



Board of Trustees
Executive, Audit, and Governance Meeting
June 16, 2023



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

June 9, 2023

TO: Southern Oregon University Board of Trustees, Executive, Audit, and Governance Committee

FROM: Sabrina Prud'homme, University Board Secretary

RE: Notice of Regular Meeting of the Executive, Audit, and Governance Committee

The Executive, Audit, and Governance Committee of the Southern Oregon University Board of Trustees will hold a regular meeting on the date and at the location set forth below.

In addition to a consent agenda consisting of past meeting minutes, action items on the agenda include amendments to the Board Statement on Evaluation of the University President; Board Statement on the Performance of Official Business; Board Statement on the Process for Officer Elections; Board Statement on President Emeritus Status; Board Statement on Presidential Searches and Appointments; and a Resolution on the Responsibilities of Individual Trustees. The committee also will act on a new Board Statement on Honorary Degrees as well as a draft risk assessment and Fiscal Year 2023 internal audit plan.

Information and discussion topics include an internal audit report, the Board Statement on Black Lives Matter, and the university president's 2023 performance evaluation process.

The meeting will occur as follows:

Friday, June 16, 2023

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

DeBoer Room, 3rd Floor, Hannon Library, SOU Campus

Members of the public may view the proceedings at <https://sou.zoom.us/j/87352423981> 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.

Call to Order / Roll / Declaration of a Quorum



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

**Friday, June 16, 2023
9:30 a.m. – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library, SOU Campus
Webinar Link: <https://sou.zoom.us/j/87352423981>**

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.

| | | | |
|---------|----------|--|--|
| 5 min | 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) | Chair Santos |
| | 3.1 | April 21, 2023, Minutes | |
| | 4 | Reports | |
| 15 min. | 4.1 | Internal Audit Report | David Terry, Portland State University (PSU), Internal Audit Contractor |
| | 5 | Action, Information and Discussion Items | |
| 35 min. | 5.1 | Draft Risk Assessment and Fiscal Year 2024 Internal Audit Plan and (Action) | David Terry; Amy Smith, PSU, Internal Audit Contractor |
| 20 min. | 5.2 | Amendments to Governing Documents (Action) | Vice Chair Sheila Clough |
| | 5.2.1 | Board Statement on Honorary Degrees | |
| | 5.2.2 | Resolution on the Responsibilities of Individual Trustees | |

**Southern Oregon University
Board of Trustees
Executive, Audit, and Governance Committee Meeting
Friday, June 16, 2023**

AGENDA (Continued)

| | | | |
|----------|-------|---|--------------|
| | 5.2.3 | Board Statement on Evaluation of the University President | |
| | 5.2.4 | Board Statement on the Performance of Official Business | |
| | 5.2.5 | Board Statement on the Process for Officer Elections | |
| | 5.2.6 | Board Statement on President Emeritus Status | |
| | 5.2.7 | Board Statement on Presidential Searches and Appointments | |
| | 5.2.8 | Update on the Board’s Statement on Black Lives Matter | Chair Santos |
| 15 min. | 5.3 | President’s 2023 Performance Evaluation | Chair Santos |
| 5 min. | 5.4 | Future Meetings | Chair Santos |
| 6 | | Adjournment | Chair Santos |

Public Comment

Consent Agenda

**Board of Trustees
Executive and Audit Committee Meeting
Friday, April 21, 2023**

MINUTES

Chair Daniel Santos called the meeting to order at 9:30 a.m. He welcomed everyone to the meeting with a special thank you to SOU’s internal auditor, David Terry and Tom Battaglia, SOU’s chief information officer.

Call to Order/Roll/Declaration of a Quorum

Committee Members:

| | | | |
|---------------------|---------|----------------|---------|
| Chair Daniel Santos | Present | Liz Shelby | Present |
| Jonathon Bullock | Present | Bill Thorndike | Present |
| Sheila Clough | Present | Shaun Franks | Present |

Other trustees in attendance: President Rick Bailey

Public Comment

No members of the public offered comments.

Consent Agenda

Trustee Shelby moved to approve the minutes of the January 20, 2023 meeting. Trustee Franks seconded the motion and it passed unanimously.

Reports

Internal Audit Report

David Terry reviewed two Internal Audit (IA) objectives: services provided to SOU and the status update on the EthicsPoint Hotline activity since the last committee meeting. Mr. Terry held periodic meetings with the vice president for finance and administration and the general counsel to provide status updates on internal audit projects. He continues to meet with Chair Santos to discuss projects and hotline activity. Mr. Terry and his colleague, Amy Smith, updated key information on the Internal Audit website. Ms. Smith participated in a cybersecurity tabletop exercise in April hosted by SOU’s Office of Information Technology. Mr. Terry commended management’s proactive approach to cybersecurity. He also discussed his work with General Counsel to issue an informational email to the SOU community regarding the hotline, which led to increased activity. Regarding services, he reviewed the 2023 projects: residency benchmarking, for which a draft report was issued to management with a hope that it will ready for executive management in June; equity, diversity, and inclusion (EDI) in procurement, which is in progress; and the process review of financial aid, which also is in progress.

Mr. Terry also provided an update on hotline activity, which included four new reports and two management review requests during the quarter. Management has been made aware of these and sufficient action has been taken. All four cases have been closed and there were no material findings, only suggestions for process improvement. In response to trustees’

questions, Mr. Terry said he thought the hotline was being used properly overall; although, many reports are human resources complaints and he questions whether this is a proper use of the hotline. He also explained that most hotline reporters are anonymous. There is an ability to contact those who report in order to get more information, but only a quarter to a one-third of reporters reply to this outreach.

Mr. Terry announced that at the next meeting he hopes to have a draft of the annual risk assessment. This will determine the planned audit projects for the following year. Chair Santos expressed his interest in the residency benchmarking, EDI procurement projects, and he is looking forward to seeing those reports.

SOU Internet Infrastructure and Cybersecurity

Tom Battaglia stated that he would address questions that student, Chandler Campbell, made during the public comment period in a previous meeting. The first issue Mr. Battaglia addressed was that of internet speeds and access. He explained the difference between speed and capacity, and used a graphic to depict that SOU is not near capacity. As Mr. Chandler previously compared SOU's internet to the University of Oregon's, Mr. Battaglia showed the parallels and differences between the two universities, noting bandwidth and capacity differences corresponding to the size of each university's user group. Not all connections/networks on SOU's campus are equal, and upgrades are performed gradually, on an ongoing basis, and in concert with demand priorities.

There was a discussion regarding prioritizing IT projects on campus based on mission, public-safety, demand, and other factors. SOU has three open wireless networks and two secure wireless networks. If employees are docked at their desks and using the ethernet, it is much more secure but with all the wireless devices, wireless activity is high. In the residence halls, SOU spent \$165K increasing access points in Student and Family Housing. Battaglia further explained how wireless security works and the encryption of information.

Trustee Thorndike asked if progress was being made on securing 5G. Mr. Battaglia answered that SOU is not the limiting factor and does not have control over this. Mr. Perkinson said there are politics around 5G and noted that of the various carriers, AT&T is probably the closest to establishing a 5G network, as SOU is working on a potential lease agreement with the company, and SOU has been in talks with other carriers. President Bailey added that SOU is working with the City of Ashland to host an emergency operations center and the need for a fast, reliable communications is essential and must play into the community conversation, which even those who oppose 5G, can appreciate. Chair Santos thanked Mr. Battaglia for looking into the student's comments as risk issues.

Amendments to Governing Documents

Vice Chair Clough provided background on the Policy Work Group including recognizing members Trustees Debra Lee and Dr. Jonathon, as well as Sabrina Prud'homme and Rob Patridge. On process, she noted that the group has a scheduled cadence in reviewing document throughout the year. They review the policies prior to the workgroup meetings, bring recommendations to the group, and discuss any changes, which takes two or three cycles per document.

Vice Chair Clough described that amendments to the Board Statement on Ethics and Conflicts of Interest included more plain language as well as basic edits. There was a lengthy discussion on compliance, what happens if a trustee is out of compliance, the responsibilities of the board and chair in such a case, and how that relates to federal and state laws. The committee agreed that the workgroup could revisit the statement to consider any further changes in concert with the discussion. For clarity, trustees requested that item 6.1 on “Official Record” become item 5.6 under “Conflicts of Interest,” and the subsequent section be renumbered accordingly.

The Board Statement on Policies underwent some minor grammatical and formatting corrections. Vice Chair Clough noted the most significant change—the removal of the long list of people who could be “responsible officers” under sections 3.2 and 3.3, simplifying how these officers are defined.

The vice chair reviewed the Board Statement on Recommending Candidates for At-Large Board Positions. There were some general edits, “cleanup,” and more inclusion of plain language. An important amendment was the addition of “A commitment to equity, diversity and inclusion,” in section 3.1 on Board Composition.

Ms. Prud’homme explained that pending legislation [House Bill 273] may require changes to the board and certain governing documents. She emphasized that this had not been finalized but wanted to notify the board that additional amendments may be necessary.

In reviewing the Board Statement on Investments for the SOU Endowment Fund, Clough said that the work group quickly deferred to the experts, Vice President Perkinson and Penny Burgess; neither recommended any changes. It was also reviewed by the Finance and Administrative Committee the previous day, which recommended approval without changes. The caveats to this recommendation were that inflation and market changes may require revisiting the statement to adjust asset allocation and distribution percentages.

Trustee Thorndike moved to approve the resolution to recommend these amendments to the full board for adoption, Trustee Shelby seconded the motion and it passed unanimously.

