



MINUTES

Trustees Present: Patty Bedient, Rani Borkar (*chair*), 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 (*vice chair*), and Inara Scott

University Staff Present: Shanon Anderson, Jackie Bangs, Mike Bamberger, Scott Barnes, Gigi Bruce, Bruce Daley, Susan Freccia, Becca Gose, Jen Humphreys, Paul Odenthal, Patti Snopkowski, Lauren Skousen, and Scott Vignos

Guests: David Bellshaw (*Isaacson, Miller*), Julie Filizetti (*Isaacson, Miller*), Angela Finocchiaro (*Isaacson, Miller*), Katheryne Martinez (*Isaacson, Miller*), Katie Pusecker Kilcawley (*Isaacson, Miller*), and Phuong Ta (*Isaacson, Miller*)

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

Board Chair Rani Borkar called the meeting to order at 8:02 a.m. asked the interim board secretary to call the roll and noted a quorum. Borkar then made a land acknowledgement statement.

2. Consent Agenda

A motion was made and seconded to approve the consent agenda and the motion carried.

3. Action Items

a. Presidential Search Timeline and Process

Chair Borkar welcomed Trustee Julie Manning, chair of the presidential search committee. Manning showed the Presidential Search website, which includes bios of the search advisory committee, commenting that the committee is larger than the last presidential search advisory committee and represents the values of OSU. She also shared that a separate committee, chaired by Trustee Preston Pulliams, selected the search firm, Isaacson, Miller (IM).

Manning also provided a visual slide of the intended search process and noted that it is slightly different than the last search process. The search will include some level of anonymity in initial stages but will be an open search once finalists are announced for an on-site visit. Manning then showed a working (goal) timeline which includes statewide listening sessions and opportunities for feedback in multiple ways, with a selection planned for late May and the new president to begin service in early to mid-July.

Borkar asked whether the trustees have any questions or thoughts. Trustee Patty Bedient asked about feedback from the listening sessions and whether it would go back to the search committee or the board. Manning clarified that the feedback will come back to the Board.

Manning then invited David Bellshaw and Julie Filizetti from Isaacson, Miller to introduce themselves. Filizetti introduced the IM team that will work on the search. Filizetti also shared that IM's process will include research and outreach to potential candidates and to those who may give recommendations to provide a deep and diverse pool of candidates. In response to a question about listening sessions, Manning clarified that they would begin shortly after the search committee meets in early January. Trustee Darry Callahan asked IM consultants Filizetti and Bellshaw if they would both be working with the search committee and the Board throughout the process. Filizetti and Bellshaw both affirmed absolutely. Pulliams asked about the vetting process for candidates. Bellshaw discussed strategies related to reference checks and utilizing a private investigator. Trustee Maria Chávez-Haroldson asked about how a candidate's equity, diversity, and inclusion practices are considered. Filizetti shared that throughout the process IM will be asking candidates to explain their philosophy and discuss their achievements in advancing these issues. Filizetti said they also ask references for evidence of success in furthering equity, diversity and inclusion. Bellshaw suggested candidates be asked to provide a diversity statement.

With no further discussion, a motion was made and seconded to approve the presidential search timeline and process, and the motion carried.

b. Board Officer Election

Borkar asked Callahan to lead the discussion to avoid any conflict of interest and asked interim Board Secretary Jackie Bangs to provide context for the election. Bangs reported that Chair Borkar accepted a second term to provide continuity of leadership during the 2019 presidential transition. She said that now, with another presidential search underway, the current Board Officers would be ending their terms at the same time the next university president is expected to be arriving. Given this timing, Chair Borkar proposed a special election of the Chair and Vice Chair for a term that would better support the start of the next presidency. There was overall support from trustees of a special election. Bangs noted that using the Board Officers Policy as guidance, former Board Secretary Colbert sought nominations for chair and vice chair; several nominations were received for Kirk Schueler as Board Chair and Patty Bedient as Vice Chair.

