



The Board of Trustees of Oregon State University

Meeting of the Executive & Audit Committee

October 20, 2016

Room, 204, Tykeson Hall

OSU-Cascades

1500 SW Chandler Avenue

Bend, Oregon

MINUTES

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

Other Trustees Present: Mike Bailey, Mark Baldwin, Patty Bedient, Julia Brim-Edwards, Michele Longo Eder (*by phone*), Laura Naumes, Preston Pulliams, and Mike Thorne

University Faculty and Staff Present: Ron Adams, Angela Batista, Sherm Bloomer, Susan Capalbo, Steve Clark, Debbie Colbert, Becca Gose, Mike Green, Mark Huey, Cindy Sagers, Patricia Snopkowski, and Marcia Stuart

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

Committee Chair Pat Reser called the meeting to order at 8:00 a.m., asked the assistant board secretary to call the roll, and noted a quorum.

2. Consent Agenda

a. Minutes of the September 12, 2016, Executive & Audit Committee Meeting

A motion was made and seconded to approve the item on the consent agenda, the minutes of the September 12, 2016, Committee meeting. The motion carried.

3. Action Items

a. Board Officers' Report: FY2016 Comprehensive Presidential Performance Assessment

Chair Reser summarized the process the Board Officers had taken for the Board's first comprehensive presidential performance assessment. She noted that they had used an external consultant to gather input on the President's performance; the consultant conducted surveys and interviewed a broad range of participants. Input from the interviews and surveys addressed President Ray's strategic and educational leadership, organizational and fiscal management, fundraising, external and internal relations, and personal characteristics and values. Feedback was highly positive across all of the individuals surveyed or interviewed. She described President Ray's self-assessment and the goals he set for 2017: to focus his attention in the four major areas of student success, expansion of OSU-Cascades, financial sustainability, and community building. Pat said that the Board Officers were pleased with the progress over the past year that President Ray noted and also said that the Board Officers supported his focused and continued work in the areas he had identified. She said that she and Vice Chair Callahan were pleased with the input received on President Ray's performance and that they

recommended that the Board accept this report. Following her summary, Reser opened the item to discussion. Several trustees spoke to President Ray's accomplishments and what the university has achieved under his leadership. Reser noted that President Ray has the qualities the Board would look for in his successor and offered the motion that the Executive & Audit Committee approve moving the report to the Board for its approval. The motion was seconded and carried.

b. Presidential Search and Selection Guidelines

Reser reminded the committee that at its June 2016 meeting it had reviewed best practices recommended for university presidential search and selection.

Reser asked Board Secretary Debbie Colbert to summarize the draft guidelines and then called for committee discussion. Trustees discussed whether all finalists had to be announced to the university community. To accommodate the choice of one or more finalists, Trustee Paul Kelly recommended that in sections IV and V of the draft guidelines, use of the plural form of "candidate" and "finalist" be made optional and noted by placing the "s" in parentheses: "candidate(s)" and "finalist(s)."

Following additional discussion, a motion was made and seconded to recommend that the Board adopt the proposed presidential search and selection guidelines as they appear in Tab C, Exhibit A, with the amendments discussed by the committee. The motion carried.

c. Calendar Year 2017 Committee Work Plan

Reser noted that no changes to the committee's 2017 work plan were requested at the September 12, 2016 meeting. She asked committee members if they had any changes they would like to request at this time. There being no changes, a motion was made and seconded to accept the 2017 Executive & Audit Committee work plan. The motion carried.

d. Office of Audit Services Progress Report

Reser asked Chief Audit Executive Patti Snopkowski to summarize the Office of Audit Services (OAS) Progress Report. Snopkowski summarized the reports OAS had issued related to the university's Office of Environmental Health and Safety and the Student Health Center, noting that her office believes actions taken to date by both offices are responsive and demonstrate a commitment to continually improving operations. In addition to the reports OAS had issued, Snopkowski provided status reports on those audits for which implementation of OAS recommendations was still open and a summary of audit plans that were in progress. In addition to the activities listed, Snopkowski said that OAS is currently participating in complaint and management advisory engagements, professional organization leadership opportunities, external audit coordination and internal quality control initiatives as outlined in the 2016 audit plan. She also said that OAS is currently on target to complete its 2016 audit plan.

Following a brief discussion, a motion was made and seconded to accept the 2016 Office of Audit Services Progress Report. The motion carried.

4. Education/Discussion Item

a. General Counsel Annual Report

Reser asked General Counsel Becca Gose to present her first annual report to the committee. Gose said that the National Association of College & University Attorneys conducted a nationwide survey of university general counsels in February 2016 to determine key trends in the concerns facing general counsels around the country. The top five concerns reported by the general counsels who responded to the survey were: (1) compliance, (2) sexual misconduct, (3) diversity/inclusion, (4) governance, and (5) budget/resources. According to Gose, Oregon State's concerns and focus over the last fiscal year followed these trends but also included some OSU-specific priorities, including issues related to the Bend and Newport campuses and leadership transition. As part of her first annual report, Gose made a presentation that provided committee members with an overview of the work of the office. Trustee Schueler recommended that Gose annually report on the office's case load, including information on cases opened, cases resolved, and cases closed by the end of the year so that the committee would have a clearer sense of the office's workload and activity over time.

5. Adjournment

With no further business proposed, Chair Reser adjourned the meeting at 9:50 a.m.

Respectfully submitted,



Mark C. Huey
Assistant Board Secretary