



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

January 12, 2018

TO: Southern Oregon University Board of Trustees
FROM: Sabrina Prud'homme, University Board Secretary
RE: Notice of Regular Meeting of the Board of Trustees

The Southern Oregon University Board of Trustees will hold a regular meeting on the date and at the location set forth below.

Topics of the meeting will include reports from the president, board committees, student government and faculty senate. The board will review and accept the fiscal year 2017 audited financial statements, review the Southern Oregon University Educator Equity Plan, approve amendments to the internal audit charter, adopt The Guardians Initiative and adopt a board handbook. There will be a presentation on college affordability; updates on the HECC and government relations; a presentation on exploring democracy and responsible global citizenship, reacting to the past to teach history; and a summary of the annual board evaluation. The meeting will also include an update on construction projects and a tour of the Student Recreation Center and Lithia Motors Pavilion.

The meeting will occur as follows:

Friday, January 19, 2018

12:00 p.m. to 5:00 p.m. (or until business is concluded)

(Lunch to be provided for the board and selected staff members.)

Hannon Library, DeBoer Board Room, 3rd Floor, Room #303

Visit sou.edu/video to stream the meeting proceedings.

The Hannon Library is located at 1290 Ashland Street, on the Ashland campus of Southern Oregon University. **To arrange special accommodations or to sign-up in advance for public comment, please contact Kathy Park at (541) 552-8055 at least 72 hours in advance.**

Preceding this meeting, on January 18, 2018, at 6:00 p.m., the board will meet for a social gathering with members of the SOU Faculty Senate at 610 Elkader Street, Ashland, OR.



Board of Trustees
January 19, 2018

Call to Order / Roll / Declaration of a Quorum



Board of Trustees Meeting

Friday, January 19, 2018

12:00 – 5:00 p.m. (or until business concludes)

DeBoer Room, Hannon Library

AGENDA

Persons wishing to participate during the public comment period shall sign up at the meeting.

Please note: times are approximate and items may be taken out of order.

- | | | | |
|---------|----------|---|--|
| | 1 | Call to Order/Roll/Declaration of a Quorum | Chair Bill Thorndike |
| | 1.1 | Welcome and Opening Remarks | |
| | 1.2 | Roll and Declaration of a Quorum | Sabrina Prud'homme, SOU,
Board Secretary |
| | 1.3 | Agenda Review | Chair Thorndike |
| | 2 | Public Comment | |
| | 3 | Reports | |
| 20 min | 3.1 | President's Report | President Linda Schott |
| | 3.1.1 | Staffing Update | |
| | 3.1.2 | Online MBA Program | |
| | 3.1.3 | Development Update | |
| | 3.1.4 | General Information | |
| 15 min. | 3.2 | Committee Reports | Chair Thorndike; Trustee
Nicholson; Trustee Sayre |
| 5 min. | 3.3 | Student Government Report | Daryl Maplethorpe, ASSOU,
President |
| 5 min. | 3.4 | Faculty Senate Report | Dr. Deborah Rosenberg, SOU,
Faculty Senate, Chair |

Board of Trustees Meeting

Friday, January 19, 2018
12:00 – 5:00 p.m. (or until business concludes)
DeBoer Room, Hannon Library

AGENDA (Continued)

- | | | | |
|---------|----------|--|---|
| 5 min. | 4 | Consent Agenda | Chair Thorndike |
| | 4.1 | September 29, 2017 Retreat Minutes | |
| | 4.2 | October 20, 2017 Meeting Minutes | |
| | 4.2 | November 16, 2017 Special Meeting Minutes | |
| | 5 | Action Items | |
| 30 min. | 5.1 | Review and Acceptance of Fiscal Year 2017 Audited Financial Statements | Jean Bushong, CliftonLarson-Allen, Principal, Assurance Services |
| 10 min. | 5.2 | Review of Southern Oregon University Educator Equity Plan | Trustee Sayre; Dr. John King, SOU, Division Director, Education, Health, Leadership |
| 10 min. | 5.3 | Amendments to Internal Audit Charter | Ryan Schnobrich, SOU, Internal Auditor |
| 10 min. | 5.4 | Adoption of Guardians Initiative | Chair Thorndike; President Schott |
| 10 min. | 5.5 | Adoption of Board Handbook | Trustee Steinman |
| | 6 | Information and Discussion Items | |
| 35 min. | 6.1 | College Affordability | Dr. Blaine Steensland, SOU, Acting Vice President for Enrollment and Student Life; Kristen Gast, SOU, Director of Financial Aid |
| 10 min. | 6.2 | Higher Education Coordinating Commission (HECC) Update | President Schott |

Board of Trustees Meeting

Friday, January 19, 2018
12:00 – 5:00 p.m. (or until business concludes)
DeBoer Room, Hannon Library

AGENDA (Continued)

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|---------|----------|---|---|
| 20 min. | 6.3 | Government Relations Update | President Schott; Jeanne Stallman, SOU, Interim Director of Government Relations |
| 75 min. | 6.4 | Construction Project Update and Tour of Student Recreation Center and Lithia Motors Pavilion | Greg Perkinson; Drew Gilliland, SOU, Director of Facilities Management and Planning; Hugues Lecomte, SOU, Director of Campus Recreation and Student Recreation Center |
| 25 min. | 6.5 | Exploring Democracy and Responsible Global Citizenship: Reacting to the Past to Teach History | Dr. Ken Mulliken, SOU, Executive Director of the Honors College; Dr. Prakash Chenjeri, SOU, Professor and Chair of the Philosophy Program |
| 10 min. | 6.6 | Summary of Annual Board Evaluation | Sabrina Prud'homme |
| 5 min. | 6.7 | Future Meetings | Chair Thorndike |
| | 7 | Adjournment | Chair Thorndike |

Public Comment

President's Report

SOU Fund Match



RAISED TO DATE

\$72,863

GOAL

\$100,000

RAIDER



EUGENE | March 7, 2018

BEND | March 8, 2018

PORTLAND | April 17, 2018

MEDFORD | May 2, 2018

REDDING | May 9, 2018

HONOLULU | May 23, 2018



Committee Reports

- **Executive and Audit**
- **Finance and Administration**
- **Academic and Student Affairs**

Student Government Report

Faculty Senate Report

Consent Agenda



Board of Trustees Retreat

Friday, September 29, 2017
8:00 a.m. – 4:00 p.m. (or until business concludes)
Stevenson Union

MINUTES

Call to Order and Preliminary Business

Chair Thorndike called the meeting to order at 8:00 a.m. and welcomed everyone to the retreat.

The following trustees were present: Bill Thorndike, Lyn Hennion, Les AuCoin, Sheila Clough, Paul Nicholson, Daniel Santos, Teresa Sayre, Dennis Slattery, Joanna Steinman and Steve Vincent. The following trustees were absent: April Sevcik and Shea Washington. Trustee Linda Schott (ex officio) also attended the meeting.

Other meeting guests included: Kevin Reilly, Association of Governing Boards of Universities and Colleges; Steve Brown, The Bald Futurist; Shanztyn Nihipali, SOU student; and Sabrina Prud'homme, Board Secretary. Dr. Susan Walsh, Provost and Vice President for Academic and Student Affairs; Jason Catz, General Counsel; Janet Fratella, Vice President for Development; Marjorie Trueblood-Gamble, Director of Diversity and Inclusion; Mark Denney, Associate Vice President for Budget and Planning; Jeanne Stallman, Interim Director of Government Relations; and Kathy Park, Executive Assistant, attended portions of the retreat.

Public Comment

There was no public comment.

Retreat Overview

The purpose of the retreat was to provide the opportunity for the board to think about the health and future of the university, as well as the function of the board both on and off campus. Retreat sessions focused on four major areas:

1. Considering the board's role beyond the boardroom.
2. Reviewing updates on important board-university operations.
3. Reflecting on strategic directions and preparing for next steps.
4. Acquainting or reacquainting trustees with tools to make trustees' work even easier.

During this time, the board attended various sessions of the retreat in SOU's Stevenson Union. Due to the non-linear nature of the trustees' discussions, the attached report serves as a record of the items discussed at the retreat.

The Board's Role Beyond the Board Room

Facilitator, Dr. Kevin Reilly with the Association of University Governing Boards (AGB) introduced the board to The Guardian's Initiative (TGI), which is an AGB initiative to engage trustees of the nation's colleges and universities as advocates for the enduring societal value of higher education.

Nationally, higher education is quite a different enterprise from what it was when most university trustees and presidents went to college. A major indicator of that difference is the vastly changing nature of the student body itself: in terms of age, racial diversity, full time work status and first generation college students, and numbers of students nationwide. Additionally, America has been falling behind in terms of the percentage of its population with such postsecondary credentials, falling from first in the world to eleventh.

This is a trend we cannot abide, explained Dr. Reilly, if the United States is to remain economically prosperous and secure in the decades ahead in a globally competitive knowledge economy. Just at the time that we need a broader, deeper cut of diverse college graduates for jobs that increasingly require some college education, there seems to be a disconnect with the public about the value of higher education. Some 50,000 trustees across some 4,100 degree-granting institutions can respond to these circumstances as advocates helping students and the public to understand the personal and societal value of a college education. The Guardian's Initiative addresses areas of research and engagements to help boards do this work.

The board discussed its alignment with the Initiative and its willingness to engage in activities to promote higher education.

Action Steps

- Dr. Reilly will provide trustees with a summary of the statistics he mentioned.
- Participation in TGI may be an ongoing discussion this year. President Schott and trustees will continue to explore ways in which SOU trustees might support the initiative in increase public trust and confidence in public higher education.

Reviewing Updates on Important Board-University Operations

Trustees discussed the upcoming retirement of SOU's vice president for finance and administration. President Schott said that she is looking at resumes of the four finalists, one of which is internal. She will host the candidates for dinner at her home and Executive and Audit Committee members have been invited to join for those dinners. Board Secretary, Sabrina Prud'homme, who is a member of the search committee, added that trustees will have many opportunities to meet and interface with candidates: 1) the Finance and Administration Committee Chair, will meet with each of the four candidates over breakfasts; 2) trustees are invited to each of the open forums; 3) candidates and trustees will have dinners at the president's resident; and 4) April Sevcik is the board's representative on the search committee.

Ms. Prud'homme also offered an overview of the committee composition, the position description, characteristics of the applicant pool, and the timeline.

Trustee Nicholson said that in his work with Craig Morris, he always thinks about what the board's needs will be and brings that perspective to the conversation. It has been a terrific relationship with Mr. Morris, who has worked hard to restore faith in the financial side of SOU. He hopes the incoming person will be open to working with Mr. Morris who possesses a wealth of institutional knowledge.

Trustees also discussed upcoming 2018 board vacancies. Chair Thorndike introduced the item and said the board has to be ahead of the game to get people to apply or reapply for those seats. Additionally, it is important that the shared governance groups define their processes, get candidates vetted, and have them go through the [application] process as well. Ms. Prud'homme discussed the application timeline noting Thanksgiving as the advised deadline.

Reflecting on Strategic Directions and Preparing for Next Steps

At length, President Schott recapped the strategic planning timeline, process, and progress to date. Presenting new information, she reviewed an early draft of the proposed strategic directions with trustees, and solicited trustees' feedback. Trustees expressed the following questions, concerns and commendations for consideration.

- Is it bold enough and are we emphasizing change sufficiently?
- The university must always think about brand and differentiation. Since every university will offer something a little different, SOU must think about tomorrow's learners and what will get them to want to come here.
- Traditional aged students will continue to come to SOU but we need to know more about what adults need.
- As with any economy, SOU must not lose sight of the consumer's perspective for price and thus, accessibility. At the end of the day, consumers believe it is a problem, and that concept may need to be weaved in more. If those working on the plan lose sight of it, SOU may lose its "customers." SOU will have to educate people and be part of the solution to fix that piece.
- The proposed directions are bold, but it is what we do with it next that really matters. That is where the necessary boldness will manifest itself.

President Schott discussed next steps in the process and informed the board that she will present the full plan for their approval in November.

Acquainting or Reacquainting Trustees with Tools to Make Trustees' Work Even Easier

Due to the extended presentation and discussion regarding SOU's proposed strategic directions, trustees did not discuss this item.

Adjourn

There being no further business, Chair Thorndike adjourned the retreat at approximately 4:05 p.m.



Board of Trustees Meeting

Friday, October 20, 2017
12:00 – 5:00 p.m. (or until business concludes)
DeBoer Room, Hannon Library

MINUTES

Call to Order/Roll/Declaration of a Quorum

Chair Thorndike called the meeting to order at 12:04 p.m. and welcomed guests and presenters to the board's first regular meeting of the academic year. He stated that some of the agenda items would be taken out of order.

The following trustees were present: Bill Thorndike, Lyn Hennion, Sheila Clough, Daniel Santos, Teresa Sayre, April Sevcik, Dennis Slattery, Joanna Steinman and Steve Vincent. Trustee Les AuCoin was absent due to illness. Trustees Paul Nicholson and Shea Washington were also absent. Linda Schott (ex officio) also was present.

Other meeting guests included: Jason Catz, General Counsel; Craig Morris, Vice President for Finance and Administration; Dr. Susan Walsh, Provost and Vice President for Academic and Student Affairs; Shanztyn Nhipali, SOU student; Steve Larvick, Director of Business Services; Daryl Maplethorpe, ASSOU; Leo McCaffrey, ASSOU; Devon Backstrom, ASSOU; Lupe Sims, SOU; Darius Kila, SOU student; Fred Creek, Director of Campus Public Safety; Charlie Hall, Head Football Coach; Sam Woods, SOU student-athlete; Bronsen Ader, SOU student-athlete; Keegan Lawrence, SOU student-athlete; Isiah Carter, SOU student-athlete; Deborah Rosenberg, Faculty Senate Chair; Dr. Dan DeNeui, Director of Social Sciences; Brad Christ, Chief Information Officer; Ryan Schnobrich, Internal Auditor; Joe Mosley, Director of Community and Media Relations; Dr. Matt Stillman, University Registrar; John Stevenson, User Support Manager; Don Hill, Classroom and Media Services Manager; Sabrina Prud'homme, Board Secretary; and Kathy Park, Executive Assistant.

Public Comment

Lupe Sims, a graduate of the Masters in Interdisciplinary Studies program and the spearhead for SOU's recognition of Indigenous People's Day, provided comments in support of President Schott. Ms. Sims asked Dr. Schott about recognizing Indigenous People's Day, took various actions, and, one year later, the campus was celebrating Indigenous People's Day. Changes on campus can be seen and she fully supports Dr. Schott and her work.

Darius Kila, an SOU student, Raider Ambassador and Financial Aid staff member also served on the presidential search committee that hired President Schott. He said the president has played a huge part in the increase in enrollment; he appreciates all the time she puts into everything she does; she is motivated and attends many events,

which matters a lot; she is available to and cares about students; and he encouraged continued support of President Schott.

Reports

President's Report

President Schott started her report with strategic planning. The board took a lot of time discussing strategic directions at the retreat in September and, since then, campus and community input has been gathered. A summary of the comments has been given to the Strategic Planning Committee to consider. The seven groups formed for each of the strategic directions have submitted draft goals. President Schott reviewed and commented on their submissions. The vision, mission, values and strategic directions will be ready for the board's approval in its special meeting in November.

The Development Office is planning Raider Rendezvous events in several communities to connect with alumni. The fundraising goal for this year is \$3.2 million. Last year, the Development Office raised about \$5 million but that included extraordinary gifts because of the Student Recreation Center as well as the Lithia Motors and Thalden Pavilions. President Schott is convinced SOU can deliver the potential that exists but needs more staffing to do so; administration is looking at hiring another major gifts officer. During the strategic planning process, fundraising priorities will be identified and the Development Office will hire a consultant to work with the alumni board on fundraising. The Lithia Motors and Thalden Pavilions should be completed this winter.

President Schott said SOU will have a half hour to present SOU's final conditions report and strategic plan to the HECC on December 14. She encouraged trustees to attend to support the university.

Athletic Director, Matt Sayre, Coach Charlie Hall and four SOU football players (Sam Woods, Bronsen Ader, Isiah Carter and Keegan Lawrence) arrived for the athletics update. They discussed the upcoming homecoming game; the coach's emphasis on character, strength and honor; the importance of making community connections; and in response to Vice Chair Hennion's inquiry, reducing the impacts of concussions.

President Schott recently attended the conference for the Association for the Advancement of Sustainability in Higher Education. She reported on trends aligning endowment investments with missions, values and sustainability goals without sacrificing financial returns; a tool for assessing students' sustainability literacy; and SOU students' interest in "real food" (from community-based, fair, ecologically-sound and humane sources).

President Schott mentioned the upcoming presidents' meeting of the American Association of State Colleges and Universities (AASCU). The theme is "Institutional Leaders, Mission Champions: Advocating for Our Vision and Values." As Oregon's representative for AASCU, she will attend and begin thinking about political strategy.

Committee Reports

Executive and Audit Committee - Chair Thorndike said that prior to the retreat in September the committee met regarding the process for evaluating the president. The

committee had an excellent discussion of the president's self-assessment and the goals going forward. He thought the retreat was exceptional and was proud of the interface the board had with the Association of University Governing Boards on The Guardians Initiative. He also encouraged trustees to attend AGB's national conference. Chair Thorndike encourage the trustees who will seek reappointment to submit their applications. That morning, the committee reviewed the president's goals for 2017-18, which the board will do in open session in its meeting. The committee also had an update on the internal audit function and Chair Thorndike said he is proud of the work Ryan Schnobrich has accomplished. The committee received a report from the Governance Work Group on the handbook and information the group thought valuable for onboarding new trustees; Chair Thorndike thanked Judy Shih, Trustee Steinman and Trustee AuCoin for their work and said the work group would sunset. Lastly, the committee plans to continue meeting on the schedule it adopted last year.

