



The Board of Trustees of Oregon State University

Meeting of the Executive, Audit and Governance Committee

April 13, 2023

8:00 – 9:45 a.m.

Memorial Union, Horizon Room
Corvallis, OR

MINUTES

Committee Members Present: Kirk Schueler (*chair*), Patty Bedient (*vice chair*), Darry Callahan, Preston Pulliams, Jayathi Murthy (*ex officio*)

Committee Members Absent: Julia Brim-Edwards

Other Trustees Present: Susan Clark, Román Hernández, Julie Manning, Jax Richards, Inara Scott

University Staff Present: Andrea Ballinger, Jackie Bangs, Jessica Brubaker, Steve Clark, Ed Feser, Lynn Gonzalez, Becca Gose, Mike Green, Heather Horn, Jen Humphreys, Stacy Jeffries, Julee Otter, Melanie Rose, Patti Snopkowski, Irem Tumer

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

Committee Chair Kirk Schueler called to the meeting to order at 8:01 a.m. Board Secretary Jackie Bangs called the roll and verified a quorum. Chair Schueler read the university's land acknowledgment statement.

2. Consent Agenda

- a. Minutes of the Jan. 19, 2023 Meeting of the Executive, Audit and Governance Committee
- b. Minutes of the Jan. 19, 2023 Joint Meeting of the Executive, Audit and Governance Committee and the Finance & Administration Committee
- c. Corrected Committee Work Plan

Trustee Callahan made a motion to approve the consent agenda. The motion was seconded by Trustee Pulliams and approved by all trustees in attendance.

Before moving to the action items, Chair Schueler provided an update on the appointment of new at-large trustees. Gov. Kotek is currently considering OSU's slate of nine recommended candidates, with news expected soon. Nominations by the governor must be confirmed by the senate, and confirmation hearings are scheduled for May 9.

3. Action Items

- a. Office of Audit, Risk and Compliance Progress Report

Deputy Chief Audit, Risk and Compliance Executive Julee Otter and Senior Auditor Lynn Gonzalez delivered the progress report.

Otter gave a brief overview of audit activity. She reported that follow-up audits – which confirm that recommendations and action plans have been implemented by management – have been the main focus since January. She added that the Office of Audit, Risk and Compliance (OARC) is on track with

its planned audits for the year.

Gonzalez provided an overview of the accountability and integrity hotline, including metrics used to measure its effectiveness.

She reported that the hotline saw a 27% increase over 2021 and that complaints were received for eight of the campus's nine functional units. She said the university is in close alignment with its peer institutions for the number and types of complaints received.

Gonzalez said the OARC is working to hire an integrity hotline program manager and that the position description is being finalized in coordination with HR.

Chair Schueler sought a motion to accept the 2023 Office of Audit, Risk and Compliance Progress Report. Vice Chair Bedient made a motion, which was seconded by Trustee Callahan and approved by all trustees in attendance.

b. Information Technology Ecosystem/Security, including risk management report

Andrea Ballinger, OSU's chief information officer and the vice provost for information and technology, delivered a report on information technology security and risk management.

She reported that OSU is in year three of a 5-year plan for risk mitigation and gave an overview of three foundational projects:

1. Framework for a zero-trust architecture (ZTA): OSU has been working on the ZTA for three years, which puts the university ahead of federal government recommendations
2. Authoritative Identity project: identifies all users and what data or systems they should have access to; planned implementation date of June 30
3. Data hub / integration hub: Handles enterprise data, defined as administrative data valuable to OSU (not research data)

Ballinger announced the hiring of a chief data officer, who comes to OSU from The University of Michigan, known for its successful approach to data.

She reported that OSU is #1 in the PAC-12 for vulnerability testing.

Ballinger engaged in discussion with trustees about how the university protects itself when people who have worked on its systems leave; if there had been serious events in terms of access or bad actors since the last IT report; and the security implications of platforms like TikTok.

Chair Schueler sought a motion to accept the report on information technology, ecosystems and security. Trustee Pulliams made a motion, which was seconded by Vice Chair Bedient and approved by all trustees in attendance.

c. Stipends for Members of Public Boards

Associate General Counsel Jessica Brubaker and Chief Human Resources Officer and Associate Vice President Heather Horn joined Chair Schueler in presenting a proposal to provide stipends for certain members of public boards.

Schueler reminded trustees of committee's January 19th discussion about providing a stipend for eligible trustees to reduce barriers to participation and serve as a tool to promote equity, diversity and inclusion in engagement from diverse populations.

Brubaker explained that the proposed amendment to the board’s bylaws would add a new provision authorizing the payment of stipends for qualifying trustees as follows: With the exception of any trustee that is employed full-time by the university or another Oregon public agency and receives compensated release time for the performance of board duties, trustees with an annual income of \$50,000 or less are eligible for a stipend payment of \$160 for each day or portion of a day in which the trustee attends an official board meeting.

Horn stressed that the stipend is not meant to serve as compensation.

In discussion with trustees, concerns were expressed about the possibility of moving toward a fully compensated board.

Chair Schueler sought a motion to recommend that the board adopt a resolution amending the board bylaws to allow for payments of stipends to qualifying trustees. Trustee Callahan made a motion, which was seconded by Vice Chair Bedient. Trustee Pulliams was the lone “nay” vote, and the motion passed.

4. Adjournment

With no other discussion or business, Chair Schueler adjourned the meeting at 8:50 a.m.

Respectfully Submitted,



Stacy Jeffries
Executive Assistant, Office of the Board of Trustees