



## MINUTES

**Committee Members Present:** Rani Borkar, Darry Callahan (*vice chair*), Paul Kelly, Ed Ray (*ex officio*), Pat Reser (*chair*), and Kirk Schueler

**Other Trustees Present:** Mike Bailey and Mark Baldwin

**University Staff Present:** Jennifer Almquist, Debbie Colbert, Ed Feser, Becca Gose, Clay Simmons, Patti Snopkowski, and Marcia Stuart

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

Committee Chair Pat Reser called the meeting to order at 4:03 p.m., asked the assistant board secretary to call the roll, and noted a quorum.

### 2. Consent Agenda

#### a. Minutes of the March 16, 2017 Executive & Audit Committee Meeting

A motion was made and seconded to approve the minutes of the March 16, 2017 Executive & Audit Committee meeting. The motion carried.

### 3. Action Items

#### a. 2018 and 2019 Board Calendars

Chair Reser invited Board Secretary Debbie Colbert to present this item. Colbert provided background on the Board Calendar Policy, which directs the Board Secretary to deliver the schedule of the Board's regular meetings for the upcoming year by July 1 of each year. She directed trustees to TAB B, noting that this year's proposal included dates for calendar years 2018 and 2019. In addition to these dates, committees may schedule additional meetings throughout the year, as needed. Colbert said this advance planning was intended to aid with overall logistics and to provide even greater transparency of Board operations. She then presented the proposed meeting dates, which she noted met the policy requirement for four regular meetings of the Board. She also discussed the date selection process, which included consideration of written and public comments from students and others about scheduling the early spring meeting during the last week of classes. The timing of this meeting is particularly important since it is the meeting at which the Board would act on any proposed changes in tuition. Colbert stated that, in the past, the Board did not have flexibility in even-numbered years with regard to the timing of this spring meeting because of the April 1 statutory deadline for the university's submittal of the biennial funding request to the Higher Education ~~Coordination~~ Coordinating Commission. However, she reported that the 2018 schedule assumed that Senate Bill 54, which would remove the statutory deadline, would pass in the 2017 legislative session. In that case, the Board would have greater flexibility in

scheduling the early spring term meeting. However, Colbert noted that the Board Calendar Policy specifies that the Board meet in January, March, May, and October each year. Since the 2018 and 2019 calendars propose April dates, rather than March, a majority of the Board must approve the calendar.

In the discussion that followed, Reser reminded trustees that they had previously heard from Trustee Mike Bailey about the desire of faculty to have their students attend the final week of classes. Colbert added that in addition to attending to this consideration, staff also sought input on how to minimize conflict with student schedules from representatives of OSU student government. Trustees affirmed this approach as being consistent with the value of shared governance. Reser also asked about the timing for the university's submittal of the biennial funding request should the April 1 HECC deadline be eliminated. While it is presently unclear, Colbert suggested that by setting the 2018 and 2019 calendars, the Board is signaling its meeting schedule to HECC, which may be helpful in their efforts to establish a new deadline.

Following the discussion, a motion was made and seconded to recommend to the Board approval of the 2018 and 2019 meetings dates. The motion passed.

**b. Election of Board Chair**

In introducing this item, Reser reminded trustees that she announced her retirement from the Board effective June 30, 2017. This announcement triggered the process for electing a Chair to fulfill the remainder of her unexpired term as set out in the Board Officers Policy. Reser then invited Colbert to present her findings from that process as provided in TAB C.

Colbert described her process of polling trustees for comments and nominations to the Chair position, which occurred in late April and early May 2017. She then notified nominees, shared the responsibilities and duties of the position, and confirmed whether they were willing to serve. Colbert reported that four names were put forward as a result of the nomination process: Trustee Patty Bedient, Trustee Rani Borkar, Vice Chair Darry Callahan, and Trustee Kirk Schueler. All four expressed honor and gratitude at being considered for the position; however, due to a range of considerations, Trustee Bedient, Vice Chair Callahan, and Trustee Schueler declined the nomination to the Chair position at this time. All three went on to express support for Borkar, who confirmed her willingness to serve as Chair.

Following the presentation by Colbert, Reser invited Borkar to make remarks. Borkar shared that it has been a great honor to serve on the Board and that she has enjoyed the opportunity to serve the university and to work alongside her fellow trustees. Borkar also thanked staff, adding that she has learned a lot and been pleased to see the university's consistent efforts to serve the needs of current and future students. Borkar shared that she has a passion for supporting and mentoring individuals, but through her service on the Board, she has seen an opportunity to effect more widespread change by having a role in guiding an educational institution. She added that she is committed to education and to Oregon, and she is at a point now where she has a desire to give back to the university and the state that have given her so much. In conclusion, Borkar thanked Reser and Callahan for their leadership and said that she would be honored to serve in whatever capacity the Board sees fit.