Finance and Administration Committee - In Trustee Nicholson's absence, Trustee Slattery provided the report, saying the committee has had two meetings since the last report. On July 19, the committee held a special meeting to consider a special procurement request for an amount not to exceed \$40,000 for a consultant (Jon Lange) who is working on the strategic plan; the committee approved that request. The committee also met on October 19. Craig Morris reported on the committee dashboard and Shane Hunter discussed the primary reserve ratio. Mr. Morris said they will work on getting SOU's emergency boiler replacement approved by the legislature; he reviewed the Student Success and Completion Model (SSCM) and the capital planning funding model. Provost Walsh updated the committee on the Vice President search. Mr. Morris and Steve Larvick presented the year-end report and discussed how SOU accounted for the fraud. Mark Denny discussed the pro forma and fund balance; the budget calendar; and projected action from the board on determining tuition and fees in March instead of April. Lastly, the committee plans to continue meeting on the schedule it adopted last year.

Academic and Student Affairs Committee - Trustee Sayre said the committee met once since the last board meeting. The main agenda item was Marjorie Trueblood-Gamble's presentation on Safe Spaces. The provost provided a report, mentioning the provosts' retreat where they discussed topics such as meta-majors, a completion study, new advising models, student preparation for college-level work, and financial aid. The committee talked about House Bill 2998, which is about universities capturing credits from community colleges. Dr. Matt Stillman reviewed the dashboard and the indicators look great. The committee discussed organizational changes in academic advising that will benefit the university. SOU is in the middle of the search for the interim Vice President for Student Life and Enrollment. The committee received a curriculum update on the Masters program in Outdoor Adventure and Expedition Leadership, which has a strong first year cohort despite a late approval. The online MBA program is on schedule for its April launch. Lastly, the committee plans to continue meeting on the schedule it adopted last year.

Student Leadership Report

Daryl Maplethorpe, ASSOU President, provided the report. She said ASSOU priorities continue to be sexual assault prevention and affordability measures. Over the summer,

ASSOU staff worked on sexual assault prevention and requested that OSA prioritize K-12 sex education reform. ASSOU exceeded its voter registration and issues survey goals. ASSOU seated most of its committees earlier than normal. Changes to the student fee process are still under review but will not take effect until next year. Discussing priorities, Ms. Maplethorpe said sexual assault prevention is still huge and there is talk about getting a prevention coordinator on campus; other priorities include the real food challenge, affordability of textbooks, housing and tuition, and referendum 301 on healthcare. Ms. Maplethorpe invited trustees to the next ASSOU meeting and mentioned her open door policy.

Faculty Senate Report

Deborah Rosenberg, Faculty Senate Chair, said the senate has an interesting mix and there seems to be a different energy this year. They also are seating their committees and are talking about House Bill 2998. The senate received reports from Mark Denney, who invited senators to shadow the Budget Committee and participate in the Tuition Advisory Committee. The Disability Department provided a report on how to accommodate student disabilities. The most lively conversation they have had is what process and criteria they wish to employ to replace Trustee Slattery. Chair Thorndike said the board is looking forward to securing a date for a board-faculty social. Responding to Chair Thorndike's inquiry, Ms. Rosenberg said renovations on the theater building are coming very slowly and are two years off schedule, noting frustrated faculty and angry students.

Consent Agenda

Trustee Sevcik moved to approve the June 16, 2017, meeting minutes, as presented. Trustee Slattery seconded the motion and it passed unanimously.

Action Items

Board Meeting Schedule

Chair Thorndike said that, last year, the board tried to make its work and schedule more efficient and to keep special meetings to a minimum. The committees are also meeting less frequently for different durations of time, in an effort to streamline schedules. Each of the committees felt the schedules worked and would like to continue with these, as presented. If the full board agrees with the proposed schedule, it will adopt the meeting schedule today with the caveat that there is always the possibility of a schedule modification or special meeting in the case of emergent issues.

There being no comments from the trustees, Trustee Steinman moved approval of the board's meeting schedule as proposed. Trustee Vincent seconded the motion and it passed unanimously.

Information and Discussion Items

Academic Partnerships Update

President Schott and Dr. Susan Walsh provided a brief update for the board regarding the online MBA program and the relationship with Academic Partnerships. They said the program is on schedule for an April launch and the faculty have worked very hard on this initiative. Dr. Walsh praised Hart Wilson in particular. President Schott asked for suggestions on what companies she should meet with to discuss this program.

Trustee Sevcik requested talking points so the trustees would be better informed if asked questions.

Enrollment Update

Dr. Matt Stillman reported that FTE is up 2.4 percent over last year and is ahead of the end of fall 2016. Enrollment figures continue to change as SOU adds Advanced Southern Credit students. SOU is on the verge of having one its largest ever incoming freshmen classes. He then discussed resident and nonresident enrollment as well as a dip in SOU's international student population, which is a national trend. Dr. Stillman then addressed the admitted student count and said that compared to other Oregon universities, SOU looks very strong.

Trustee Slattery pointed out that students pursuing stand-alone certificates are not eligible for financial aid. Chair Thorndike suggested contacting foundations that support higher education to see if they would be willing to make program-related investments and offer low-interest loans to such students.

Retention, Degree Conferrals and Graduation Rates

In Chris Stanek's stead, Dr. Stillman reported that retention rates for the fall freshmen and transfer cohorts have been pretty stable and that transfer students do better than the new freshmen. Compared to PSU, WOU and EOU, SOU's freshmen retention rate is in the upper-middle of the range. Responding to Trustee Vincent's inquiry, Dr. Stillman said more than three-fourths of the transfer students come from RCC. President Schott added that this is why SOU-RCC transfer agreements and faculty working together are vital.

Dr. Stillman said the SSCM is particularly concerned with degree conferrals, not specifically with graduation or retention rates. SOU's degree conferrals were up sharply in 2016-17 and graduation rates have been stable over time. He added that graduation rates would probably show an upward trend over the next several years as a result of program investments SOU has made. Again, compared to PSU, WOU and EOU, SOU's graduation rates are in the upper-middle of the range.

Responding to President's Schott's inquiry regarding future reports, Trustee Sevcik said she would like to know more about employment and debt. Trustees Hennion and Clough would like to see, specifically, which areas the SSCM judges the university on and marks for how the other TRUs are doing.

Cyber Security Overview

In his cyber security overview, Brad Christ addressed the threat landscape, actors and motives. He reported that higher education institutions are targeted for a variety of reasons, which were discussed in depth, and why higher education institutions are vulnerable, which also was explained. Mr. Christ covered the types of attacks as detailed in the meeting materials. He also explained that SOU takes mitigation and remediation steps and detailed SOU's infrastructure and actions for each of these, as presented in the materials.

Responding to Trustee Vincent's inquiry, Mr. Christ said phishing and attempted scams

come to his attention weekly. SOU's border firewall keeps away a lot of the network probing efforts and automated scripts block certain scans. If additional support is needed, SOU can call colleagues, utilize existing cyber insurance contracts and work with law enforcement agencies. Responding to Chair Thorndike's inquiry regarding storage of information in case of an emergency, Mr. Christ said SOU is in pretty good shape with backups in two offsite locations.

Fraud Update – Possible Executive Session [Pursuant to ORS 192.660 (2)(b); (f); (h); and (n)(E)]

Introducing this item, Jason Catz said the purpose of the presentation was to address publicly, and as needed in executive session, the theft of approximately \$1.9 million from SOU last spring, the recovery of nearly \$610,000 of those funds and the ongoing recovery efforts. The discussion included a timeline of events; an update on the insurance claim for the loss; an update on the status of the FBI's ongoing investigation; and an overview of the active preventive measures put in place to ensure such a theft does not recur. Mr. Catz stressed that SOU has put stronger measures in place to prevent this from recurring and is undertaking an enterprise wide risk assessment program and compliance initiative that will reduce or eliminate similar risks.

Mr. Catz stressed that both the board and management have taken this matter very seriously. From the very beginning, the board has asked the difficult and pointed questions attendant to their fiduciary responsibilities. Management also has asked difficult and necessary questions of itself and its staff.

Mr. Catz said this discussion was intended to provide an appropriate measure of transparency warranted by SOU's status as a public university and the significant nature of this event. This discussion was taking place now, rather than at the very moment of its discovery, because of: (1) The existence of an active FBI investigation, one with which SOU does not wish to interfere. (2) The need to work with the Oregon State Treasury and the banks involved to recover any funds possible, an effort that resulted in the return of almost \$610,000. (3) The need to conduct an internal investigation to ensure information provided was accurate. (4) The need to put additional controls in place that would result from that internal review. There was a concern that describing what happened in too much detail at the very moment of the event, before additional controls were put in place, might invite another criminal to try to exploit the university before those measures were assessed and implemented.

SOU does not have deep visibility into the FBI's investigation. The FBI has described this criminal enterprise as sophisticated and has undertaken significant effort to track the use of the stolen funds. As a result, the FBI has issued numerous subpoenas to track down information on the structure of the fraudulent scheme as well as the many transactions identified from the account. The investigation remains open and active.

There were elements of SOU's processes that were not adhered to and which contributed to the circumstances that led to this computer fraud. Mr. Catz said he did not want the board or the public to believe SOU had no controls in place regarding such transactions at the time this fraud occurred. There were controls in place prior to the

event but it is uncertain whether those controls would have prevented the incident. However, management has concluded that additional, better controls can prevent such incidents in the future, so long as they are followed.

Mr. Catz noted that management has taken personnel action related to the employee errors; any discussion regarding employee discipline would have to be held in executive session. Mr. Catz then mentioned the active steps that have been taken to provide additional preventive measures, which would also have to be discussed in executive session. He did note, however, that since this incident all of the 20 relevant employees working in Business Services and the Service Center received specific additional mandatory training on all new and old requirements and received separate training on fraud provided by a national bank.

Mr. Catz said SOU is initiating an enterprise risk management (ERM) process. By implementing such a process, the university will allow its various departments to identify their risks, assess the causes of those risks and determine the potential impacts of those risks. The resulting assessment will allow departments to rate and prioritize risks and take action to prevent those that are most significant and likely.

Additionally, Mr. Catz said Vice President Morris will recommend to his successor that new or existing SOU job positions be tasked with implementing a compliance program. Taken together, implementing a widespread process like ERM and tasking people with compliance can help avoid a wide array of problems, ones that differ from but arise similarly to the one that occurred in this case.

Mr. Catz stressed that SOU takes this matter very seriously and is putting controls and processes in place to better defend against this and other types of computer crimes, which have become an unfortunate fact of the digital age. This underscores the need for SOU to create a culture of constant vigilance against these criminal attacks and stay nimble to respond to the ever-changing tactics and techniques of these criminals. SOU remains committed to pursuing every civil and criminal legal remedy available to recover the loss and determined to prevent this from happening again.

There being no additional questions from the trustees, an executive session was not held for this topic.

Presidential Evaluation – Executive Session [Pursuant to ORS 192.660 (2)(f) and (i)]

Chair Thorndike said the president's evaluation would take place in executive session. Afterward, the board would reconvene to approve or change the evaluation and take action on the goals for the upcoming academic year.

Chair Thorndike said that, pursuant to ORS 192.660(2)(f) and (i), the board would enter into executive session to consider information or records that are exempt by law from public inspection and review and evaluate the employment-related performance of the chief executive officer of any public body, a public officer, employee or staff member who does not request an open hearing.

Pursuant to ORS 192.660 (4), representatives of the news media shall be allowed to attend this executive session. There were no members of the media present.

Chair Thorndike said that, pursuant to ORS 192.660 (6), no final action would be taken or final decision made in executive session. At the end of the executive session, the meeting would return to open session and members of the public would be welcomed back into the room for the final agenda items. In addition to SOU board members, the following persons were permitted to remain for the executive session: President Schott could remain for a portion of or the whole executive session; university board secretary, Sabrina Prud'homme; and general counsel, Jason Catz. The audio recording was then stopped for this portion of the meeting.

Following the executive session, members of the public were welcomed back into the room.

President's Goals for 2017-18

President Schott presented her six proposed goals for 2017-2018, as detailed in the meeting materials: (1) Finish and launch the strategic plan; (2) Align the leadership team in support of the strategic plan; she reiterated this goal has nothing to do with criticizing her team; (3) Financial stability; (4) Work with ASSOU and the community to address housing issues; President Schott said she feels good about the relationship she is developing with ASSOU and mentioned the upcoming cabinet-to-cabinet meeting; (5) Begin broader discussions on the application of the funding formula to SOU; and (6) Continue to stay engaged at the state and national level and carry the good news about SOU to others. President Scott said her goals will take a lot of effort and the day-to-day work continues.

Based on the recommendation of the Executive and Audit Committee, Trustee Hennion moved that the board approve President Schott's goals as proposed. Trustee Sevcik seconded the motion and it passed unanimously.

Information and Discussion Items

Future Meetings

Chair Thorndike said there will be a special meeting on November 16 at 3:00 p.m. to act on the university's proposed mission, vision and strategic directions as well as the core themes. Chair Thorndike also reminded trustees to save the date for Vice President Morris' retirement reception on Thursday, December 7, at 4:00 p.m.

Adjournment

Chair Thorndike adjourned the meeting at 5:00 p.m.



Board of Trustees Special Meeting

Thursday, November 16, 2017
3:00 – 5:00 p.m. (or until business concludes)
DeBoer Room, Hannon Library

MINUTES

Call to Order/Roll/Declaration of a Quorum

Chair Thorndike called the meeting to order at 3:01 p.m. He extended a special welcome to Shanztyn Nihipali, the board's new student trustee who was appointed the previous day and will serve on the Academic and Student Affairs Committee. Chair Thorndike also welcomed the "First Gentleman," Tom Fuhrmark.

Chair Thorndike acknowledged Mr. Morris' last board meeting and thanked him for his work; Trustee Nicholson noted the gratifying level of collaboration the trustees have had with Mr. Morris and thanked him for everything he has done for the board. Chair Thorndike recognized the recent death of Dr. Don Laws, an emeritus SOU professor.

The following trustees were present: Bill Thorndike, Lyn Hennion, Sheila Clough, Paul Nicholson, Shanztyn Nihipali, Daniel Santos, Teresa Sayre, April Sevcik, Joanna Steinman and Steve Vincent. Trustee Les AuCoin participated via videoconference. Trustees Dennis Slattery and Shea Washington were absent. Linda Schott (ex officio) also was present.

Other meeting guests included: Jason Catz, General Counsel; Janet Fratella, Vice President for Development; Craig Morris, Vice President for Finance and Administration; Dr. Susan Walsh, Provost and Vice President for Academic and Student Affairs; Kendall Meador, ASSOU; Allie Bogard, Student Life; Christina Richardson, SOU student; Dr. Vincent Smith, SOU; Marjorie Trueblood-Gamble, Director of Diversity and Inclusion; Dr. Jody Waters, Associate Provost; Chris Stanek, Director of Institutional Research; Max Brooks, SOU; Jennifer Fountain, SOU; Brandon Givens, SOU; Jonathan Chavez Baez, SOU; Ryan Schnobrich, Internal Auditor; Joe Mosley, Director of Community and Media Relations; John Stevenson, User Support Manager; Don Hill, Classroom and Media Services Manager; Sabrina Prud'homme, Board Secretary; and Kathy Park, Executive Assistant.

Public Comment

Max Brooks, Career Preparation Coordinator, described his experience in the strategic planning process. He co-chaired the professional learning community (PLC) on the future of employment and served on the team that looked at one of the strategic directions. He said his experience has been inspiring and he feels energized by the work being done. He said the idea of being daring feels appropriate in this process.

Dr. Vincent Smith, professor of sociology, anthropology, environmental science and policy, said the strategic planning process has mirrored best practices in participatory

decision-making and commended President Schott's leadership. He chaired one of the PLCs, worked on a focus group and served on a strategic planning subcommittee and a team that looked at one of the strategic directions. He thought the strategic plan would build on what is best about SOU and will challenge SOU to pursue areas where it has opportunities to grow.

Christina Richardson, an SOU student intern on the strategic planning committee, found her involvement empowering. She and her friends who have participated in the process believe SOU is taking care of students and is student centered. She is excited because the plan represents students well.

Dr. Jody Waters, Associate Provost, said she has been very involved in the strategic planning process. She supports the strategic plan because it addresses many of the issues facing universities, including attracting and retaining students, different types of learners and ensuring student success.

Jonathan Chavez Baez, Minority Outreach Program Coordinator, said being a member of the strategic planning committee was eye opening and motivating for him. The PLC findings were key, as was taking the risk to be bold. He thought the plan would ensure SOU is a place where everyone is welcome and all learners can succeed.

Action Items

Southern Oregon University Vision, Mission Statement, Values and Strategic Directions

Introducing the item, Chair Thorndike said that, over the past year, the board has engaged with the strategic planning process in several ways: the board approved the transparent, collaborative and iterative process; Trustee Nicholson served as the board's representative on the strategic planning committee; the board had two focus group sessions to discuss the values and an analysis of SOU's strengths, weaknesses, opportunities, and threats (SWOT); board members attended open forums; the board received presentations on the strategic plan and discussed plan drafts; and the board discussed the plan and strategic directions during its September retreat. The president used this feedback along with campus participation to develop the plan that is being presented to the board for approval.

