



MINUTES

Committee Members Present: Mike Bailey, Patty Bedient, Julia Brim-Edwards, Rani Borkar (*chair*), Darry Callahan (*vice chair*), Michele Longo Eder, Paul Kelly, Angel Mandujano-Guevara, Laura Naumes (*by phone*), Preston Pulliams, Ed Ray (*ex officio*), Kirk Schueler, and Mike Thorne

University Staff Present: Ron Adams, Charlene Alexander, Jennifer Almquist, Susan Capalbo, Steve Clark, Debbie Colbert, Ed Feser, Becca Gose, Mike Green, Becky Johnson, Bob Mason, Jock Mills, Cindy Sagers, Patti Snopkowski, Kelly Sparks, and Marcia Stuart

Guests: Simon Brundage (*president, Associated Students of Oregon State University*), Kyle Thomas (*director of legislative and policy affairs, Higher Education Coordinating Commission, by phone*), and Jordyn Langeliers (*president, Associated Students of Cascades Campus, by phone*)

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

Chair Rani Borkar called the meeting to order at 10:02 a.m., asked the assistant board secretary to call the roll, and noted a quorum. Borkar welcomed the Board's new student trustee, Angel Mandujano-Guevara. She also noted that new video streaming technology was being piloted at the meeting.

2. Public Comments

The following individuals spoke during the public comments period:

- Sandy Riverman spoke as chair of the Corvallis Multicultural Literacy Center (CMLC) Board about the agreement between the CMLC board, center leaders, and OSU to provide the CMLC a long-term facility lease in a new OSU campus location and to provide the CMLC new operational support. She said the CMLC board is committed to working with OSU to make a smooth transition.
- Tony Vogt expressed appreciation for OSU's willingness to support the CMLC's multicultural services and also asked the Board of Trustees to consider preserving the current location, the Sunflower House, by integrating the building into the student housing design.
- Malaya Lualhati asked the Board to explore options to keep the CMLC in the Sunflower House.
- Jason Sarkozi spoke about the Sunflower House as integral to the identity of the CMLC and encouraged the Board to explore options to integrate the house into the student housing design.
- Rania Khater encouraged the Board to pursue a design solution that would preserve the Sunflower House.

- Jeff Hess spoke about the need for the university to engage with and solicit input from the Corvallis community with regard to its master plan and individual projects, citing the Sunflower House as an example. He also expressed concern that trustees had not received the previous materials he had submitted.
- Genevieve Prentice asked the Board to consider a design that would incorporate the Sunflower House into the student housing plans.
- Perry Willard talked generally about safety and treatment of ironworkers, and specifically expressed concerns about workers with West Side Iron. He asked the Board to ensure that upcoming OSU construction projects meet standards for safe working conditions and fair wages for ironworkers.
- Laurie Childers spoke about her desire to see the Sunflower House preserved.

3. Opening Comments and Reports

a. Chair's Comments

Due to time limitations, Borkar did not provide a report.

b. President's Report

President Ed Ray reported that he had recently presented his annual speech on the state of the university to the Faculty Senate. He also shared that the university was in the process of completing a review of four building namesakes. Ray said the last of six community sessions was completed the night before, adding that he would be reviewing reports and meeting with those leading the renaming process in order to inform his decision. Lastly, Ray affirmed the university's freedom of expression principles and said the Office of the Dean of Student Life monitors and helps students engage in free expression to ensure safety and foster an environment that encourages listening and respect.

