



Oregon State
University

The Board of Trustees of Oregon State University

Special Meeting of the Board of Trustees

May 5, 2022

1:00 – 2:10 p.m.

Meeting conducted remotely via Zoom

MINUTES

Trustees Present: Rani Borkar, Julia Brim-Edwards, Darry Callahan, Maria Chávez-Haroldson, Susan Clark, Michele Longo Eder, Román Hernández, Lamar Hurd, Becky Johnson (*ex officio*), Julie Manning, Preston Pulliams, Jax Richards, Kirk Schueler (*chair*), Inara Scott

University Staff Present: Jackie Bangs, Steve Clark, Becca Gose, Jen Humphreys

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

Board Chair Kirk Schueler called the meeting to order at 1:02 p.m., asked the board secretary to call the roll, and noted a quorum. Schueler then made a land acknowledgement statement.

2. Public Comments

The following individual provided public comment:

Amanda Granrud: expressed that the board's consideration of the incoming presidential compensation package should also consider faculty compensation packages, which she said were low in comparison, and urged a full review of executive compensation packages at OSU.

3. Discussion Item

a. Salary and benefits comparators for President position

Schueler began the discussion by reminding trustees that their work is informed by the Presidential Compensation Philosophy. Schueler then said that the board will provide a competitive compensation package through comparison to similar positions in talent markets that is fair, equitable and financially sustainable. Schueler then described the guiding principles that the board will follow and said that upon approval, the board will make a written request to the foundation board for its consideration.

Mike Mandzuk, director of compensation and data analytics, then presented presidential compensation information of comparison peer institutions in higher education.

After Mandzuk's presentation and the trustee discussion, Schueler said that as board chair, he will negotiate with the selected candidate on the board's behalf and engage in pre-negotiations with selected finalists to accommodate the schedule of the search. Schueler said that after the finalists visit campus, the

board will meet for a discussion of the candidates and will make a decision on the ranking of the candidates. The board then delegates authority to the chair to negotiate with candidates in a ranked order, and at the end of the process, the board votes on who to appoint as President and approves the contract itself. Trustees spoke about the pre-negotiation process, experience level and corresponding offer and the need for pay equity considerations.

4. Action Item

a. Reimbursing finalist candidates for certain professional advisors' fees

Schueler began by sharing that in the past presidential search and interim presidential appointment, candidates were offered reimbursement for legal and financial advising fees. Schueler said that then those fees are expended at the very end of a process with the successful finalist. He added that because these pre-negotiation discussions will take place with all on-campus finalists (not just the successful one), he would like to permit each of those candidates to have resources to engage legal and financial advisors throughout those discussions.

Discussion about the action item occurred amongst the board members with many noting that the proposed action item seemed excessive and not necessary.

With no one signed up for public comment, a motion was made by Trustee Callahan to authorize the board chair to execute a letter agreement with each finalist for the presidential position that, in the chair's discretion, reasonably reimburses each finalist for costs and expenses of any legal or financial advisors assisting the finalist in reviewing, drafting and negotiating any proposed employment agreement with Oregon State University. The motion was seconded by Trustee Longo Eder but did not carry. Only Chair Schueler voted in favor of the motion.

5. Other Business

Schueler invited General Counsel Becca Gose to explain the executive session to the board. There were no questions about the process described by Gose.

6. Adjournment

With no other business, Chair Schueler adjourned the public meeting at 2:10 p.m.

Respectfully submitted,



Jen Humphreys
Assistant Board Secretary