



**Oregon State
University**

The Board of Trustees of Oregon State University

Meeting of the Executive, Audit and Governance Committee

October 22, 2025

9:00 – 11:10 a.m.

Memorial Union Horizon Room, Corvallis, OR

MINUTES

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

Committee members absent: Maria Chávez-Haroldson (*vice chair*)

Other trustees present: Lauren Camou, Kate Carter-Cram, Eric J. Gleske, Nikki Gold, Grant Kitamura, Toby Luther, Greg Macpherson, Julia Phillips

University staff present: Maxine Agather, Jackie Bangs, Kevin Dougherty, Katie Fast, Susan Freccia, Alix Gitelman, Becca Gose, Roy Haggerty, Carla Ho‘ā, Jen Humphreys, Stacy Jeffries, Deb Mott, Rob Odom, Julee Otter, Irem Tumer, Scott Vignos, Chance White Eyes, Katheryn Yetter

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

Board Chair Román Hernández called the meeting to order at 9 a.m. and welcomed four new trustees: Lauren Camou, Eric Gleske, Nikki Gold and Julia Phillips. 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 May 8, 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: Chair Hernández, Trustee Manning and Trustee McClure. The motion carried.

3. Action items

a. Board Chair’s Report: FY2025 Presidential Assessment and Employment Agreement

Chair Hernández noted that President Murthy had submitted a thorough self-assessment and proposed goals for fiscal year 2026 and reported that board feedback was highly positive, with trustees commending the president’s steady leadership and progress on strategic goals under *Prosperity Widely Shared*.

The chair highlighted some of the president’s key accomplishments, including fundraising success in advancing the capital campaign that grew OSU’s endowment beyond \$1B; extending OSU’s record of 29 consecutive years of enrollment growth – a feat described as unprecedented among public R1 universities; and overseeing double-digit percentage increases in research expenditures.

Chair Hernández reminded the committee that the board had delegated authority to him to renegotiate the president's contract in October 2024. He expressed enthusiasm for the university's future with President Murthy at the helm, stressing that continuity of leadership is essential for the OSU to achieve strategic goals articulated in *Prosperity Widely Shared*. He said the new five-year employment agreement offered competitive compensation that takes market shifts into consideration and reflects President Murthy's exceptional performance. The chair also acknowledged the financial support of the OSU Foundation in retention efforts.

Trustee Manning commended the president's thorough annual summary; her focus on student success as articulated in *Prosperity Widely Shared*; and her dedication to the land-grant mission of the university and its stated goals. She expressed enthusiasm for Murthy's continued leadership.

Trustee McClure echoed Trustee Manning's comments, emphasizing the importance of strong leadership during challenging times ahead.

Trustee Chambers commended the assessment report and voiced support for competitive compensation, highlighting enrollment growth as a major achievement given demographic trends and declining student populations.

In closing, Chair Hernández noted that the original contract was fair and competitive for a first-time president but emphasized that unforeseen challenges – including the Pac-12 breakup and rebuild and budget reductions – necessitated renegotiation.

There being no further discussion, the chair sought a motion to recommend that the board accept the board chair's report on the president's annual assessment and goals and approve the president's employment contract. A motion was made by Trustee Manning, seconded by Trustee McClure and approved by all committee members in attendance: Chair Hernández, Trustee Manning and Trustee McClure.

b. 2026 EAGC Work Plan

Chair Hernández and Board Secretary Jackie Bangs presented the committee's 2026 work plan.

Chair Hernández announced that the committee assessment would be moved to the January 2026 agenda to allow new trustees to participate after their first board meeting. He emphasized that the plan leaves room for adjustments to address emerging issues throughout the year and reminded trustees that the committee's charter was amended last year to clarify the committee's role in governance.

Board Secretary Bangs added that a governance topic would be included in each meeting. She said that placeholders would be incorporated for those topics similar to the approach used for risk reports, providing opportunities for feedback on trustee development, succession planning and recruitment.

With no questions from trustees and no further discussion, Chair Hernández sought a motion to accept the 2026 EAGC work plan. A motion was made by Trustee Manning, seconded by Trustee McClure and approved by all committee members in attendance: Chair Hernández, Trustee Manning and Trustee McClure. The motion carried.

c. Office of Audit, Risk and Compliance Progress Report

Interim Chief Executive of Audit, Risk and Compliance Julee Otter delivered a progress report for the Office of Audit, Risk and Compliance (OARC). She provided a comprehensive update on OARC's activities since the last board meeting.

She began by reminding trustees of the three primary functions of the OARC, which all include an element of board reporting: risk management, compliance and audit.

Otter gave an overview of audit activity. She reported that three audits had been finalized during the reporting period, with follow-up reviews conducted on five prior audit reports to confirm implementation of management action plans. She highlighted the following reports:

- Concur travel and expense audit: Identified improvements in monitoring processes and training compliance. OARC is partnering with the Office of the Controller to enhance oversight through advanced data analytics.
- Data security readiness audit: Evaluated OSU's preparedness for enhanced federal research security requirements. Findings indicated strong strategic commitment but identified operational gaps, which are being addressed in collaboration with University Information Technology and research leadership.