c. Faculty Senate Report

Faculty Senate President Bob Mason welcomed trustees back to campus for the start of a new academic year. He shared that at their June meeting, the Faculty Senate recognized outgoing Board Chair Pat Reser for her service to the university. He also said that the Faculty Senate approved the addition of the Board of Trustees faculty member and the ASOSU president as ex-officio non-voting members. Mason reported that the current work of the Faculty Senate included reviewing and streamlining their committees; monitoring recently passed House Bill (HB) 2998, which relates to transfer of credits between community colleges and public universities; and considering options for making explicit expectations related to diversity in promotion and tenure guidelines. Mason reported that the Faculty Senate also continued to work on streamlining curricular processes to improve educational outcomes, streamlining processes for OSU-Cascades, and revising academic regulations that transferred from the former Oregon University System. He said the Faculty Senate had also recently worked with the Government Relations Office to sponsor a forum to increase faculty, staff, and student involvement with government processes. In conclusion, Mason expressed appreciation for the opportunity to participate in the Board retreat, commending trustees for their thoughtful conversations and commitment to grappling with difficult topics. Trustee Julia Brim-Edwards also thanked Mason, saying his participation enriched the retreat discussion.

Following Mason's report, Trustee Darry Callahan asked about representation for OSU-Cascades faculty. Mason said OSU-Cascades is considered its own apportionment unit and elects senators accordingly.

d. Higher Education Coordinating Commission Report

Higher Education Coordinating Commission (HECC) Director of Legislative and Policy Affairs Kyle Thomas spoke by phone to the Board. He reported that HECC Executive Director Ben Cannon had recently shared a draft of the agency's newly developed strategic framework with the Oregon Council of Presidents for their review and input. He described the priorities reflected in the framework and said that, once adopted, the framework would be the main way the HECC introduces new audiences to the agency's primary roles, vision, mission, and values. Thomas also said that HECC staff are working to implement legislation from the 2017 session, with a particular focus on HB 2998. He said that the HECC would be serving as convener to bring together community colleges and universities, adding that OSU was represented on the workgroup by John Edwards and Erin Mulvey. Thomas also reported on HB 2311, which redefines the state's 40-40-20 goal for adult educational attainment to focus on the subset of Oregonians currently in the education pipeline, and HB 3437, which establishes the State Workforce and Talent Development Board and tasks that board with development of a State Workforce and Talent Development Plan.

e. Associated Students of Oregon State University Report

Associated Students of Oregon State University (ASOSU) President Simon Brundage started his report by thanking trustees for inviting him to the retreat and extending an apology for having to miss it due to class commitments. Brundage then provided an overview of the efforts of his administration since they assumed office in June, including hiring staff, lobbying the Corvallis City Council to approve a new ordinance that would pave the way for ridesharing services, and pursuing development of a web portal to streamline the process for identifying off-campus housing options. Brundage said ASOSU would be working with the Government Relations Office during the 2018 legislative session, launching a promotional campaign to encourage students to become active participants in the governing process, introducing monthly town hall sessions to open lines of communication between students and their student government, and revising the ASOSU website.

At the conclusion of the report, Ray expressed support for student-focused town hall meetings, adding that he and other university leaders would also be available to participate as needed.

f. Associated Students of Cascades Campus

Associated Students of Cascades Campus (ASCC) President Jordyn Langeliers spoke by phone to the Board. Langeliers reported that the OSU-Cascades Student Fee Committee was beginning efforts to plan for the 2018-19 academic year. She also reported that ASCC was revising the childcare subsidy process and hoped to be able to offer subsidies again beginning winter term. Langeliers said the ASCC Food Pantry is now consistently distributing food boxes twice per month and is working with students in the kinesiology program to create nutritionally balanced boxes. She concluded her report by stating that additional priorities would be finalized pending results of a survey distributed to OSU-Cascades students, noting that she anticipates one goal to be creation of an ASCC student senate.

4. Consent Agenda

- a. Minutes of the June 1, 2017 Board Meeting
- b. Minutes of the June 2, 2017 Board Meeting
- c. Resolution Regarding Classified Information

On a motion made and seconded, the Board approved the items on the consent agenda.

5. Reports of Standing Committees of the Board

- a. Academic Strategies Committee
- b. Finance & Administration Committee
- c. Executive & Audit Committee

Borkar said that given the fullness of the agenda, the committee chairs agreed to forego their standing reports.