Callahan expressed appreciation for Borkar's leadership and acknowledged her service as chair during an especially challenging time. He thanked Schueler and Bedient for their willingness to serve as chair and vice chair. Callahan asked if there were any questions, and as there were none Callahan moved that the Board elect Kirk Schueler as Board Chair and Patty Bedient as Vice Chair, to complete the remainder of the current Chair and Vice Chair's terms effective December 11, 2021 through June 30, 2022 and then begin a new term starting July 1, 2022 lasting through June 30, 2023 as listed in the revised meeting

materials under item 3.b. Borkar asked whether there was public comment and there was none. The motion was seconded and carried. Borkar then thanked Schueler for his partnership and the entire Board for all of their support.

c. Office of Audit, Risk and Compliance Progress Report

Borkar welcomed Patti Snopkowski chief audit, risk and compliance executive, and asked her to provide the Office of Audit, Risk, and Compliance progress report. Snopkowski indicated that she would comment on the high-profile activity that happened in three different areas: fiscal operations, research and audit of the auditors.

Snopkowski said that with fiscal reviews, the goal was to ensure processes demonstrate fiscal responsibility. She said that payroll change controls and vendor change management audits were reviewed and concerns related to access and verification of the controls were fixed. Snopkowski shared external auditors were able to see that they had been addressed. Snopkowski noted a correction to the docket, sharing that the treasury audit was a low priority instead of a high priority. Snopkowski shared that OSU changed banking relationships which led to improving efficiency and effectiveness.

Snopkowski noted that the research conflict of interest follow up was also a high priority and that the report outlines the management actions being taken to address the recommendations.

Snopkowski then asked whether there were questions. Schueler commented that these changes are a great example of the role that OARC serves. Bedient asked about the scheduled engagements that did not occur and whether they will happen in future. Snopkowski said that reason was that other competing priorities were put ahead of these audits. Snopkowski noted that the peer review did recommend there be a full analysis of audit plans and discussion of areas not being routinely audited and the analysis will be done. Snopkowski noted. Snopkowski the quality assurance review recommendations will be discussed with the executive and audit committee members and that OSU has received confirmation that the office complies with auditing standards.

Schueler appreciated the self-assessment materials. He asked when the last time a self-assessment was done and what had changed. Snopkowski said the last assessment was five years ago and that OARC had been in place for only about one year, so the function was not fully mature. Snopkowski said that since then, the relationships, operations and governance have been built and matured. Snopkowski noted that since the establishment of the office staff are spending more time on the hotline, consulting, and coordinating an increased number of routine external audits from funding agencies, which is a good sign of a maturing organization. Callahan pointed out that OARC is effective at using external resources as needed. Callahan asked if routine audit coverage existed in the university system. Snopkowski answered that the bandwidth was not there to work beyond highest levels, which is why she is an advocate of the current governance structure, which allows for auditors to go to deeper levels. Schueler commented that audit was an area that was improved under the university board governance structure.

Without further discussion, a motion was moved and seconded to approve the December 2021 OARC progress report and changes to the 2021 internal audit work plans, and the motion carried.

d. 2022 Executive & Audit Committee Work Plan and 2021 Board Assessment Results

Borkar shared that the Executive & Audit Committee was scheduled to consider this work plan in October but due to time constraints, the discussion was moved to this meeting. Borkar asked if there were any questions or discussions. A motion was made and seconded to approve the Executive & Audit Committee's work plan for 2022. The motion carried.

e. Appointment of Board Secretary

Borkar shared that the search process for the next Board Secretary had not yet concluded so this item would be forwarded to a future board meeting.

f. Capital Project Stage Gate II: Reser Stadium Videoboard

Borkar began by noting that this project did not go through the Stage Gate I review and approval process at the Finance and Administration Committee because the budget was below \$5M. She shared that now, the total budget had increased to \$5.9M, exceeding the threshold for board approval. She thanked Trustee Patty Bedient, as the chair of FAC, for allowing it to come to the full board instead of first being considered at the committee level. She noted that this allows for the work of the project to be expedited and provides an opportunity for discussion. Borkar noted that trustees will hear a separate update about the Reser West Side Grandstands project at the January board meetings. Borkar then asked Scott Barnes, vice president and director of intercollegiate athletics, and Bruce Daley, associate vice president for university facilities, infrastructure and operations, to present this item.