Otter reported that Enterprise Risk Management (ERM) planning for 2026 is in progress, with a full ERM report – including top institutional risks and recommended mitigation strategies – scheduled to come to the board in January.

Chair Hernández thanked Otter for providing context for new trustees and asked about the criteria for rating audit recommendations as “high” or “medium.” Otter explained that ratings reflect institutional impact, with “high” indicating mission-critical risks and “medium” representing significant impact to a particular unit.

Trustee Phillips asked how OARC prioritizes audits given limited resources. Otter described the annual risk assessment process, outreach to campus leaders and alignment with ERM priorities to ensure coverage of high-risk areas.

Trustee Chambers asked if the audit plan allows flexibility to course-correct and address emerging risks. Otter confirmed that adjustments can be made mid-cycle and would be brought to EAGC for approval.

Chair Hernández sought a motion to accept 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.

d. Tribal Consultation Policy

Director of Tribal Relations Chance White Eyes and Vice President for Mission and Impact Scott Vignos presented the Tribal Consultation Policy. Katheryn Yetter, university policy and standards specialist, was available to answer questions.

White Eyes framed the policy as a formal mechanism to strengthen OSU's government-to-government relationships with Oregon's nine federally recognized Tribes, acknowledging their sovereignty and cultural protocols.

White Eyes described OSU's long-standing but evolving relationships with Tribal governments and explained that the policy aims to standardize engagement, prevent extractive research practices and ensure that interactions empower Tribal communities rather than burden them.

He noted some of the policy's core objectives, including:

- Establishing a formal framework for consultation that honors Tribal sovereignty and cultural protocols
- Moving beyond compliance toward respectful, long-term partnerships
- Protecting cultural and natural resources, including sacred sites and ancestral remains
- Addressing historical harms by ensuring informed consent and transparency in research and engagement.

White Eyes stressed OSU's obligations as Oregon's land-grant institution, highlighting its statewide footprint and responsibility to support Tribal nations. He argued that OSU has the talent and resources to lead in empowering Indigenous communities and that the policy will build trust between OSU and tribal governments; support Indigenous students and communities; and enhance OSU's reputation nationally and internationally.

He acknowledged the complexity of honoring diverse tribal protocols and emphasized the need for nuanced engagement, noting that Tribes operate on different timelines and priorities than academic institutions and OSU may need to adapt its approach.

Trustee Manning commended the policy as a best-practice model and asked for practical examples of how it would work in practice. White Eyes cited OSU's recent acquisition of Tualatin Forest and the university's collaboration with the Grand Ronde Tribe for ceremonial access.

Trustee Phillips commended OSU's leadership in Tribal engagement and asked about opportunities to share best practices nationally. White Eyes noted ongoing collaboration with peers nationwide, noting that tribal relations professionals frequently share experiences and solutions.

President Murthy suggested exploring opportunities for convening intercollegiate and Tribal liaison networks to advance OSU's leadership role. White Eyes reported he already has plans for an intercollegiate consortium in Oregon, possibly expanding into Washington. He noted that Tribal relations professionals are all handling the same kinds of challenges.

Murthy asked Vignos about possibilities nationwide, possibly from the APLU angle. Vignos said that land-grant universities share a common mission of community engagement, noting that OSU already does this through its extension office on Warm Springs Tribal land, a distinctive partnership that demonstrates the university's commitment to Tribal engagement.

Trustee Phillips asked about cross-state collaboration given Tribal communities' geographic realities. White Eyes and Vignos acknowledged complexities and added that some tribes span state borders, requiring flexible consultation approaches.

Trustee Chambers voiced strong support, citing the relevance of Indigenous forest management practices to address wildfire mitigation and threats to human health.

Chair Hernández expressed support for the policy and emphasized the need for a single point of contact to ensure respectful and consistent engagement with Tribal governments.

There being no further discussion, the chair sought a motion to recommend that the board adopt the Tribal Consultation Policy. A motion was made by Trustee Manning, seconded by Trustee McClure and approved by all committee members in attendance: Chair Hernández, Trustee Manning and Trustee McClure. The motion carried.

Before moving on to the next agenda item, the committee introduced Dave Terry, the new Chief Executive of Audit, Risk and Compliance effective in November. Terry expressed gratitude for the opportunity, shared his enthusiasm about joining the team and stated his goal to serve as a trusted advisor to the board and university leadership.

4. Discussion items

a. Office of the General Counsel Annual Report

Vice President and General Counsel Becca Gose presented the annual report for the Office of the General Counsel (OGC).

She emphasized that OGC operates as a strategic thought partner, not just a legal compliance office, and is deeply integrated into OSU's decision-making processes to support innovation and mitigate risk.

Gose emphasized that OGC strives to be proactive, collaborative and pragmatic, ensuring legal integrity while enabling OSU's mission. She added that the office is most effective when engaged early, allowing time for preventive measures rather than reactive fixes.

She reported that OSU continues to maintain an exceptionally low litigation rate compared to peer institutions and that administrative claims remain minimal. She explained that increased outside counsel costs this year were due to Intellectual Property (IP) matters like patent filings and licensing agreements; complex real estate transactions and bond-related advising; and matters related to athletics governance, including Pac-12 restructuring and NIL (Name, Image, Likeness) initiatives.

