



MINUTES

Trustees Present: F. King Alexander (*ex officio*), Mike Bailey, Patty Bedient, Rani Borkar (*chair*), Julia Brim-Edwards, Darry Callahan, Michele Longo Eder, Lamar Hurd, Khawater Hussein, Paul Kelly, Julie Manning, Preston Pulliams, Kirk Schueler (*vice chair*), Stephanie Smith, and Mike Thorne

University Staff Present: Charlene Alexander, Steve Clark, Debbie Colbert, Ed Feser, Katie Fast, Becca Gose, Mike Green, Lauren Skousen, and Patricia Snopkowski

1. Call to Order/Roll/Declaration of a Quorum

Board Chair Rani Borkar called the meeting to order at 8:43 a.m., asked the board secretary to call the roll, and noted a quorum. Borkar then made a land acknowledgement statement.

2. Consent Agenda

a. Minutes of the March 17, 2021 Board Meeting

b. Minutes of the March 17, 2021 Executive Session

A motion was made and seconded to approve the items on the consent agenda. The motion carried.

3. Discussion

Borkar began by recognizing that the most important responsibility of the Board of Trustees is to select the right leader for the university and the OSU community. She shared that when the Board adjourned their March 17, 2021, meeting, the Board believed it was possible for President King Alexander to repair the community's broken trust in his ability to lead. Noting the important input from diverse members of the OSU community, including a vote of no confidence by the Faculty Senate, Borkar stated that the Board now understands that rebuilding trust is no longer possible and Alexander does not have the confidence of the OSU community.

Borkar then shared that Alexander offered his resignation, effective April 1, 2021. Borkar noted that the Board would be meeting in an executive session to consider his resignation and its terms. But first, Borkar shared, on behalf of the entire Board, three commitments the Board was making. First, the Board will review past procedures to select the president to learn and improve from this experience. Second, the Board will consider what best represents an inclusive selection process for future presidents that is informed by what has been learned from this experience and reflects the culture and values of OSU. And third, the Board will work to support and earn the trust of survivors of sexual assault and those who have been harmed by recent events and may question the university's commitment to these efforts.

4. Executive Session

At 8:45 a.m. Borkar announced that the Board was moving to an executive session pursuant to ORS 192.660(2)(f), to consider information or records that are exempt by law from public inspection. Borkar stated that representatives of the news media and designated university staff would be allowed to attend the executive session. Other members of the audience were not allowed to attend the session. Borkar noted that no decisions would be made in executive session.

Borkar closed the executive session at 10:26 a.m. and trustees returned to the public session of the meeting.

5. Discussion/Action Item

Following executive session, Board members returned to public session for discussion and consideration of next steps. Borkar summarized the executive session by noting that trustees discussed the details of Alexander's resignation and its terms. She shared that the trustees also considered the implications for the university of the various paths with regard to his presidency. . Borkar asked for a motion regarding the proposed resignation and its terms.

Vice Chair Schueler made a motion that the Board authorize the Board Chair, acting alone and without further authorization from this Board, to complete the negotiations of, execute, and deliver on behalf of OSU and this Board, if possible, an Agreement with President Alexander, along the general lines set forth below, whereby King Alexander agrees to:

- Resign as President of OSU and as a Professor of Education at OSU, effective on April 1, 2021;
- Relinquish his tenure rights and any claims for employment-related compensation, including fringe benefits and any compensation from the OSU Foundation, as President or as a Professor under his employment agreement with OSU; and
- Release OSU, its trustees, its officers, and other employees from any and all other claims he may have arising out of or related to his employment or the end of that employment at OSU; and

OSU agrees to:

- Pay King Alexander \$630,000 as a lump sum within 30 days of the execution of the Agreement;
- Pay him the lump sum of \$40,000 representing an amount for relocation;
- Pay Dr. Alexander's COBRA payments to cover medical and dental insurance for the same benefit elections as currently being provided through March 2022; and
- Release him from any and all claims that OSU may have against him related to his employment.

In negotiating the final terms of the Agreement with Dr. Alexander, the Board Chair may agree to any further Agreement terms that are generally consistent with the terms stated above, including any amendments, additions, deletions and modifications, and, in exercising her discretion, the Board Chair may agree to additional or different exchanges of value between OSU and Dr. Alexander that in the end are reasonably equivalent to the exchanges of value stated above.

