



The Board of Trustees of Oregon State University

Special Meeting of the Executive, Audit and Governance Committee

June 21, 2024

2:30 – 3:30 p.m.

Virtual Meeting held by Zoom

MINUTES

Committee members present: Julia Brim-Edwards, Román Hernández (*vice chair*), Julie Manning, Elise McClure, Jayathi Murthy (*ex-officio*), Kirk Schueler (*chair*)

Other trustees present: Kasaundra (Kassy) Bonanno, Karla Chambers, Maria Chávez-Haroldson, Susan Clark, Grant Kitamura, Greg Macpherson

University staff present: Jackie Bangs, Becca Gose, Mike Green, Jen Humphreys, Stacy Jeffries

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

Chair Kirk Schueler called the meeting to order. 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 May 16, 2024 Executive, Audit and Governance Committee Meeting

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

3. Action items

a. Recommendation of Potential Candidates for Anticipated At-Large Vacancies

Chair Schueler introduced the sole action item for the meeting: consideration of the president's recommended candidates for vacant at-large positions on the board. He noted the recommended slate of candidates would be forwarded to Gov. Kotek for consideration.

Board Secretary Jackie Bangs provided committee members with an overview of the board policy that informs the appointment process. Bangs noted that the process includes a needs assessment, an invitation for members of the public to submit recommendations and the anticipated timeline for Senate confirmation hearings.

President Jayathi Murthy presented her recommended slate of candidates for the two anticipated at-large vacancies on the board: Lisa Hale, CEO of Grace Bio Labs in Bend; Toby Luther, CEO of Lone Rock Resources in Roseburg; and Shane Wall, retired chief technology officer at Hewlett-Packard. The president provided information about each candidate's background, experience and connection to OSU.

Murthy emphasized that the candidates were selected based on a needs assessment conducted in the fall with a focus on skills and competencies identified as necessary for the board's balance, including

experience in technology and innovation, financial oversight, real estate and development of capital projects.

Chair Schueler opened the floor for questions and discussion. Trustee Brim-Edwards asked if Gov. Kotek had selected from the president's recommended list of candidates in the past. President Murthy and Secretary Bangs confirmed the governor has selected from the provided list in the past, adding that the Executive Appointments Office has paid attention to each university's composition and tried to accommodate its specific needs.

Trustee Chambers shared her personal knowledge of candidate Toby Luther, highlighting his financial and commercial real estate background and strong connections to OSU, which she believes are valuable to the board.

Vice Chair Hernández asked about the candidates' ability to participate in person at board meetings, especially considering one candidate is from out of state. President Murthy confirmed that all candidates are willing to be present at meetings.

Trustee Chávez-Haroldson expressed a positive view of the candidates and the expertise and critical knowledge they would bring from their professional and personal worlds. She commented on the importance of equitable contribution from all board members and said she trusted the vetting process and fully supports what the recommended candidates could add to the board.

Trustee Brim-Edwards also asked about any additional vetting before candidates are sent to Gov. Kotek for consideration. President Murthy responded that informal vetting had been done and that the candidates are individuals who are well-known to the university.

Chair Schueler asked if members of the public had given any feedback on what characteristics the board should look for in potential at-large trustees. Secretary Bangs said there had not been any written comments or public testimony and noted the value of providing additional opportunities for the community at large to weigh in moving forward.

There being no additional questions or discussion and no written comments or requests for testimony from members of the public, the chair sought a motion to approve moving the president's recommended slate of at-large candidates forward for Gov. Kotek's consideration. A motion was made by Vice Chair Hernández, seconded by Trustee Brim-Edwards, and approved by all committee members in attendance. The motion carried.

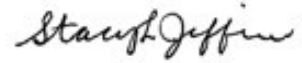
In his closing comments, outgoing Chair Kirk Schueler said it had been an honor and a pleasure to serve with fellow trustees and expressed confidence in the new leadership of incoming Chair Román Hernández and Vice Chair Maria Chávez-Haroldson.

Trustee Brim-Edwards expressed her appreciation for Schueler's contributions as board chair, particularly his role in the development of the OSU-Cascades campus.

4. Adjournment

In his last official act as board chair, Schueler adjourned the meeting.

Respectfully submitted,

A handwritten signature in cursive script that reads "Stacy Jeffries".

Stacy Jeffries

Executive Assistant, Office of the Board of Trustees