6. Action Items

- a. Chair's Report: FY2017 Presidential Assessment

Borkar stated that the Executive & Audit Committee reviewed the Board Chair's report on the president's annual assessment and recommended the Board's acceptance of the report. Borkar then summarized the assessment feedback, which she noted was highly positive across all of the individuals interviewed. She added that trustees and others were pleased with the substantial progress the president made toward his goals of implementing the strategic plan, building community, strengthening the university's financial position, and expanding OSU-Cascades. Borkar said the committee also unanimously supported his agenda for the coming year. In the discussion that followed, trustees expressed their appreciation for Ray's leadership. A motion was made and seconded to accept the Board Chair's report on the president's annual assessment. The motion carried.

- b. Board Policy and Bylaw Review/Amendments

Borkar reminded trustees that, under its bylaws, the Board is responsible for ensuring the currency of its governance policies and practices. She said the Executive & Audit Committee recommended approval of the proposed changes included in TAB C. She then asked Board Secretary Debbie Colbert to provide an overview. Colbert reviewed the three exhibits in Attachment 1 detailing proposed changes to Board bylaws; a proposed clarification in the Board Officers policy to reflect current practice; and the proposed repeal of policies and directives that are outdated, no longer consistent with statute, or superseded by Board action. With no further discussion, a motion was made and seconded to adopt the Resolution amending the Board bylaws and Board Officers policy and repealing policies and directives as provided in Attachment 1. The motion carried.

- c. 2018 Board Work Plan and 2017 Board Assessment Results

Borkar introduced this item by encouraging trustees to celebrate the positive results seen overall, including the outstanding culture of the Board; their positive relationships with each other, President Ray, and staff; and their good sense of their responsibilities as trustees and as a Board. Noting a belief in the value of continuous improvement, Borkar then asked trustees to consider what they can learn from the assessment results and what they would like to do differently.

In the discussion that followed, Trustee Paul Kelly pointed to the ongoing challenge of having adequate time to address all of the matters that are appropriate for the Board to consider, particularly when they also encounter items that may be of interest but which fall outside of the Board's purview. He cited the CMLC as an example of a matter that has come before the Board and is an item on which trustees may need to be generally informed, but which also involves many components that extend beyond the Board's areas of responsibility and may not align with the Board's schedule and priorities. Trustee Mike Bailey acknowledged the difficulty of addressing complex topics within a 30-minute public comment period, adding that it can be helpful to have the opportunity to consider written comments submitted in advance of meetings. Colbert reminded trustees of the Board's adoption of a procedure for submitting written comments, adding that those related to items on the agenda are forwarded to trustees as expeditiously as possible prior to the meeting. She also reminded trustees that the Chair and Board Secretary follow-up with each commenter after the meeting. Ray acknowledged the sense of frustration people might feel when they appear before the Board but leave without an immediate sense of what type of actions the Board can and will take. Trustees discussed the desire to make the public comments process meaningful relative to their role as a Board and to be responsive in the moment while also balancing such considerations as the dynamics of the public meeting setting and the need, at times, to gather additional information before responding.

Where there are topics about which the Board would like to know more in order to help guide the university, Ray encouraged trustees to ask staff to provide additional information at a subsequent meeting. Borkar affirmed the importance of this type of feedback and encouraged trustees to ask questions and share recommendations with the Chair and Board Secretary. Trustee Patty Bedient cited the Board's most recent tuition-setting process as a positive example. She noted that trustees had requested the opportunity to review multiple scenarios and to have sufficient time for discussion, and staff responded by providing thorough presentations and building agendas that provided ample time for thoughtful consideration. Bedient also pointed to the importance of being mindful of trustee turnover and taking the time to provide new trustees with the context necessary to inform their decision-making. Ray also offered the CMLC as an example where the Board acted in a deliberate manner. After hearing public comments that informed their thinking about an action, trustees acted on the matter within their purview and also asked staff to provide additional information about the questions raised during public comment period.