President Schott highlighted the stages of the strategic planning process. Stage 1 included the formulation of the strategic planning committee, the professional learning communities, and looked at SOU's values. Stage 2 included a SWOT analysis, the [PLC] Expo, and open forums to share drafts of the vision, mission and values. In Stage 3, drafts of the strategic directions were formed. At Stage 4, the directions were reviewed, sent to campus for input, and the committee began formulating goals to advance the directions.

The strategic planning committee considered the values that are most important to the campus community and should serve as SOU's foundation and guide its work. President Schott discussed the mission statement. SOU is a regionally engaged learning community because it is important to engage with the region but also to work beyond it. SOU is committed to being the educational provider of choice for learners throughout their lives, which is the biggest shift for SOU. The mission also addresses how SOU will fulfill the mission.

The strategic planning committee formed a new vision that is exciting, bold and audacious. President Schott explained each element of the vision: inclusive; sustainable; university for the future; guide; every learner; develop knowledge, capacities and audacity; innovate boldly; and create lives of purpose.

With that vision in mind, the strategic planning committee started thinking about the strategic directions, as detailed in the meeting materials. The first strategic direction requires a transformation in SOU's pedagogy and curriculum, which is very big. The second direction is that SOU will become an employer of choice and provide excellent service to all of its constituents; the idea is that if SOU is a great place to work, employees will be happy and will want to deliver excellent customer service. The third strategic direction, involving environmental sustainability and ecological resiliency, covers areas where SOU can lead. The fourth strategic direction on creating a diverse, equitable, inclusive community where learners flourish flows from SOU's values and research into the future diversity of the region.

The fifth strategic direction states that SOU will maintain financial stability and invest for institutional vitality. President Schott said SOU is now financially stable but has more to do. She said now is a time to invest and to do so in ways that will increase the strength and vitality of the institution. This strategic direction will include elements such as a strategic enrollment management plan, the optimal enrollment mix and size of SOU, fundraising, investing and generating other revenue.

The sixth strategic direction involves developing physical and virtual environments in which all learners can thrive and utilizes immersive technologies and universal design principles for all types of learners.

Under the seventh strategic direction, SOU will be a catalyst for economic vitality, civic engagement and cultural enrichment. SOU is known for its arts, which will continue to be important, as will creativity and innovation. SOU will also be a hub for civil discourse and action.

President Schott said the strategic planning committee will develop tactics, timelines and metrics to ensure SOU makes progress on the strategic directions. She stressed that SOU will learn from what it is doing and will make changes as needed. SOU also will seek big ideas that integrate multiple strategic directions.

President Schott then discussed some changes that will occur. With the pedagogical transformation, learners will become more engaged in learning. There will be improved and expanded service to adult learners. SOU will be recognized as a key element in attracting and growing creative and innovative activities and employers throughout the Rogue Valley. Overall, SOU's reputation will change and it will be seen as a university embracing the future. SOU will be Oregon's university for the future.

Responding to Trustee Santos' inquiry regarding the fifth strategic direction, President Schott said it encompasses the enrollment mix and the HECC funding model. SOU's work to transform the funding model is not in that strategic direction, but is rather a political activity.

Responding to Trustee Nihipali's inquiry, President Schott said she did not expect the day-to-day student experience to change immediately following the implementation of the plan. However, if curriculum and pedagogy are transformed successfully, programs may evolve and the general education experience will definitely evolve. The most immediate impact will be people trying out new pedagogical approaches. Students will also see a change in the increasing diversity, in simplified processes, and in even better customer service. There will be a lot change over the next four or five years.

Trustee AuCoin said President Schott's presentation exceeded what he had hoped and wanted to see at the beginning of the process. He, along with Trustees Clough, Steinman, Santos, Hennion and Vincent, highly praised the plan and process.

As the board representative on the strategic planning committee, Trustee Nicholson first expressed appreciation for the opportunity to work with faculty and staff on that committee. He and President Schott discussed how the plan would change the institution and he applauded how she embraced that concept and encouraged everyone to move forward.

Chair Thorndike said that, about two years ago, he and Trustee Sevcik sat down with representatives from the campus and talked about change and movement. He said the strategic plan has encapsulated the big changes the university has wanted for a long time and he takes pleasure in moving it forward. Trustee Sevcik added that she came away from those meetings with a feeling that everyone they talked to had a great passion and love for the university.

Trustee Hennion expressed concern there may be a major stakeholder group that feels it was not properly engaged. President Schott replied that, in spite of their best efforts, some folks have not attended to this process. There are early adopters, others will come on board gradually and others will not like the new direction. President Schott said that if you treat those who do not like the plan with respect, moving forward is still possible.

Trustee Nihipali moved to approve the proposed resolution as presented, Trustee Nicholson seconded the motion, and it passed unanimously.

Southern Oregon University Core Themes

SOU is restarting a new seven-year accreditation process. Dr. Jody Waters said the core themes were generated directly from the new mission, vision and strategic directions. In addition to submitting a new mission to the Northwest Commission on Colleges and Universities (NWCCU), SOU is required to submit a viable set of core themes that map to essential elements of and collectively encompass that mission, objectives for each core theme and indicators for evaluating accomplishments for each core theme.

The three draft core themes are using innovative curriculum, practices and technologies to achieve student learning and success; putting our guiding principles into practice; and creating opportunities and inspiring the audacity to act upon beliefs and values in a broader context. Essentially, SOU wants to make the student better, make the institution better, and make the world better. Dr. Waters said they are still working on

how to measure the elements of each core theme, such as critical thinking, professional preparation, service excellence, and economic vitality.

Responding to inquiries from Trustees Nicholson and Sayre, Dr. Waters said the development of the core themes has not been rushed but was accomplished without extensive consultation because it was not conducive to a large group process. The core themes, along with an implementation plan, will be submitted to the NWCCU for its review and action, if any.

Trustee Sayre moved to approve the proposed resolution as presented, Trustee Hennion seconded the motion and it passed unanimously.

Information and Discussion

December Meeting of the Higher Education Coordinating Commission

Chair Thorndike mentioned the December meeting at the HECC, at which SOU will make a presentation on various critical issues. President Schott said the administration was confident SOU has met or exceeded the metrics in the retrenchment plan and was looking forward to the presentation to the HECC. She also mentioned Ben Cannon's upcoming visit to SOU.

Chair Thorndike added that everything is changing, including the makeup of the Oregon legislature. Seeking an effective presence in the legislative process, he would like to rely on a few trustees with experience in dealing with the state's process—Trustees Santos, Vincent and AuCoin—to work with Jeanne Stallman and President Schott to identify salient questions, perspectives and answers. Chair Thorndike said the group aligns nicely with AGB's Guardians Initiative and two of the president's goals.

Adjournment

Chair Thorndike adjourned the meeting at 5:06 p.m.

Review and Acceptance of Fiscal Year 2017 Audited Financial Statements

[\(Click here to view\)](#)

Southern Oregon University

Fiscal Year 2017 Audit Presentation

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC,
an SEC-registered investment advisor. | ©2017 CliftonLarsonAllen LLP



Introductions

Jean
Bushong

- Engagement
Principal



Agenda

Responsibilities Under Generally Accepted Auditing Standards

Scope of Engagement and Audit Results

Required Communications to Governance

Questions?



Responsibilities under US Generally Accepted Auditing Standards (GAAS)

Responsible for:

- Expressing opinions whether financial statements are in conformity with US GAAP in all material respects.
- Expressing opinions only over information identified in our report. Other information included in your financial statement package will be read/reviewed, but not subject to testing.
- Performing audit in accordance with required auditing standards.
- Communication of significant matters related to audit, information required by law/regulations, or other information agreed upon.



Responsibilities under GAAS (continued)

An audit in accordance with GAAS:

- Does not relieve management of responsibilities.
- Includes consideration of internal control as basis for audit procedures, but not to opine on effectiveness of internal controls.
- Is designed to obtain reasonable, but not absolute, assurance about whether statements are free of material misstatement.
- Includes Generally Accepted Government Auditing Standards.



Scope of Engagements

Financial Statement Audit

Single Audit

- Major Program – Student Financial Aid



Financial Statement Audit Results

Opinion – unmodified

Findings – Material Weakness regarding Fraudulent Vendor

Proposed and passed audit adjustments: See governance communication.



Financial Statements

Items to Note

Presentation of Net Pension Liability/Asset

\$9 million increase in Net Position

Liability increased \$15.9 million from \$11.4 million to \$27.3 million

Change in discount rate from 7.75% to 7.5%. Other assumption changes.

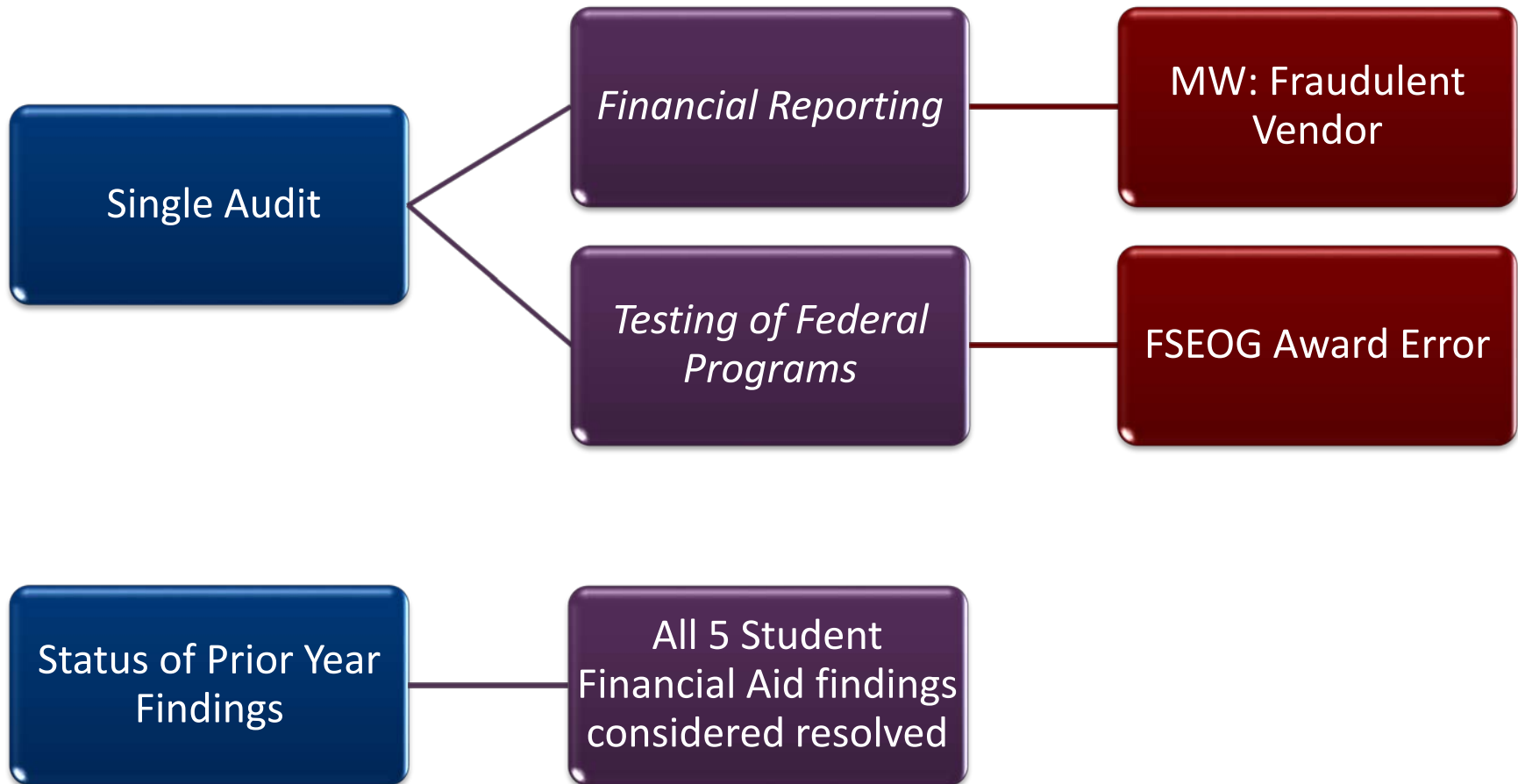
Pension expense was actually lower in FY17: \$3.0 million compared to \$10.6 million in FY 16 (Moro Decision)

\$10.4 million increase in capital contributions

(\$1.3) million cyber fraud loss (potential subsequent recovery)



Single Audit – Findings and Recommendations



Required Communications to Governance

Qualitative Aspects of Accounting Practices

- Accounting Estimates
- Financial Statement Disclosures: \$1.3 loss; SOU working to recover balance through insurance.

Difficulties Encountered in Performing the Audit – None

Uncorrected Misstatement – See letter attachment

Corrected Misstatements – See letter attachment



Required Communications to Governance

Disagreements with Management

- None

Management Representations

Management Consultations with other Independent Accountants

- None

Significant Issues Discussed with Management Prior to Engagement

- None

Audits of Group Financial Statements

- No concerns about component auditors' work

Other: Fraud

Questions?



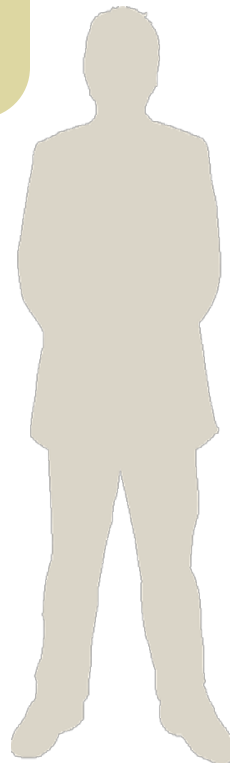


Appendix

Upcoming GASB Standards for Fiscal Year 2018

GASB 75 – Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions

- Financial reporting for postretirement benefits provided by state and local governments
- Similar in nature to GASB 68
- Potential liability; expanded note disclosure



GASB 81 – Irrevocable Split-Interest Agreements

- Financial reporting for irrevocable split-interest agreements
- Previously, no guidance for public institutions
- OSU holds 2 split interest agreements
- Determining impact to FY18 financial statements

Upcoming GASB Standards for Fiscal Year 2019 and Beyond

GASB Statement No. 83, *Certain Asset Retirement Obligations* (FY2019)

- Defines ARO and when liability is to be recorded.
- Potential material liability? University currently assessing impact.

GASB Statement No. 84, *Fiduciary Activities* (FY2020)

- Impacts accounting of custodial funds (student groups, etc)

GASB Statement No. 86, *Leases* (FY2021)

- All leases will be required to recognize a right-to-use asset and related liability



Industry Trends: Higher Education

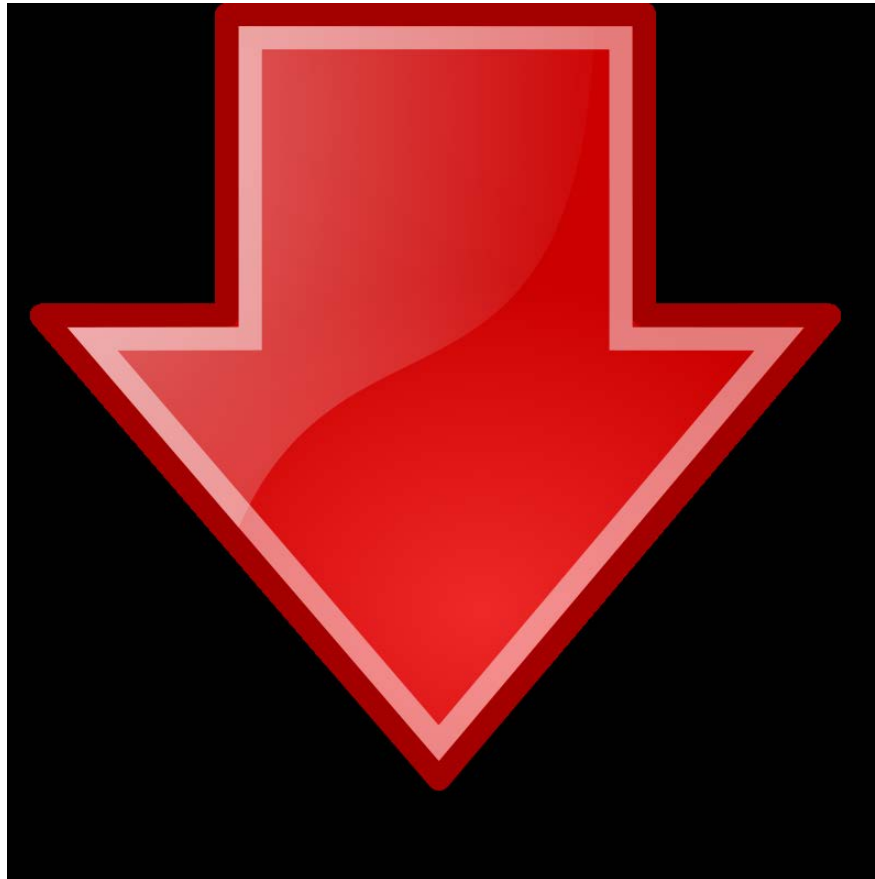


References:
- 2017, *Inside Higher Ed* Survey of College and University Business Officers
- *Moody's* 2018 Outlook for Higher Education
- *Chronicle for Higher Education* Trends Report



Moody's Outlook for Higher Education

Outlook changed from stable to negative.