Reser then opened the topic for discussion. Trustee Paul Kelly stated that he respects Borkar's willingness to step into the Chair role and appreciates the level of enthusiasm

and positivity she brings to the work. He then asked Borkar to share more about the leadership experiences that have prepared her to step into the role. Borkar described her experience in the corporate environment where she has led diverse, global teams, which she said taught her that leadership is not only about positional power but also about bringing together communities of people toward a common goal. She added that she has led collaborations across different teams, both locally and globally, to drive results that were greater than what any individual could have accomplished on their own. Borkar said that she would bring this type of collaborative approach to serving as Board Chair.

Reser added that she began thinking about a succession plan early in her role as Chair, and she quickly came to view Borkar as someone with strong potential for leadership. Following the discussion, a motion was made and seconded to recommend to the Board approval of Trustee Rani Borkar as the Board Chair, commencing July 1, 2017. The motion passed.

Following the vote, trustees thanked Reser for her service.

**c. Presidential Assessment Policy**

Reser asked Colbert to summarize proposed changes to the Presidential Assessment Policy as contained in TAB D. Colbert stated that the General Counsel's Office recently identified two Oregon appellate cases decided in the last year that necessitated a review of the policy. Under these recent interpretations of public meetings law, the role of Board Officers in several sections of the policy would be deemed a "committee" of the Board even where there was no "quorum" explicitly required for the committee to act. Colbert proposed that the simplest approach would be to identify the Board Chair, rather than the Board Officers, in all areas shown in red text and strikethrough in the resolution and amended policy in Attachment 1. She added that the proposed amendments would be consistent with the recent cases.

During the discussion that followed, Reser suggested that in **V. Annual Assessment, B** the word "Board" should not be stricken from "The ~~Board Chair Officers~~" so as to remain consistent with language used throughout the policy. With regard to the same section, Kelly asked whether the Board Chair could assign a designee. General Counsel Becca Gose confirmed that as a possibility. In response to this discussion, the committee agreed to change the second sentence in **V. Annual Assessment, B** to read: "The ~~Board Chair~~ or his/her designee."

Following the discussion, a motion was made and seconded to recommend to the Board that it adopt the resolution amending the Presidential Assessment Policy as provided in Attachment 1 and as amended by the Executive & Audit Committee. The motion passed.

**4. Education/Discussion Items**

**a. Needs Assessment for At-Large Position**

Reser introduced the topic by reminding trustees that, with her retirement, there will be a vacancy on the Board. She added that the Board adopted a policy in 2015 to guide the process for identifying potential candidates to recommend to the Governor for at-large positions. Reser then asked Colbert to take the committee through the first step of that process. Colbert started by noting that the process begins with an initial review of the current board composition. Then, the Executive & Audit Committee conducts a needs assessment to determine how well the current composition provides the balance in perspectives, backgrounds, experience, and skills that the Board is seeking. Because

both the Board Chair and the student trustee would be cycling off the Board on July 1, 2017, Colbert included both of these anticipated vacancies as well as the President and other affiliated positions in the assessment bringing the total included in the needs assessment to 13. Colbert said that, following the initial assessment, the President would identify potential candidates who address those needs and bring them back to the committee for consideration. If the committee concurs with the recommendations, the Chair then submits potential names to the Governor.

Next, Colbert presented the results of the needs assessment. She noted that the Board had expressed interest in continuing to look for greater diversity with regard to gender, race and ethnicity, and age. With regard to geographic location, Colbert reported that there is presently a good distribution of trustees across regions of the state, adding that, while there are no current gaps, it is important to think about maintaining a sufficient number of Oregonians for the purposes of succession planning. Colbert said that the current composition includes trustees with a good knowledge of Oregon State and with experience across a broad range of professions. She added that as the Board thinks about supporting the next iteration of the university's strategic plan, it may be helpful to seek representation in areas such as health and medicine and arts and entertainment. Next, Colbert reported that trustees bring a wide range of skills and competencies related to Board responsibilities, and with the unique and complementary skills of each trustee there are currently no gaps. Colbert concluded her presentation by stating that the current Board represents a broad range of perspectives, backgrounds, experiences, and skills, adding that it will be important to continue to foster diversity in areas such as gender, race and ethnicity, and professional fields and to continue to seek expertise across a range of skills and competencies.

In the discussion that followed, trustees expressed their support for seeking new trustees with connections to the arts and to science and medicine. They also affirmed the need to continue to seek diversity across all categories, and particularly with regard to race and ethnicity. Reser thanked trustees for their thoughtful discussion and added that the input will be used to help President Ray and Board Secretary Colbert in the next step of the process.

## **5. Action Item**

### **a. Office of Audit Services Progress Report**

Reser asked Chief Audit Executive Patti Snopkowski to report on the activities of the Office of Audit Services (OAS) since the last committee meeting. Snopkowski provided a brief summary of the progress report in TAB F, noting that trustees were also provided with the full written reports issued by the OAS. Snopkowski reported that the OAS had issued six reports and had two engagements in progress. Following the overview, a motion was made and seconded to approve the Office of Audit Services May 2017 progress report. The motion carried.

## **6. Adjournment**

With no further business proposed, Chair Reser adjourned the meeting at 5:01 p.m.

Respectfully submitted,

Jennifer M. Almquist  
Assistant Board Secretary