Barnes explained that the current videoboard is unreliable and is the oldest of the Power 5 group. The videoboard will go up in 2022 so this will be a standalone project from a timing and funding perspective from the West Side project. Daley added that the installation and oversight will be done by OSU, saving funds by not utilizing the contractor. Further, with supply chain issues and escalating costs, the sooner the project can get going, the better. Barnes said the source of the payments will be 3rd party rights dollars that were held for this purpose. Trustee Lamar Hurd asked about how the size of the videoboard was determined. Barnes said being the second smallest stadium in the PAC-12, scale was considered. The new videoboard will be 100% video, giving more capacity. Chávez-Haroldson asked about how contractors are selected and whether contractors of color are sought. Daley shared that engaging contractors of color is a priority and is focused on from the beginning in terms of how the project is advertised and throughout the project as contractors bring in sub-contractors.

Without further discussion, a motion was raised to approve the Capital Project Stage Gate II: Reser Stadium Videoboard. The motion was seconded and carried.

4. Education/Discussion Items

a. All Hazards Planning, including risk management report

Borkar welcomed Paul Odenthal, senior vice president for administration and Mike Bamberger, manager of emergency preparedness. Bamberger discussed 2020 and support of the COVID-19 response. He said that it included support of Dan Larson, Coronavirus Response Coordinator, and the organization of personal protective equipment (PPE) to provide to state and local medical communities. As well, Bamberger said Reser Stadium was utilized as a vaccination clinic site to provide over 75K vaccines to community members, putting Benton County in the lead early on. Going forward, Bamberger said continued COVID testing and small-scale vaccine clinics will pop up on campus.

Bamberger said OSU provided significant stand-by support for Oregon community members impacted by the 2020 fires. He said OSU's response included installation of air quality detectors that will allow early response to manage similar conditions in the future. He said the incident management team remained ready to mobilize as needed during the largely remote working conditions. Bamberger shared that now that OSU has a police department, OSU is more integrated with city responders. He said they are looking to increase the number of people who are signed up to receive OSU Alert texts when emergencies happen. Bamberger reported that OSU is conducting quarterly preparedness exercises at OSU-Cascades and the Hatfield Marine Science Center and is working with Athletics to practice preparedness in light of Reser Stadium having a different configuration as construction ensues.

Callahan asked about Portland Center and Extension offices' preparation. Bamberger shared that points of contact at each of those entities have been identified and each have an emergency plan and have received training.

b. Public Safety Update

Borkar welcomed Shannon Anderson, chief of public safety, Scott Vignos, interim vice president and chief diversity officer and Paul Odenthal senior vice president for administration. Odenthal began by noting that Oregon State is approaching one year of standing up OSU's police force and that fall term was a first in having students on-site and hosting football. Anderson then provided a staffing update. She said background checks are taking quite a bit of time. She shared that having OSU's own dispatch center has been an advantage. Anderson said that policy development continues, and OSU is working with a company, Lexipol, to create policy based on best practices in the field. Anderson said policies in place thus far can be found online and public comment on them is welcome. Anderson said Public Safety anticipates a winter 2022 launch of the Committee for Transparent and Accountable Policing and Public Safety (CTAPPS). She said they have been monitoring calls into dispatch to consider what calls can be handled in the future solely by OSU Assist, what calls will require a joint response, and what calls will require only police/public safety response. Anderson reported on the department's engagement with local community charitable giving opportunities. Anderson provided data on the Department of Public Safety response and activities including calls for service, incidents, arrests, traffic warnings and citations, and motor vehicle collisions. She noted that all areas increased from previous year and said that this is not unexpected given the increase in on-site presence.

Vignos shared that he has been working closely with Anderson and Odenthal on CTAAPS creation. He said this will be a place for community members to be involved and play an active role in shaping the culture of the organization. He further shared how meaningful the partnerships have been and how responsive OSU PD has been. He also noted that the Office of Institutional Diversity has been providing training to DPS. He expressed hope and optimism for the ability to build trust in DPS within the community.