Future Meetings

Chair Santos announced that the next meeting of the committee would take place on June 16, 2023, and asked that if any trustee had any topics they would like to see on that agenda, to please send them to the board secretary.

Adjournment

Chair Santos adjourned the meeting at 10:48 a.m.

Internal Audit Report

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.
- 3) Annual risk assessment and proposed audit plan for fiscal year 2024.

Objective 1 – Internal Audit Update

- **Updates with SOU Management** – Held periodic meetings with General Counsel to provide status updates on internal audit projects and provided consulting on other SOU topics.
- **Debrief Meeting with Chair Santos** – Continuing to meet with Chair Santos periodically to discuss function and projects. Periodic meetings will continue into the future as this practice helps to support internal audit standards for independence.

Objective 1 – Internal Audit Update

- Completed and issued Residency Benchmarking audit project.
- Continuing to work on financial aid and equity, diversity, and inclusion procurement projects.
- Setup General Counsel in the EthicsPoint Hotline system.

Objective 1 – Internal Audit Update

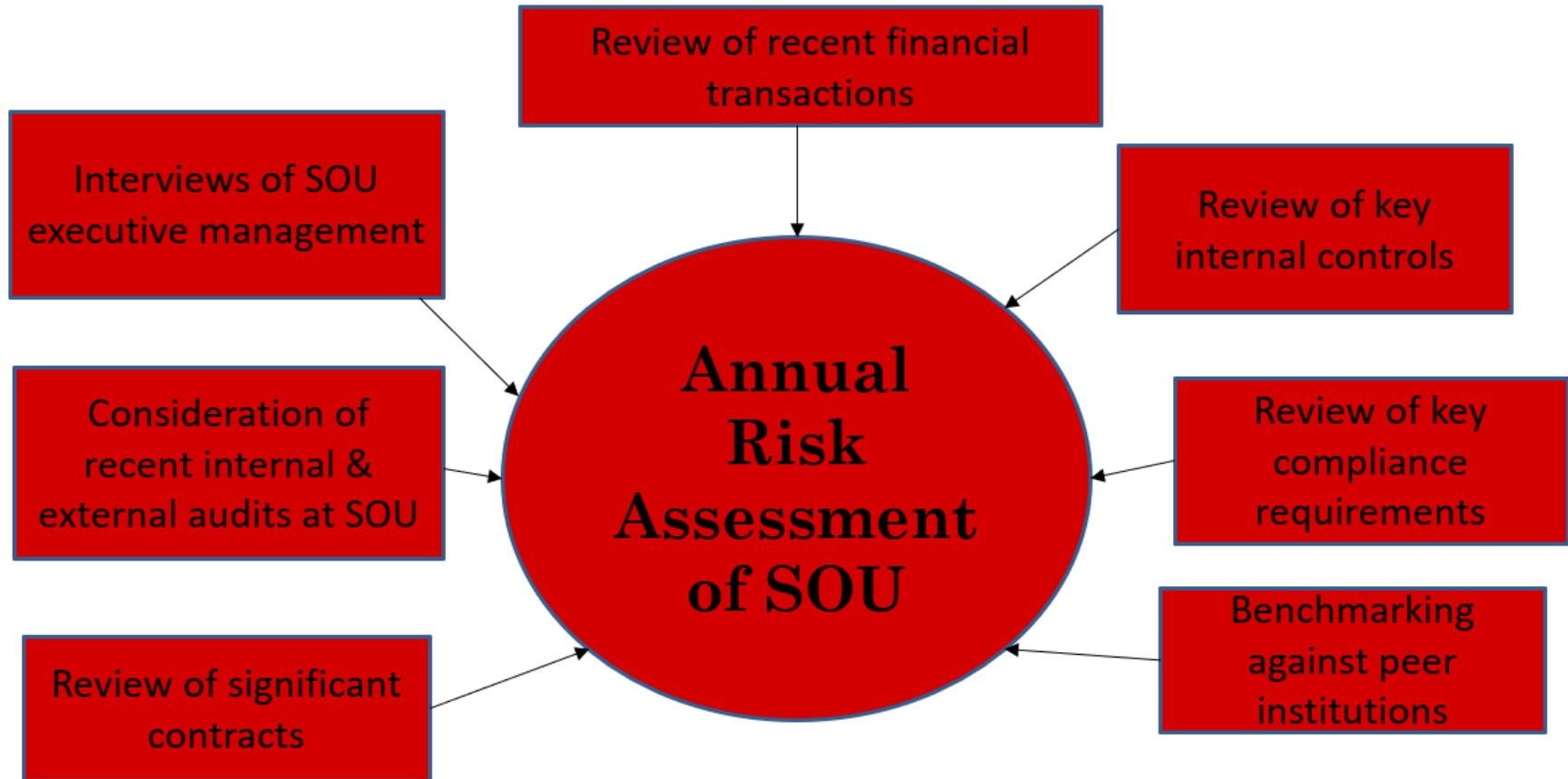
Projects for Fiscal Year 2023:

- 1) Residency Benchmarking – **Completed.**
- 2) Equity, Diversity, & Inclusion – Procurement – **In progress. Estimated at ~75% complete.**
- 3) Financial Aid – Process Review – **In progress. Estimated at ~75% complete.**
- 4) Special projects and reviews as needed.

Objective 2 – Hotline Update

- 1 new Hotline report since our last meeting in April 2023.
- Internal Audit worked with SOU management to triage and review the Hotline report to help ensure the allegations received were thoroughly reviewed.

Objective 3 – Annual Risk Assessment and Audit Plan



Objective 3 – Annual Risk Assessment and Audit Plan

FY 2024 Prioritized Audit Risk Model – Auditable Units

| Auditable Entity / Unit | Total Risk | Risk Ranking | PY Risk Score | Risk Category | IA Planned for FY'24? |
|--|------------|--------------|---------------|---------------|-----------------------|
| Office of Information Technologies (IT) | 37.0 | 1 | 37.0 | High | Yes |
| Financial Aid Office (FAO) | 33.6 | 2 | 37.0 | High | No^ |
| Enrollment Management and Student Affairs | 33.0 | 3 | 36.0 | High | Yes |
| Payroll and Human Resources | 33.0 | 4 | 33.0 | High | No^ |
| Athletics | 31.7 | 5 | 30.4 | High | No |
| Environmental Health and Safety | 31.5 | 6 | 31.5 | High | No |
| Equity, Diversity, and Inclusion (EDI) | 30.2 | 7 | 35.3 | High | No |
| Student Health Center | 29.0 | 8 | 29.0 | Moderate | No |
| Facilities, Maintenance, and Plant | 29.0 | 9 | 27.8 | Moderate | No^ |
| Housing, Family Housing, and Food Services | 29.0 | 10 | 29.0 | Moderate | No^ |
| Title IX | 28.9 | 11 | 28.9 | Moderate | No |
| Division for Business, Communications, and Environmental Science | 28.8 | 12 | 28.8 | Moderate | No |
| College of Arts & Sciences | 28.8 | 13 | 28.8 | Moderate | No |
| Division of Education Health and Leadership | 28.8 | 14 | 28.8 | Moderate | No |
| Division of Social Sciences | 28.8 | 15 | 28.8 | Moderate | No |
| Division of Science, Tech., English, & Math | 28.8 | 16 | 28.8 | Moderate | No |
| Provost Office and Bridge Program | 27.6 | 17 | 27.6 | Moderate | No |
| Division of Humanities and Culture | 27.6 | 18 | 27.6 | Moderate | No |
| Finance and Administration | 27.3 | 19 | 25.3 | Moderate | Yes |
| Division of Undergrad Studies | 26.4 | 20 | 26.4 | Moderate | No |
| Dean of Students, Gender & Sexuality Justice | 26.4 | 21 | 25.2 | Moderate | No |
| Honors College | 25.2 | 22 | 25.2 | Moderate | No |
| Office of International Programs | 25.2 | 23 | 25.2 | Moderate | No |
| Campus Public Safety Office | 20.9 | 24 | 19.9 | Moderate | No |
| JRP (Jackson Public Radio) | 19.8 | 25 | 19.8 | Low | No |
| University Advancement and Grants Administration | 19.8 | 26 | 19.8 | Low | No |
| President's Office | 19.8 | 27 | 18.9 | Low | No |
| Student Activities and Clubs | 18.9 | 28 | 18.9 | Low | No |
| Parking Services | 18.9 | 29 | 18.9 | Low | No |
| Registrar's Office and Admissions | 16.5 | 30 | 19.8 | Low | No |
| Schneider Museum of Art | 15.1 | 31 | 15.1 | Low | No |
| Hannon Library | 13.2 | 32 | 13.2 | Low | No |
| Office of Institutional Research | 12.6 | 33 | 12.6 | Low | No |
| Bookstore (Barnes and Noble) | 12.6 | 34 | 12.6 | Low | No |

^ External audit testing helps provide some coverage for these audit units. For example, IT receives some review each year under the external audit for GLBA compliance requirements.

Objective 3 – Annual Risk Assessment and Audit Plan

Based on annual risk assessment, the following projects are proposed for fiscal year 2024:

1. Workday Implementation – consulting review;
2. Veterans Services audit;
3. Hotline report review and assistance services; and
4. Ad hoc consulting services throughout the year.

Objective 3 – Annual Risk Assessment and Audit Plan

Audit standards require Internal Audit to make annual disclosures to the Board:

1) Organizational Independence (Standard 1110) –

No independence impairments for the planned audit projects for fiscal year 2024

2) Quality Assurance and Improvement Program (QAIP)

(Standard 1320) –

Internal Audit has QAIP procedures in place.