The motion was seconded by Trustee Patty Bedient. Borkar then asked Bedient to start the discussion of the motion. Bedient began by thanking those who provided input on this meeting. Regarding the motion, Bedient shared that legal counsel advised trustees that it would likely cost significantly more to pursue action with cause, given administrative burden and likely litigation. She also mentioned that pursuing an action with cause would require a prolonged time period that the university would have to be engaged and distracted by this situation. Bedient additionally noted that the resignation expenses would come from private funds so no tuition or tax dollars would be used. With those consideration, she noted her support of the resignation and its terms.

Trustee Darry Callahan echoed Bedient's comments and shared his support for the resignation and its terms. Trustee Julia Brim-Edwards added her support of the motion to accept the resignation, noting it as the best path forward for the university from the multiple options discussed in executive session. Brim-Edwards also shared her thoughts on this experience and apologized for her actions to those in the university community who did not feel heard at the last meeting of the Board. Trustee Lamar Hurd also shared personal reflections on his commitment to the university and his dedication to those it serves. Hurd expressed his commitment as a trustee to not overlook these sexual violence and expressed a desire to start the healing process for the OSU community. Bedient shared her appreciation for the comments shared by Brim-Edwards and Hurd and also expressed her regrets for how the Board handled public comments at the March 17 meeting and asked that the Board examine the process in which it takes testimony to support the Board's efforts in relationship building. Borkar thanked the trustees who participated in the discussion. Then, noting there was no additional requests for further discussion, Borkar asked the board secretary to take a roll call vote. On a unanimous vote, the motion carried.

Borkar then asked Vice President for University Relations and Marketing Steve Clark to share the communication plan regarding the Board's decision and plans to move forward. Clark outlined the plan to share the comments provided by Borkar at the start of the meeting as the basis for the communication about the Board's decision. He also reflected on what had been shared over the past week by members of the OSU community about the need to rebuild trust, facilitate healing, and continue to express care and support for survivors of sexual violence. Clark said communication plans would continue to take shape in the days and weeks ahead.

Borkar then asked Alexander if he would like to make a statement. Alexander began by apologizing to survivors of sexual assault and misconduct. He shared that he offered his resignation to allow the university to move forward and focus on supporting students. He noted that his top priority has been and will continue to be students and their social and economic wellbeing. Alexander expressed his gratitude for having been able to serve as a public university president for over 20 years and noted his commitment to the next generation of students. He concluded by thanking Borkar for the opportunity to speak.

After Alexander's remarks, Borkar shared she would entertain a motion related to Alexander's duties until the effective date of his resignation.

Schueler made a motion to place Dr. Alexander on administrative leave until April 1, the effective date of the resignation. The motion was seconded. Borkar asked if there was any discussion. Trustee Paul Kelly asked if Alexander would receive his current

level of presidential compensation while on administration leave. At the request of Borkar, Gose responded to the question and answered affirmatively. Noting no requests for further discussion, Borkar asked the board secretary to take a roll call vote. On a unanimous vote, the motion carried.

Borkar then stated that the Board needed to consider the question of university leadership until an interim president is appointed.

Bedient made a motion to empower Provost and Executive Vice President Ed Feser with all powers and duties of president, pending appointment of an interim president. The motion was seconded. Borkar asked if there was any discussion. Brim-Edwards asked about the process and timeline for the appointment of an interim president. Borkar noted that the Board's presidential search and selection guidelines outline a process, and she added that the Executive & Audit Committee would meet the following day to further discuss the timeline and approach. In response to a question by Brim-Edwards, Clark confirmed that the communications plan would outline an approach to sharing information about the Board's process for selecting an interim president. In response to a question from Kelly, Bedient clarified that her proposed motion would be to empower Feser with the powers and duties of president until an interim appointment was made.

Noting no requests for further discussion, Borkar reiterated the motion with a request for yeas and nays. The motion carried.

6. Adjournment

In closing the meeting, Borkar thanked the trustees for accepting Alexander's resignation and designating Feser as acting president. Borkar also noted her confidence in Feser. Borkar then shared that the Board's Executive & Audit Committee would be meeting on Wednesday, March 24 to discuss next steps in identifying an interim president and assessing the university's Title IX reporting and survivor services. She concluded with a commitment to healing, unity, and a rededication to the excellence for which the university is known.

With no further business proposed, Chair Rani Borkar adjourned the meeting at 11:10 a.m.

Respectfully submitted,



Debbie Colbert
Board Secretary