Next, Borkar asked trustees to consider the proposed work plan. Trustee Mike Thorne said that, in considering the work plan, it would be important to keep in mind the need to manage the amount of time expected of trustees to prepare and participate in meetings. Trustee Julia Brim-Edwards expressed her interest in engaging in more robust conversations about the university's educational mission. She also suggested that the Board work plan be ordered so that educational quality appears first on the list to reflect its importance. Trustees Angel Mandujano-Guevara and Laura Naumes expressed their support for continuing to grow the Board's engagement on the topic of educational quality, particularly as a continuation of the conversations started at the retreat. Colbert shared that staff had been having similar conversations, and one step in this direction was the addition of the review of education and research quality metrics. Ray added that although the list of topics related to educational quality may be short, the time devoted to each item could be considerable. Trustee Michele Longo Eder noted the importance of

reflecting in the overall Board work plan the efforts to address educational quality conducted within the Academic Strategies Committee. She also described the benefit Academic Strategies Committee members have realized by hearing from academic deans about efforts within their colleges, including those focused on student success. Eder added that the Board's ability to evaluate educational quality will improve as trustees continue to deepen their own foundational understanding of the many facets of the university's work in this area. Borkar thanked trustees for sharing their feedback on the work plan. A motion was made and seconded to approve the 2018 Board of Trustees work plan. The motion carried.

d. Executive & Audit Committee Charter Amendment

Borkar asked Colbert and Chief Audit Executive Patti Snopkowski to provide an overview of the proposed amendments to the charter. Colbert said the amendments reflect additional duties assigned to the committee. Snopkowski added that the amendments also updated the language to reflect current practices. With no further discussion, a motion was made and seconded to approve the changes to the Executive & Audit Committee charter as provided in TAB E, Attachment 1.

7. Discussion Items

a. Advancing Equity, Inclusion, and Social Justice: Update on Goals and University Climate

Borkar introduced Vice President and Chief Diversity Officer Charlene Alexander and welcomed her to Oregon State University. Alexander thanked the Board for the opportunity to provide an update on the university's efforts to advance equity, inclusion, and social justice. After a brief overview of her background, Alexander described the themes that emerged from the wide-ranging listening tour she conducted during her first 60 days at Oregon State. She said her meetings with students, faculty, and staff offered a sense of strengths, opportunities, and areas for growth. She said the great passion and commitment of many stakeholders was apparent, adding that it would be important to continue to approach the work of advancing equity, inclusion, and social justice as a shared responsibility. Next, Alexander discussed the five areas of focus for the Office of Institutional Diversity (OID) during the 2017-18 academic year. She shared that OID would be leading efforts to engage in diversity strategic planning for the university in alignment with Strategic Plan 4.0 and creating systems of accountability tied to the plan. She will also be working to advance the role of the Leadership Council, examine and take action on training for faculty and staff, and develop and deploy strategic communications. Next, Alexander introduced the staff in the OID. In conclusion, she remarked on the incredible time of opportunity at Oregon State University.

In the discussion that followed, Trustee Darry Callahan asked about efforts to measure aspects of equity, inclusion, and social justice that can be difficult to quantify. Alexander pointed to the climate assessment as an important tool for assessing perceptions and behaviors, and also noted that OID has data on reports of bias incidents. Trustee Preston Pulliams noted the Board's commitment to equalizing student success and asked about the university's efforts to diversify the faculty to support an increasingly diverse student body. Alexander said examining hiring practices was a priority, and she also noted the importance of building the capacity of all faculty and staff to serve students. In conclusion, Borkar emphasized the need for a shared commitment to equity, inclusion, and social justice, and she thanked Alexander for her report.

