



MINUTES

Committee Members Present: F. King Alexander (*ex officio*), Rani Borkar (*chair*), Patty Bedient, Julia Brim-Edwards, Preston Pulliams, and Kirk Schueler (*vice chair*)

Other Trustees Present: Mike Bailey, Darry Callahan, Michele Longo Eder, Lamar Hurd, Paul Kelly, Julie Manning, and Stephanie Smith

University Staff Present: Charlene Alexander, Jennifer Almquist, Debbie Colbert, Kevin Dougherty, Susan Freccia, Becca Gose, Mike Green, Ian Kellams, Dan Larson, Paul Odenthal, Julee Otter, Lauren Skousen, Patti Snopkowski, and Irem Tumer

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

Committee Chair Rani Borkar called the meeting to order at 2:00 p.m., asked the board secretary to call the roll, and noted a quorum. Borkar then made a land acknowledgement statement.

2. Consent Agenda

a. Minutes of the May 29, 2020 Executive & Audit Committee Meeting

A motion was made and seconded to approve the minutes of the May 29, 2020, Executive & Audit Committee meeting. The motion carried.

3. Action Items

a. Board Chair's Report: Consideration of President's FY2021 Goals

Borkar began by stating that the initial focus was on developing President F. King Alexander's goals for his first year, and progress toward those goals would be part of his assessment the following year. She said she met over the summer with Alexander to share how the Board conducts the annual assessment process and to begin his efforts to develop goals. Borkar said that Alexander then provided his proposed goals, which were shared with trustees for their feedback. She invited Alexander to provide additional information about his proposed goals. Alexander noted that his proposed goals for FY2021 were informed by the COVID-19 pandemic and the need to navigate through the pandemic and position the university for future success.

Trustee Patty Bedient expressed support for the goals. Trustee Kirk Schueler agreed and added that the goals were aligned with the university's strategic plan. Trustee Preston Pulliams asked what was being done in the presidential transition to ensure fundraising efforts maintained momentum. Alexander noted that the transition plan included a focus on building relationships with individual donors and with the boards of the OSU Foundation and OSU Alumni Association. He added that the university was positioned to continue partnering with

foundation colleagues to advance plans for the next capital campaign. In response to a question by Trustee Julia Brim-Edwards about the Board's annual review of the president's performance, Board Secretary Debbie Colbert said Alexander's self-assessment report to be completed by fall 2021 would include his progress toward the FY2021 goals adopted by the Board. Colbert added that the president's self-assessment report also includes assessment on a number of areas articulated in the Board's Presidential Assessment Policy. Trustee Lamar Hurd remarked on the synergy between the president's proposed goals. Borkar added that once the president's goals are set, it would be important to pursue them while remaining flexible to continue to adapt as conditions change.

Following discussion, a motion was made and seconded to recommend that the Board accept the Board chair's report and set the president's goals for FY2021. The motion carried.

b. Office of Audit, Risk and Compliance Progress Report

Borkar asked Chief Audit, Risk and Compliance Executive Patti Snopkowski and Deputy Chief Audit, Risk and Compliance Executive Julee Otter to present this item. Snopkowski began the discussion of the audit reports issued by the Office of Audit, Risk and Compliance (OARC) with a review of the annual audit of the OSU athletics compliance function. She summarized the results, noting that the report provided an opportunity to look at the realignment of duties within the department's compliance unit and to continue to strengthen the compliance function. In response to a question by Trustee Julie Manning, Snopkowski clarified that follow-up would be conducted in early 2021.

Otter provided a summary of the audit of the Vendor Change Management processes, noting that it was conducted as a result of increased cybersecurity risks and an attempted fraudulent bank account charge incident. She said testing by the OARC did not uncover any fraudulent activity but did note areas for improvement. Otter added that the Office of the Controller has taken actions to address areas identified for improvement. Snopkowski noted that the transition to the online eProcurement system had occurred over several years, and the university continued to look for opportunities to enhance processes and implement best practices.