Revenue Growth

Increase in revenues not expected to keep pace with expense growth (3.5% as compared to 4.0%).

Growth to slow for most revenue streams

- Investment return an exception.
- Tuition growth will remain subdued
- Same for research funding and state appropriations

Public universities expected to face more revenue strain than private.

- Less than 20% of public universities will have revenue growth over 3%



Tuition

Number of high school graduates continue to decline nation-wide

Undergrad enrollment – increase 1-2% based on continued efforts to increase participation and retention

- West and South outlook better than East and Midwest
- Technology
- International recruitment
- Programs to retain “first-in-family” college students

WICHE Projections of High School Graduates

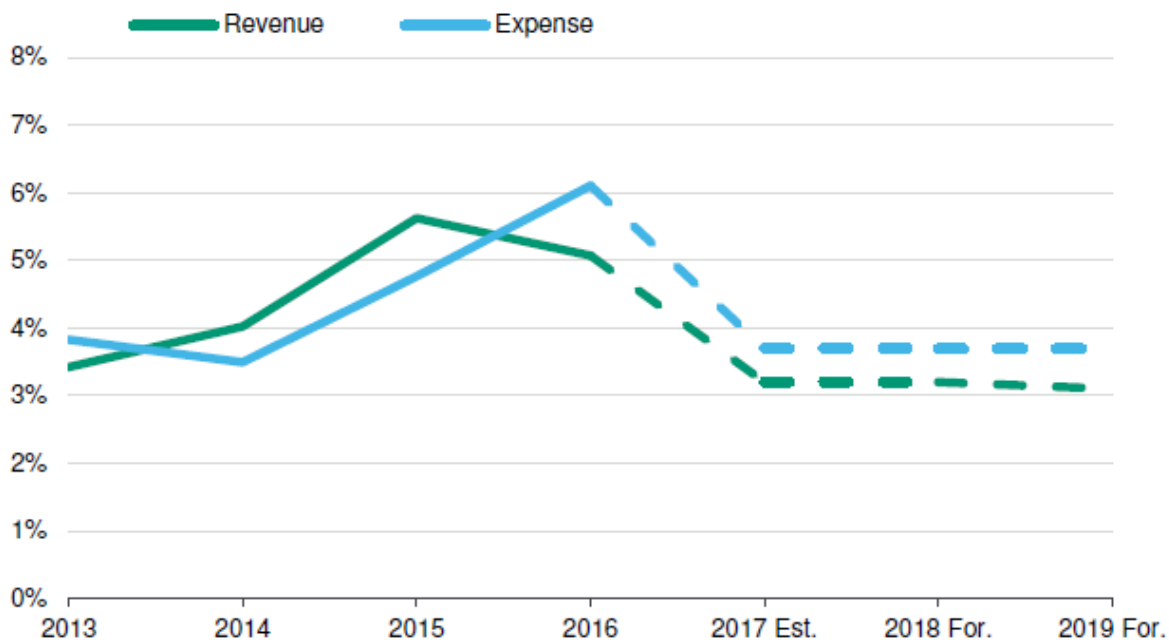


Expense

Exhibit 6

For public universities, expense growth will outpace revenue growth

Aggregate % change in public university revenues and expenses



"Est." indicates our estimated data based on preliminary information. "For." indicates our forecasted data.

Source: Moody's Investors Service



Uncertainty at Federal Level



Federal Tax Reform

Changes to Higher
Education Act / financial
aid programs



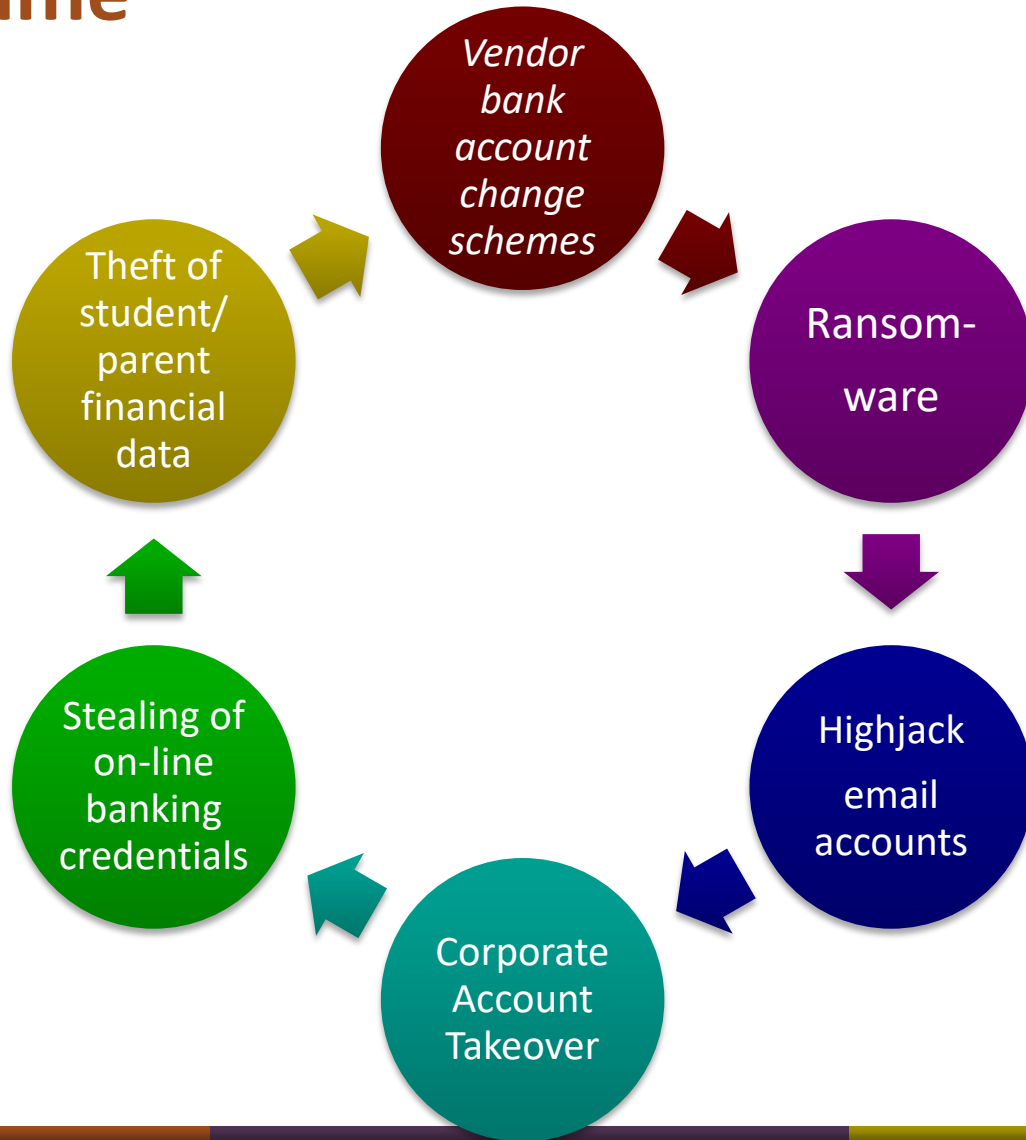
Federal Tax Reform

Impact on Higher Education

- *Changes to UBI, potentially increasing taxable base*
- *Increase in standard deduction may impact charitable giving to Foundation*
- *Elimination of charitable deduction of 80 percent of amount paid for the right to purchase tickets for athletic events*
- *Effectively eliminates advance refunding bonds*
- *Tax on Endowments over certain thresholds*
- *CLA Webinar: January 23, 2018*



Cyber Crime



Cyber Crime

Strong Policies

Control Environment

- Multi-layer authentication
- Security “layers”
- Complexity of passwords
- Banking tools, etc.

Test, test, test
(i.e. penetration testing)

Incident Response Plan

Training of employees and students

Communications /reminders

Continuous risk assessment / updating controls

Insurance Coverage



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Principal

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**SOUTHERN OREGON UNIVERSITY
BOARD OF TRUSTEES
PROPOSED RESOLUTION**

**ACCEPTANCE OF AUDITED FINANCIAL STATEMENTS OF SOUTHERN OREGON UNIVERSITY
FOR THE YEAR ENDED JUNE 30, 2017**

Seconded Motion from the Executive and Audit Committee

Whereas, the independent certified public accounting firm of CliftonLarsonAllen, LLP has completed its review of the financial statements of Southern Oregon University for the fiscal year ended June 30, 2017; and

Whereas, the Executive and Audit Committee of the Board of Trustees has reviewed the audited financial statements and report; and

Whereas, the Executive and Audit Committee of the Board of Trustees met with the external auditors and performed a satisfactory review of these documents; and

Whereas, the Executive and Audit Committee of the Board of Trustees recommends the board's acceptance of the audited financial statements; Now therefore,

Be it resolved, on seconded motion, that the Board of Trustees accepts the audited financial statements of the 2017 Annual Financial Report for the University for the fiscal year ended June 30, 2017.

VOTE:

DATE:

Review of SOU Educator Equity Plan

Pathway to Teaching

**Southern Oregon University
Educator Equity Plan**

2018



Recruiting and Developing Diverse Educators in Southern Oregon

Oregon's Educator Equity Act (ORS 342.433 to 342.449) declares the state educator equity goal as "the percentage of diverse educators employed by a school district or an education service district should reflect the percentage of diverse students in the public schools of this state or the percentage of diverse students in the district" (ORS 342.437 as amended by HB 3375, Section 3, 2015). The educator preparation programs in our state are a critical link in achieving this goal.

Pursuant to ORS 342.447, Oregon's six public education schools and colleges are required on a biennial basis to prepare written plans that detail the recruitment, selection, retention, and graduation of diverse educators (HB 3375, Section 6, 2015). The six institutions providing plans are: Eastern Oregon University, Oregon State University, Portland State University, Southern Oregon University, University of Oregon, and Western Oregon University. The law requires the HECC to "*review the plans for adequacy and feasibility with the governing board of each public university with a teacher education program and, after necessary revisions are made, shall adopt the plans.*"

The Southern Oregon Pathway to Teaching

The Southern Oregon University Educator Equity Plan was reviewed and approved by the SOU Institutional Governing Board on April 15, 2016 and by the HECC on June 9, 2016. Goals identified in that plan include:

- 1) Increasing the number of teachers from culturally and linguistically diverse backgrounds within schools throughout Southern Oregon;
- 2) Increasing university enrollment by expanding the pipeline of culturally and linguistically diverse students from within the Rogue Valley who are actively encouraged and academically prepared to enter and succeed in higher education.

Core strategies for achieving these goals include:

- 1) Starting early: linking with existing minority outreach efforts which begin in the 8th grade and employ a whole family approach.
- 2) Articulated career pathway including dual credit: providing tuition assistance for students to earn 15 credits of college coursework while still in high school.
- 3) Bridging systems to support post-secondary and career aspirations: working with students and families as they navigate the transition from k-12 to higher education and into the workforce.
- 4) Incentivizing participation for culturally and linguistically diverse students: participating students receive an intent to interview letter upon graduating from high school, along with tuition remissions and paid internships during the final year of their teacher preparation program.
- 5) Leveraging community partnerships around common priorities and shared commitments: programing and financial contributions from Southern Oregon University, the Medford and Phoenix-Talent School Districts, and the Southern Oregon Educational Services District.

2018 Status Report

Supporting Success

With the first Pirates to Raiders cohort graduating the Phoenix-Talent school district in 2016, a total of 37 students from two cohorts are now participating in higher education. This 78.7% college participation rate is more than double the 38.5% statewide average for Latino youth (Oregonlearns.org). Tables 1 and 2 below depict program outcomes for the two cohorts now having completed high school and reveal substantial improvements in graduation and college participation rates in comparison to statewide averages.

Table 1: Pirates to Raiders Cohort One (2015-16)

Outcomes	HS Graduation	College Attendance	4 Year College Attendance
P2R Cohort 1 (24 students)	19	19	7
P2R % ¹	79.2%	79.2%	29.2%
Statewide average ²	69.4%	38.5%	10.8%
Improvement over statewide average	14%	205%	270%

¹ P2R graduation rate reflects students who began program in 8th grade and graduated from the Phoenix-Talent district within 5 years.

² Statewide average for HS graduation rate based upon 4 year cohort rate published by Oregon Department of Education. Average for college participation and 4 year college participation rates are based upon Latino Students Education Pathway published by Oregonlearns.org

Table 2: Pirates to Raiders Cohort Two (2016-17)

Outcomes	HS Graduation	College Attendance	4 Year College Attendance
P2R Cohort 2 (23 students)	23	18	12
P2R % ¹	100%	78.2%	52.2%
Statewide average	available 1/25/18	38.5%	10.8%
Improvement over statewide average		203%	483%

Beyond these direct indicators of academic success, the 2016 plan included commitments to support dual credit activity and begin tracking non-cognitive metrics associated with promoting students' success in school and later life. To date, the program has supported 236 credits of Advanced Southern credit, launching students on a path towards college and saving students and families over \$36,000. The non-cognitive metrics and assessment instruments selected in collaboration with partnering districts are identified in Appendix A.

Expanding our Pipeline

Extending the program in partnership with the Medford School District, the inaugural Bulldogs to Raiders cohort launched at McLoughlin Middle School in fall 2015 with the first two cohorts having now progressed to South and North Medford high schools. In fall 2017, the inaugural Hornets to Raiders cohort launched at Hedrick Middle School. As depicted in Table 3, these programs are currently supporting 234 students across six schools and two districts.

Table 3: Expanding our Pipeline

level	Pirates to Raiders	Bulldogs to Raiders	Hornets to Raiders
Higher Ed	37	n/a	n/a
High School	75	74	n/a
Middle School	23	46	16

For the subset of program graduates pursuing a career in teaching, five are declared Elementary Education majors at Southern Oregon University, with an additional eight pursuing other majors at SOU and eligible to apply to the Master of Arts of Teaching program upon completion of their undergraduate degree. All 13 students are members of an ongoing cohort with a designated advisor and quarterly meetings focused on providing continuing support and connection to the teacher preparation program.

Table 4: Pathway Eligible Students at SOU

	Elementary Education	Secondary Education
Pathway eligible students entering in 2017	2	6
Pathway eligible students entering in 2016	3	2
Historical annual average prior to the Pathway ³	0.1	0.3

³ Culturally and linguistically diverse students completing the SOU teacher licensure program after graduating from Phoenix-Talent or Medford school district in the prior ten year period.

Extending the Pipeline from Recruitment to Retention

As with recruitment, both program completion rates for candidates of color enrolled in teacher preparation programs and retention rates for teachers of color lag behind overall statewide averages (2016 Oregon Educator Equity Report). Thus, the ultimate success of the Pathway to Teaching in helping meet statewide equity goals requires that attention also be given to the experience of these students after they reach the university and the profession. For students at Southern Oregon University, all Pirates to Raiders and Medford biliteracy seal graduates receive ongoing support as members of a cohort with a designated advisor and quarterly meetings that provide continuing connection to the teacher preparation program and community of diverse educators within the Rogue Valley.

To support teachers already in practice, the School of Education has partnered with the Southern Oregon Educational Services District and the Oregon Mentoring Project to co-sponsor affinity group meetings for educators of color to begin in March 2018. With the support of community partners such as the Oregon Shakespeare Festival, this K-20 approach is designed to provide a regular venue for diverse educators throughout our region to meet and provide collegial support, discuss barriers and the efficacy of institutional supports, and advocate around issues of diversity and inclusion.

Other collaboration efforts to support diverse educator recruitment and retention include: embedding implicit bias and cultural agility training within the SOU educator preparation programs (EPP) and Southern Oregon Mentoring Program (SOMP) training to improve administrators, supervisors and mentors' ability to recognize and support the needs of CLD

teachers; developing a consistent observational protocol for assessing and supporting culturally responsive pedagogy across both SOU EPP and SOMP; and collaborating with the ESD Migrant Education Office to recruit and incentivize out-of-region CLD candidates participating in the Southern Oregon Teacher Job Fair.

Next Steps: Broadening Access

Southern Oregon University's 2016 Educator Equity Plan indicated the potential for future expansion to additional districts and to Native American student populations. Given the core strategies of linking with existing minority outreach efforts and leveraging community partnerships with local school districts, the 2016 plan built upon the foundation of the Pirates and Bulldogs to Raiders programs to focus support for Latino students in the Phoenix-Talent and Medford school districts. While the labor intensive nature of the academic supports associated with the Pirates and Bulldogs to Raiders program are difficult to sustainably replicate or expand upon given present resources, other elements of the Pathway are more readily transferrable to other locales and populations. Specifically, Pre-College Youth Programs and Minority Outreach Programs are exploring a joint partnership with the OSU Juntos Program to support extending post-secondary planning and family engagement programming to additional districts within the Rogue Valley. Meanwhile, burgeoning collaboration with the Native American Studies department and SOU Foundation provides an opportunity to incentivize entry into the SOU teacher preparation program for Native American students.

As depicted in Appendix B, Southern Oregon University is continuing to deepen alignment of programmatic supports and success metrics associated with recruiting and retaining underrepresented populations.

