



## The Board of Trustees of Oregon State University

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### Meeting of the Executive & Audit Committee

December 17, 2015

President's Conference Room, Kerr 650, OSU  
Corvallis, Oregon

### MINUTES

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

**Other Trustees Present:** Michele Longo Eder and Brenda McComb

**University Staff Present:** Debbie Colbert, Leslye Erickson, Becca Gose, Mike Green, Mark Huey, Jan Lewis, Patti Snopkowski, and Marcia Stuart

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

Committee Chair Pat Reser called the meeting to order at 9:32 a.m., asked the board secretary to call the roll, and noted a quorum.

#### 2. Consent Item

##### a. Minutes of the October 15, 2015 Executive & Audit Committee Meeting

A motion was made and seconded to approve the minutes of the October 15, 2015 Executive & Audit Committee meeting. The motion carried.

#### 3. Discussion Items

##### a. General Guidelines for Following Up on Public Comments

Board Secretary Debbie Colbert provided background for the discussion item, noting that the guidelines respond to the Board's desire to be more intentional in its follow up to public comments made at board meetings. The proposed guidelines are based on the process for responding to written correspondence. The Committee discussed the draft guidelines and requested clarification that follow up to public comment would not set out new positions or policies for the board, that trustees are encouraged to provide their thoughts or suggestions for follow-up to the Board Chair or Secretary, and that the Board Chair may elect to respond on behalf of the Board or delegate the responsibility to the Board Secretary, Committee Chair, another trustee, or the President or his delegate. Following further discussion, the Committee agreed that the guidelines with these clarifications were appropriate, recognizing that the approach can be modified as the Board gains more experience with public comments over time.

##### b. Draft Presidential Compensation Philosophy

Chair Reser asked Colbert to provide an overview of the draft presidential compensation philosophy. Colbert said that the draft philosophy is informed by a number of best practices related to setting executive compensation. During the discussion, Trustee Kelly noted that the phrase "a competitive salary" in the first paragraph should be changed to

“compensation” to conform with the remaining language of the compensation philosophy (“...the Board will provide compensation through comparison to similar positions...”). Committee members questioned the need for the last paragraph, noting that it repeated part of Paragraph 1; it was agreed that the last paragraph should be deleted. There was additional discussion of the steps the Board would take in setting compensation. Reser closed the discussion, noting that Colbert would present a revised draft for Committee action at the January 2016 meeting.

**c. Needs Assessment for Current Board Vacancy**

Reser reminded the Committee that the Board adopted the Trustee Recommendation Policy in October, asking Colbert to present the needs assessment for the current board vacancy. Colbert provided background on the needs assessment, noting that the trustee recommendation policy seeks to provide a balance of perspectives, backgrounds, experience and skills among Board members, to include gender, ethnicity, age, geographic location of residence, and other expressions of diversity; unique and complementary skills; a broad range of professional fields; and knowledge of OSU. She provided information on the current makeup of the Board and, based on that assessment, noted that the Board might seek greater diversity in gender, race/ethnicity, and professional fields.

**4. Action Items**

**a. Recommendation of Potential Candidates for Vacant Trustee Position**

Reser asked Ray to present his recommendations for potential candidates to fill the trustee position made vacant by the death of Trustee Orcilia Forbes. Ray provided a brief description of each of the four potential candidates he recommends for the position, noting that all of the candidates have agreed to serve if appointed. Kelly stated that he is impressed with the candidates and supports submission of all four candidates to the Governor. He believes that it sends a strong message to the Governor that the Board desires to have a woman appointed to the Board. Reser said that she is impressed with the four candidates and agreed to the submission of the four names to the Governor.

Following discussion, a motion was made and seconded to submit the four candidates to the Governor for consideration. The motion carried.

**b. HECC Funding Opportunity: Alumni Career Services Pilot Program**

Colbert provided background on the proposed pilot program and advised that due to the short timeframe within which this opportunity was announced and closes, it was determined to be prudent to seek the Committee’s approval rather than wait for the next Board meeting. Colbert introduced Leslye Erickson, director of Career Services, who advised that the Senate Bill 860 was introduced by Senator Chris Edwards to fund alumni career placement pilot programs. Erickson described Oregon State’s proposal for a dedicated position to build on existing online services being offered by expanding the services and events offered, the number of alumni served, and the number of OSU alumni serving as mentors to students.

Ray advised that the pilot program could be an effective strategy to improve student success.

Following discussion, a motion was made and seconded to declare an emergency and approve the submission of the proposed pilot project to Higher Education Coordinating Commission on behalf of the Board. The motion carried.

## **5. Adjournment**

With no further business proposed, Chair Reser adjourned the meeting at 11:01 a.m.

Respectfully submitted,



Mark C. Huey  
Assistant Board Secretary