Otter provided updates on the status of audit recommendations due per action plans at the end of June 2020. She said that implementation on several recommendations was delayed due to the pandemic; however, she confirmed that units with past due actions had plans in place for completion. In response to a question from Borkar, Otter noted that December was the new deadline for past due recommendations. Snopkowski provided an update on the 2020 audit plan, spoke about efforts by the OARC to provide services designed to help protect the university in addressing the risks present in the COVID-19 environment, and described plans for an increased focus on external audit coordination. Brim-Edwards asked what components of audit reports are shared publicly, and Snopkowski said that quarterly reports to the Executive & Audit Committee are posted online. Snopkowski added that the annual report presented to the Executive and Audit Committee offers a holistic summary of audit activities and improvements across the institution.

Following discussion, a motion was made and seconded to approve the OARC progress report. The motion carried.

4. Discussion Items

a. Public Safety Update

Borkar began by remarking on the recent launch of the new Community Wellness, Education, and Safety network for the Corvallis campus. She then asked Vice President and Chief Diversity Officer Charlene Alexander, Vice Provost for Student Affairs Dan Larson, Senior Vice President for Administration Paul Odenthal, Associate Vice Provost for Student Affairs and Dean of Students Kevin Dougherty, and Executive Director of Counseling and Psychological Services Ian Kellems to present this item. Vice President Alexander began with an update on the work of the Public Safety Advisory Committee, which continues to receive updates from other campus safety partners and learn more about efforts to meet the needs of the Corvallis campus community. She said that while the assessment of needs is ongoing, there is a clear need for after-hours holistic support for people in crisis beyond a public safety response. Larson began by noting the importance of focusing collective attention and dialogue on the fact that wellness and public safety are often experienced differently by those who hold marginalized identities, including Black, Indigenous, and other People of Color. He said the university had heard the valuable input from many community stakeholders, including students, staff, and faculty members, who have clearly stated that the university needs to rethink how it serves student wellness and safety. The Community Wellness, Education, and Safety Network is in response to that feedback. He said the network would build on existing programs and services and would work to address gaps. Larson noted that, when fully realized, the network will coordinate prevention and intervention for students in crisis, including situational assessment and stabilization, resource referral, and advocacy.

Kellems noted interest from some stakeholders in exploring the possible expansion of crisis intervention and support resources, similar to the CAHOOTS program in Eugene. He described the components of the CAHOOTS program, noting that it is part of the Eugene and Springfield emergency response system. Calls are routed through a call center, and, where appropriate, mobile crisis intervention teams are dispatched to respond to non-violent crises. Kellems said part of the university's research involved talking with colleagues at the University of Oregon to learn how they interact with CAHOOTS staff. He said that the program receives Eugene and Springfield city funds and Lane County funds and primarily serves these communities, particularly city and county residents who may have limited access to other support services. Because it is a community-based system, there has been less focus on serving the university community. Kellems said that in considering whether to adopt a similar model, Oregon State University staff sought to articulate the core need, which he identified as holistic support for people in crisis beyond a public safety response. Kellems said this led to the proposed Community Wellness, Education, and Safety Network. He said a number of resources already exist at the university, and forming the network provides a more robust response to serve students. Kellems added that the CAHOOTS model remains promising, and the university has expressed interest

in seeing the model come to Benton County. Dougherty spoke about plans for crisis response coordination and the addition of resources to provide after-hours on-call student mental health crisis response services. He noted that the network will include community health and crisis response; public safety and security services; and community relations, education, and outreach. The network will provide strong collaboration among university departments such as the Office of the Dean of Students, Counseling and Psychological Services, Student Health Services, the Department of Public Safety, including the university's police department, the Office of Institutional Diversity, and others, including community partner agencies. Kellems said that having the comprehensive network will provide a greater range of options to more effectively support students, taking the needs of each student and situation into consideration. Dougherty spoke about the units that will be part of the Student Crisis Response Team and described how the new team would work with existing teams. Larson said the university is committed to a comprehensive approach to supporting students and would continue to work with stakeholders to build the new network.