Appendix A: SOU Pipeline Programs: How we Promote and Measure Student Success

Grade	8 th	9 th	10 th	11 th	12 th
Goal #1: Increase Academic Achievement					
What it means	Increasing grades, attendance, graduation and college participation				
Assessment Tools	<ul style="list-style-type: none"> • Semester gpa • Weekly attendance 	<ul style="list-style-type: none"> • Semester gpa • Weekly attendance 	<ul style="list-style-type: none"> • Semester gpa • Weekly attendance 	<ul style="list-style-type: none"> • Semester gpa • Weekly attendance • Dual credits earned 	<ul style="list-style-type: none"> • Semester gpa • Weekly attendance • Dual credits earned • HS graduation • College admissions (National Clearinghouse)
Curricula/Activities	<ul style="list-style-type: none"> • After school tutoring • Attendance outreach 	<ul style="list-style-type: none"> • After school tutoring • Attendance outreach • WOOP Method 	<ul style="list-style-type: none"> • After school tutoring • Attendance outreach 	<ul style="list-style-type: none"> • After school tutoring • Attendance outreach • Dual credit tuition vouchers 	<ul style="list-style-type: none"> • After school tutoring • Attendance outreach • Dual credit tuition vouchers
Goal #2: Support Post-Secondary Aspirations and Planning					
What it means	Helping students define their goals for after high school and develop plans to achieve them				
Assessment Tools	<ul style="list-style-type: none"> • College Planning Questionnaire 		<ul style="list-style-type: none"> • College Planning Questionnaire 		<ul style="list-style-type: none"> • College Planning Questionnaire
Curricula/Activities	<ul style="list-style-type: none"> • Berkley Curriculum: <i>What Does Success Mean to Me?</i> • Berkley Curriculum: <i>The Benefits of College</i> 	<ul style="list-style-type: none"> • Latino Family Days 	<ul style="list-style-type: none"> • Latino Family Days • Berkley Curriculum: <i>What Types of Colleges Do Students Want?</i> 	<ul style="list-style-type: none"> • Latino Family Days • SAT prep • ASC tuition remission 	<ul style="list-style-type: none"> • Latino Family Days • Senior Seminar • ASC tuition remission

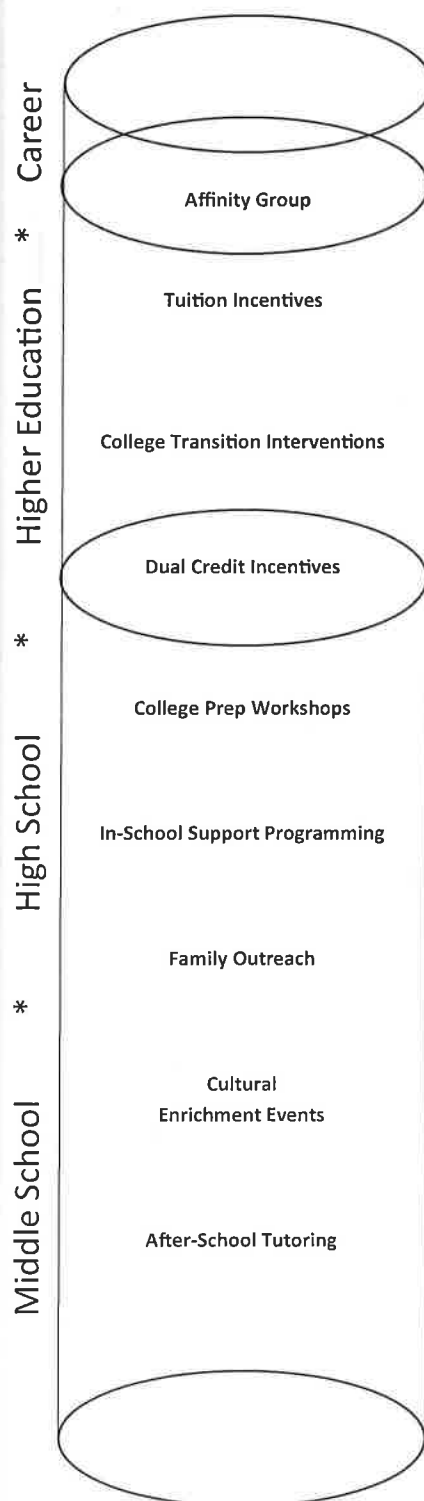
Goal #3: Foster Growth Mindset					
What it means	Believing that success results from effort rather than innate ability				
Assessment Tools		• Mindset Quiz		• Mindset Quiz	
Curricula/Activities		• TED Talk: <i>The Power of Belief—Mindset and Success</i>			
Goal #4: Promote Academic Resilience					
What it means	Adopting an incremental approach when facing difficult tasks and challenges				
Assessment Tools		• Grit Scale Quiz		• Grit Scale Quiz	
Curricula/Activities	<ul style="list-style-type: none"> • Berkley Curriculum: <i>Navigating the Road to My Future</i> • Berkley Curriculum: <i>Preparing for High School & Beyond</i> 			• WOOP Method	
Goal #5: Enhance Student and Family Engagement					
What it means	Feeling welcomed and taking an active interest in school				
Assessment Tools	• Youth Truth Survey		• Youth Truth Survey		
Curricula/Activities	<ul style="list-style-type: none"> • Parent kick-off night • Cultural enrichment fieldtrip • Academia Latina 	<ul style="list-style-type: none"> • Academia Latina • Caesar Chavez Leadership Conference 	<ul style="list-style-type: none"> • Academia Latina • Caesar Chavez Leadership Conference 	<ul style="list-style-type: none"> • Academia Latina • Caesar Chavez Leadership Conference 	<ul style="list-style-type: none"> • Academia Latina • Caesar Chavez Leadership Conference

Appendix B: Building an Integrated Pipeline of Support

Academic Outcomes

- ⇒ College Completion
- ⇒ College Participation
- ⇒ High School Graduation
- ⇒ Dual Credits Earned
- ⇒ GPA
- ⇒ Attendance

Programmatic Supports



Non-Cognitive Outcomes

- ⇒ Belonging
- ⇒ Resilience
- ⇒ Post-Secondary Aspirations
- ⇒ Growth Mindset
- ⇒ Student and Family Engagement

Amendments to Internal Audit Charter

SOUTHERN OREGON UNIVERSITY INTERNAL AUDIT CHARTER

The Institute for Internal Auditing (IIA) Definition of Internal Auditing

Internal auditing is an independent, objective assurance and consulting activity designed to add value and improve the University's operations. It helps the University accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

Mission

It is Internal Audit's mission to enhance and protect organizational value by providing risk-based and objective assurance, advice and insight.

Independent and Objective Role

Internal Audit is functionally accountable to the Executive and Audit Committee of the Board of Trustees, but reports administratively directly to the President.

The Board of Trustees demonstrates this relationship by:

1. approving the Internal Audit Charter;
2. approving the annual risk-based Internal Audit Plan;
3. approving Internal Audit's budget and resource plan;
4. approving decisions regarding the appointment, remuneration and removal of Internal Audit staff;
5. receiving communication from the Chief Audit Executive regarding the performance of Internal Audit's Objectives and Responsibilities;
6. interacting directly with the Chief Audit Executive both in session and between Board meetings as appropriate; and
7. making inquiries of the Officers of the University to determine if there are inappropriate responsibilities or conditions, inappropriate limitations to scope, or insufficient resources to accomplish Objectives and Responsibilities.

Objectives

It is the objective of Internal Audit to determine whether the University's network of governance, risk management and control processes, as designed and represented by management, is adequate and functioning in a manner to confirm that:

1. risks are appropriately identified and managed; specifically including management compliance with laws and regulations;
2. governance interaction occurs as needed;
3. significant financial, managerial, and operating information is accurate, reliable and timely;
4. employee actions comply with policies, standards, procedures, professional ethics and applicable laws and regulations; specifically including privacy and security;
5. resources are acquired economically, used efficiently and adequately protected; specifically including review of management processes and internal controls and the deterrence, detection and prevention of fraud;

6. accountability systems are in place to ensure achievement of organizational and program missions, goals, plans, and objectives;
7. the University's control processes foster quality and continuous improvement; and
8. significant legislative or regulatory issues affecting the University are recognized and properly addressed.

Internal Audit communicates opportunities for improving managements' governance, risk management, control processes, effectiveness and the University's image to the appropriate level of management. Significant opportunities and feedback are summarized and reported to the Executive and Audit Committee of the Board of Trustees.

Responsibilities

University management is responsible for establishing a network of processes with the objective of controlling the operations of the University in a manner that provides the Board of Trustees reasonable assurance that:

1. data and information, whether published internally or externally, is accurate, reliable, timely, transparent and accessible;
2. the actions of employees comply with the University's policies, standards, plans and procedures, and all relevant laws and regulations;
3. the University economically acquires, profitably employs and adequately protects its resources;
4. quality business processes and continuous improvement are emphasized; and
5. the University's plans, programs, goals, and objectives are achieved.

Controlling is a function of management and is an integral part of the overall process of managing operations. As such, it is the responsibility of managers at all levels of the organization to:

1. identify and evaluate the exposures to loss that relate to their particular sphere of operations;
2. specify and establish policies, plans, and operating standards, procedures, systems, and other disciplines to minimize, mitigate, and/or limit the risks associated with the exposures identified;
3. establish practical controlling processes that require and encourage directors, officers, and employees to carry out their duties and responsibilities in a manner that achieves the five control objectives outlined in the preceding paragraph; and
4. maintain the effectiveness of the controlling processes they have established and foster continuous improvement to these processes.

It is the responsibility of Internal Audit to:

1. develop an annual internal audit plan using risk-based methodology including the consideration of any risks or control concerns identified by management;
2. submit the plan along with a financial budget, human resource plan and any resource limitations or significant interim changes to the President and Executive and Audit Committee of the Board of Trustees for review and approval;
3. implement the annual internal audit plan and report results to the President and Executive and Audit Committee of the Board of Trustees;
4. periodically provide information to the President, and Executive and Audit Committee of the Board of Trustees on the status of the annual internal audit plan, the sufficiency of Internal

Audit resources relative to its Objectives and Responsibilities, and emerging trends and successful practices in internal auditing;

5. provide reports to the Executive and Audit Committee of the Board of Trustees and the President on the implementation status of prior audit recommendations;
6. provide consulting and investigative services, beyond internal audit assurance services, to assist management in meeting their objectives, including participating in the development or modification of major information systems, significant changes in functions, services, processes, operations, control processes or strategies and substantiation of allegations;
7. provide an annual assessment on the adequacy and effectiveness of the University's processes for controlling its activities, managing its risks, governance, and the performance of management responsibilities in the areas set forth in Internal Audit's Objectives;
8. report significant issues related to the processes for controlling the activities of the University and its applicable affiliates, including potential improvements to those processes, and provide information concerning such issues through resolution;
9. assist in the investigation of allegations of fraud or fraudulent actions in accordance with the University's fraud policy;
10. maintain a professional internal audit function with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of this Internal Audit Charter;
11. report the results of internal and external assessments conducted in association with the Quality Assurance and Improvement Program; and
12. confirm annually the organizational independence of Internal Audit.

Board of Trustees Authorization and Expectations

Internal Audit is authorized to:

1. have full, free and unrestricted access to any and all functions, records, information, property, and personnel of the University to the extent permitted by law;
2. audit any function, program, account or system deemed necessary and appropriate in its sole judgement, notwithstanding a pre-approved internal audit plan;
3. have full and free access to the Executive and Audit Committee of the Board of Trustees in whole or in part in conjunction with open meeting laws;
4. allocate resources, set frequencies, select subjects, determine scopes of work, and apply the techniques required to accomplish internal audit objectives in accordance with professional *Standards*;
5. request the assistance of any and all University employees in fulfilling Internal Audit's function;
6. obtain the necessary assistance of specialized personnel and services from within or outside the organization;
7. preserve the necessary independence to render objective reports that assure all audit activities, specifically including audit scope, procedures, frequency, timing, report content, finalization and distribution to relevant parties are free from management influence; and
8. accordingly, only take direction solely from the Executive and Audit Committee.

Internal Audit is not authorized to:

1. perform, direct or manage any operational duties for the University external to Internal Audit;
2. accordingly, Internal Audit will not design, implement, or approve internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair, or give the perception of impairing, Internal Audit's judgment, independence or objectivity;

3. direct the activities of any University employee not employed by Internal Audit, except to the extent such employees have been appropriately assigned to an internal audit team or to otherwise assist the internal auditor(s);
4. initiate or approve accounting transactions external to Internal Audit; and
5. perform internal audits of any area or activity where an Internal Auditor has worked or for which they have been principally responsible for at least two years after they leave the position.

The Board of Trustees expects:

1. University employees to comply with requests made by Internal Audit in a complete and timely manner.
2. University employees not to interfere, impede or affect Internal Audit's necessary independence and objective mental attitude, specifically including: audit selection, scope, procedures, frequency, timing, report content, timely provision of or access to information, timely management response to draft reports, and identification of corrective action taken or to be taken within a specific period of time in response to Internal Audit's conclusions and recommendations.
3. Internal Audit's conclusions and recommendations to be taken seriously and that steps shall be taken to assess conclusions, identify corrective action within specific periods of time and implement recommendations.
4. Internal Audit to report any identified non-compliance or acceptance of risk believed to be in excess of the University's risk tolerance on the part of University programs or employees to the President, the Executive and Audit Committee of the Board of Trustees and/or its Chairperson.

Types of Engagements

Internal Audit performs five types of engagements:

Assurance Services - Assurance services are objective examinations of evidence to provide an independent assessment. This includes assessing and reporting on the adequacy and effectiveness of internal controls, the quality of performance in carrying out assigned responsibilities and evaluating risk exposures relating to the University's governance, operations, and information systems. The scope includes reviewing and evaluating:

1. achievement of the University's strategic objectives;
2. internal controls established to ensure compliance with applicable policies, plans, procedures, laws, regulations and contracts;
3. the means with which assets are safeguarded;
4. the reliability and integrity of financial and operational information;
5. the efficiency and effectiveness with which resources are employed; and
6. information technology systems to determine if they are appropriately managed, controlled, and protected.

Areas selected for internal audit are identified as a part of robust annual planning process. The goal of the annual planning process is to identify what units can most benefit from assurance services. The annual planning process seeks to apply available resources to highest risks identified, but also serves to provide periodic resources to all units.

For planning purposes, Internal Audit has organized the University into eight major functions:

1. governance and leadership;
2. instruction and academic support including student affairs and the library;
3. research and development;
4. human resources management;
5. fiscal management including the service center;
6. facilities management and planning including plant operations and campus public safety;
7. athletics, auxiliary enterprises, and other self-support enterprises such as student centers and activities, Jefferson Public Radio, housing, food, student health services, parking and the bookstore;
8. information technology and others as identified and necessary.

The assurance services selection process entails a macro-level risk assessment of the major functional areas using industry trends, past internal audit experience, financial analysis, and University constituent input. Some factors considered in selecting auditable units for assurance services include:

1. the critical nature of the auditable unit in meeting University objectives.
2. the length of time since and results of prior assurance services.
3. the size and complexity of the operation.
4. changes in regulations, personnel, operations, programs, systems, contracts, or internal controls.
5. regulatory requirements of the operation.
6. the degree of manual and automated processing.
7. the sensitivity of the unit's operations to the University's image and reputation.
8. the amount of financial activity and resources.
9. the likelihood, frequency, vulnerability and impact of an event.
10. management concern.

Consulting Services - Advisory and related client service activities, the nature and scope of which are agreed upon with the client, are intended to add value and improve an organization's governance, risk management, and control processes without the Internal Auditor assuming management responsibility. Examples include counsel, advice, facilitation and training.

Investigative Services - Investigations evaluate and substantiate allegations of unethical business practices and/or financial and operational misconduct for management to act upon and to detect, deter and prevent future occurrences.

Follow-up Engagements - Follow-up engagements evaluate plans and actions taken to correct reported conditions.

External Audit – Internal Audit meets with external auditors to discuss audit plans, risk assessment, effectiveness of internal controls and coordination of effort; specifically including the results of assurance, consulting and investigation activities. Internal Audit may perform follow-up activity based on external audit recommendations, but Internal Audit does not perform auditing services for the external auditors.

Standards of Practice

Internal Audit operates within The Institute of Internal Auditors (IIA) International Standards for the Professional Practice of Internal Auditing ("*Standards*" or "*Red Book*") including the IIA's Definition of

Internal Auditing, Code of Ethics, Rules of Conduct and Quality Assurance Improvement Program. Internal Audit utilizes the Committee of Sponsoring Organizations of the Treadway Commission (COSO) control framework(s), Internal Audit's procedure manual, and when required and not otherwise in conflict with the *Standards*, the Generally Accepted Government Auditing Standards ("*Yellow Book*"). The IIA's Practice Advisories, Practice Guides, and Position Papers will guide operations as applicable. Internal Audit will adhere to Southern Oregon University's relevant policies and procedures, but in the event of conflicting direction, the *Standards* shall prevail.

**SOUTHERN OREGON UNIVERSITY
BOARD OF TRUSTEES
PROPOSED RESOLUTION**

AMENDMENTS TO INTERNAL AUDIT CHARTER

Seconded Motion from the Executive and Audit Committee

Whereas, Southern Oregon University is governed by and the business and affairs of the University are managed by the Board of Trustees of Southern Oregon University;

Whereas, Southern Oregon University has a duty to manage, invest, allocate and spend its resources responsibly;

Whereas, Southern Oregon University has created the position of Internal Auditor to provide independent, objective evaluations and advisory services that add value to the university and further its duty to responsibly manage its resources;

Whereas, the Internal Auditor works closely with the Board of Trustees, University leadership, faculty and staff to conduct and coordinate a broad range of internal audit functions for the University; and

Whereas, the Internal Auditor has amended for approval by the Board, the Internal Audit Charter to provide guiding principles and direction to the Internal Auditor consistent with The Institute of Internal Auditors' International Professional Practices Framework previously reviewed by the Board of Trustees on June 16, 2016; Now, therefore,

Be it resolved, that the Executive and Audit Committee of the Board of Trustees of Southern Oregon University hereby approves the proposed amendments to the Internal Audit Charter and recommends approval and adoption by the SOU Board of Trustees.