Gose provided an overview of areas that OGC targeted focus this last year, noting rapid changes in federal policy as a particularly high volume and complex area this year. She noted that OGC also targeted focus in matters concerning AI, free speech, DEI, athletics, disability accessibility, public safety, labor, student government and research/innovation/infrastructure transactions-related work. She added that OGC is preparing for significant workload related to research expansion under OSU's strategic plan.

Chair Hernández requested context for the high proportion of IP-related costs compared to litigation costs. Gose explained that patent work requires specialized expertise from both legal and scientific experts and bringing the work in-house was not feasible because it's required to have many different individuals to cover the particular scientific expertise that's relevant for each case.

Trustee Manning asked about OSU's coordination with peer institutions on federal regulatory changes. Gose highlighted OSU's leadership role in national legal networks and proactive engagement through the National Association of College and University Attorneys (NACUA), the Oregon Department of Justice and the Association of Public Land-Grant Universities (APLU).

President Murthy added that OSU began this coordination early, stressing a principle-driven approach guided by OSU's mission and values.

Trustee McClure asked Gose about future challenges and what keeps her up at night. Gose provided an overview of legal issues that will demand substantial attention, including federal changes; athletics issues like the House settlement and NIL; issues related to the national conversation around DEI (Diversity, Equity and Inclusion) and free speech; emerging issues in the disability accommodation space; and AI.

Trustee Chambers urged proactive policy reviews to prevent legal risks and suggested revisiting policies on sexual misconduct and harassment. Gose and Board Secretary Jackie Bangs noted the Enterprise Risk Management process and cited the possibility for a review of risk topics.

Trustee Phillips asked how the allocation of resources compares between internal legal staff and outside counsel. Gose said the office regularly conducts reviews to determine which matters OGC should handle versus delegate to ensure sustainable workloads and expressed interest in creating a record of internal resource allocation.

Trustee Macpherson expressed concern about tracking internal time investment to ensure efficient resource allocation. Gose acknowledged the challenge and described OGC's intake and prioritization system, with the office tracking by matters and projects rather than individual hours.

b. Annual Compliance and Ethics Program Report

Deputy Chief Executive for Compliance and Ethics Susan Freccia provided an annual update on OSU's Compliance and Ethics Program, which supports adherence to hundreds of federal, state and local laws and regulations across areas such as research, civil rights, health and safety, employment, financial operations and athletics.

She noted the university's decentralized compliance structure, with compliance responsibilities distributed across multiple units led by subject matter experts, with her office serving as a coordinating and consultative hub.

Freccia explained that her office conducts university-wide compliance risk assessments annually in collaboration with compliance partners and the Compliance Executive Committee, which includes vice presidents and the faculty senate president, with OGC serving as an advisory member to strengthen legal and compliance integration.

Freccia cited digital accessibility as one priority focus area for FY2026, noting the April 2026 deadline for implementation of new federal requirements for accessible websites and mobile applications, including digital course materials, under the Americans with Disabilities Act (ADA).

Freccia reported that OSU has formed a steering group and teams involving Equal Opportunity and Access, Disability Access Services, the Center for Teaching and Learning, University Information Technology, Ecampus, Libraries, Procurement, Extension and others. Efforts include implementing accessibility tools, faculty training and compliance resources.

Trustee Manning asked how compliance priorities are determined annually and who makes those decisions. Freccia explained that compliance priorities are set through annual risk assessments led by her office, using input from compliance partners, the Compliance Executive

Committee and the president, based on factors like anticipated legal changes, operational impact, staffing gaps, and emerging risks.

c. Needs Assessment for At-Large Position Vacancies

Board Secretary Jackie Bangs presented a needs assessment for an upcoming at-large trustee vacancy in 2026 and succession planning for future years. Chair Hernández reminded the committee that he would be stepping down at the end of the current academic year.

Bangs noted that the needs assessment process is considered a governance best practice and emphasized the importance of aligning trustee recruitment with *Prosperity Widely Shared*, current challenges and support for presidential leadership. She clarified that the assessment is for the 11 at-large positions on the board, since the affiliated positions follow separate appointment processes.

Bangs stressed the importance of identifying ideal characteristics for new trustees that consider diversity of perspectives, geographic representation and professional expertise, emphasizing that knowledge of OSU remains a key condition for service. She added that the board welcomes public input on desired characteristics for future trustees, with none received to date.

Trustee Luther suggested a governance work group to assess succession planning and bring recommendations to the committee, citing success of similar models on other boards. . Secretary Bangs suggested exploring best practices from other boards as well.

Trustee Phillips cautioned against excessive insularity and recommended balancing OSU knowledge with fresh external viewpoints.

Chair Hernández reminded committee members that final appointments are made by the Governor.

5. Adjournment

With no further discussion or business before the committee, Chair Hernández adjourned the meeting at 11:25 a.m.

Respectfully submitted,



Stacy Jeffries
Executive Assistant, Office of the Board of Trustees