3) Communication & Approval (Standard 2020)

4) Reporting to Senior Management & the Board (Standard 2060)

Internal Audit Update



Questions?

Draft Risk Assessment and Fiscal Year 2024 Internal Audit Plan (Action)

Southern Oregon University
Fiscal Year 2024 Internal Audit Plan



June 2023

Prepared by:
David Terry, CPA, CFE, CIA
Internal Audit Office

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PLAN OVERVIEW

This document provides the FY 2024 Internal Audit Plan as required by professional auditing standards.

AUDIT PLAN – Exhibit A

The final audit plan covers a 12-month period beginning July 1, 2023 through June 30, 2024. This plan includes internal audits selected based on the results of the entity wide risk assessment performed by Portland State University's (PSU) Internal Audit Office (IAO), who has been contracted by Southern Oregon University (SOU) to provide internal audit services.

PRIORITIZED POTENTIAL AUDITS – Exhibit B

The IAO prioritized the university's departments, or auditable units, by sorting the units from highest risk to lowest risk based on scoring criteria used for the entity wide risk assessment. The IAO analyzed the results to determine if risk ratings were consistent with what professional judgment would expect. In addition, the IAO considered significant changes in processes units are currently undergoing and/or will be undergoing in the near future to help identify the timing of when an Internal Audit should occur. This resulted in the prioritized ranking of audits.

RISK FACTOR DEFINITIONS AND SCORING CRITERIA – Exhibit C

The IAO established risk criteria, based on best practices implemented by other Internal Audit Departments throughout governmental and higher education entities, to be used in determining the overall risk for each potential audit unit. The IAO scored risk for each auditable unit by: receiving input from key stakeholders throughout the university; scoring the complexity of each unit; scoring the significance of the impact an error and/or weakness would have to the college as a whole if a detrimental event were to occur in that unit; scoring the significance of revenues and expenditures flowing through the unit; and scoring risk based on the IAO's professional judgment.

AUDIT ENTITIES – Exhibit D

Exhibit D provides an overview of the audit universe at the university (i.e. "what is auditable"). Defining the audit universe is a critical step in helping plan future internal audits at the university. Each auditable unit must be distinct and contain activities structured to obtain common objectives. For the FY 2024 entity wide risk assessment, there are 34 auditable units.

FY2024 INTERNAL AUDIT PLAN & BUDGETED HOURS

EXHIBIT A

Internal Audit Plan July 1, 2023 through June 30, 2024

| Audit # | Engagement Title | Hours* | Timeframe** | Comments |
|------------------------|--|------------------------|------------------|--|
| Annual Risk Assessment | FY24 Annual Risk Assessment | 40 | June 2024 | Required annually by IIA auditing standards. |
| Planned Audits | | | | |
| 2024-1 | Workday Implementation – Consulting Review | Estimated at 250 hours | July-June 2024 | |
| 2024-2 | Veterans Services | Estimated at 250 hrs. | Aug.-Apr. 2024 | |
| Other Services | | | | |
| SPECIAL REVIEWS | Special reviews | 125 | Fiscal Year 2024 | Investigative reviews as requested by mgmt. |
| CONSULT | Consulting Work | 55 | Fiscal Year 2024 | Consulting work as requested by mgmt. |
| | Total Audit Hours for FY 2024 | 720 | | |

* Hours may be adjusted as needed based on scope and objectives of the planned audit and potential issues identified during fieldwork.

** Dates may be adjusted as needed to avoid a negative impact on SOU projects, available staff and resources.

Internal Audit Plan
 Description of Audits
 July 1, 2023 through June 30, 2024

| Audit # | Description |
|-----------------|--|
| 2024-1 | Consulting project will help review the implementation of the Workday system and will spot check new processes and systems to help ensure critical controls and processes are implemented and working effectively before the system goes live and the organization moves away from utilizing Banner. |
| 2024-2 | Project will look at veterans' services and related compliance requirements for veterans' certification processes. |
| Risk Assessment | The annual risk assessment forms the basis of the audit plan. Auditing standards require the IAO to conduct an annual risk assessment to conform to standards. |
| Consulting | SOU management may ask Internal Audit for consulting services to be performed in accordance with the Mission & Authority Statement for the Internal Audit Department. |
| Special Reviews | Includes hours for unplanned, special requests for audit reviews and investigations arising from allegations received and/or actual detrimental events occurring at the university. |

FY2024 ENTITY WIDE RISK ASSESSMENT

EXHIBIT B

FY 2024 Prioritized Audit Risk Model – Auditable Units

| Auditable Entity / Unit | Total Risk | Risk Ranking | PY Risk Score | Risk Category | IA Planned for FY'24? |
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| President's Office | 19.8 | 27 | 18.9 | Low | No |
| Student Activities and Clubs | 18.9 | 28 | 18.9 | Low | No |
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| Registrar's Office and Admissions | 16.5 | 30 | 19.8 | Low | No |
| Schneider Museum of Art | 15.1 | 31 | 15.1 | Low | No |
| Hannon Library | 13.2 | 32 | 13.2 | Low | No |
| Office of Institutional Research | 12.6 | 33 | 12.6 | Low | No |
| Bookstore (Barnes and Noble) | 12.6 | 34 | 12.6 | Low | No |

^ External audit testing helps provide some coverage for these audit units. For example, IT receives some review each year under the external audit for GLBA compliance requirements.

FY2024 RISK FACTORS, SCORING CRITERIA, & AUDIT PLAN APPROVAL PROCESS

EXHIBIT C

Overview of Entity Wide Risk Assessment

A
B
C
D = A+B+C

| Auditable Unit | Risk Assessment Interview Score | Financial Significance Score | Last Time Audit by IA Score | Total Risk Score |
|--------------------------|---------------------------------|------------------------------|-----------------------------|------------------|
| Example Auditable Unit A | 30 | 6 | 7.2 | 43.2 |
| Example Auditable Unit B | 10 | 0.5 | 0 | 10.5 |

Risk Assessment Interview and Survey Score – The IAO held interviews with SOU managers to help gain an understanding of risks and obstacles each unit was facing and to gain a more thorough understanding of the duties and responsibilities of each unit. The IAO asked stakeholders questions on where these managers saw risks at SOU, both internal risks and external risks. The IAO also reviewed prior risk assessment materials and results prepared by SOU’s former Internal Auditor.

IAO scored the responses provided by stakeholders interviewed based on IAO’s collective professional experience and observations of these auditable units and related risks in higher education. The IAO assessed an initial risk score based on the risk assessment interviews and placed this score into Column **A** above. The highest score possible for this section of the risk assessment was 30 points and the lowest was 10 points.

Financial Significance Score – The IAO also assigned a risk score to each auditable unit based on how much revenues the unit processed during fiscal year 2022 (FY22) or how much expenditures the unit incurred during FY22. The primary concept of the risk scoring for this attribute was that as the amount of revenues and/or expenditures increases in a unit the risk for that unit also directly increases. The IAO primarily used financial data extracted from FY22 using

Banner’s FGIBDST report to obtain the revenue and expenditure amounts. The greater of revenues or expenditures being processed through the unit for FY22 was used to score the financial risk for the unit using the scoring matrix outlined below:

Risk Score Matrix for Financial Significance:

| Revenue or Expenditure Total for FY22 | Multiply Risk Score in Column A by the Percentage Below and Place the Results in Column B |
|--|--|
| > \$5,000,000 | 20% |
| \$4,999,999 to \$3,000,001 | 15% |
| \$3,000,000 to \$1,000,001 | 10% |
| \$1,000,000 to \$0 | 5% |

The highest score an audit unit could obtain from the financial risk scoring here would be 6 points, and the lowest possible score an audit unit could obtain from this scoring would be .5 points.

Last Time Audited Score - The IAO also assigned a risk score to each auditable unit based on how much time has elapsed since an internal or external audit was conducted over all or a portion of the respective auditable units. A risk score was added onto each auditable unit using the scoring matrix below based on the length of time that has elapsed from the IAO’s last audit of the unit.

| Last Time Unit was Audited | Risk Points Scale |
|-----------------------------------|--------------------------|
| Audited 5+ years ago | 20% |
| Audited 2 to 5 years ago | 10% |
| Audited within 1 to 2 years ago | 0% |

The risk scores from the length of time elapsing since an audit had been conducted at the auditable unit was placed in Column C above by taking the sum of risk score attribute A plus attribute B and multiplying that sum by the percentage in the Last Time Unit Was Audited matrix above. The highest risk score possible for Column C would be 7.2 and the lowest risk score possible for Column C would be 0.

Total Risk Score - To obtain the total risk score for each auditable unit, the IAO took the sum of the risk scores noted in Columns A through Column C, which was then placed in Column D as the auditable unit’s total risk score. These risk scores are the scores presented in Exhibit B and these risk scores were used to sort the various auditable units from high risk (i.e. units scoring 30 points or more) down to low risk units (i.e. units scoring below 20 points). The highest total risk score an audit unit could obtain using the risk scoring criteria above would be a score of 43.2 points, and the lowest score an audit unit could obtain would be a score of 10.5 points. Finally, to help designate high, moderate, and low risk audit units, the IAO took any audit unit that scored 30 points or higher and classified this as high risk. Units scored between 29.9 to 20.0 points were assessed as moderate risk. Units scored 19.9 points or less were assessed as low risk.

Internal Audit Plan Approval Process Flowchart

IAO conducts a financial analysis over each audit unit's fiscal year 2022 financial transactions. This analysis is scored into a portion of each audit unit's risk assessment score.