VOTE:

DATE:

Adoption of Guardians Initiative

**SOUTHERN OREGON UNIVERSITY
BOARD OF TRUSTEES
PROPOSED RESOLUTION**

ADOPTION OF THE GUARDIANS INITIATIVE: RECLAIMING THE PUBLIC TRUST

Whereas, America’s higher education system is recognized around the world for its creativity, educational diversity and quality, research excellence, and foundational role as a vehicle of opportunity for students to improve themselves and society; and

Whereas, growing skepticism toward higher education—driven by concerns about rising costs and resulting constraints on access; uncertain employment prospects; freedom of speech and civil discourse; campus sexual assaults; incidents of racial, ethnic, and identity discord; and other challenges—has led the American public to question its value to individuals and society; and

Whereas, university and college governing board members, focused on the successful achievement of the missions of their own institutions, have the ability to enrich the national discourse about the enduring contributions of higher education to our nation’s ideals, prosperity writ large, and advancement of individual citizens; and

Whereas, governing board members can be more effective, both within their own institutions and beyond, if we promote an appreciation for and a sense of belonging to higher education as a whole; Now therefore,

Be it resolved, that the Board of Trustees of Southern Oregon University affirms the value of a diverse higher education system and pledges to raise individual and collective voices to communicate this value, in coordination with The Guardians Initiative of the Association of Governing Boards of Universities and Colleges, and reclaim the public’s trust.

Be it further resolved, that the trustees, as committed fiduciaries of Southern Oregon University, are Guardians of higher education writ large, and ensure and champion the fundamental contributions of colleges and universities to individuals and to society.

VOTE:

DATE:

Adoption of Board Handbook



SOUTHERN OREGON UNIVERSITY

**BOARD OF TRUSTEES
HANDBOOK**

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INTRODUCTION

Bylaws

BYLAWS OF SOUTHERN OREGON UNIVERSITY

ARTICLE I

Name

The legal name of this independent public body is Southern Oregon University ("University").

ARTICLE II

Purposes of Organization

The purposes for which the University is organized are to carry out and exercise the powers, rights, duties and privileges, within and outside this state, that are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges.

ARTICLE III

Board of Trustees

- 1. Business and Affairs.** The University shall be governed and the business and affairs of the University shall be managed by the Board of Trustees of Southern Oregon University ("Board"), which may exercise all such powers, rights, duties and privileges as are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges. The Board may delegate and provide for the further delegation of any and all such powers, rights, duties and privileges subject to limitations expressly set forth in law.
- 2. Membership.** The membership of the Board is established by law. With the exception of the President of the University, the Trustees are appointed by the Governor of the State of Oregon and are subject to confirmation by the Oregon Senate in the manner prescribed by law.
- 3. Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any Trustee. A Trustee may resign at any time by delivering written notice to the Governor, the Chair of the Board of Trustees, and the President of the University. When a vacancy exists, the Board Chair, in consultation with the other Trustees, including the President, shall contact the Office of the Governor with a recommendation concerning the filling of the vacancy.
- 4. Removal.** The Governor may remove a Trustee other than the President as provided by law. The Board may terminate the status of the President as a Trustee by terminating the President's appointment as President of the University, subject to the rights, if any, of the President under a contract of employment.

5. Board Officers.

a. The Board shall select by majority vote one of its members as Chair and another as Vice Chair, who shall be the Board Officers. Thereafter, a vacancy in the position of Chair shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall appoint the Chair. A vacancy in the position of Vice Chair shall be filled by the Board. The Chair and Vice Chair shall hold office for one year, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. The Chair and Vice Chair may be appointed to consecutive terms. The Chair and Vice Chair shall not be employees or students of the University and shall not, as Chair and Vice Chair, be authorized to bind the University except as authorized by law or the Board. The Board may appoint such other Board Officers with such duties as the Board determines necessary or appropriate.

b. The Chair shall establish the agenda for and preside at all meetings of the Board. The Chair shall perform such other duties as assigned by the Board. In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board. Other officers of the Board, if any, shall be subject to the authority of the Chair and Vice Chair.

c. Notwithstanding the appointment of a Chair, Vice Chair, and other officers, authority is vested in the Board collectively and not in any individual Trustee. Individual trustees do not speak on behalf the Board or University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the Board and University, unless otherwise determined by the Board.

d. A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a two-thirds majority vote of Trustees eligible to vote.

6. Compensation; Reimbursement of Expenses. A Trustee performing his or her official duties is not acting as an employee of the University and shall not receive a salary. In accordance with University policy and upon approval by first the Secretary and then the Vice President of Finance & Administration of the University, a Trustee may be reimbursed for reasonable expenses incurred in connection with the performance of official duties.

7. Faculty and Non-faculty Staff Trustees. The Faculty Trustee and Non-faculty Staff Trustee are each hereby granted reasonable leave with pay at their regular salaries as employees of the University to attend meetings of the Board and other official Board functions that occur between the hours of 8 a.m. and 5 p.m. Pacific Time Monday through Friday. Nothing in this section 7 shall be deemed to alter the compensation of the faculty member or staff member for the performance of their duties as a University employee.

**ARTICLE IV
Meetings of the Board**

1. Public Meetings. A "Public Meeting" of the Board is the convening of the Board for a

purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law. Public Meeting does not include any on-site inspection of any project or program or the attendance of Trustees at any international, national, regional, state or local association.

2. Quorum of the Board. Except as otherwise specified herein, a quorum of the Board is required to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office, including the President, at the time of the meeting.

3. Manner of Acting.

a. Except as otherwise specified herein, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Trustees present.

b. All Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair, except that a Trustee may not vote if the Trustee is disqualified from voting under law, these bylaws, or applicable Board action. Abstentions may be permitted by the Chair.

c. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee shall constitute such Trustee's presence in person at the meeting.

4. Quorum Not Required. A majority of the voting Trustees present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may:

a. Adjourn the meeting from time to time to a different time or place before the date of the next regular meeting without further notice of any adjournment. At such adjourned and rescheduled meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

b. Set a time for adjournment.

c. Call a recess.

d. Take any measure necessary or appropriate to assemble a quorum.

5. Waiver of Notice by Trustee. A Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee unless the Trustee at the beginning of the meeting objects to the holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting. A Trustee may at any time waive any notice required by law, these Bylaws or other Board action, with a writing signed by the Trustee and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.

6. **Procedural Rules.** Procedural disputes shall be resolved by traditional procedural rules, as interpreted by the Chair. Any Trustee who disagrees with a procedural decision may introduce a motion to amend or reverse the procedural decision.

ARTICLE V Public Meeting Procedures

1. **Regular Meetings.** Regular Public Meetings of the Board shall be held at least once quarterly on such dates and at such times as specified by the Chair.

2. **Special Meetings.** Special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within seventy-two (72) hours after the Chair's receipt of a written request for a special Public Meeting signed by a majority of the Trustees then in office and specifying the purpose of the meeting. Signatures may be electronic and in counterparts.

3. **Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Signatures may be electronic and in counterparts. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

4. **Place of Meetings.** All regular Public Meetings and special Public Meetings of the Board shall be held in the State of Oregon at a location owned, controlled, leased, or licensed by the University.

5. **Notice of Meetings.**

a. Notice of all regular Public Meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of special Public Meetings shall be given to the news media which have requested notice and to the general public at least 24 hours prior to the hour of the meeting. Notice of an emergency Public Meeting shall be such as is appropriate to the circumstance.

b. Notice of a regular or special Public Meeting must be given to each Trustee at least 48 hours prior to the hour of the meeting, but longer advance notice as set forth in other Board action is preferable. Notice to each Trustee of an emergency Public Meeting shall be such as is appropriate to the circumstance. Notice of all such meetings may be given to Trustees orally either in person or by telephone or may be delivered in writing, either personally, by mail, by electronic mail, or by facsimile transmission. If provided other than by electronic mail, facsimile machine, or a telephone number on file with the Secretary, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Trustee at the Trustee's address on file with the Secretary for the purpose of receiving Board correspondence, with postage prepaid. If notice is provided by electronic mail, telephone, or facsimile transmission, notice shall be deemed given immediately if the notice is provided to the Trustee's Southern

Oregon University electronic mail address or, as applicable, the Trustee's telephone number or facsimile number on file with the Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Trustee.

6. Minutes of Meetings. The Board shall provide for the taking of written minutes of all Public Meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the Public Meetings and the views of the participants. In addition to written minutes, the Board may provide for an audio recording, an audio and video recording, streaming audio, or streaming audio and video. A record of each recording or transmission shall be retained in accordance with applicable records retention requirements.

ARTICLE VI Officers of the University

1. Officers. The officers of the University shall be a President, Provost, Vice President for Finance & Administration, General Counsel, Secretary and such other officers as may be deemed necessary by the President to conduct University business. The officers shall have such authority and perform such duties as set forth in the law and these Bylaws and as may be prescribed by Board action or by the President.

2. President. The Board shall appoint a President. The President of the University is the President of the Faculty. The President is also the executive and governing officer of the University, except as otherwise provided by statute or action of the Board. Subject to the supervision of the Board, the President of the University has authority to direct the affairs of the University. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to affairs of the University. The President shall perform such other duties as assigned by the Board. The President may appoint other officers and employees of the University, who shall have such powers and duties as may be prescribed by the President. The President is authorized to accept legal process on behalf of the University.

3. Vice President for Finance & Administration. The President shall appoint a chief financial officer, who shall be the Vice President for Finance & Administration. Subject to the supervision of the Board and applicable law, the Vice President for Finance & Administration of the University shall properly account for all monies collected, received and expended by the University and all real and personal property of the University. The Vice President for Finance & Administration will keep and maintain, or cause to be kept and maintained, adequate and correct records of the assets, liabilities, and business transactions of the University. The Vice President for Finance & Administration will disburse the funds of the University as may be provided for by the Board, may settle and pay all claims against the University, and will render to the President or the Board, upon request, an account of the financial condition of the University.

4. Provost. The President shall appoint a Provost who shall have such powers and duties as assigned by the President. In the absence or incapacity of the President, the Provost shall assume the duties of the President. In the absence or incapacity of the President and the Provost, the Vice President for Finance & Administration shall assume the duties of the President.

5. **General Counsel.** The President shall appoint a General Counsel. The General Counsel to the University is the chief legal officer of the University and represents and advises the University, including the Board, officers, and employees, in all matters related to the affairs of the University. The General Counsel is authorized to accept legal process on behalf of the University.

6. **Secretary.** In consultation with the Board Chair and Vice Chair, the President shall appoint the Secretary. The Secretary shall cause the required notices of meetings of the Board to be sent to each Board member, and the preparation of the minutes, any audio recording, audio and video recording, streaming audio, or streaming audio and video of meetings. The Secretary is the custodian of and shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements. The Secretary is authorized to accept legal process on behalf of the University.

ARTICLE VII Board Committees

Subject to the requirements of applicable law, the Board may establish such committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees.

ARTICLE VIII Conflicts of Interest

1. **In General.** Subject to the requirements of law and of this Article VIII, the Board may take any action involving either a potential conflict of interest or an actual conflict of interest (as defined in ORS Chapter 244). Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest for a Trustee, the Trustee shall publicly announce the nature of the potential or actual conflict of interest. Any Trustee having an actual conflict of interest in a transaction with the University shall in addition (i) refrain from participating in any discussion or debate on the issue out of which the conflict arises, and (ii) refrain from voting on the issue, unless the Trustee's vote is necessary for Board action on the issue and is otherwise not prohibited by ORS Chapter 244.

2. **Labor Negotiations.** The faculty and non-faculty staff members of the governing board may not participate in any discussions or action by the Board or attend any executive session of the Board involving collective bargaining issues. Each such member of the governing board shall be limited from participating in discussions, actions, and executive session pertaining to both faculty and non-faculty staff bargaining issues at the University.

3. **Other.** The Board may take such actions pertaining to conflict of interest and ethics as the Board determines to be appropriate.

ARTICLE IX
Indemnity

1. Indemnification and Defense in General.

a. The University shall defend and indemnify any Trustee or Officer ("Party") against any Claim, whether groundless or otherwise, arising out of an alleged act or omission occurring in the performance of official duties. The University shall not provide indemnification and defense in case of malfeasance in office or willful or wanton neglect of duty. The University may cease to provide indemnification or defense upon a determination by the University, in its sole discretion, that an act or omission may constitute malfeasance in office, willful or wanton neglect of duty, or criminal conduct.

b. The University may choose to defend a Party under a reservation of rights. Any Party to whom the University is providing a defense shall cooperate fully with the University in the defense of such Claim. If the University determines, in its sole discretion, that such Party has not so cooperated or has otherwise acted to prejudice the defense of the Claim, the University may at any time terminate its defense and indemnity or proceed under a reservation of rights.

2. Legal Expenses when Claim is by a Governmental Entity or Professional Licensing Authority.

a. Expenses incurred by a Party in the defense of a civil Claim by a governmental entity or a professional licensing authority may be advanced or reimbursed by the University if the University, in its sole discretion, determines that the civil Claim arose out of the Party's performance of official duties. Such advancement or reimbursement constitutes part of the Party's official compensation package for purposes of ORS Chapter 244. The University may decline to reimburse a Party for any expenses incurred prior to the University's written commitment to provide reimbursement.

b. Expenses shall be paid by the University in advance of the final disposition of a civil Claim described in this section 2 at the written request of the Party if:

(1) The University determines, in its sole discretion, that the conduct of such Party was in good faith, and the Party reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.

(2) The Party furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by the University, in its sole discretion, that such Party is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted to such Party.

(3) Such advances shall be made without regard to the person's ability to repay such advances.

3. **Legal Representation.** The President or designee shall have the exclusive authority to select counsel and to defend against any Claim. The President will consult with the Party regarding any term of a settlement agreement that affects the legal rights of the Party.

4. **Definition.** The term "Claim" means any threatened, pending, or completed investigation, action, suit, or proceeding brought by a party other than the University.

5. **Non-Exclusivity and Continuity of Rights.** This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the University or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a Party, and (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

6. **Amendments.** Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Claim or complaint.

ARTICLE X Miscellaneous Provisions

1. **Principal Office.** The principal office of the University is located at the Office of the President, Southern Oregon University, 1250 Siskiyou Boulevard, Ashland, OR 97520.

2. **Severability.** Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws. The headings in these Bylaws are provided for convenience and shall not be considered in the interpretation or construction of these Bylaws.

3. **Authority.** Because the Board is the final University authority, these bylaws and Board actions have precedence over other actions of the University and its constituent parts without regard to whether such actions have the force of law. Any such actions shall be consistent with these Bylaws.

4. **Amendment of Bylaws.** These Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by the Board at any regular or special Public Meeting.

Approved on January 30, 2015.

Statements of Vision and Mission

On November 16, 2017, the Board of Trustees approved the university's vision and mission, as determined through SOU's strategic planning process.

VISION

Southern Oregon University will be an inclusive, sustainable university for the future that guides all learners to develop the knowledge, capacities, and audacity to innovate boldly and create lives of purpose.

MISSION

Southern Oregon University is a regionally-engaged learning community committed to being the educational provider of choice for learners throughout their lives.

- We inspire curiosity and creativity, compel critical thinking, foster discovery, and cultivate bold ideas and actions.
- We achieve student success, professional preparation, and civic engagement through service excellence, evolving technologies, and innovative curriculum.
- We foster access, equity, inclusion and diversity in thought and practice.
- We prepare our learners to be responsible, engaged citizens in our democracy.
- We promote economic vitality, sustainability, cultural enrichment, and social well-being in our region, the state, the nation, and the world.

Values

On November 16, 2017, the Board of Trustees approved the university's values, as determined through SOU's strategic planning process.

SOU VALUES:

- The well-being and success of all learners.
- Critical thinking, discovery, and engaged learning.
- Equity, diversity, and inclusion.
- Creativity and collaboration.
- Excellence, continuous improvement, and accountability.
- A healthy, safe, and civil campus.
- Economic vitality and environmental sustainability.
- Improving our community, region, and world.

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BOARD OF TRUSTEES: RESPONSIBILITIES

Trustee Ethics

The members of the Southern Oregon University Board of Trustees are public officials of the State of Oregon. Under Oregon law, service as a University trustee is a public trust. As one safeguard of that trust, public officials are required to comply with the ethical standards set forth in the Oregon Government Ethics Law, ORS Chapter 244.

All trustees, upon confirmation of appointment, and periodically thereafter, are to be made aware of the requirements of the Oregon Government Ethics Law or subsequent versions thereof. The “Board Statement on Ethics and Conflict of Interest” should be viewed and utilized as guidance and the statutory requirements set forth in Oregon law are the ultimate binding authority to which trustees must adhere and are accountable.

