

**Regular Meeting of the Full Board
January 9, 2014
CH2M Hill Alumni Center
Corvallis, Oregon**

MINUTES

Trustees present: Mark Baldwin, Patricia Bedient, Rani Borkar, Darald Callahan, Michele Longo Eder, Elson Floyd, Orcilia Forbes, Paul Kelly, Jr., Brenda McComb, Laura Naumes, Edward Ray, Patricia Reser, Taylor Sarman, and Kirk Schueler

Guests present: Michael Thorne and Kenneth “Buzz” Shaw

1. Call to Order

Oregon State University President Ed Ray called the meeting to order at 8:30 a.m. and noted that all trustees were present.

2. Introduction

Kathy Bickel welcomed attendees to the Alumni Center and summarized the activities of the Oregon State University Alumni Association. Ms. Bickel introduced OSU President Ed Ray. President Ray also welcomed attendees, calling the inaugural meeting of the Oregon State University Board of Trustees “an historic moment.” He emphasized the importance of board orientation and best practices in university governance and introduced Kenneth “Buzz” Shaw, former chancellor and president of Syracuse University and a consultant for the Association of Governing Boards of Universities and Colleges.

3. Steps to Becoming a High Performance Board

Dr. Shaw led a discussion on meeting basic board responsibilities and having a productive and caring board culture.

4. Partners in University Governance

Dr. Shaw summarized the role of the Board in overseeing the development and implementation of policies and the role of the university’s administration in managing the university. He also summarized the concept of “shared governance,” which involves the Board, administration, faculty, students and staff in institutional governance.

5. Senate Bill 270 Overview

OSU General Counsel Meg Reeves summarized the near-term actions under Oregon Senate Bill 270, which created institutional governing boards for Oregon State University, Portland State University, and the University of Oregon and outlined their roles and responsibilities.

6. Fundamentals of Board Governance

General Counsel Reeves and President Ray led the Board in a discussion of the initial actions the Board needed to accomplish: (1) election of a Board chair and vice chair; (2)

adoption of Bylaws; and (3) adoption of a committee structure, including charges, membership, and leadership.

7. Action Items

- a. **Election of Board Chair and Vice Chair.** Following a presentation and discussion of the roles of the Board Chair and Vice Chair and noting that a quorum was present, a motion was made to elect Patricia “Pat” Reser to serve as Board Chair. The motion was seconded and, by unanimous voice vote, the Board elected Pat Reser to serve as Board Chair.

A motion was also made to elect Darald “Darry” Callahan to serve as Vice Chair. The motion was seconded and, by unanimous voice vote, the Board elected Darry Callahan to serve as Vice Chair.

- b. **Adoption of Bylaws.** General Counsel Reeves led a presentation and discussion of the Bylaws. The Board reviewed and discussed each article in order, suggesting and discussing editorial changes. Following discussion and noting that a quorum was present, a motion was made to adopt the Bylaws with editorial changes. The motion was seconded, and, by unanimous vote, the Board adopted the Bylaws.

- c. **Adoption of Committee Structure, Committee Charges and Committee Officers.** President Ray and General Counsel Reeves led a discussion of the proposed committee structure, committee charges, and committee officers. They proposed three initial standing committees: Executive and Audit Committee, Academic Strategies Committee, and Finance and Administration Committee. The Board reviewed and discussed the proposed committee structure and the committee charges, suggesting and discussing editorial changes to the charges. Following discussion and noting that a quorum was present, a motion was made to adopt the committee structure and committee charges with editorial changes. The motion was seconded and, by unanimous vote, the Board adopted the committee structure and committee charges.

President Ray and General Counsel Reeves led a discussion of the committee officers. Following discussion, a motion was made to elect the committee officers as presented: for the Executive and Audit Committee, Pat Reser, Chair, and Darry Callahan, Vice Chair; for the Academic Strategies Committee, Paul Kelly, Jr., Chair, and Orcilia Forbes, Vice Chair; and for the Finance and Administration Committee, Kirk Schueler, Chair, and Elson Floyd, Vice Chair. The motion was seconded and, by unanimous vote, the Board elected the committee officers.