IAO interviews a sample of key stakeholders at SOU to receive input into the annual risk assessment and audit plan and to discuss potential risks to SOU and controls implemented to mitigate those risks. The input from the interviewees is then scored as a portion of the risk assessment scores



Draft annual audit plan and results of annual risk assessment presented to Executive and Audit Committee (EAC) at June meeting. EAC and IAO finalize the areas to be audited over the next fiscal year based on review and discussions over the results of the annual risk assessment.



IAO projects conducted in accordance with the approved audit plan.

AUDITABLE UNITS DEFINED

EXHIBIT D

Auditable Units Summary Descriptions

- 1. Athletics** – Athletics includes: Athletic Administration and general athletic operations; men’s sports program, women’s sports programs, Sports Information, sport camps, Marketing Department, Raider Athletics, Dance Team, Cheerleading, Sports Band, IFC Revenue Pool, Athletic Game Management, sports travel, and the Trainer department. Athletics is budgeted under Organization Codes 261100 through 270000 in Banner.
- 2. Bookstore (Barnes and Noble)** – This audit unit encompasses the outsourced bookstore operations at SOU and the contractual agreement with Barnes and Noble for outsourced bookstore services.
- 3. College of Arts & Sciences** – This audit unit covers all academic departments under the College of Arts & Sciences. This audit unit is budgeted under Organization Codes 335000 through 335013 in Banner.
- 4. Campus Public Safety Office (CPSO)** – CPSO provides a safe and secure environment for SOU students, employees and visitors to express freedom of intellectual growth and responsible global citizenship. CPSO is budgeted under Organization code 481000.
- 5. Dean of Students, Gender & Sexuality Justice** - The Office of the Dean of Students, along with the various resource centers offered to SOU students, helps to support the campus community and promotes individual student success and retention. This audit unit is budgeted under Organization Codes 510000 through 533000 in Banner
- 6. Division for Business, Communications, and Environmental Science** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division for Business, Communications, and Environmental Science. This audit unit is budgeted under Organization Codes 354000 through 354030 in Banner.
- 7. Division of Education, Health, and Leadership** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Education, Health, and Leadership. This auditable unit is budgeted under Organization Codes 355000 through 355022 in Banner.
- 8. Division of Humanities and Culture** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Humanities and Culture. This auditable unit is budgeted under Organization Codes 356000 through 356022.

- 9. Division of Science, Technology, English, and Math** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division for Science, Technology, English, and Math. This audit unit is budgeted under Organization Codes 357000 through 357025 in Banner.
- 10. Division of Social Sciences** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Social Sciences. This auditable unit is budgeted in Banner under Organization Codes 358000 through 358025.
- 11. Division of Undergrad Studies** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Undergrad Studies. This auditable unit is budgeted under Organization Codes 359000 through 359100 in Banner.
- 12. Enrollment Management and Student Affairs – Enrollment Management and Student Affairs helps to provide access to students interested in attending SOU.** Departments included in this unit include Veterans Services, Disability Resources, Recreation Center, Student Union, eSports Program, Career Fair, and Sign Interpretation. This audit unit is budgeted under Organization Codes 536010 through 544241 and includes 583000 through 586300, but excludes 543100 through 543761 and 544211 in Banner.
- 13. Environmental Health and Safety** – Environmental Health and Safety helps to ensure a SOU is safe for employees, students, visitors and the environment. Environmental Health and Safety is budgeted under Organization Code 482000 in Banner.
- 14. Equity, Diversity, and Inclusion (EDI)-** EDI is committed to promoting an inclusive process by working together to ensure equitable access to opportunities, benefits, and resources for all faculty, administrators, students, and community members. EDI is budgeted under Organization Codes 110021 and 321300 in Banner.
- 15. Finance and Administration-** The Finance and Administration audit unit includes the Budget Office, Business Services, Departmental Services, the Service Center, Student Services, Printing & Copy Services, Mail Services, Campus Planning, and the budget for the SOU Board. Finance and Administration is budgeted under Organization Codes 422100 through 460910 and includes Organization Codes 476500, 484200, and 484210 in Banner.
- 16. Financial Aid Office (FAO)** – The Financial Aid Office assists SOU students with merit scholarships, departmental scholarships, and external scholarships. FAO is budgeted under Organization Codes 560000 in Banner and includes all Title IV financial aid and state aid funds. **Note - The Internal Audit Office broke the Financial Aid Office out separately from Enrollment Management and Student Affairs as Financial Aid has unique federal regulations to comply with related to the handling of Title IV federal financial aid funds.**
- 17. Facilities, Maintenance, and Plant (FMP)** – FMP strives to expertly maintain the SOU campus and provide exceptional services to support the education and development of SOU students. FMP includes surplus property sales, fleet management, and campus sustainability. FMP is budgeted under Organization Codes 471009 through 476400 in Banner.

- 18. Honors College** – Combining real world projects with intellectual rigor, the Honors College at SOU aims to provide a challenging learning environment for SOU students. The Honors College is budgeted under Organization Codes 331790 through 331802 in Banner.
- 19. Housing, Family Housing, and Food Services** – This audit unit includes Housing Administration, Housing Conferences, Residence Life, Food Services & Contracted Food Services, Residence Hall Maintenance, and the EAAC Bike Program. These functions are budgeted under Organization Codes 543100 through 543700 and 547100 and 336100 in Banner.
- 20. Office of International Programs** – International Programs is SOU’s resource for international educational activities and works closely with faculty, staff, students, scholars, the local community, and international alumni in supporting initiatives to internationalize the university. This unit also is responsible for SEVIS compliance at SOU. International Programs is budgeted under Organization Code 325100 in Banner.
- 21. Office of Information Technology (IT)** – SOU IT helps to support students and employees with their technology needs at SOU. In addition to supporting students and staff, IT provides enterprise system support, cybersecurity and training, assistance with software and telecommunication needs, and general IT governance at SOU. IT is budgeted under Organization Codes 371000 through 378680 in Banner.
- 22. Jackson Public Radio (JPR)**- The mission of the JPR is to help feed the human intellectual and creative spirit of Southern Oregon and Northern California communities striving to build a diverse community of informed citizens through fact-based journalism and programs that stimulate civic discourse, inspire community engagement, celebrate music and foster the art of storytelling. JPR is budgeted under Organization Codes 231000 through 237000 in Banner.
- 23. Hannon Library** – SOU’s Library is integral to the success of all learners at SOU. The Library helps to advance information literacy and lifelong learning by teaching diverse learners to navigate and understand increasingly complex information environments. Library is budgeted under Organization Codes 361100 through 366100 and 544211 in Banner.
- 24. Office of Institutional Research** – The Office of Institutional Research provides timely and accurate statistical analyses that are integral to the strategic planning process for SOU including support for internal decision making and overall institutional effectiveness. The Office of Institutional Research is budgeted under Organization Code 255100 in Banner.
- 25. Parking Services** – The Parking Services department provides parking services for the campus community through the use of creative, innovative and proactive measures that support the SOU mission. Parking Services is budgeted under Organization Code 483000 in Banner.
- 26. Payroll and Human Resources** – Payroll and Human Resources is part of the Division of Finance and Administration. Human Resources contributes to the educational mission of SOU by developing, implementing, and administering a wide range of personnel programs within the guidelines provided by State and Federal regulations, University Shared Services

Enterprise, and SOU. Payroll functions as part of the broader Business Services Administrative Support Unit for SOU. Payroll is responsible for handling all aspects involving the processing of payroll for the campus, ensuring the accuracy of all compensation, deductions, benefits, the fundamental application of the collective bargaining agreements and complying with all State and Federal regulations. Payroll and Human Resources is budgeted under Organization Codes 461000 through 464300 in Banner. **Note - The Internal Audit Office broke Payroll and Human Resources out separately from the Finance and Administration audit unit as Payroll and Human Resources have unique State and Federal regulations to comply with related to the hiring, employing, and paying for employee services at SOU.**

- 27. President's Office** - The President's Office includes Government Relations, the Office of General Counsel, and Internal Audit at SOU. The President's Office is budgeted under Organization Codes 110000 through 110070, but excludes 110021 in Banner.
- 28. Provost Office and Bridge Program** – The Provost Office plays a leading role in sustaining an environment of academic excellence at SOU with a strategic focus on the academic success of SOU students. The SOU Bridge Program is available to students graduating from an Oregon high school and is designed to help incoming students be successful via a pre-Fall session program. The Provost Office and Bridget Program is budgeted under Organization Codes 311000 through 313110, 321300 through 325999, and 359100; however, this audit unit excludes 313150 through 313207, 321300, and 323100.
- 29. Registrar's Office and Admissions** – The Registrar's Office assists both the university and students with many different services including, but not limited to, student records, FERPA compliance, coordination of course schedules and the course catalog, and review of graduation requirements for students. The Admissions Office assists students interested in attending SOU with the application process. The Admissions Office also provides resources to the parents of students interested in SOU or students attending SOU. The Registrar's Office and Admissions is budgeted under Organization Codes 351000 through 352000 in Banner.
- 30. Schneider Museum of Art** – The Schneider Museum of Art, part of the Oregon Center for the Arts at SOU, is a vital force in the intellectual life of SOU that promotes an understanding of the visual arts within a liberal arts education. The Schneider Museum of Art is budgeted under Organization Code 380000 in Banner.
- 31. Student Activities and Clubs** – Student Activities and Clubs serve as a means to connecting with other students, providing leadership development and opportunities, appreciating diversity, encouraging civic engagement, and enhancing students' college experience. Student Activities and Clubs is budgeted under Organization Codes 544242 through 544810 in Banner.
- 32. Student Health and Wellness Center** – The Student Health and Wellness Center provides access to a wide range of health services including primary medical care, mental health care, psychiatric care, preventive services and campus-wide health promotion. The Student Health and Wellness Center is budgeted under Organization Code 570000 in Banner.
- 33. Title IX** – SOU is committed to a timely, thorough and thoughtful response to concerns of alleged equity violations. SOU is also committed to providing an educational environment

that is safe and accessible to all. In addition, SOU values due process, clarity of procedure and strives to ensure equal access for all members of the campus community. Title IX is budgeted under Organization Code 465000 in Banner.

