



**Oregon State  
University**

## **The Board of Trustees of Oregon State University**

### **Meeting of the Executive, Audit and Governance Committee**

May 8, 2025

8:00 – 9:20 a.m.

Memorial Union Horizon Room, Corvallis, OR

### **MINUTES**

Committee members present: Maria Chávez-Haroldson (*vice chair*), Román Hernández (*chair*), Julie Manning, Elise McClure, Jayathi Murthy (*ex-officio*)

Committee members absent: Julia Brim-Edwards

Other trustees present: Kasaundra (Kassy) Bonanno, Stephanie Bulger, Kate Carter-Cram, Karla Chambers, Susan Clark, Lisa Hale, Grant Kitamura, Toby Luther, Greg Macpherson, MJ Mirho, Camille Palmer

University staff present: Jackie Bangs, Scott Barnes, Belinda Batten, Becca Gose, Carla Ho‘ā, Jen Humphreys, Stacy Jeffries, Vincent Nguyen, Paul Odenthal, Rob Odom, Melanie Rose, Patti Snopkowski, Irem Tumer

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

Board Chair Román Hernández called the meeting to order at 8:01 a.m. Board Secretary Jackie Bangs called the roll and verified a quorum.

Chair Hernández delivered the university's land acknowledgment statement.

#### **2. Consent agenda**

##### **a. Minutes of the March 7, 2025, Executive, Audit and Governance Committee Meeting**

The chair sought a motion to approve the consent agenda. A motion was made by Trustee Manning, seconded by Trustee McClure and approved by all committee members in attendance: Vice Chair Chávez-Haroldson, Chair Hernández, Trustee Manning and Trustee McClure. The motion carried.

#### **3. Action items**

##### **a. Office of Audit, Risk and Compliance Progress Report**

Chief Executive of Audit, Risk and Compliance Patti Snopkowski delivered her office's final progress report to the committee before her retirement on July 14 after 35 years of service.

Snopkowski reported that the Enterprise Risk Management (ERM) program is on track, noting that future risk reports include Artificial Intelligence (AI); the Department of Public Safety; and emerging risks (fiscal, research, legal) to be addressed by vice presidents in upcoming sessions.

She said compliance activities are progressing as planned, with Deputy Chief Executive of Compliance and Ethics Susan Freccia focusing on supporting compliance partners, especially in Athletics and federal reporting. She added that the Compliance Executive Committee (which she chairs along with the provost) will reassess compliance risks in June and share updates with the board in October.

Snopkowski reported that the audit plan is on schedule with an emphasis on expanding the data analytics program in collaboration with the controller's division and University Information Technology, especially in preparation for the Administrative Modernization Program (AMP). She noted that external firms will be hired to complete audits in areas affected by staffing gaps.

She announced that two new staff auditors had been hired: Emily Plant – a recent graduate of OSU's College of Business – and Michelle Greene – a former staff member in OSU's College of Forestry and Multnomah County auditor. She also announced Will Aurich's promotion to director of Audit Analytics and Assurance Services, with new supervisory responsibilities.

Snopkowski expressed confidence in the Office of Audit, Risk and Compliance team's ability to continue fostering ethical, compliant and fiscally sound practices at OSU after her departure. Trustees expressed deep appreciation for her leadership and mentorship.

Trustee Manning expressed appreciation for the work Snopkowski and her staff have done and asked about the search process for Snopkowski's successor.

Chair Hernández said an outside firm will assist with national search, with Board Vice Chair Maria Chávez-Haroldson serving on the search committee to emphasize the importance of the position, which has a functional reporting line to the committee.

Vice Chair Chávez-Haroldson thanked Snopkowski for an amazing job making materials readable and understandable to those without specific expertise. She added that Snopkowski would be greatly missed and asked to recognize new hires and promotions; Emily Plant, Michelle Grenn and Will Aurich were all in attendance and stood to be recognized

Chair Hernández sought a motion to approve the Office of Audit, Risk and Compliance progress report. A motion was made by Trustee McClure, seconded by Trustee Manning and approved by all committee members in attendance: Vice Chair Chávez-Haroldson, Chair Hernández, Trustee Manning and Trustee McClure. The motion carried.

**b. Recommendation of Potential Candidate for Anticipated At-Large Vacancy**

Chair Hernández, Board Secretary Jackie Bangs and President Jayathi Murthy presented a potential candidate for an anticipated at-large vacancy on the board.

Board Secretary Bangs gave an overview of at-large trustee appointments according to the board policy established in 2015. She noted that the process includes a needs assessment to evaluate board composition, skills, experience and geographic representation, emphasizing the Governor's request for coastal representation on the board. Secretary Bangs noted that the appointment process aligns with state governance legislation and is now standard across Oregon's public universities.

Bangs reminded the committee that Trustee Julia Brim-Edwards was completing her term of service, leaving one at-large vacancy on the board. She said the board aimed to fulfill the Governor's request for coastal representation after the passing of Trustee Michelle Longo Eder.

Although the standard practice is to submit multiple candidates for the Governor's consideration, Bangs noted that only one candidate was recommended for the current vacancy. She reported that

the Governor's office agreed to accept a single recommendation from the university based on the strengths of the nominee and expressed strong support for the nominee.

President Murthy provided information on the recommended candidate, Dr. Julia Phillips, a retired vice president and chief technology officer of Sandia National Laboratories who resides in Gold Beach, Oregon.

Murthy noted that Dr. Phillips is a physicist and materials scientist and a nationally recognized leader in science and engineering currently serving a second term on the National Science Board, where she helps shape national science policy and funding priorities for the National Science Foundation (NSF).