Following the report, Manning asked several questions about the new Student Crisis Response Team, including its hours of operation and location within the organizational structure. She also asked about plans to evaluate reports of a crisis situation and dispatch the appropriate teams. Larson said the team would be housed within the Office of the Dean of Students and have after-hours components. Kellems noted that a number of services, such as a crisis call center, are already available 24/7 but currently lack the ability to provide onsite support. Larson described the approach to evaluating crisis situations, and Kellems added that there would likely be a decision tree that would be provided to dispatchers to outline various responses and points of contact. Trustee Paul Kelly asked about resources to support the new network, and Larson noted that the addition of new personnel would be required. Schueler noted the wide range of possible situations and asked how a determination of the best response in each scenario would be made. Kellems said there is no clear precedent for the implementation of this type of network in a university setting, and partners would need to think through and plan for a number of possible scenarios and work to continually evolve and refine protocols. Dougherty noted the many uncertainties in crisis response, including uncertainty about how a matter will unfold. Larson acknowledged that the factors noted by Kellems and Larson were complex and necessitated a thoughtful approach to the development of a new network and associated response protocols. Trustee Michele Longo Eder expressed her support for the approach described by staff that seeks responsive solutions while also proceeding with appropriate levels of caution. She also noted the importance of acknowledging the range of expectations about what campus public safety services and response should look like. Vice President for Finance and Administration Mike Green noted that staff are thinking about how best to develop responses tailored to the needs of each scenario, and Larson added that a benefit of the comprehensive network is the enhanced ability to draw on the expertise of a number of partners and resources. In response to a question by Bedient, Larson said the network is intended to serve Corvallis campus students both on and off campus, with coordination with appropriate community partner agencies depending on location. Odenthal added that community agencies in early conversations about the network have expressed their support for the

partnership and their interest in developing protocols to support communication and coordination. Several trustees noted that the risks and uncertainties associated with the articulation of a holistic response and development of a new network were appropriate given the importance of attending to the health and well-being of all members of the university community.

Next, Odenthal provided an update on efforts to fill positions within the Department of Public Safety. He said applications for the associate vice president for public safety and chief of police were under review by the selection committee. Odenthal said searches were also underway for an operations lieutenant and sworn officers. Green added that university leaders are focused on hiring officers with a demonstrated commitment to the mission and values of Oregon State. President Alexander expressed his thanks to city and county leaders for engagement in discussions on future collaboration. Borkar thanked staff for their thoughtful, collaborative approach and commended efforts to address holistically crisis response, public safety and security, and education and outreach.

b. Needs Assessment for At-Large Position Vacancy

Borkar began by sharing that she had connected with committee chairs over the summer to discuss succession planning, particularly with turnover anticipated in 2023. She said Trustee Mike Thorne would not be seeking reappointment in order to create an opportunity for a new appointment in 2021. She asked Colbert to present the needs assessment. Colbert said the conversation would focus on the at-large position, noting that the faculty and student positions would also be vacant in 2021, which will further alter the composition of the Board. Colbert described the process for identifying potential candidates, which begins with a review of the composition of the current Board. She noted that the Board has expressed interest in continuing to look for greater diversity with regard to gender, race, and ethnicity. With regard to geographic location, Colbert reported that there is presently good representation of trustees from Oregon; however, the Board may be interested in considering individuals residing in southern or eastern Oregon. She said the current composition includes trustees with a good knowledge of Oregon State and with experience across a broad range of professional fields, adding that it may be helpful to seek trustees that bring experience in agriculture. Colbert reported that trustees bring a wide range skills and competencies related to Board responsibilities, and with the unique and complementary skills of each trustee, there are no current gaps. She concluded her presentation by stating that, given the combined turnover in 2021 and 2023, it will be important to seek experienced candidates that bring a range of skills and competencies and that continue to increase diversity, and, for 2021, to focus primarily on candidates residing in Oregon. Colbert noted that she would use the input from the discussion and work with the chair and president to develop a slate of potential candidates for the president to present at the committee's next meeting.

In the discussion that followed, Schueler reflected on the value of Thorne's perspective as a former legislator and said it may be helpful to consider candidates with skills and competencies in government. Kelly added the need to include age as a component of diversity that should be expanded, noting the

importance of incorporating a range of generational perspectives. Colbert said that age was included in the Board's policy on Recommending Candidates for At-Large Board Positions, and she summarized the current spread across birth decade. In response to a question from Pulliams, Colbert encouraged trustees to share recommendations of potential candidates. Borkar stressed the important role of each trustee in contributing to development of the trustee pipeline and encouraged trustees to cultivate relationships and share potential names with Colbert.