34. University Advancement and Grants Administration – University Advancement and Grants Administration helps SOU with donor and alumni relations and the administration of state, federal, and local grants that SOU may receive. University Advancement and Grants Administration is budgeted under Organization Codes 210000 through 220000 and 323100 in Banner.

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

**RESOLUTION
Adoption of Fiscal Year 2024 Internal Audit Plan**

Whereas, Southern Oregon University has a duty to responsibly manage, invest, allocate, and spend its resources;

Whereas, Southern Oregon University has contracted a certified internal auditor to provide independent, objective evaluations and advisory services that add value to the University;

Whereas, the internal auditor will work closely with the Board of Trustees, University leadership, faculty, and staff to conduct and coordinate a range of internal audit functions for the University; and

Whereas, the internal auditor has developed, for approval by the Board, an internal audit plan for Fiscal Year 2024 as described in the June 16, 2023 meeting materials;

Now therefore, be it resolved, the Executive, Audit, and Governance Committee of the Board of Trustees has reviewed the Fiscal Year 2024 Internal Audit Plan, and recommends its adoption by the Board of Trustees.

VOTE:

DATE:

Amendments to Board Governing Documents (Action)

Board Statement on Honorary Degrees Board of Trustees of Southern Oregon University

1.0. Purpose

Upon approval by the Board of Trustees (“Board”), Southern Oregon University (“University”) may award honorary degrees, which shall be honorary doctorates under the following criteria. The Board shall have the exclusive authority to approve honorary degree recipients. The purpose of this statement is to establish the criteria and process by which the University reviews and awards honorary degrees.

2.0 Honorary Degrees

2.1. Doctor of Humane Letters. An Honorary Doctor of Humane Letters degree may be awarded at the University’s commencement ceremony and shall be reserved for individuals of the most distinctive caliber. This honorary degree shall be awarded on rare occasions to individuals whose exceptional contributions are unsurpassed or seldom matched in quality. This honorary degree shall be awarded to individuals and should be limited to one such degree in a single academic year.

3.0 Eligibility and Criteria

Candidates for honorary degrees are selected based on their integrity, distinguished achievements, and outstanding contributions in their lifetime to the University, community, state, world, and/or society. This will include exceptional service of lasting distinction that is so noteworthy, because of longevity and significance to those served, that it has seldom been matched by others.

An honorary degree cannot be awarded to an active employee of the University, nor to a person holding an elected or appointed office of a state, federal, or municipal government. Persons in these categories are eligible for nomination and award at least three years after retirement or resignation from their positions at the University or in government.

3.1 The awarding of an honorary degree is recognition of a person whose life and achievements serve as examples of the University’s aspirations for its students.

3.2 An honorary degree may be offered to a person who has contributed significantly to the cultural, scientific, social and/or economic development of the state, nation, or world. The contribution should be sustained over a period of years and should be lasting in nature. One must be able to document the lasting impact of the contributions. Merely holding an executive position, public office, or

professorship for many years is not sufficient. The creativity of the individual and the extraordinary character of the contributions must be evident.

3.3 The individual receiving an honorary degree should have a sustained reputation over a period of years. The reputation should extend beyond the boundaries of the University and the state and preferably should extend nationally or internationally. The reputation should not bring reputational harm to the institution.

3.4 Affiliation or relationship to Southern Oregon University should be regarded as an especially favorable factor, but is not alone a sufficient condition, nor is it a requirement for the awarding of an honorary degree.

3.5 The activities of the individual should consist of outstanding contributions in scholarly research, teaching and learning, the arts, public service, or business. The person might be a distinguished scholar in the natural, physical, or social sciences; the arts or humanities; or a distinguished person in public life, business, the professions, visual arts, or the performing arts. Evaluation will be based on the level of intellectual and professional attainment and the significance of the contributions to the enrichment and/or welfare of the state, nation, or world.

3.6 The Board will make an effort to recognize the achievements of people of diverse identities and backgrounds, in keeping with the equity, diversity, and inclusion values of the institution.

3.7 The Board will seek to maintain a balance among persons in various fields of activity in a cycle of years. The awarding of honorary degrees should maintain a reasonable balance between academic and non-academic recipients, and various fields of endeavor.

4.0 Nomination and Committee to Review Nominations

4.1 Nomination and Deadline. Any member of the university community may nominate a potential recipient by notifying the Office of the Board of Trustees and completing a nomination form. Nominations shall be received no later than September 30 in order to be considered for an award during the university's commencement ceremony in the same academic year.

4.2 Committee to Review Nominations. The University President shall appoint an Ad Hoc Honorary Degree Committee ("Committee") to review nominations. The Committee shall elect a chair from among its members.

The Committee shall include the following members:

- A. Provost of the University or their designee;

- B. President of the Associated Students of Southern Oregon University (ASSOU) or their designee from among the ASSOU Executive Branch;
- C. Chairperson of the Faculty Senate or their designee from among senate members;
- D. Chairperson of the Staff Assembly or their designee from among assembly members;
- E. Vice President for University Advancement or their designee; and
- F. Other members may be appointed to the committee by the University President.

5.0 Process

5.1 Screening of Nominations. The Committee shall screen nominations, seek thorough information about the nominees from nominators and others, and investigate, to its satisfaction, that the nominee(s) meet the criteria above.

5.2 Evaluation. It is the responsibility of the Committee to evaluate each nominee based on the criteria and to determine whether it is appropriate to send a recommendation to the University President.

5.3 Recommendation to the President. Upon the Committee's review of all nominations and supporting documentation or information, the committee shall recommend an honorary degree recipient or recipients to the President from among the pool of nominees. The recommendation shall be accompanied by the appropriate supporting documentation or information for each nominee, sufficient for the president's decision-making.

5.4 President's Approval and Background Check. Following the president's review and approval, the selected nominee(s) shall undergo and pass a criminal background check to be conducted by Southern Oregon University. The costs shall be borne by the University.

5.5 Recommendation to the Board of Trustees. Upon the nominee's successful passage of a criminal background check, the President will then recommend an honorary degree recipient or recipients to the Board of Trustees for final consideration.

5.6 Confidentiality. To prevent reputational harm to the university and to any individual being considered for an honorary degree, all persons involved in the process of recommending honorary degrees to the Board of Trustees shall work in the strictest of confidence and without disclosure to persons not belonging to the

committee. A failure to do so may result in removal from the Committee by the University President.

5.7 Pool of Nominees. The Committee will review, on at least an annual basis, the pool of approved nominees to ensure that it remains appropriate. Nominations in the pool shall sunset after three years; although such a sunset does not preclude an individual from receiving future nominations or recommendations pursuant to this board statement.

6.0 Decision

In the January meeting of the Board of Trustees, or as soon as reasonably practicable, the Board of Trustees shall decide the recipients of SOU honorary degrees to be awarded at the SOU commencement ceremony in a given academic year.

7.0 Award

An honorary degree recipient will receive a paper diploma. The honorary degree is not associated with an official transcript or academic record other than the honorary degree itself.

An individual or organization shall not receive an honorarium or payment in exchange for accepting an honorary degree. This does not preclude an honorarium or compensation for other service or functions at the university, e.g., speaking at commencement or participating in a lecture series.

8.0 Revocability

The Board retains the authority to revoke an honorary degree award at its discretion at any time.

Approved on June 16, 2023

Daniel P. Santos
Chair, Board of Trustees

Sabrina Prud'homme
University Board Secretary

| Revision | Change | Date |
|-----------------|-----------------|---------------|
| - | Initial Version | June 16, 2023 |

Resolution on the Responsibilities of Individual Trustees Board of Trustees of Southern Oregon University

Whereas, the Board of Trustees develops and advances the mission and goals of Southern Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for themselves and for future Trustees pledges to fulfill the duties set forth herein:

1. Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out their responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance.

2. Fiduciary Duties. Each Trustee acknowledges that they have fiduciary duties to the University and its beneficiaries, including the following.

A. Duty of Care. A Trustee must act in good faith, using a degree of diligence, care, and skill that prudent persons would use under similar circumstances and must act in a manner that is reasonably believed to be in the institution's best interests. In discharging their duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by or under the direction of: (a) One or more officers of the institution whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants or other persons retained by the institution to speak to matters that the Trustee reasonably believes are within the person's professional or expert competence; (c) A committee of the Board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence. A Trustee fails to act in good faith if the Trustee has personal knowledge concerning the matter in question that makes reliance unwarranted, even if such reliance would otherwise be permitted by this subsection.

A. Duty of Loyalty. A Trustee must act in good faith and in a manner that is reasonably believed to be within the scope of the public purposes of the institution rather than in the Trustee's own interests or the interests of another

organization or constituency. A Trustee must be loyal to the institution and not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or their relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both financial interests held by a Trustee and positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of oversight and policy responsibilities.

C. Duty of Obedience. A Trustee must ensure that the University is operating in furtherance of its stated purposes and is operating in compliance with the law. A Trustee also must ensure effective internal controls. The Board shall periodically re-evaluate its purposes and mission and must be prepared to amend or change them when it is necessary and appropriate to do so.