b. Legislative Update

Borkar asked Jock Mills, director of government relations, to present this item. Mills provided an overview of the legislative priorities for the 2018 short session. He reported that one priority is seeking the \$39M in additional funding for construction of a second academic building at OSU-Cascades. Mills said the Governor has indicated her interest in supporting this effort, which would contribute to serving the educational needs of the region; however, support from the Senate Committee on Education will also be critical. Mills reported that another priority is securing a state match to the U.S. Department of Energy award to OSU's Northwest National Marine Renewable Energy Center to create a wave energy test facility in Newport. He noted that recovery of the shortfall to the OSU Statewide Public Service Programs was not listed as a priority for the 2018 short session but would be included as part of the university's efforts in the 2019 session. Next, Mills spoke about potential policy issues at the state level created by uncertainty at the federal level about matters such as Title IX, Deferred Action for Childhood Arrivals (DACA), and student financial aid. He then provided a preview of efforts underway to prepare for the 2019 budget cycle, including working with the state's other public universities toward unified support for an increase in the common operating fund and an improvement in the calculation of "continuing service level" costs. Discussions regarding capital construction is also a priority, particularly in anticipation of a need to revisit the expectation that philanthropic contributions to capital projects will be matched by state bonds. Mills noted a growing concern among legislators over the amount of general funds being obligated when universities incur debt to support capital construction, which is prompting discussions at the state level about setting a cap on funding available for capital requests. Lastly, Mills said he anticipated a significant amount of turnover in both chambers following the next election.

In the discussion that followed, Trustee Mike Thorne referenced the question regarding debt related to capital construction and asked about the amount of total debt issued by the state. Mills said additional information about debt capacity would be part of what the university will need to prepare as conversations progress. Ray added that the state's effort to cap capital costs may be motivated by broader concerns about constraints in overall operating costs, noting that advocacy by universities for investments in higher education will need to distinguish between these issues. Discussion also focused on the significant financial liability associated with the Public Employees Retirement System (PERS). Trustee Paul Kelly asked about possible avenues for revisiting the university's involvement in PERS, and Mills noted that there is interest in reconsidering both PERS and the university's participation in the Public Employees Benefit Board (PEBB), particularly because costs are not factored into the calculation of the "continuing service level."

c. Vision 2030

Borkar asked Provost Ed Feser and Senior Vice Provost for Faculty Affairs Susan Capalbo to share the VISION 2030 document and provide an update on the development of the university's next strategic plan. Feser thanked Capalbo and Roy Haggerty, dean of the College of Science, for leading the effort to articulate OSU's promise, focus, and distinction through 2030 and beyond. Capalbo said the document in TAB V draws on rich dialogue and engagement with many stakeholders to describe OSU's commitment to provide access to a high quality and affordable education for all learners and engage in world-class discovery, innovation, and service within the university's signature areas. She added that the process was started in winter 2017 at

the request of President Ray to articulate a bold vision for the university's future, noting that the vision would provide a framework for the next strategic plan. Capalbo then described the sections on the vision document, beginning with the statement of shared commitments and moving to the articulation of the areas of distinction for the university in 2030. She emphasized the importance of simultaneously pursuing academic access and excellence while also pursuing pioneering work in enhancing a healthy planet, healthy people, and a healthy economy. Following Capalbo's presentation, trustees remarked on the alignment of VISION 2030 with the topics discussed during their retreat and commended staff for making bold declarations about the university's aspirations.

Next, Feser said the vision document would be used to frame conversations about Strategic Plan 4.0. He shared the development timeline, noting that the process was currently under design with dialogue and drafting to follow in early 2018 and the launch of the plan scheduled to occur at the end of spring term. In response to a question by Callahan about the Board's role, Feser said staff would continue to engage trustees and would return with a final draft for their endorsement. Colbert added that, under their bylaws, the Board would be engaged in the process and would be asked to approve the university's plan.

d. OSU 150 Update

Borkar asked Vice President of University Relations and Marketing Steve Clark to present this item. Clark said that OSU150 presented an opportunity to celebrate Oregon State's transformative impact and demonstrate the university's capacity for excellence. He then spoke about the goals, outcomes, and signature activities and events associated with OSU150. Clark shared that OSU officially launched OSU150 with a Space Grant Festival and a Total Eclipse Experience and would conclude with a Land Grant Festival in October 2018. In conclusion, Clark encouraged trustees to join in marking OSU's milestone anniversary.