c. Annual Compliance & Ethics Program Report

Borkar asked Snopkowski and Director of Compliance Susan Freccia to present this item. Snopkowski began by reminding trustees that the university compliance and ethics program serves the mission of the university by promoting an organizational culture with the highest standard of integrity and by supporting compliance. She said that oversight of the program starts with the Board, with the director of compliance coordinating across compliance areas to assess and prioritize compliance risks and facilitate risk mitigation. Freccia said the components of an effective compliance program include being well designed, adequately resourced, and empowered to function effectively, adding that the compliance program should also work in practice. She then spoke in more detail about risk assessment and mitigation as one of the standards adapted from federal guidance that provides infrastructure for building a strong compliance program. Freccia offered the example of the Office of Youth Safety and Compliance, which is responsible for overseeing youth policies and guidelines and ensuring accurate accounting of the youth participating in university programs. She also described updates to policies, safety processes, and compliance structures focused on protecting youth involved in university programs. Freccia returned to a broader conversation of risk assessment and mitigation, describing the standards used to determine effective oversight. She also noted the myriad compliance areas across higher education. Freccia said that in each area there is at least one subject matter expert designated at the university who is charged with ensuring compliance with related laws and regulations on that topic. She explained that the compliance model at Oregon State University supports this decentralization with the director of compliance functioning as a hub for compliance subject matter experts. The director also assists in the identification of the top overall compliance risks to the institution. These top risks are included as part of the university's compliance plan that is monitored by the university's Compliance Executive Committee. Snopkowski added that the Office of General Counsel also provides critical guidance and partnership.

d. Office of General Counsel Annual Report FY2020

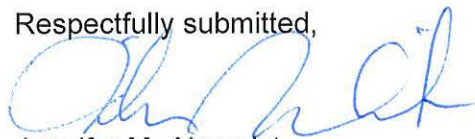
Borkar asked General Counsel Becca Gose to present this item. Gose began with a summary of major areas of focus for the Office of General Counsel in 2019-20, noting a significant focus on advising on nearly every aspect of the university's response to the pandemic. She pointed to the value of university leaders in engaging the office in proactive and preventative planning and pre-decision phases. Gose summarized data on litigation matters and said that although the university has very low litigation rates compared to similarly situated national peers, given national trends, it is unlikely that the very low rates at OSU will remain unchanged. Gose also summarized trends in

administrative claims, which are claims by students or employees made to and investigated by outside agencies. She said the number of claims has increased in recent years, adding that she analyzes reports to see whether an increase is reflective of particular concerns within the institution and does not see the increase as a cause for concern but rather as a reflection of national trends and the university's growing profile. Gose reported that the Office of General Counsel engages the assistance of outside counsel in several types of situations, including where the area of expertise sought is highly specialized and where it is advisable or required to have an independent review or opinion. Additionally, the time and resources required make it most practical to engage outside counsel on litigation matters. Gose said outside counsel is also engaged when the work needed and timeliness surpass the capacity of the office; however, efforts are made to minimize this approach given the higher costs of outside counsel. She provided an overview of the types of matters that are sent to outside counsel, adding that, according to industry surveys, the office uses outside counsel on similar types of matters as other peer universities. Brim-Edwards asked about Oregon State's outside counsel costs compared to other universities, such as the University of Oregon. Gose said Oregon State is comparable to the University of Oregon in some areas and higher or lower in other areas, noting that Oregon State typically has lower litigation or claims defense costs but may be higher in research costs and that the University of Oregon has more staff in their general counsel office. Kelly remarked on the prudent approach to the engagement of outside counsel and noted that a majority of expenditures were to support proactive endeavors, with less going to traditional legal defense. In response to a question by Brim-Edwards about settlement payments, Gose noted that trends in settlement vary and the decision making and source of funds for payment is not the Office of General Counsel, although the office does advise. She added that the determination about whether settlement is beneficial to the university is based on a number of considerations, such as the strength of the legal defense and the financial, operational, and reputational costs of litigation. President Alexander added that the trend of low litigation compared to peers is unlikely to hold steady, given national trends, especially given increased litigation expected due to the COVID-19 pandemic. Gose provided an overview of anticipated areas of focus for the year, noting that issues related to the coronavirus are likely to remain at the forefront. Other areas of focus include supporting the establishment of a campus police department, advising on complex student mental health issues, supporting the university's goals of providing an inclusive and diverse environment, advising regarding free speech rights, and advising on complex transactions that further Oregon State's innovations and partnerships.

5. Adjournment

With no further business proposed, Chair Borkar adjourned the meeting at 4:30 p.m.

Respectfully submitted,



Jennifer M. Almquist

Assistant Board Secretary