As provided in the Oregon Government Ethics Law:

- Trustees may not use or attempt to use their position as trustees to obtain a financial benefit, if the opportunity for the financial benefit would not otherwise be available but for the trustee’s position as a trustee. The financial benefit prohibited can be either an opportunity for gain or to avoid an expense. Not only are trustees prohibited from using their position as trustees to receive certain financial benefits, but trustees are also prohibited from using or attempting to use their position as trustees to obtain financial benefits for a relative or a member of the trustee’s household. Also prohibited is the use or attempted use of the trustee’s position to obtain financial benefits for a business with which the trustee, a relative, or a member of the trustee’s household is associated.
- Trustees may not use or attempt to use confidential information gained in the course of or by reason of their position as a trustee for personal gain. This prohibition applies both during and after a trustee’s term of office.
- Trustees may not accept gifts from any source with an economic interest, distinct from that of the general public, in any matter subject to a decision or vote by the Board, except for gifts with an aggregate value of less than \$50 per year. A gift is anything of economic value provided without consideration of equal value, including the full or partial forgiveness of debt, which is not provided to others who are not trustees on the same terms. This prohibition applies to trustees, as well as to their relatives and members of their households.
- Trustees are required to file an Annual Verified Statement of Economic Interest with the Oregon Government Ethics Commission by April 15 of each year.

Trustees should consult with the General Counsel to the board and the university for guidance. A good practice is “if you aren’t sure, ask.” Any formal opinion should be requested from the Oregon Government Ethics Commission, which the General Counsel can assist trustees with obtaining.

Additional Resources:

- [Board Statement on Ethics and Conflict of Interest](#)
- [Oregon Government Ethics Law: A Guide for Public Officials](#)

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Board's Roles and Responsibilities

The Board of Trustees of Southern Oregon University is the governing board of SOU, an independent public body. Established by legislation effective July 1, 2015, the 15-member board has broad authority to supervise the affairs of the university and may exercise and carry out all of the powers, rights and privileges that are expressly conferred upon the university, or that are implied by law, or are incidental to such powers, rights and duties.

The board retains for itself authority for broad governance of the institution and delegates to the University President, the authority to direct the affairs or management of the university. The authority of the board, as defined in the Board Statement on Delegation of Authority, are outlined below.

1.0 Authority of the Board of Trustees

- 1.1 **Board Authority.** The Board of Trustees is the final University authority and has full control of the University and its property of various kinds. The Board may take any and all actions as it determines necessary or appropriate. Board actions have precedence over other actions of the University and its constituent parts. Any such actions shall be consistent with Board actions. The Board may review and intervene in any and all aspects of the University; amend or rescind any action; and take any such action it deems proper. The Board shall adopt a mission statement for the University in consultation with the faculty, students and staff members.
- 1.2 **Collective Bargaining Agreements.** Nothing in this Policy affects any collective bargaining agreement entered into prior to the adoption of this Board Statement.
- 1.3 **Appointment of the President of the University.** As provided in ORS 352.096, in consultation with the Governor, or the Governor's designee, the Board shall appoint and employ a President of the University. Except in the case of an interim or acting president, the hiring committee for the President of the University shall include representatives of the University community and at least one other president of a public university based in Oregon. The President reports exclusively to the Board, and the Board supervises the President. The Board shall prescribe the President's compensation and terms and conditions of employment and is responsible for the reappointment or removal of the President. The President shall perform such duties as are assigned by the Board. Except as otherwise provided by law or Board action, the President is the executive and governing officer of the University and President of the faculty. The faculty and officers and employees of the University shall, through appropriate channels, be responsible to the President of the University and through the President to the Board of Trustees, except that the Vice President of Finance & Administration and Secretary are responsible to the Board in relation to the business of the Board. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to the affairs of the University.
- 1.4 **University Budget.** The Board shall adopt the budget of the University.
- 1.5 **Tuition and Fees.** The Board shall determine tuition and mandatory enrollment fees,

including the incidental fee, in accordance with ORS 352.102, ORS 352.105, and other applicable law.

1.6 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section.

- 1.6.1 All other authority for business and administrative affairs, including the authority set forth in section 2.8, is delegated to the President.
- 1.6.2 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.
- 1.6.3 The approval of the execution of instruments relating to real property where the anticipated cost or value to the University exceeds \$500,000.
- 1.6.4 The approval of the appointment of external auditors.
- 1.6.5 The approval of a capital project budget that is anticipated to exceed \$500,000, including expenses for architects, construction managers, engineers and other professional consultants; and approval of any increase to a capital project budget that causes the total of all increases to the capital project budget to exceed \$500,000.
- 1.6.6 The approval of the execution of instruments relating to any borrowing or debt finance transactions which are or may be in excess of \$500,000, singularly or in the aggregate.
- 1.6.7 The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$500,000, unless the shares, stock or other equity or interests in or obligations of the entity are publicly traded or provided through the State Treasurer, Southern Oregon University Foundation or a brokerage firm, investment bank, depository or other licensed firm.
- 1.6.8 Consent to the encumbrance of University real property by the State of Oregon.
- 1.6.9 The approval of the execution of any other instruments, including but not limited to instruments related to the acquisition, disposal or provision of goods and services, where the anticipated cost or value to the University exceeds \$500,000; and approval of any increase or decrease in cost or value that causes the total of all increases or decreases in cost or value to exceed \$500,000. When the ultimate aggregate cost to the University is not known in advance for instruments relating to the acquisition, disposal or provision of goods or services on a continuing or intermittent basis (e.g. rental, service, or supply contracts), the amounts set forth in this paragraph shall be calculated on an annual basis.

- 1.6.10 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.

1.7 Academic Affairs

- 1.7.1 The Board has the authority to establish, eliminate, control or substantially reorganize academic programs and units of operation. Any significant change in the University's academic programs as defined by the Higher Education Coordinating Commission must be approved by the Board prior to submission to the Commission. The Board confers academic degrees, certificates and other forms of recognition upon the recommendation of the faculty. Such academic degrees, certificates and other forms of recognition are granted in the name of the Board of Trustees of Southern Oregon University and are executed by the Board Chair and the University President. The Board shall have the exclusive authority to approve honorary degrees.
- 1.7.2 The Board delegates to the President and the professors ("the faculty" as defined in ORS 352.146) authority relating to: (a) academic standards relating to admission to study at the University; (b) curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University; and (c) standards of student competence in a discipline.

1.8 Gifts

The Board retains sole authority for gifts to the University set forth in this section 1.8. All other authority related to gifts is delegated to the President.

- 1.8.1 Gifts that create obligations on the part of the University for which there is no established funding source.
- 1.8.2 Gifts with a value exceeding \$1,000,000 which involve: (1) Construction of facilities not previously approved; or (2) Non-traditional investment assets (such as real estate, debt instruments, closely held stock, partnership interests, permanent insurance policies, royalties, copyrights, licenses, and other illiquid assets); provided that gifts described in this subsection with a value between \$500,000 and \$1,000,000 will be reported to the Board of Trustees quarterly.
- 1.8.3 A gift requiring naming of a University building or outdoor area.
- 1.8.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.
- 1.8.5 Current gifts of non-traditional investment assets, charitable lead trusts where the University is to act as trustee, bargain sale gifts of property, and partial interest gifts.

- 1.8.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.
- 1.8.7 Gifts of real estate, interests in real estate, or gifts of debt instruments secured by real estate from other than the Southern Oregon University Foundation. The Vice President for Finance & Administration shall determine in each such case, including when the gift is from the Southern Oregon University Foundation, whether a hazardous waste inquiry or other due diligence is required, and the scope and extent of such inquiry. The President and the Vice President for Finance & Administration, in consultation with the Vice President for Development, shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

1.9 Gifts to the Southern Oregon University Foundation. Gifts to the Southern Oregon University Foundation shall be accepted by the Southern Oregon University Foundation in accordance with then-current agreements between the University and the Foundation (as may be amended from time to time).

Additional Resources:

- [Board Statement on Delegation of Authority](#)

Trustee Roles and Responsibilities

The Board of Trustees adopted a resolution outlining the Responsibilities of Individual Trustees. Many of the responsibilities discussed in the resolution underscore the roles, responsibilities, and ethical behavior defined in other board policies. However, the most defining of these are the fiduciary duties common of governing boards of higher education. It is also important to note that it is the responsibility of individual trustees to attend meetings of the Board of Trustees and committees of the board to which a trustee belongs. Selected text of this resolution appears below.

Whereas, the Board of Trustees develops and advances the mission and goals of Southern Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for herself or himself and for future Trustees pledges to fulfill the duties set forth herein:

1. Evaluation.

Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance.

2. Fiduciary Duties.

Each Trustee acknowledges that he or she has fiduciary duties to the University and its beneficiaries, including the following.

- **Duty of Care.** Each Trustee must act in good faith, using a degree of diligence, care, and skill that a prudent person would use under similar circumstances; act in a manner that he or she reasonably believes to be in the University's and State's best interests; and generally may (and should) rely on information presented by officers and administrators, experts, and board committees.
- **Duty of Loyalty.** Each Trustee must be motivated by honesty and faithfulness to the institution and not self-interest. A Trustee must be loyal to the institution, considering both financial interests held by a Trustee and governance or leadership positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of all Trustee responsibilities. The faculty, non-faculty, and student Trustees are chosen from among the faculty, non-faculty staff, and student body respectively but do not represent those groups and acknowledge that organizations exist to represent each group.
- **Duty of Obedience.** Each Trustee must ensure that the institution operates in furtherance of its stated purpose; ensure compliance; and ensure effective internal controls.

3. Service.

Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance, participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material and keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use his or her own judgment in voting versus following the lead of others.

4. Respect.

Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in his or her role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board—even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair; refrain from directing the President or staff; and accept that the President reports to the Board as a whole.

5. Personal Behavior.

Each Trustee must avoid conflicts of interest or the appearance thereof, in accordance with the Board's policies on conflict of interest and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use his or her position of authority to obtain, whether directly or indirectly, a benefit for him or herself or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and must refrain from requesting special considerations or favors.

Additional Reference:

- [Resolution on the Responsibilities of Individual Trustees](#)

Communication with the Public and Other Entities

BOARD COMMUNICATIONS WITH MEDIA AND OTHERS EXTERNAL TO THE UNIVERSITY

The board's position on external communication with the public and other entities is stated in the board's "Resolution on the Responsibilities of Individual Trustees."

Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in his or her role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board—even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair; refrain from directing the President or staff; and accept that the President reports to the Board as a whole.

At the direction of the Board Chair and the President as well as the Board of Trustees or its committees, the Board Secretary coordinates trustee communications with media, community groups, legislators, and other constituents, both internal and external to the university.

When trustees are approached by media, unless limited authority has been delegated to a specific trustee, "only the chair speaks on behalf of the board" may serve as an appropriate response to such inquiries. If appropriate, trustees may also refer inquiries immediately to the University Board Secretary, and/or the SOU Director of Community and Media Relations, who works in coordination with the Board Chair and secretary.

BOARD COMMUNICATIONS WITH THOSE INTERNAL TO THE UNIVERSITY

Outside of board meetings where trustees' communications, requests and information needs are discussed openly, it is important that trustees refrain from directing staff and should coordinate communications, requests, inquiries and other matters through the university board secretary, or if necessary, the president, as appropriate. The University President directs the affairs of staff including the vice presidents and other cabinet members. The University Board Secretary serves as the primary liaison between the Board of Trustees and all university constituents.

All communications, questions, and information requests are handled with a high degree of discretion.

Additional Reference:

- [Resolution on the Responsibilities of Individual Trustees](#)

THE BOARD-PRESIDENT PARTNERSHIP

Duties of the President

In 2016, the SOU Board conducted its first search for a university president and, at that time, created a position description outlining duties of the president. Relevant portions of the position profile appear below. These excerpted portions outline broadly the role of the University President.

The President is the chief executive officer of the University and reports directly to the Board of Trustees. The President is responsible for the effective and strategic leadership of the University.

RESPONSIBILITIES AND CHARACTERISTICS

The President of Southern Oregon University must be a person of integrity who inspires trust and exhibits sound judgment and respect for the academic enterprise. The President will be a leader who energizes SOU's long-term vision, and inspires students, faculty, staff, alumni, community members and business leaders, as well as legislators and policy makers at the state and national levels, to work together for the good of the University. The President will be visible, accessible, and approachable. Operating in an environment of shared governance, the President is responsible for academic leadership, strategic planning, and the administration of academic, personnel, fiscal, and student life policies of the institution.

The successful candidate should possess an earned doctorate or appropriate terminal degree with a record of academic achievement commensurate with appointment as a tenured professor. In addition, desired characteristics include:

- vision, integrity, leadership skills, and experience to engage the entire campus community in maintaining the highest standards of quality and academic excellence in an atmosphere of trust, collegiality, and consensus building;
- fiscal acumen with demonstrated success in navigating organizational change in the context of shifting financial landscapes;
- commitment to sustainable practices, environmental stewardship, and research that advances the understanding of local, regional, and global environmental issues;
- an understanding of the development mission and development practices, and a demonstrated ability to successfully raise funds from both public and private sources;
- an appreciation of and enthusiastic commitment to teaching, scholarly values and activities, and a distinguished record as an administrative leader;
- a commitment to serving the public interest through higher education;
- ability to communicate effectively, including excellent listening skills and the ability to talk with and inspire a broad range of constituencies;
- a strong student-centered orientation;
- experience selecting effective administrators and motivating a diverse group of individuals to work as a team in advancing the goals of the University;

- a record of promoting diversity and inclusion in an atmosphere of civility and mutual respect;
- experience in strengthening relationships and partnerships between university, state, national, and international organizations, both public and private;
- demonstrated competencies in the utilization of new technologies to deliver educational services, including online and other distance education modalities;
- appreciation for the vital role of the Arts; and
- enthusiasm and support for athletic competition within the NAIA.

AUTHORITY OF THE PRESIDENT OF THE UNIVERSITY

The Board also has established the authority of the President and additional responsibilities in the “Board Statement on Delegation of Authority.” The authority and responsibilities of the President of the University are outlined below as they appear in that statement.

2.1 Executive and Governing Officer: Delegation. The President of the University is the executive and governing officer of the University, except as otherwise provided by statute or Board actions. Subject to the supervision of the Board and Board action, the President shall direct the affairs of the University. The authorities and responsibilities of the President of the University include, but are not limited to, the authorities and responsibilities set forth in and modified by section 1.0 and this section 2.0, and the President may delegate any authorities and responsibilities, except as provided by Board actions. Any delegation must be consistent with Board actions. The President remains responsible for the proper functioning of the University, notwithstanding any delegation.

2.2 Presidential Actions. The President of the University shall take such actions regarding matters within the authority of the President when the Board or the President deems it necessary or appropriate. Any Presidential actions are subordinate to and must be consistent with Board actions. In carrying out these duties, the President shall consult with the faculty, other employees, and students as deemed appropriate by the President. Consultation shall not remove from the President the authority and the responsibility vested in the President by law and Board actions.

2.3 Emergency and Temporary Actions: Technical Corrections. The President of the University shall take emergency and temporary actions when the Board, its designee, or the President deems it necessary or appropriate. Such actions may have the scope and force of Board actions and must be reported to the Board expeditiously. Pursuant to expedited procedures, the President of the University may amend a Board action or Presidential action in order to correct typographical errors, make address or formatting changes, or clarify language without changing the effect of such actions. Such amendments must be reported to the Board quarterly. The President may make expedited repeals of Board actions upon notice to the Board and Presidential actions, provided that expedited repeals of Board actions must be ratified at the next meeting of the Board or its designee.

2.4 Committees, Councils and Advisory Groups. The President of the University shall establish and define the charge of any and all University committees, councils, and advisory groups, except as provided in Board action. The establishment and charge of any and all University committees, councils and advisory groups shall be consistent with law and Board action. The recommendations and reports of all committees, councils and advisory groups shall be made to the President. The President shall inform the Executive Committee of the Board regarding significant recommendations and reports related to the affairs of the University. Upon request by the Chair of the Board or a majority of the Trustees, the President shall provide the Board with a recommendation or report of a University committee, council or advisory group.

2.5 Students. Subject to Board action, the President is responsible for development and administration of policies governing the role of students and their conduct. In carrying out this responsibility, the President shall take into account the views of students, faculty, and others. The guidelines for student conduct which set forth prohibited conduct and provide for appropriate disciplinary hearings and sanctions for violations of law or institutional policies must be consistent with standards of procedural fairness. The Board recognizes and affirms the importance of active student involvement in the deliberative and decision-making processes.

2.6 University Personnel. The President of the University shall act for the Board of Trustees regarding all personnel and employment matters, including labor relations and approval of collective bargaining agreements. Subject to Board action, the President has the exclusive authority to and shall establish necessary or appropriate written policies covering all employees not represented by a collective bargaining organization and necessary or appropriate written policies covering employees represented by a collective bargaining organization, subject to any legal obligation to negotiate the terms and conditions of such policies with the exclusive representative of the relevant bargaining unit. Upon request by the Chair of the Board or a majority of the Board, and subject to Article VIII section 2 of the Board Bylaws, the President shall provide the Board with requested information regarding personnel and employment matters, including labor relations and collective bargaining. The President may appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers.

2.7 Research Grants and Contracts. The President of the University shall act for the Board of Trustees regarding grants and contracts for research, development, service, and training. However, a quarterly report to the Board is required for each initial contract or grant award that exceeds \$100,000, and when any increase or decrease to a contract or grant award causes the total of all increases or decreases to the contract or grant award to exceed \$100,000.