- d. **Election of Board Secretary.** President Ray led a discussion about the role of Board Secretary and proposed that Meg Reeves, the university’s General Counsel, serve as Board Secretary. A motion was made to elect Meg Reeves as Board Secretary. The motion was seconded, and, by unanimous voice vote, the Board elected Meg Reeves as Board Secretary.

8. **Partners in Positive Change.** Dr. Shaw returned to complete his presentation on developing a high-performance Board.

9. **Wrap-up and Looking Forward.** Board Chair Pat Reser led the discussion that concluded Day One of the Board Meeting. Asking trustees about topics for future Board discussion, she received the following recommendations: (1) a discussion of *College (Un)Bound* by Jeff Selingo and (2) presentations on the university’s three areas of institutional excellence:

Advancing the Science of Sustainable Earth Ecosystems (“Healthy Planet”), Improving Human Health and Wellness (“Healthy People”), and Promoting Economic Growth and Social Progress (“Healthy Economy”).

10. Adjournment. With no further business proposed, Chair Reser adjourned the meeting at 4:40 p.m.

DRAFT

**Regular Meeting of the Full Board
January 10, 2014
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Corvallis, Oregon**

MINUTES

Trustees present: Mark Baldwin, Patricia Bedient, Rani Borkar, Darald Callahan, Michele Longo Eder, Elson Floyd, Brenda McComb, Laura Naumes, Edward Ray, Patricia Reser, and Taylor Sarman

Trustees not present: Orcilia Forbes, Paul Kelly, Jr., and Kirk Schueler

1. Call to Order and Declaration of a Quorum

Chair Pat Reser called the meeting to order at 9:00 a.m., welcomed board members, university staff, and guests, and noted that a quorum was present.

2. Mission and Vision, History & Highlights

President Ray gave a presentation on the university's mission and vision.

3. University and Strategic Plan Overview

Sabah Randhawa, Provost and Executive Vice President, provided an overview of the university's organization, including the offices of the President and the Provost, and the university's statewide presence. In addition, he described the chief accreditation bodies responsible for the university, its colleges, and some of its programs and summarized the accreditation requirements of the Northwest Commission on Colleges and Universities, including its requirements related to governance.

Provost Randhawa then provided an overview of strategic planning at the university during the past 10 years, showing the changes over time to such areas as enrollment, degrees and research awards, and the university's growth and progress, and changes over the past five years in such areas of comparison between OSU and its aspirational peer institutions as degrees awarded per 1,000 students, first-year retention rates, and the number of undergraduates vs. the number of graduate students enrolled. He concluded his presentation with a summary of the activities that have taken place as OSU has developed Strategic Plan 3.0, "Climbing the Excellence Ladder."

4. Partners in Shared Governance

Kevin Gable, Immediate Past President of the Faculty Senate, and Brett Deedon, President, Associated Students of Oregon State University, addressed the role of the faculty and students in the university's system of shared governance.

5. Oregon Higher Education Coordinating Commission

Tim Nesbitt, Chair, Oregon Higher Education Coordinating Commission (HECC), and Ben Cannon, Executive Director, HECC, discussed the role of the HECC and the importance of interacting closely with its partners in Oregon's system of higher education.

6. Finance and Facilities Overview

Glenn Ford, Vice President, Finance and Administration, assisted by Sherm Bloomer, Director, Budget and Fiscal Planning, and Kirk Pawlowski, University Architect, gave a presentation on the major financial units at OSU, the major areas of the university budget,

significant capital projects underway on the Corvallis and OSU-Cascades campuses, and key issues in financial management and planning.

7. The OSU Alumni Association and the OSU Foundation

Kathy Bickel, Vice President, Alumni Relations, and Executive Director, OSU Alumni Association, and Mike Goodwin, President, OSU Foundation, gave a presentation on the mission and vision of the alumni association and the foundation and provided an overview of the Campaign for OSU.

8. Legislative Funding Request Planning for 2015-17 Biennium

Glenn Ford, assisted by Sherm Bloomer and Kirk Pawlowski, gave a presentation on planning for OSU's legislative funding request for the 2015-17 Biennium.

9. Public Comments

No public comments were made.

10. Concluding Remarks

Chair Reser advised Board members that the next Board meeting would take place on March 12-13, 2014, on the OSU campus in Corvallis.

11. Adjournment

With no further business proposed, Chair Reser adjourned the meeting at 3:15 p.m.

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