e. Refresher on the Fundamentals of Board Governance

Borkar asked Vice Chair Callahan to set the context for the presentation on fundamentals of board governance. Callahan said that an annual review of board governance basics was good practice. He began by reviewing the fiduciary duties of trustees: care, loyalty, and obedience. He then spoke to the responsibilities of individual trustees, which include safeguarding the university's assets and fostering its capacity to serve others; speaking candidly; fostering openness and trust; avoiding personal agendas; and avoiding even the perception of conflict of interest. Next, Colbert spoke about the delegation of authority, which the Board reviews annually. She also noted the importance of distinguishing between management and governance and establishing and agreeing to separate roles for the Board and the President. General Counsel Becca Gose continued the presentation, focusing on ethics and conflict of interest policies and laws. In response to a question by Eder, Gose confirmed that trustees with an actual conflict of interest must announce the conflict and refrain from both the discussion and the vote. Gose concluded the presentation by discussing public records laws and laws regarding public meetings. Kelly asked about the scope of the statement of economic interest, and Gose said she and staff in the Office of Government relations, along with their counterparts at other universities, would continue to pursue the matter.

f. Acquisition of Real Property

Borkar asked OSU-Cascades Vice President Becky Johnson and Associate Vice President of Finance and Strategic Planning Kelly Sparks to provide an overview of the proposed development of a 128-acre OSU-Cascades campus. Johnson shared that the proposed 128-acre campus would allow OSU-Cascades to grow to an enrollment of 5,000 students and serve many of the higher education needs of the region and state. She then discussed the educational and experiential benefits, the opportunities for collaboration and innovative partnerships, and the potential economic benefits. Following the presentation, Borkar stated that in the executive session to follow, the discussion would focus on the terms, risk, and risk mitigation related to the proposed expansion.

8. Executive Session

At 2:52 p.m. Chair Borkar announced that the Board of Trustees was moving into an executive session pursuant to Oregon Revised Statutes 192.660(2)(e) and 192.660(2)(f) to conduct deliberations with persons designated by the governing body to negotiate real property transactions and to consider information or records exempt by law from public inspection. Borkar stated that representatives of the news media and designated staff would be allowed to attend the executive session. All other members of the audience were asked to leave the room. She directed representatives of the news media not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. Borkar also noted that no decisions would be made in executive session. Borkar closed the executive session at 3:17 p.m. and invited members of the public back into the room.

9. Action Item

a. Acquisition of Real Property

Borkar said the Board would move to the action related to the acquisition of real property. Schueler expressed his confidence in the due diligence performed by the university and indicated his support for the acquisition, expressing excitement about the potential it represented for OSU-Cascades. Bailey also expressed his support, noting the opportunity to make OSU-Cascades a destination of choice. Ray said that while there would still be work to finalize the details of the Purchase and Sale Agreement, he was confident the acquisition presented many benefits. A motion was made and seconded to authorize the President to complete the negotiation of and execute on behalf of OSU a Purchase and Sale Agreement that the President in his discretion determines to be consistent with the key terms reviewed by this Board and to cause OSU to close the purchase of the Cascades Landfill at his discretion under the Purchase and Sale Agreement. The motion carried.

10. Closing Thoughts

Borkar said that the idea of offering closing thoughts had been introduced by former Chair Pat Reser and was something that Borkar would like to continue. In their closing thoughts, trustees expressed their appreciation of the opportunity to visit Newport and the Hatfield Marine Science Center. Eder added her thanks to her fellow trustees for visiting Newport. They shared their enjoyment of the retreat and affirmed the value of the thoughtful discussions about affordability and excellence. Callahan agreed, but he added that he had hoped the retreat conversation would result in clearer definitions to inform how the Board manages these multiple objectives. Trustees also indicated enthusiasm for the direction

articulated in VISION 2030 and said they were looking forward to engaging with the development of Strategic Plan 4.0. Mandujano-Guevara thanked his fellow trustees for welcoming him to his first meeting. Lastly, trustees thanked Borkar for her leadership.

11. Adjournment

With no further business proposed, Chair Borkar adjourned the meeting at 3:44 p.m.

Respectfully submitted,



Jennifer M. Almquist
Assistant Board Secretary