Bangs noted that no public feedback had been received regarding the ideal characteristics of prospective trustees, though the board invited such input per governance legislation. She added that the Governor is expected to announce appointments in August, followed by Senate confirmation.

With no further discussion, Chair Hernández sought a motion to approve moving the president's recommended candidate for the at-large vacancy on the board forward for Governor Kotek's consideration. A motion was made by Trustee Manning, seconded by Trustee McClure and approved by all committee members in attendance: Vice Chair Chávez-Haroldson, Chair Hernández, Trustee Manning and Trustee McClure. The motion carried.

#### **4. Discussion items**

##### **a. Athletics: Risk Management Report**

Scott Barnes, vice president and director of Intercollegiate Athletics, provided a risk management report for Athletics.

Barnes reported that OSU student-athletes are excelling academically and athletically, citing a cumulative GPA of 3.39; four team championships this year; and national recognition for Jade Carey, who was named Gymnast of the Year.

Barnes noted that OSU is navigating unprecedented challenges following the collapse of the Pac-12 conference. He reported that Interim scheduling and competition arrangements include: the West Coast Conference (WCC); Mountain Pacific Sports Federation; independent status for football and baseball under the Pac-12 banner; and a football scheduling alliance with the Mountain West Conference.

He reported that a new conference is being rebuilt for 2026 with schools including Boise State, San Diego State, Colorado State, Utah State, Fresno State and Gonzaga, adding that metrics indicate this group would rank 5th in college football playoff weeks and viewership, and 4th in men's basketball net ratings.

Barnes provided an overview of media rights and visibility, noting that OSU secured media deals with the CW and Fox for football, and CW for baseball, with agreements in place for 2025 with CBS, ESPN, and the CW.

Barnes reported major revenue loss from reduced Pac-12 distributions, which OSU is addressing through legislative efforts (e.g., lottery funds; ongoing state support); institutional support adjustments starting in fiscal year 2025; external revenue generation via a new advisory subcommittee; and strategic cuts and operational efficiencies. He added that Athletics works closely with OSU's finance leadership and submits annual NCAA financial reports.

On the topic of compliance, Barnes noted that OSU is governed by NCAA, Pac-12, and WCC rules, with compliance priorities including education, rules interpretation, monitoring, and reporting, along with management of student-athlete benefits and eligibility.

He reported that the *House v. NCAA* class action settlement is expected to reshape college athletics. Among other things, the settlement will permit direct revenue sharing with student-athletes up to a \$20.5M cap, and 400 new or revised NCAA rules will be implemented starting July 1.

Barnes explained that OSU supports the original spirit of Name, Image and Likeness (NIL); e.g., student-athletes monetizing their talents like any student. However, he stated that the current NIL landscape lacks guardrails, leading to hyperinflation – including \$5M+ deals and \$35M football rosters. He said OSU is advocating for federal legislation, revised transfer portal windows and national standards to restore competitive balance.

Barnes addressed the following topics in discussion with trustees:

Trustee Manning asked how Intercollegiate Athletics is adapting organizationally. Barnes explained that compliance staffing is under review due to increased demands and that Kyle Bjornstad would serve in the general manager role to manage revenue sharing deals.

Vice Chair Chávez-Haroldson asked what “holistic development” means for student-athletes. Barnes clarified that a holistic approach means measuring the success of student-athletes in multiple ways, including academic success, athletic performance, leadership, community service and career readiness.

Trustee Kitamura expressed appreciation for Barnes’ efforts and his loyalty to Oregon State.

Chair Hernández commended Barnes and his team for getting through the past couple of years and rebuilding the Pac-12. He asked how NIL and the transfer portal affect competitive balance. Barnes said many athletes enter the portal but don’t find new teams or “transfer down,” adding that the portal windows open during championships, which is not conducive to team unity. Barnes expressed support for reforming portal timing and NIL (Name, Image and Likeness) regulation to reduce market instability and restore fairness.

Trustee Chambers asked if new regulations would level the playing field economically. Barnes said it was difficult to speculate, noting factors like the possibility of student athletes being reclassified as employees. He acknowledged there would always be disparity but emphasized the goal of reducing the currently extreme inequities.

#### **b. Implementation of SB 273**

Board Secretary Jackie Bangs reported that the requirements for implementation of Senate Bill 273 had been completed. She thanked Trustee Manning for her contributions during the legislative process, including testimony and service on the work group that helped shape the final bill.

Bangs provided an overview of the implementation process for SB 273, which was passed in 2023 and required Oregon public university governing boards to adopt policies related to board operations.

She added that the bill mandated the addition of two student trustee positions: one graduate student trustee and one undergraduate student trustee who serves the first year as a non-voting member and the second year as a voting member, noting that the additions increased the size of the board from 15 to 17. She thanked Trustee Bonanno for her role in mentoring Trustees Carter-Cram and Mirho.

Bangs reported that OSU completed the implementation requirements through updates to its bylaws and three board policies in April 2024, noting that the updates largely codified existing practices, reflecting the proactive governance structure established at the board's inception.

She noted that OSU submitted its first required report in summer 2023. Since then, all Oregon public university board secretaries have collaborated to ensure a standardized approach to reporting, with individual university reports submitted to the state and a summary compiled and submitted by the Oregon Council of Presidents (OCOP). Bangs noted that the reporting requirement sunsets in January 2026, so that only two reports are required in total.

No questions were raised by the committee, and Chair Hernández commended Board Secretary Bangs for a smooth and effective implementation process.

### **5. Adjournment**

With no further discussion or business before the committee, Chair Hernández adjourned the meeting.

Respectfully submitted,



Stacy Jeffries  
Executive Assistant, Office of the Board of Trustees