Callahan asked about calls that may not require response by a sworn officer but instead a mental health professional. Odenthal explained that OSU Assist is in the hiring process and OSU PD dispatch will serve as a triage to determine what each call needs. Schuler asked about the diversity of officers hired so far. Anderson said that of the sworn officers 50% are female and they have hired a new officer who is a diverse candidate, and that DPS is committed to diversity, including gender diversity. She shared that she will have a more detailed report to offer at the next Board meeting.

Trustee Román Hernández asked about active shooter training. Both Odenthal and Anderson affirmed that trainings continue not only for active shooter response but also preventative measures to identify threats.

c. Annual Compliance & Ethics Program Report, including trends and emerging issues

Borkar welcomed back Patti Snopkowski, chief audit, risk and compliance executive and introduced Susan Freccia, director of compliance. Borkar turned the topic over to Snopkowski who shared that Freccia provides central coordination to decentralized compliance efforts and that Freccia would be providing the report.

Freccia spoke to the topic areas that are governed by local, state and federal laws including financial, research, health and safety, civil rights, employment and information security. Freccia discussed the elements of an effective compliance and ethics program, spoke about leadership in the compliance realm and the oversight resources OSU has in place. Freccia then spoke about risk assessment and the importance of understanding which compliance areas are highest risk for OSU. OSU's system is decentralized, which is very common in higher education. Freccia said that OARC provides centralized support with the understanding that those who are responsible for these areas are conducting regular risk assessment. Freccia then shared trends and emerging issues, which included COVID-19, research and enterprise risk management. For 2022 Freccia expects these same trends will remain. She said that for the January report, the full picture of the 2022 priority areas will be shared.

d. Office of General Counsel Annual Report FY2021

Borkar introduced Becca Gose, general counsel for OSU. Gose began by sharing an overview of the office and its role as OSU's lawyers, advising regarding every aspect of OSU's operations. Gose shared that the issues on which her office advised in 2021 were just as complex as those presented in 2020. Gose noted that OSU leadership brings in OGC as strategic partners. She said that OGC is brought in early so that units can be proactive.

Gose noted that OSU has had an historically low level of litigation and that was expected to change. She clarified that "litigation" means lawsuits, cases filed in

state or federal court. Gose said that OSU did have a jump in litigation this year but is still below the litigation rate experienced by most national peers. Gose said the new cases are attributable to areas that OSU has not had litigation in previously. Gose shared that “claims” are formal claims that have been filed with and are being investigated by outside administrative entities (prior to court litigation). Gose said that OSU’s numbers had historically been low in this area also but had started going up in the last 5 years, except for last year. Gose said that this past year, there was a drop and Gose believes it had to do with the largely remote operations of the university with fewer people interacting.

Gose shared that outside counsel is used when there are matters with specific expertise needed, for litigation when there is a need for an independent review or when there are bandwidth issues. Gose discussed the ways that outside counsel was used. Gose then shared major focus areas for the past year, which included nine bucket areas, which she anticipates being the same for 2022, with the addition of Athletics.

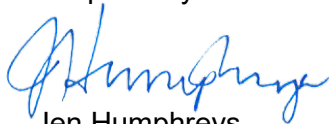
Borkar opened the topic for questions from the trustees. Manning asked what OSU’s legal responsibilities are related to student mental health. Gose said that many different legal issues come into play with mental health, but the primary area is related to the American Disabilities Act. As well, she said that courts are increasingly looking to institutions to prevent harm when students or their families bring negligence or breach of contract claims as a result of a harm to their student or others as a result of mental health issues. Seeing no other questions, this topic was closed.

5. Adjournment

Before the meeting was adjourned, Schueler asked to take time to acknowledge Borkar and thank her for her support and leadership as chair. Bedient agreed with Schueler’s statements and expressed appreciation to the trustees for entrusting her to take on the position of vice chair. She also expressed appreciation to interim board secretary Jackie Bangs for all that she has done in this capacity and her excellent work and leadership. Borkar concurred with Bedient’s sentiments about Bangs. Borkar also expressed thanks to each of the trustees for their support and partnership.

Chair Borkar then adjourned the meeting at 11:03 a.m.

Respectfully submitted,



Jen Humphreys
Assistant Board Secretary