3. Service. Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance at substantially all meetings for which the Trustee is scheduled, participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material; keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use their own judgment in voting versus following the lead of others.

4. Respect. Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in their role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board-even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; and communicate any significant concern or complaint promptly to the Chair.

Each Trustee must refrain from directing the President and accept that the President reports to the Board as a whole. A Trustee must also refrain from directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President and Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General

Counsel may provide limited assistance to individual Trustees. Authority to manage the activities of employees is delegated to the President.

5. Personal Behavior. Each Trustee must avoid conflicts of interest or the appearance thereof, should declare actual and potential conflicts of interest in accordance with Oregon Law and the Board's policies on conflict of interest, and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and must refrain from requesting special considerations or favors.

A Trustee who is unable to uphold the Responsibilities of Individual Trustees may be asked to resign their position on the board.

University Board Secretary

Chair, Board of Trustees

| Revision | Change | Date |
|-----------------|---|------------------|
| | -Initial Version | January 30, 2015 |
| 1 | Emphasis added to attendance; clarified directing of the President and staff; basic edits and corrections | June 21, 2019 |
| 2 | Emphasis added to upholding responsibilities; basic edits and corrections | June 16, 2023 |

Resolution on the Responsibilities of Individual Trustees Board of Trustees of Southern Oregon University

Whereas, the Board of Trustees develops and advances the mission and goals of Southern Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for themselves and for future Trustees pledges to fulfill the duties set forth herein:

1. Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out their responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance.

2. Fiduciary Duties. Each Trustee acknowledges that they have fiduciary duties to the University and its beneficiaries, including the following.

aA. Duty of Care. A Trustee must act in good faith, using a degree of diligence, care, and skill that prudent persons would use under similar circumstances and must act in a manner that ~~they is~~ reasonably believed to be in the institution's best interests. In discharging their duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by or under the direction of: (a) One or more officers of the institution whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants or other persons retained by the institution to speak to matters that the Trustee reasonably believes are within the person's professional or expert competence; (c) A committee of the Board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence. A Trustee fails to act in good faith if the Trustee has personal knowledge concerning the matter in question that makes reliance unwarranted, even if such reliance would otherwise be permitted by this subsection.

bA. Duty of Loyalty. A Trustee must act in good faith and in a manner that is reasonably believed to be within the scope of the public purposes of the institution rather than in the Trustee's own interests or the interests of another

organization or constituency. A Trustee must be loyal to the institution and not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or their relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both financial interests held by a Trustee and positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of oversight and policy responsibilities.

eC. Duty of Obedience. A Trustee must ensure that the University is operating in furtherance of its stated purposes and is operating in compliance with the law. A Trustee also must ensure effective internal controls. The Board shall periodically re-evaluate its purposes and mission and must be prepared to amend or change them when it is necessary and appropriate to do so.

3. Service. Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance at substantially all meetings for which the Trustee is scheduled, participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material; ~~and~~ keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use their own judgment in voting versus following the lead of others.

~~A Trustee who is unable to ensure regular attendance at Board and Committee meetings may be asked to resign their position on the Board.~~

4. Respect. Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in their role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board-even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; and communicate any significant concern or complaint promptly to the Chair.

Each Trustee must refrain from directing the President and accept that the President reports to the Board as a whole. A Trustee must also refrain from

directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President and Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to individual Trustees. Authority to manage the activities of ~~the staff~~employees is delegated to the President.

5. Personal Behavior. Each Trustee must avoid conflicts of interest or the appearance thereof, should declare actual and potential conflicts of interest in accordance with Oregon Law and the Board's policies on conflict of interest, and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and must refrain from requesting special considerations or favors.

A Trustee who is unable to uphold the Responsibilities of Individual Trustees may be asked to resign their position on the board.

University Board Secretary

Chair, Board of Trustees

| Revision | Change | Date |
|----------|------------------|------------------|
| | -Initial Version | January 30, 2015 |

| | | |
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| 1 | Emphasis added to attendance; clarified directing of the President and staff; basic edits and corrections | June 21, 2019 |
| 2 | Emphasis added to upholding responsibilities; basic edits and corrections | June 16, 2023 |

Board Statement on Evaluation of the University President Board of Trustees of Southern Oregon University

1.0 Purpose

It is the responsibility 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 to June 30 cycle. The annual review will cover the preceding year.

2.0 Criteria

2.1 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.

2.2 The retrospective elements of the President’s self-assessment customarily will include:

- A. 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;
- B. A description of other personal or institutional achievements of which the Board should be aware; and
- C. Comments regarding university officers and other campus leaders who report directly to the President, as they pertain to the President’s goals or achievements.

2.3 The prospective elements of the President’s self-assessment customarily will include:

- A. Goals the President proposes for their individual performance over the course of the upcoming year;
- B. The President's professional development plans and any associated requests of the Board; and
- C. Key areas in which the President would especially benefit from Board support.

3.0 Review Process

3.1 President's Self-Assessment. The President will submit their 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.

3.2 Board Chair's Evaluation. The Board Chair will prepare an evaluation of the President. The evaluation and self-assessment will be provided to the Board of Trustees prior to any meeting in which the Board or committee of the Board will discuss the evaluation.

3.3 Evaluation of the President. The Executive, Audit, and Governance 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.

3.4 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.

3.5 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.

4.0 Additional Considerations

The Executive, Audit, and Governance 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 Oregon Law, 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.

University Board Secretary

Chair, Board of Trustees

| Revision | Change | Date |
|-----------------|---|-----------------|
| | Initial Version | <<insert date>> |
| 1 | Revisions to simplify process and number of board actions | June 21, 2019 |
| 2 | Basic edits for clarity, formatting | June 16, 2023 |

Board Statement on Evaluation of the University President Board of Trustees of Southern Oregon University

1.0 Purpose

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.

2.0 Criteria

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.
- 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.

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.

- 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 their 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.

2. Board Chair's Evaluation

The Board Chair will prepare an evaluation of the President. The evaluation and self-assessment will be provided to 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, and Governance 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.

Additional Considerations

The Executive, ~~and~~ Audit, and Governance 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~~ Oregon Law, 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 of the Board



Secretary of the University

Board Statement on the Performance of Official Business Board of Trustees of Southern Oregon University

As fiduciaries responsible for governance of the University, it is important that trustees demonstrate their participation in University life by word and by deed. In furtherance of the duty, it is important that trustees share the responsibility to be collectively visible at campus events and in the greater community, and to represent the University and its interests to the many valued stakeholders on campus and community supporters at large.

1.0 Attendance at Events in an Official Capacity

1.1 University Events. From time to time, a trustee and one or more relatives or members of the trustee's household may be invited to attend a University event. Such persons attend such an event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches and other events for which there is ordinarily an attendance charge. Tickets to such an event may be provided by the University to a trustee and one or more relatives or members of the trustee's household without charge. The trustee and guests may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event may be considered to be official compensation, reimbursement of an expense, and not a gift for purposes of the Oregon Government Ethics Law. Ordinarily, no more than four tickets for an event will be provided to a trustee at no charge.

1.2 Non-University Events. From time to time, a trustee and a guest may be invited to attend a non-university event. Such persons attend such an event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches, community events with the University's collaborative partners, and other events for which there is ordinarily an attendance charge. Tickets to such an event must be provided by the third party to the University. If the trustee is to attend the non-university event in an official capacity, tickets may be provided by the University to a trustee and a guest without charge. The trustee and guest may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event is not a gift for purposes of the Oregon Government Ethics Law.

2.0 Procedure for Reimbursement

All reimbursements for costs associated with official business that are actually incurred are subject to the relevant University policy except as set forth herein. A trustee seeking reimbursement should coordinate with the Board Secretary to review current policies relating to expenditures and reimbursements. All reimbursements require the approval of the Board Secretary and the Vice President for Finance & Administration.

University Board Secretary

Chair, Board of Trustees

| Revision | Change | Date |
|-----------------|--|------------------|
| | -Initial Version | January 30, 2015 |
| 1 | Introductory paragraph added; University Events and Non-university Events updated; basic edits and corrections | June 21, 2019 |
| 2 | Basic corrections | June 16, 2023 |

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Chair of the Board



Secretary of the University Board Secretary

Chair, Board of Trustees

| Revision | Change | Date |
|-----------------|--|----------------------|
| | -Initial Version | January 30, 2015 |
| 1 | Introductory paragraph added; University Events and Non-university Events updated; basic edits and corrections | June 21, 2019 |
| <u>2</u> | <u>Basic corrections</u> | <u>June 16, 2023</u> |

**Board Statement on the Process for Officer Elections
Board of Trustees of Southern Oregon University**

1.0 Appointment of an Officer Election Work Group

1.1 By January 30 in even-numbered years, or as soon thereafter as is practicable, the Board Chair shall appoint an Officer Election Work Group for the purpose of receiving and presenting the names of candidates for election to two-year terms to begin July 1.

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

2.0 Composition of the Work Group

2.1 The Officer Election Work Group shall be comprised of a diverse group of three-to-five 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.

2.2 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.

3.0 Responsibilities of the Work Group

3.1 The Chair of the Officer Election Work Group will invite all trustees to submit suggestions for Chair and Vice-Chair to the Board Secretary.

3.2 The Officer Election Work Group will review all suggestions 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 the board to consider with respect to their nomination. Trustees may request consideration for only the Chair position, only Vice-Chair position, or for both.

3.3 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.

