Chair Bullock moved to approve the New Trustee Mentoring Program as developed. Trustee Clough seconded the motion and it passed unanimously.

Vice Chair Bullock moved to approved Board Statement on Emeritus President Status. Trustee Clough seconded the motion in honor of Trustee Lyn Hennion. The motion passed unanimously.

Vice Chair Bullock moved to approved the addition of “Governance” to the name of the Executive and Audit Committee. Trustee Clough seconded the motion and it passed unanimously.

President’s 2022-2033 Goals

President Bailey presented a draft of his 2022-2023 goals. His first goal was to promote justice, equity, diversity, and inclusion on campus and throughout the region. He talked about translating the goals into action and leveraging partnership with city, county, tribal, state and federal governments as well as exploring business and non-profit partnerships. His second goal was to provide leadership for student enrollment, support and success by collaborating with K-12 schools, community colleges, and the Enrollment Council. President Bailey’s third goal was to craft a long-term fiscal sustainability roadmap. He described three strategies including cost management, diverse revenue streams, and a redesign of the grants management processes. Goal four was to develop an approach to the strategic plan and goal five was to strengthen internal and external outreach with strategic messaging. Goal five also included implementing best practices and promoting a culture of healing, self-care, resilience, and perseverance. Finally, goal six was to position SOU for its inaugural comprehensive campaign, for which, the timing is perfect.

Trustee Clough commented that six goals is a lot and asked about his and his team’s bandwidth. President Bailey acknowledged it was a lot but felt charged and found these goals necessary at this time in SOU’s history. There was further discussion among the board about the goals and the importance of EDI.

Vice Chair Bullock moved to adopt the President’s 2022-2023 Goals. Trustee Thorndike seconded the motion and it passed unanimously.

President’s Annual Evaluation

There’s an evaluation in the summer with the president and board chair, and there is a role for the vice chair. How information is solicited is not formalized but the chair looks forward to working with trustees on it. President Bailey sought guidance on what trustees would like to make sure he includes in the self-assessment. Trustees suggested he offer his assessment of bandwidth and areas where he may need more support or assistance. There was much discussion around whether to conduct consultations with groups outside of trustees. Trustee Bullock cautioned against broad outreach at this time, as the policy suggests a comprehensive review in conjunction with a contract renewal. Chair Santos will continue to work with aforementioned parties on the process.

Future Meetings

Before concluding, Chair Santos mentioned that meeting minutes are very long and detailed, and the workload with four standing committees, multiple work groups, and special meetings is an issue of capacity. He suggested the Governance Work Group explore the topic. Trustees agreed and the work group chair, Trustee Bullock thought it would be a great task for the group.

Chair Santos announced the committee's next meeting would be on October 21, 2022. He reminded the committee that they should direct any suggestions for the next agenda to himself or the board secretary.

Adjournment

Chair Santos adjourned the meeting at 10:59 a.m.

Respectfully submitted by,

A handwritten signature in cursive script that reads "Sabrina Prud'homme". The signature is written in black ink and is positioned above the printed name.

Sabrina Prud'homme
University Board Secretary

Date: January 20, 2023