



## The Board of Trustees of Oregon State University

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### Meeting of the Executive, Audit and Governance Committee

January 19, 2023

8:00 – 9:45 a.m.

Memorial Union, Horizon Room  
Corvallis, OR

### MINUTES

**Committee Members Present:** Kirk Schueler (*chair*), Patty Bedient (*vice chair*), Julia Brim-Edwards (*via Zoom*), Darry Callahan, Preston Pulliams, Jayathi Murthy (*ex officio*)

**Other Trustees Present:** Maria Chávez-Haroldson, Susan Clark, Román Hernández, Julie Manning, Jax Richards, Inara Scott

**University Staff Present:** Shanon Anderson, Jackie Bangs, Jessica Brubaker, Steve Clark, Ed Feser, Susan Freccia, Becca Gose, Mike Green, Heather Horn, Jen Humphreys, Stacy Jeffries, Paul Odenthal, Julee Otter, Melanie Rose, Patti Snopkowski, Irem Tumer

#### 1. Call to Order / Roll Call / Declaration of a Quorum / Land Acknowledgement

Committee Chair Kirk Schueler called to the meeting to order at 8:00 a.m. Board Secretary Jackie Bangs called the roll and verified a quorum. Chair Schueler read the university's land acknowledgment statement.

#### 2. Consent Agenda

##### a. Minutes of the October 27, 2022 Meeting of the Executive and Audit Committee

There was a motion to approve the consent agenda. The motion was seconded and approved by all trustees in attendance.

#### 3. Action Items

##### a. Election or Re-Election of Board Officers

Chair Schueler announced that Trustee Callahan would facilitate the discussion to avoid any real or perceived conflict of interest.

Board Secretary Jackie Bangs gave trustees an overview of the election process laid out in the Board Officers Policy and reported the findings of the nomination process.

Bangs reported that 10 trustees responded to the request for nominations, with the large majority recommending Kirk Schueler continue as board chair. Trustee Román Hernández received a nomination but declined. Chair Schueler confirmed his willingness to serve.

For the vice chair position, Trustees Maria Chávez-Haroldson, Román Hernández and Julie Manning all received nominations. Trustee Chávez-Haroldson expressed gratitude for being nominated but declined. Trustees Hernández and Manning expressed interest in serving in the vice chair role.

Trustee Callahan led the discussion and made a motion to move the slate of nominees forward to the full board for a vote: Kirk Schueler as the sole candidate for chair, and Román Hernández and Julie Manning as the two candidates for vice chair.

The motion was seconded by Trustee Brim-Edwards and approved by all trustees in attendance.

**b. Updates to Committee Charter**

Chair Kirk Schueler, Board Secretary Jackie Bangs, General Counsel Becca Gose and Chief Audit, Risk and Compliance Executive Patti Snopkowski led the discussion on proposed updates to the committee's name and charter.

They provided an overview of the proposed updates, which include changing the committee's name to the Executive, Audit and Governance committee; providing a fuller description of the committee's work; and adding the general counsel as staff to the committee in keeping with best practices of similar committees at other public universities.

Secretary Bangs noted that addressing governance in this way is responsive to the recommendations in the Association of Governing Boards (AGB) report suggesting that boards have a committee dedicated to governance.

Trustee Chávez-Haroldson made a motion to approve the charter updates, and Trustee Callahan seconded the motion. The motion was approved by all trustees in attendance.

**c. Office of Audit, Risk and Compliance 2022 Final Progress Report & 2023 Annual Plan**

Chief Audit, Risk and Compliance Executive Patti Snopkowski and Deputy Chief Audit, Risk and Compliance Executive Julee Otter gave an overview of the report and annual plan.

Otter gave an overview of activities from 2022 and plans for 2023, identifying four main audit categories: compliance; safety and security; identifying and supporting efficient and effective processes; and fiscal practice improvements.

Snopkowski provided an overview of key performance indicators (KPIs) for the Office of Audit, Risk and Compliance (OARC) and announced a three- to five-year strategic planning exercise to better align the goals of the office with its charter and KPIs.

Trustees asked about the OARC's internal control assessment tool; the confidentiality of audits and how the work of the audit team could be shared more broadly; and how to handle an unlikely audit of the Office of Equal Opportunity and Access (EOA) while OARC's current director of compliance is also serving as interim director of the EOA.

A motion was made by Vice Chair Patty Bedient and seconded by Trustee Callahan to accept the progress report and annual plan. The motion was approved by all trustees in attendance.

**4. Discussion Items**

**a. Enterprise Risk Management**

Patti Snopkowski was joined by Provost and Executive Vice President Ed Feser for a risk management update.

Feser provided background on the enterprise risk management (ERM) process, which is conducted as OSU develops a strategic plan, carries out day-to-day management and looks at risk systemically across the university.

Snopkowski provided an overview of accomplishments and gave an overview of changes to the current enterprise risk management topics, which has been reorganized to include four priorities instead of six. Changes include:

- Removing Research Infrastructure Needs given progress and ongoing efforts
- Broadening the Workplace Safety priority to Campus Safety
- Merging the Campus Safety and All Hazards Planning priorities
- Focusing the Talent Management priority on Human Resource Administration

The IT Ecosystem/Security priority and the Interpersonal Violence Education, Prevention, Support and Response priority remain the same.

Trustees asked about campus safety in the event of a mass tragedy like the shooting at Uvalde or an emergency like a fire; if administration would redefine risk for each priority, given the changes; how priorities would carry over into the next strategic plan; and what the continual review of the Interpersonal Violence priority would look like.

#### **b. Stipends for Members of Public Boards**

Chair Kirk Schueler, Associate General Counsel Jessica Brubaker and Associate Vice President for Human Resources / Chief Human Resources Officer Heather Horn led a discussion on possible compensation for members of public boards.

Schueler noted that the item is being considered in keeping with the board's commitment to promoting diversity, equity and inclusion and would require a vote at a future board meeting and amendment to the board's bylaws.

Brubaker gave an overview of state legislation making certain members of state boards and commissions eligible for compensation at the per diem rate of \$151, depending on income. She noted the law does not apply to university governing boards.

Horn recommended using the statute for legislators as a reference, stating that it is a tested system and a good place to start, even though it doesn't apply to the university.

Trustees asked if the legislation defines which activities are compensated; if there was a reason behind excluding higher education governing boards from the original legislation; if compensation would be in addition to the current reimbursement policy; how to avoid excessive bureaucracy if a policy is implemented; how to remove barriers to service for a diverse group of potential trustees; and if there was an opportunity to learn from comparable universities outside of Oregon.

Chair Schueler recommended that the board develop a policy for compensating eligible trustees and vote on that policy at the April 13-14 board meetings.

## 5. Adjournment

With no other discussion or business, Chair Schueler adjourned the meeting at 9:46 a.m.

Respectfully Submitted,



Stacy Jeffries  
Executive Assistant, Office of the Board of Trustees