



The Board of Trustees of Oregon State University

526 Kerr Administration Building

Corvallis, OR 97331

PHONE: 541-737-8115

<http://oregonstate.edu/leadership/trustees>

To: Executive & Audit Committee
From: Pat Reser, Chair
Subject: 2016 Committee Proposed Work Plan
Date: September 30, 2015

At our October 15 meeting, we will be discussing our committee's work for the upcoming year. Please find enclosed a proposed work plan, summary of our prior work, and charter.

You'll see that the proposed work plan closely links with our charter obligations and also ensures we meet our responsibilities set forth in board policies. A few specific items were added in early response to your feedback in the board assessment. For example, we'll be getting a report in March on open audit recommendations and status. Also in response to your feedback, we hope to schedule more time for committee discussion on key strategic topics that come before us.

I hope you find this proposal a good starting place for our discussion.

Pat



Executive & Audit Committee 2016 Proposed Work Plan

The Executive & Audit Committee work plan provides a general road map to ensure the committee meets its charter obligations and responsibilities assigned in board policies.

In addition to the list below, other work items may emerge such as:

- Following up on topics identified at the October 2015 Board Retreat,
- Tracking high risk items identified in the University Risk Management discussion that will occur in 2016, and
- Responding to feedback from the 2015 Board Assessment Survey.

Meeting Dates, 2016	Item	Link to Charter/ Policy
Jan 28	FY2015 External Auditor Annual Report (Joint Approval with Finance & Administration Committee)	Charter: Oversee audit activities
	Office of Audit Services (OAS) 2015 Final Progress Report (Accept)	Charter: Oversee audit activities
	OAS 2016 Audit Plan (Accept)	Charter: Oversee audit activities
	Review of OAS Charter (Accept)	Charter: Oversee audit activities
	University Risk Management	Charter: Monitor risk
	FY2016 Comprehensive Presidential Assessment Methods and Timeline	Policy: Presidential Assessment Policy
	Election or Re-election of Board Officers (Recommend to Board)	Policy: Board Officers
	HECC Evaluation Framework for Governing Bodies	
Mar 30	OAS Quarterly Audit Report, including comprehensive review of open audit recommendations and status (Accept)	Charter: Oversee audit activities
	Compliance Topic	Charter: Monitor compliance
	Presidential Recruitment & Compensation Policy (Recommend to Board)	

Meeting Dates, 2016	Item	Link to Charter/ Policy
Jun 2	OAS Quarterly Audit Report (Accept)	Charter: Oversee audit activities
	Risk Management Topic	Charter: Monitor risk
	2017 Board Calendar	Policy: Board Calendar
	Needs Assessment for Trustee Recommendation Process	Draft Policy: Trustee Nomination
Oct 20	OAS Quarterly Audit Report, including comprehensive annual analysis of hotline and complaints (Accept)	Charter: Oversee audit activities
	OAS Quality Assurance Review Report (Accept)	Charter: Oversee audit activities
	Annual Compliance & Ethics Program Report	Charter: Oversee audit activities and standards of conduct
	Review Potential Candidates for Board Positions for Submittal to Governor (Accept)	Draft Policy: Anticipates steps identified in the Trustee Nomination Policy
	Annual Review of Delegation of Authority (Recommend to Board)	Linked to annual review requirement for Delegation of Authority to the University
	Annual Committee Work Plan	Policy: Board Officers
	General Counsel Annual Report	
	Review Board Assessment Survey Results	
	Board Officers' Report: FY2016 Presidential Assessment	Policy: Presidential Assessment

Future Work

- Fall of Odd Numbered Year: Board Officer Nominations
- Summer 2019: Presidential Employment Agreement

Past Committee Activities (in addition to approval of minutes & OAS Quarterly Audit Reports)

- Apr 2014: Recommendation on 2015-17 Capital Construction Funding Request
- Jul 2014: Approval of Committee Charter Amendment
- Jul 2014: Recommendation on Resolution Delegating Authority to University
- Jul 2014: Recommendation on Presidential Contract for FY2015-2016
- Oct 2014: Selection of Audit Service Provider
- Jan 2015: Approval of FY2014 External Auditor Annual Report (Joint FAC Meeting)
- Jan 2015: Approval OAS 2014 Final Audit Progress Report
- Jan 2015: Approval of OAS 2015 Audit Plan
- Apr 2015: Recommendation on Presidential Assessment Policy
- May 2015: Recommendation on FY2016-2020 Presidential Employment Agreement
- May 2015: Information Security

TAB B Replacement

EXECUTIVE AND AUDIT COMMITTEE CHARTER

The Executive and Audit Committee is established. The Committee is empowered to act for the Board in the case of emergency between regular Board meetings and to assist the University in its oversight of the University's financial practices and standards of conduct, as provided in this policy.

The Committee shall have the following five voting members: the Chair of the Board, the Vice Chair of the Board, the Chair of the Academic Strategies Committee, the Chair of the Finance and Administration Committee, and one at-large member appointed from among the remaining trustees. The President is an ex-officio, non-voting member of the Executive and Audit Committee. The Chair of the Board is the Chair of the Executive and Audit Committee.

The Committee is empowered to act for the Board if the Committee determines an emergency exists between regular Board meetings on any matter except the following, which shall be reserved for the Board: (1) presidential hiring, evaluation and removal; (2) election of Board officers; (3) changes in the mission and purposes of the University; (4) amendments to the bylaws; (5) sale or purchase of real property; (6) condemnation of real property; (7) determination of tuition and mandatory enrollment fees; and (8) adoption of the University budget.

The Committee's areas of responsibility are to assist the Board in: (1) oversight of the institution's standards of conduct; (2) overseeing audit activities, including internal and external audits; and (3) monitoring the University's internal control structure to ensure key risk, compliance, and regulatory requirements are met. In addition, the Committee is responsible for such other matters as may be referred to it by the Board.

The Committee has the authority, through its Chair or a majority vote of its voting members, to ask management to address specific issues within the mandate of the Committee, as well as the authority to engage independent legal counsel and other professional advisers to carry out its duties.

The Committee is responsible for making nominations to the Board for Board officers. The Offices of the Secretary to the Board and the Chief Audit Executive are responsible for providing staff support to the Committee.

Document History:

- Adopted by the Board of Trustees January 9, 2014
- Amended March 13, 2014