3.4 Thereafter, the Officer Election Work Group will finalize the list of trustees for presentation at a meeting of the Board of Trustees. All 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 a member will nominate each trustee for consideration as Chair.

4.0 Board Election of Officers

4.1 Once all candidates have been presented for consideration and nominated, the Board will elect a Chair with the votes of 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 subject to a second vote of the Board of Trustees with the Chair selected by majority vote.

4.1.1 All candidates who wish to be considered for Vice-Chair, will be nominated for the position using the aforementioned nomination and voting procedure described in sections 3.4 to 4.1.

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

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

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

5.0 Officer Vacancies

5.1 A vacancy in the position of Chair for reasons other than a term expiration shall be filled by the Vice Chair, 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.

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

5.3 An officer vacancy 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.

University Board Secretary

Chair, Board of Trustees

| Revision | Change | Date |
|-----------------|---|------------------|
| | Initial Version | April 21, 2020 |
| 1 | Diversity of the work group, elections in the case of officer vacancy, formatting | January 21, 2022 |
| 2 | Basic edits for clarity, formatting | June 16, 2023 |

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Board of Trustees of Southern Oregon University**

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2.1 The Officer Election Work Group shall be comprised of a diverse group of three-to-five 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.

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3.3 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.

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



University Board Secretary



Chair, Board of Trustees

~~University Board Secretary~~

| Revision | Change | Date |
|-----------------|---|----------------------|
| | Initial Version | April 21, 2020 |
| 1 | Diversity of the work group, elections in the case of officer vacancy, formatting | January 21, 2022 |
| <u>2</u> | <u>Basic edits for clarity, formatting</u> | <u>June 16, 2023</u> |

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

1.0 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.

2.0 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.

3.0 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.

4.0 Process for Granting President Emeritus Status

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

4.1 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.

4.2 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.

4.3 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.

4.4 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.

4.5 The Board reserves the discretion to award the Presidential Emeritus title and privileges as it deems necessary and appropriate.

4.6 The Board retains the authority to withdraw a President Emeritus title at its discretion at any time.

5.0 Rights and Privileges of Presidential Emeritus Status

5.1 The title of President Emeritus confers no remuneration, rights to employment, rights to service, or any benefit in addition to those described in this statement. 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).

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

- 5.2.1 A resolution naming and honoring the university president as President Emeritus;
- 5.2.2 Listing on the university President's Office website;
- 5.2.3 Use of the title "President Emeritus" in community and professional activities;
- 5.2.4 SOU business cards, upon request;
- 5.2.5 Upon the invitation of the then-current University President, the option to participate in university functions and events;
- 5.2.6 Complimentary parking on the university campus, upon request;
- 5.2.7 The ability to use an institutional e-mail address;
- 5.2.8 SOU Identification Card; and

5.2.9 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.



University Board Secretary



Chair, Board of Trustees

| Revision | Change | Date |
|-----------------|-----------------------------|---------------|
| | Initial | June 17, 2022 |
| 1 | Basic edits and corrections | June 16, 2023 |

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

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4.3 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.

4.4 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.

4.5 The Board reserves the discretion to award the Presidential Emeritus title and privileges as it deems necessary and appropriate.

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5.2.4 ~~Emeritus-SOU~~ business cards, upon request;

5.2.5 Upon the invitation of the then-current University President, the option ~~to~~ _____ to participate in university functions and events;

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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.



~~Chair, Board of Trustees~~



University Board Secretary



Chair, Board of Trustees

| Revision | Change | Date |
|----------|------------------------------------|----------------------|
| | Initial | June 17, 2022 |
| <u>1</u> | <u>Basic edits and corrections</u> | <u>June 16, 2023</u> |

Board Statement on Presidential Searches and Appointments Board of Trustees of Southern Oregon University

1.0 Preamble

As set forth in Oregon Law, the Board of Trustees of Southern Oregon University ("Board") shall, in consultation with the Governor or their designee, appoint and employ the President of Southern Oregon University ("University" or "SOU"). In further recognition of this obligation, the Board sets forth below, its policy governing the selection and appointment of a President, as well as the selection of an Acting or Interim President when appropriate.

2.0 Authority, Guidelines, and Search Committee

2.1 Selection and Appointment of the President. The Board retains the sole responsibility for the selection and appointment of the President.

2.2 Search Guidelines. When it becomes necessary to hire a President, the Board will initiate a search. The search will be conducted in a manner consistent with guidelines recommended by the Executive, Audit, and Governance Committee and approved by the Board. The search guidelines will be designed to ensure appropriate public notice of the open position and will address considerations of equity, diversity and inclusion.

2.3 Search Committee. A single search committee will be responsible for assisting the Board by identifying, recruiting, and evaluating possible candidates for President. The Board, may authorize the university to contract for the services of a consulting or executive search firm to assist it in recruiting candidates as well as organizing and executing the search process and related services.

2.3.1 The Board Chair will appoint members of the search committee. The Board Chair will appoint a search committee chair, who will be a current member of the Board of Trustees.

2.3.2 The Board Chair will appoint a senior employee of the university to serve as coordinator of the search. The coordinator will serve as a non-voting ex-officio member of the committee.

2.3.3 The Board Chair may, at their discretion, choose to appoint additional employees of the university to support the search committee in an advisory capacity.

2.4 Recommendation. After reviewing and interviewing candidates, the search committee will recommend finalists for the position of University President to the Executive, Audit, and Governance Committee. The search committee will prepare a report of the strengths and weaknesses of the finalists, especially in terms of the desired qualifications for the position. The Executive, Audit, and Governance

Committee may meet with the search committee to discuss the report. The search committee will not rank the finalists.

2.5 Interviews. Consistent with the guidelines approved by the Board at Section 2.2 and other considerations, the Executive, Audit, and Governance Committee will interview the finalists in executive session. The Executive, Audit, and Governance Committee, after notification to the search committee, may narrow the field of finalists that will be forwarded to the Board for consideration. Consistent with the guidelines approved by the Board at Section 2.2 and other considerations, the Board will interview the finalist or finalists in executive session.

2.6 Negotiation. Following the interviews, the Board Chair will negotiate terms and conditions of employment with the Board's first preference for President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before negotiating with other finalists.

3.0 Selection of an Acting President

3.1 When an incumbent President is temporarily unable to discharge their duties; leaves for a period that, in the judgment of the Board, warrants a temporary replacement; or in any other circumstance determined advisable by the Board, the Board Chair, after consultation with members of the Executive, Audit, and Governance Committee and other constituents as necessary, will recommend a candidate for Acting President.

3.2 The Board Chair will interview the recommended candidate(s) for Acting President. The Executive, Audit, and Governance Committee or the Board, at its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

3.3 At its next meeting, the Board will vote on the Acting President's appointment. The Acting President will serve until the incumbent is able to resume their duties. If the incumbent is unable or unwilling to resume their duties as President, the Acting President will continue to serve in the role. Throughout their term, the Acting President will serve at the pleasure of the Board.

4.0 Selection of an Interim President as Regular President

4.1 When the position of President becomes vacant or is expected to become vacant prior to the appointment and service of a regular successor, the Board Chair will, after consultation with the Executive, Audit, and Governance Committee and other constituents as necessary, determine the required skills and desired qualifications of an Interim President and will recommend a candidate or candidates for Interim President.

4.2 The Board Chair will interview the recommended candidate(s) for Interim President. The Executive, Audit, and Governance Committee or the Board, in its

discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

4.3 At its next meeting, the Board will vote on the Interim President’s appointment. The Interim President will serve until the Board has appointed a regular President or until the Interim President has been relieved of their duties and responsibilities. Throughout their term, the Interim President will serve at the pleasure of the Board.

4.4 When the Board must decide whether to search for a President or move an Interim or Acting President to regular status, the Executive, Audit, and Governance Committee will conduct a full interview of the Interim or Acting President under consideration for appointment as President and will forward a recommendation to the Board. The Board will interview the candidate for appointment as President in executive session.

4.5 Following the interview(s), and with the approval and consent of the Board to the hiring of the Acting or Interim President to position of President, the Board Chair will negotiate terms and conditions of employment with the proposed President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before opening or reopening a search.

University Board Secretary

Chair, Board of Trustees

| Revision | Change | Date |
|----------|---|----------------|
| - | Initial Version | April 16, 2021 |
| 1 | Service of Acting President clarified; document formatting and reorganization; and basic edits and corrections. | June 16, 2023 |

Board Statement on Presidential Searches and Appointments Board of Trustees of Southern Oregon University

1.0 ~~_____~~ -Preamble

As set forth in Oregon ~~Revised Statute 352.087~~Law, the Board of Trustees of Southern Oregon University ("Board") shall, in consultation with the Governor or their designee, appoint and employ the ~~P~~president of Southern Oregon University ("University" or "SOU"). In further~~ance~~ recognition of this obligation, the Board sets forth ~~below~~, its policy ~~below~~ governing the selection and appointment of a ~~p~~President, as well as the selection of an ~~a~~Acting ~~or~~ ~~I~~interim ~~p~~President when~~ne~~ appropriate.

2.0 ~~_____~~ Authority, Procedures/Guidelines, and Search Committee

2.1 ~~_____~~ Selection and Appointment of the President. -

~~2.1.1~~—The Board retains the sole responsibility for the selection and appointment of the ~~p~~President.

~~2.2.2~~ Search Guidelines. When it becomes necessary to hire a ~~president~~President, the Board will initiate a search. The search will be conducted in a manner consistent with guidelines recommended by the Executive, ~~and~~ Audit, ~~and~~ Governance Committee and approved by the Board. The search guidelines will be designed to ensure appropriate public notice of the open ~~appointment position~~ and will address considerations of equity, diversity and inclusion.

