



**Special Meeting of the Board of Trustees**

March 7, 2023

1:00 – 2:30 p.m.

Virtual Meeting Held by Zoom Webinar

**MINUTES**

**Trustees Present:** Kirk Schueler (*chair*), Patty Bedient (*vice chair*), Rani Borkar, Julia Brim-Edwards, Darry Callahan, Maria Chávez-Haroldson, Susan Clark, Román Hernández, Julie Manning, Jayathi Murthy (*ex officio*), Preston Pulliams, Jax Richards, Inara Scott

**Trustees Absent:** Michele Longo Eder, Lamar Hurd

**University Staff Present:** Jackie Bangs, Steve Clark, Katie Fast, Alix Gitelman, Becca Gose, Mike Green, Jen Humphreys, Stacy Jeffries, Terry Meehan, Paul Odenthal, Julee Otter, Melanie Rose, Patti Snopkowski, Irem Tumer, Scott Vignos

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

Board Chair Kirk Schueler called the meeting to order at 1:01 p.m. Board Secretary Jackie Bangs called the roll and verified a quorum. Chair Schueler read the university's land acknowledgement statement.

**2. Consent Agenda**

**a. Minutes of the January 20, 2023 Meeting of the Board of Trustees**

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

**3. Action Items**

**a. Consideration of the Vice Chair Position**

Chair Schueler provided context for this action item, which was necessitated by a tie vote for the vice chair position at the January board meeting.

In response to the tie vote, Chair Schueler, Vice Chair Bedient and Secretary Bangs consulted with General Counsel Becca Gose regarding a shared approach to the vice chair role suggested by Trustee Brim-Edwards at the January meeting.

Schueler noted that the proposed solution requires a temporary amendment to the board's bylaws to permit two six-month terms and allow each nominee – Román Hernández and Julie Manning – to serve in the vice chair position.

There was no public comment on the proposed approach to the vice chair position.

Trustee Manning expressed appreciation to Trustee Brim-Edwards for her suggestion and to Trustee Hernández for his support. Trustee Chávez-Haroldson also voiced her support for the proposed plan.

Chair Schueler sought a motion to approve a temporary amendment to the bylaws to allow for two six-month terms for the vice chair position. Trustee Pulliams made a motion, which was seconded and approved by all board members in attendance.

Chair Schueler sought a motion to elect Trustee Manning to the first term as vice-chair and Trustee Hernández to the second term. Trustee Callahan made a motion, which was seconded and approved by all board members in attendance.

Secretary Bangs said she reached out to colleagues at other public universities regarding a possible long-term solution in the event of future tie votes. She reported that none of them had provisions in their bylaws for breaking a tie. She recommended the board reconsider the topic in light of the Board Officers Policy at a future meeting of the Executive, Audit and Governance Committee.

**b. Recommendation of Potential Candidates for Anticipated At-Large Vacancies**

Board Secretary Jackie Bangs gave an overview of the appointment process. She noted that the Executive, Audit and Governance Committee had reviewed the board's current composition and skills and conducted a needs assessment at its October 2022 meeting, taking stock of experience that would be lost with the five anticipated vacancies.

Bangs noted that the president had discussed potential candidates with board officers based on the needs assessment conducted in October, and that the board would continue its practice of submitting more than one candidate for each position vacancy.

Bangs reminded trustees that the governor has ultimate authority over appointments, with those appointments subject to senate confirmation. She noted that the senate hearing for this round of appointments is scheduled for May 9.

OSU President Jayathi Murthy gave an overview of proposed candidates for the five anticipated at-large board vacancies. She said the candidate pool covers the broad range of needs trustees identified in terms of diversity, skills and attributes and that all proposed candidates would serve the university well as trustees.

There was no public comment on the president's proposed slate of candidates.

Trustees asked if the board was aligned on the skills that are critical to moving forward, and if the candidates had confirmed they were available and interested in serving.

Chair Schueler sought a motion to move the president's recommended slate of at-large candidates forward to Gov. Kotek for consideration. Trustee Pulliams made a motion, which was seconded by Trustee Borkar and approved by all trustees in attendance.

**4. Adjournment**

With no other discussion or business, Chair Schueler adjourned the meeting at 1:32 p.m.

Respectfully Submitted,



Stacy Jeffries  
Executive Assistant, Office of the Board of Trustees