~~2.3.3~~ Search Committee. A single search committee will be responsible for ~~for~~ assisting the Board by identifying, recruiting, and evaluating possible candidates for ~~p~~President. The Board, ~~in addition to a search committee,~~ may authorize the university to contract for the services of a consulting or executive search firm to assist it in recruiting candidates as well as ~~and~~ organizing and executing the search process and related services.

2.3.1

—~~(a)~~ The Board Chair will appoint members of the search committee. The Board Chair will appoint a search committee chair, who will be a current member of the Board of Trustees.

2.3.2 -

—~~(b)~~ The Board Chair will appoint a senior employee of the university to serve as coordinator of the search. The coordinator will serve as a non-voting ex-officio member of the committee.

2.3.3 ~~——(e)~~ The Board Chair may, at their discretion, choose to appoint additional employees of the university to support the search committee in an advisory capacity.

2.1.4 Recommendation. After reviewing and interviewing candidates, the search committee will recommend finalists for the position of University President to the Executive, Audit, and Governance Committee~~Executive and Audit Committee~~. The search committee will prepare a report of the strengths and weaknesses of the finalists, especially in terms of the desired qualifications for the position. ~~The Executive, Audit, and Governance Committee Executive and Audit Committee~~ may meet with the search committee to discuss the report. ~~The search committee will not rank the finalists.~~

2.1.5 Interviews. Consistent with the guidelines approved by the Board at Section 2.1.2 and other considerations, the Executive, Audit, and Governance Committee~~Executive and Audit Committee~~ will interview the finalists in executive session. The Executive, Audit, and Governance Committee~~Executive and Audit Committee~~, after consultation-notification with-to the search committee, ~~is authorized to~~may narrow the field of finalists that will be forwarded to the Board for consideration. Consistent with the guidelines approved by the Board at Section 2.2 and other considerations, the Board will interview the finalist or finalists in executive session.

2.1.6 Negotiation. ~~Consistent with the guidelines approved by the Board at Section 2.1.2, the Board will interview the finalist or finalists in executive session.~~ Following the interviews, the Board Chair will negotiate terms and conditions of employment with the Board's first preference for President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before negotiating with other finalists.

~~2.2 Selection of an Interim or Acting President~~

~~2.2.1 —When the position of president becomes vacant prior to the appointment of a regular successor, the Board Chair will, after consultation with the Executive and Audit Committee and other constituents as necessary, to determine the required skills and desired qualifications of an interim university president and will recommend a candidate or candidates for Interim president.~~

~~2.2.2 —The Board Chair will interview the recommended candidate(s) for interim president. The Executive and Audit Committee or the Board, in its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.~~

~~2.2.3 —At its next meeting, the Board will vote on the interim president's appointment. The interim president will serve until the Board has appointed a regular president or until the interim president has been relieved of their duties and responsibilities. Throughout their term, the interim president will serve at the pleasure of the Board.~~

3.02.3 Selection of an Acting President

3.1 When an incumbent President is temporarily unable to discharge their duties; leaves for a period that, in the judgment of the Board, warrants a temporary replacement; or in any other circumstance determined advisable by the Board, the Board Chair, after consultation with members of the Executive, Audit, and Governance Committee and other constituents as necessary, will recommend a candidate for Acting President.

~~2.3.1—When an incumbent president is temporarily unable to discharge their duties, leaves for a period that, in the judgment of the Board, warrants a temporary replacement, or in any other circumstance determined advisable by the Board, the Board Chair, after consultation with members of the Executive and Audit Committee and other constituents as necessary, will recommend a candidate for acting president.~~

3.2.3.2 The Board Chair will interview the recommended candidate(s) for ~~a~~Acting ~~p~~President. The Executive, Audit, and Governance Committee ~~Executive and Audit Committee~~ or the Board, ~~at~~in its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

3.2.3.3 At its next meeting, the Board will vote on the Acting ~~p~~President's appointment. The ~~a~~Acting ~~p~~President will serve until the incumbent is able to resume their duties. ~~If the incumbent is unable or unwilling to resume their duties as President, the Acting President will continue to serve in the role~~acting president has been relieved of their duties and responsibilities. Throughout their term, the ~~a~~Acting ~~p~~President will serve at the pleasure of the Board.

4.02.4 Selection of an Interim President as Regular President

4.1 When the position of President becomes vacant or is expected to become vacant prior to the appointment and service of a regular successor, the Board Chair will, after consultation with the Executive, Audit, and Governance Committee and other constituents as necessary, determine the required skills and desired qualifications of an Interim President and will recommend a candidate or candidates for Interim President.

4.2 The Board Chair will interview the recommended candidate(s) for Interim President. The Executive, Audit, and Governance Committee or the Board, in its discretion, may meet in executive session to discuss the strengths and weaknesses of the recommended candidate.

4.3 At its next meeting, the Board will vote on the Interim President's appointment. The Interim President will serve until the Board has appointed a regular President or until the Interim President has been relieved of their duties and responsibilities. Throughout their term, the Interim President will serve at the pleasure of the Board.

~~4.2.4.41~~ When the Board must decide whether to search for a ~~president~~President or move an ~~i~~Interim or ~~a~~Acting pPresident to regular status, the Executive, Audit, and Governance Committee ~~Executive and Audit Committee~~ will conduct a full interview of the ~~i~~Interim or ~~a~~Acting pPresident under consideration for appointment as ~~regular p~~President and will forward a recommendation to the Board. -The Board will interview the candidate for appointment as ~~regular p~~President in executive session.

~~4.2.4.52~~ Following the interview(s), and with the approval and consent of the Board to the ~~permanent~~hiring of the Acting or Interim ~~or acting p~~President to ~~regular position of p~~President, the Board Chair will negotiate terms and conditions of employment with the proposed ~~regular p~~President. If the negotiation is unsuccessful, the Board Chair will seek further advice from members of the Board before opening or reopening a ~~full~~ search.



 Chair, Board of Trustees



 University Board Secretary

 Chair, Board of Trustees

| Revision | Change | Date |
|----------|--|----------------------|
| - | Initial Version | April 16, 2021 |
| <u>1</u> | <u>Service of Acting President clarified; document formatting and reorganization; and basic edits and corrections.</u> | <u>June 16, 2023</u> |

**Southern Oregon University
Executive, Audit, and Governance Committee**

**RESOLUTION
Amendments to Governing Documents
of the Board of Trustees of Southern Oregon University**

Whereas, the Board of Trustees of Southern Oregon University periodically reviews the board's governing documents;

Whereas, a work group including trustees, the university board secretary, and the university general counsel reviewed the documents below, gathered information, and provided amendments to the Board Statement on Evaluation of the University President; Board Statement on the Performance of Official Business; Board Statement on the Process for Officer Elections; Board Statement on President Emeritus Status; Board Statement on Presidential Searches and Appointments; and a Resolution on the Responsibilities of Individual Trustees in addition to creating a new Board Statement on Honorary Degrees; and

Whereas, the Executive, Audit, and Governance Committee of the Board of Trustees of Southern Oregon University has performed a thorough review of the proposed amendments; Now therefore,

Be it resolved, the Executive, Audit, and Governance Committee of the Board of Trustees of Southern Oregon University recommends the aforementioned governing documents to the Board of Trustees for adoption as articulated in this committee's June 16, 2023 meeting.

VOTE:

DATE: June 16, 2023

Update on the Board’s Statement on Black Lives Matter”

**Southern Oregon University
Board of Trustees**

Statement on Black Lives Matter

As a nation, a state, and a Southern Oregon University community, we continue to witness the senseless killings of Black people throughout our country. The recent deaths of Ahmaud Arbery, Breonna Taylor, George Floyd, and so many others before and since, have been added to the tragic list of historic and systemic injustices committed against people of color since the "founding" of America.

These injustices have a tremendous impact on all of us, but especially on our students, colleagues, families, and friends from communities of color, who experience them on a very personal level. On this Juneteenth of 2020, we act in solidarity with Black Lives Matter, and with people of all racial and ethnic backgrounds who continue to face unprecedented challenges, injustices, and violence.

The SOU Board joins President Linda Schott in her clear statement that “*Southern Oregon University condemns and denounces hate and abhorrent language and behaviors intended to harm any member of our learning community on the basis of race, color, religion (creed), gender, expression, age, national origin (ancestry), immigration status, disability, marital status, sexual orientation, or military status. We are firmly committed to peace, justice, civil discourse, social-emotional support, and respect for all.*”

In our Board's fiduciary role to SOU, there is something we can do to change the course of history. It lies with our students and colleagues. It lies with the educational and social roadmaps we are building during the students' time at SOU. As a Board and University community, let us do what it takes to build in our students, colleagues, and community a foundation that effectively disrupts these patterns of injustice. As the statement etched on Churchill Hall notes, “*The challenges of democracy are the opportunities of education.*”

We must seize these opportunities, and while acknowledging the challenges, we must assure our students and colleagues that we see them, hear them, and stand with them against racial oppression and injustice. We cannot be silent. It is not enough to feel bad, or hope someone else will do something. We must be part of the solution. We must act.

Identifying actions that we can take will be part of our challenge and our opportunity. We recognize that thinking of actions is easier than taking them. But taking action is a moral imperative. As a Board, we commit to not only condemning injustice but also to taking action and rising to the challenge to be part of the solution.

VOTE: Unanimous
DATE: June 19, 2020

Recorded by the University Board Secretary:



President's 2023 Performance Evaluation

Future Meetings

Adjournment