2.8 Execution and Administration of University Affairs. Except as provided by Board action, the President of the University shall act for the Board regarding the execution and administration of instruments and the affairs of the University. Notwithstanding the dollar limits specified in section 1.0 above, the President shall act for the Board of Trustees regarding the execution and administration of all instruments, business affairs, and operations relating to:

2.8.1 Acquisition of electricity, natural gas, sewer, water, and all other utility services.

- 2.8.2 The acquisition of goods and services made by participating in contracts entered into by group purchasing organizations or pursuant to collaborative purchasing initiatives with public or non- profit entities.
 - 2.8.3 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board of Trustees.
 - 2.8.4 The acquisition of goods and services for sponsored research programs when the source of the goods or services is directed by the sponsor, or the sponsor retains title to the goods acquired.
 - 2.8.5 The settlement of claims or lawsuits brought against the University.
 - 2.8.6 The acquisition of insurance or self-insurance.
 - 2.8.7 Leases and licenses of real property and modifications thereto of up to 20 years.
 - 2.8.8 Deferred gift assets.
 - 2.8.9 Real property acquired through gift or devise from the Southern Oregon University Foundation.
 - 2.8.10 The protection of the University's interests, property and operations in an emergency.
 - 2.8.11 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business.
 - 2.8.12 The selection of depositories and investments.
 - 2.8.13 The execution of instruments or the conduct of business affairs where approval by the Board or a Board committee is impractical due to time or other constraints. The President shall submit a report of any actions taken pursuant to this delegation to the Board of Trustees or its Executive Committee on or before the next regularly scheduled meeting.
- 2.9 Legal Action. The President of the University shall act for the Board of Trustees regarding all legal action necessary or appropriate to protect the interests of the University. However, no litigation shall be instituted against a public entity or official or in exercise of the power of eminent domain without approval by the Board of Trustees.
- 2.10 Gifts. The President of the University shall act for the Board of Trustees regarding all current and deferred gifts to the University, including gifts to establish quasi-endowed or permanently endowed funds. Notwithstanding any delegation by the President, a gift with unusual terms or conditions affecting an academic program shall be accepted only with the concurrence of the President to the proposed terms or conditions. The proceeds of any gift, devise, bequest, or contribution received by the University shall be administered in accordance with the intention of the donor and any directions of the Board of Trustees in accepting the gift. Wherever possible, the Southern Oregon University Foundation shall manage gifts. The President of the University is authorized to act for the Board of Trustees regarding the disposition of gifts.

2.11 Fees, Fines and Charges. The President of the University shall establish fees, fines, and charges after providing notice to the Board. In arriving at a determination of fees, fines and charges, the President shall consult with employees and students as the President deems appropriate. The President shall enforce the collection of tuition, mandatory enrollment fees, other fees, fines, charges, and all other amounts due to the University.

Additional Resources:

- [SOU President Position Profile](#)
- [Board Statement on Delegation of Authority](#)

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President's Performance Evaluation

It is the policy of the Board of Trustees of Southern Oregon University ("Board") to review the performance of the President annually.

The primary purposes of the annual review are to enable the President to strengthen his or her performance and effectiveness in leading the institution to success and to allow the President and the Board to set mutually agreeable goals. The review process is not intended as a substitute for regular and ongoing communication about progress toward goals between the President and the Board.

Annual reviews will inform decisions regarding compensation, although compensation adjustments are not necessarily awarded simultaneously with a positive performance review. Adjustments to, or renewal of, the President's contract will be handled as a separate matter, taking into account presidential performance, peer-group comparisons and other factors.

The annual review process will occur on a July 1 - June 30 cycle. The annual review will cover the preceding year.

The criteria for evaluation and information responsive to those criteria will be based principally on the President's self-assessment with respect to goals mutually set by the Board and President for the year in review.

The retrospective elements of the President's self-assessment customarily will include:

- A copy of the mutually-agreed upon goals, with a description of efforts to meet them and the President's progress assessment.
- A description of other personal or institutional achievements of which the Board should, or might, be informed by the President as aspects of performance or accomplishment.
- Identification of significant institutional or personal challenges the President faced over the course of the review year that affected progress toward goals, with particular focus on those that are likely to persist into the upcoming year or beyond.
- Comments regarding the vice presidents and other equivalent university officers who report directly to the President.
- Key areas in which the Board has been especially supportive.

The prospective elements of the President's self-assessment customarily will include:

- Goals the President proposes for their individual performance and the institution over the course of the upcoming year and for three to five years.
- The President's professional development plans and any associated requests of the Board.
- The President's assessment of the University's principal current opportunities and challenges.
- Key areas in which the President would especially benefit from Board support.

REVIEW PROCESS

The President will submit his or her self-assessment to the Board Chair by July 31 of each year. The

Board Chair and the President will then meet to discuss the self-assessment. The Board Chair shall, in a timely manner, seek confidential input and comments from trustees and, as the Board Chair deems appropriate, from members of the University community selected by the Board Chair, as the Board Chair deems appropriate.

The President's self-assessment will be provided to the Board, along with any other information determined by the Board Chair. The Executive and Audit Committee may meet in executive session for the purpose of evaluating the President, during which the President is to present their self-assessment and engage in a discussion with the Committee regarding both the retrospective and prospective elements of the assessment. The President may be excluded from any portion of such an executive session at the discretion of the Board Chair.

Following the meeting of the Executive and Audit Committee, the Board Chair will prepare an evaluation of the President and a summary of the Committee's comments. The evaluation and self-assessment will be shared with the full Board prior to any Board's meeting in which the Board will discuss the evaluation.

At the Board's fall meeting, or as soon thereafter as the Board's calendar will reasonably allow, the full Board may go into an executive session to discuss the evaluation of the President. The President may be excluded from any portion of such an executive session at the discretion of the Board Chair. After the Board discusses the evaluation of the President, the President will then present to the Board for approval the goals that the President proposes for their individual performance and for the institution for the upcoming year and for three to five years. The President's presentation of their goals and the Board's consideration of such goals shall take place in public session.

After the fall meeting, the Board Chair will meet with the President to communicate verbally and/or in writing to the President the conclusions of the evaluation and any recommendations, concerns, or priorities arising out of the evaluation.

The Executive and Audit Committee may, at its discretion, perform a comprehensive performance review of the President, including a 360-degree review. A comprehensive review of this nature should generally be performed prior to consideration of the renewal of the President's contract. When a comprehensive review is performed, it is to be incorporated into the annual review process described above, with such adjustments to the schedule as may be necessary.

Pursuant to ORS 351.065, documents regarding the President's performance, including the Board's evaluation, the 360-degree review, and the President's self-assessment, are faculty personnel records and are not public records.

The Board will periodically review and, as necessary or desirable, revise this policy and its associated procedures in light of experience gained, best practices, and legal developments as applicable.

Additional Reference:

- [Board Statement on Evaluation of the University President](#)

BOARD OF TRUSTEES: GENERAL

Board Composition

NUMBER

The Board of Trustees of Southern Oregon University functions as a 15-member board appointed by the Governor of the State of Oregon. The number of trustees may range from 11 to 15, as determined by the state governor.

COMPOSITION

The board is comprised of four on-campus trustees who are appointed by virtue of their position or relationship with the university.

1. The President of the university is an ex officio nonvoting member of the governing board.
2. The governing board must include one person who is a student enrolled at the university. The student shall be a voting member of the board.
3. The governing board must include one person who is a member of the faculty of the university. The Governor may appoint the person as either a voting or nonvoting member of the governing board.
4. The governing board must include one person who is a member of the nonfaculty staff of the university. The Governor may appoint the person as either a voting or nonvoting member of the governing board.

The remaining trustees are at-large members selected from the local community and beyond.

With the exception of the University President, the Governor of the State of Oregon appoints all members of the university governing board, subject to confirmation by the Senate in the manner provided in ORS 171.562 and 171.565.

TERM OF OFFICE

The term of office of each student, faculty and nonfaculty staff member of the governing board is two years. The term of office of all other members of the board, with the exception of the University President, is four years. A member of the governing board may not be appointed to serve more than two consecutive full terms.

VACANCIES

The Governor may remove any appointed member of the governing board at any time for cause, after notice and public hearing, but may not remove more than three members within a period of four years, unless it is for corrupt conduct in office.

Vacancies are filled by appointment by the Governor for the remainder of the unexpired term.

In some cases, trustees may have the need to resign their position due to unforeseen circumstances. If any trustee finds the need to do so, notifying the board chair and the board secretary in writing will be necessary. The board secretary will notify the Oregon Governor's Office of Executive Appointments, thus filing the official board vacancy.

For any prospective trustee wishing to apply for a vacancy on the Board of Trustees of Southern Oregon University, individuals may contact the Office of Executive Appointments or the SOU board secretary.

Additional Resources:

- [ORS 352.076 Formation and Maintenance of a Governing Board for Public Universities](#)
- [Office of Executive Appointments](#)
- [ORS 171.562 and 171.565](#)

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Conflicts of Interest

STATEMENT OF CONFLICT OF INTEREST

Oregon Government Ethics law identifies and defines two types of conflicts of interest. An actual conflict of interest is defined in ORS 244.020(1) and a potential conflict of interest is defined in ORS 244.020(12). In brief, a public official is met with a conflict of interest when participating in official action which could or would result in a financial benefit or detriment to the public official, a relative of the public official or a business with which either is associated.

The difference between an actual conflict of interest and a potential conflict of interest is determined by the words “would” and “could.” A public official is met with an actual conflict of interest when the public official participates in action that would affect the financial interest of the official, the official’s relative or a business with which the official or a relative of the official is associated. A public official is met with a potential conflict of interest when the public official participates in action that could affect the financial interest of the official, a relative of that official or a business with which the official or the relative of that official is associated.

The following has been excerpted from the Board Statement on Ethics and Conflict of Interest.

5.0 Conflicts of Interest

5.1 Generally. Not all conflicts of interest are wrong or unacceptable. Although some categories of conflicts may be prohibited by law, or the law may require that they be disclosed and managed in a particular way, in many cases management of conflicts of interest is not primarily a question of law but of ethics. In some circumstances, conflicts may be inevitable, and the question for a Trustee may be how to manage the conflict. Some considerations can be identified that tend to signal that a conflict should be prohibited or carefully managed. Often this would be the case where, for example, an individual’s outside activities or relationships or the institution’s own interests entail the actuality or appearance that the quality or objectivity of a Trustee’s judgment could be impaired; or that a Trustee is placing personal interest before the institutional interest; or that institutional resources or assets apparently are being used for private gain; or that an individual is receiving something of value from a business where the business would appear to benefit from the individual’s decision on behalf of the institution; or that an individual is pursuing an economic opportunity identified in the course of institutional service, where the opportunity is not widely available.

5.2 State law.

5.2.1 The Oregon Government Ethics Law addresses the existence, disclosure, and disposition of certain potential and actual conflicts of interest. The standards set forth in the law attempt to balance the need to avoid conflicts of interest with the need for the services of knowledgeable, experienced public officials. Compliance with state law is required but may be insufficient. Some considerations can be identified that tend to signal that a conflict should be forbidden or carefully managed. Often this would be the case where, for example:

- a. A Trustee's outside activities or relationships or an institution’s own interests entail the actuality or appearance that the quality or objectivity of judgment could

be impaired

- b. A Trustee is placing personal interest before the institutional interest
- c. Institutional resources or assets apparently are being used for private gain
- d. A Trustee is receiving something of value from a business where the business would appear to benefit from the Trustee's intervention or decision
- e. A Trustee is pursuing an economic opportunity identified in the course of institutional service, where the opportunity is not widely available

5.2.2 ORS 352.076 addresses a conflict of interest inherent in the positions of the faculty trustee and the non-faculty staff trustee. The conflict may be financial or non-financial. The faculty and non-faculty staff trustees (a) may not participate in any discussions or action by the board involving collective bargaining issues that affect faculty or non-faculty staff at the university, and (b) may not attend any executive session of the board involving collective bargaining issues that affect faculty or non-faculty staff at the university. This prohibition may include collective bargaining issues that affect any collective bargaining organization, unit or agreement, not merely a collective bargaining organization or unit that represents the faculty or non-faculty staff trustee or a collective bargaining agreement to which the organization or unit is a party.

5.2.3 Declaration of Potential and Actual Conflicts of Interest under Oregon Law. When met with a potential or an actual conflict of interest, a Trustee is strongly urged [to]:

- a. Potential: Announce publicly the nature of the *potential* conflict prior to taking any action thereon in the capacity of a Trustee; or
- b. Actual: When met with an *actual* conflict of interest, announce publicly the nature of the actual conflict and refrain from participating in any discussion or debate on the issue out of which the actual conflict arises or from voting on the issue.

5.3 Federal law. Federal laws and regulations mandate conflict-of-interest-related requirements in certain areas applicable to universities—such as lobbying of certain federal officials and the receipt of federal funds for financial aid, construction, research and grants and contracts. Trustees should be aware that their activities and interests may be in conflict with the interests and activities of the institution under federally-funded programs and may implicate the government relations activities of the institution.

5.4 Non-financial Interests. The Board of Trustees does not confine its concerns about conflict of interest to financial conflicts but extends its concerns to all kinds of interests that (a) may lead a Trustee to pursue a policy or practice or take a position that is incompatible with the Trustee's fiduciary duties to the institution, or (b) may entail steps by the Trustee to achieve personal gain, or gain for family, friends or associates, by use of the Trustee's role at the institution.

5.5 Trustees should disclose promptly all actual or potential conflicts of interest related to the institution as the conflicts become known to them. To facilitate Trustees' identification of such conflicts, the University is directed to inform the Trustees on an annual basis of applicable state and federal law regarding conflicts of interest so as to maximize the potential for awareness of possible conflicts.

6.0 Compliance

6.1 When a Trustee gives notice of an actual or potential conflict of interest, the Secretary shall record the actual or potential conflict in the official records of the public body.

6.2 Federal law and state law supersede anything in this Statement that is inconsistent or in conflict with such law.

Additional Resources:

- [Board Statement on Ethics and Conflict of Interest](#)
- [Oregon Government Ethics Law: A Guide for Public Officials](#)

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Statement of Economic Interest

Members of the Board of Trustees of Southern Oregon University are Oregon public officials required to file an Annual Verified Statement of Economic Interest (SEI) with the Oregon Government Ethics Commission by April 15 of each calendar year. When the forms are distributed in March of each year, the instructions and definitions are also included to assist the filer in completing the forms. The SOU offices of the Board of Trustees and/or the General Counsel remind board members to complete the form. The forms are distributed by and submitted directly to the Oregon Government Ethics Commission.

The form itself may have slight variations from year to year. As excerpted from the Oregon Guide for Public Officials, the following is a brief description of the information typically requested in the SEI form.

- Name and address of each business in which a position as officer or director was held by the filer or member of the household.
- Name and address of each business through which the filer or member of the household did business.
- Name and address and brief description of the sources of income for the filer and members of the household that represent 10 percent or more of the annual household income.
- Ownership interests held by the filer or members of the household in real property, except for the principal residence, located within the geographic boundaries of the governmental agency in which the filer holds the position or seeks to hold.
- Honoraria or other items allowed by ORS 244.042105 that exceed \$15 in value given to the filer or members of the filer's household. Include a description of the honoraria or item and the date and time of the event when the item was received. Remember that honorarium cannot exceed \$50.
- Name of each lobbyist associated with any business the filer or a member of the household is associated, unless the association is through stock held in publicly traded corporations.
- If the public official received over \$50 from an entity to participate in a convention, fact-finding mission, trip, or other meeting as allowed by ORS 244.020(6)(b)(F), list the name and address of the entity that paid the expenses. Include the event date, aggregate expenses paid, purpose for participation and a copy of the notice of aggregate value paid. [Not required for candidates]
- If the public official received over \$50 from an entity to participate in a trade promotion, fact-finding mission, negotiations or economic development activities as allowed by ORS 244.020(6)(b)(H), list the name and address of the person that paid the expenses. Include the event date, aggregate expenses paid and nature of the event.

Additional Resources:

- [Oregon Government Ethics Law: A Guide for Public Officials](#)
- [ORS Chapter 244 Government Ethics](#)

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Trustee Indemnification and Insurance

As stated in the university Bylaws, the University shall defend and indemnify any Trustee or Officer ("Party") against any Claim, whether groundless or otherwise, arising out of an alleged act or omission occurring in the performance of official duties. The University shall not provide indemnification and defense in case of malfeasance in office or willful or wanton neglect of duty. The University may cease to provide indemnification or defense upon a determination by the University, in its sole discretion, that an act or omission may constitute malfeasance in office, willful or wanton neglect of duty, or criminal conduct.

The University may choose to defend a Party under a reservation of rights. Any Party to whom the University is providing a defense shall cooperate fully with the University in the defense of such Claim. If the University determines, in its sole discretion, that such Party has not so cooperated or has otherwise acted to prejudice the defense of the Claim, the University may at any time terminate its defense and indemnity or proceed under a reservation of rights.

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BOARD OFFICERS

BOARD OFFICERS

The Board of Trustees of Southern Oregon University has two officers: Chair and Vice Chair. Consistent with the Bylaws of the university, the Board selects one of its members as Chair and another as Vice Chair, by majority vote, usually in June of each year.

OFFICERS' RESPONSIBILITIES

The Chair shall establish the agenda for and preside at all meetings of the Board. The Chair shall perform such other duties as assigned by the Board. In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board. Other officers of the Board, if any, shall be subject to the authority of the Chair and Vice Chair.

The Chair may speak on behalf of the Board and University, unless otherwise determined by the Board. Individual trustees do not speak on behalf the Board or University unless authorized to do so by the Board or Chair. Notwithstanding the appointment of a Chair, Vice Chair, and other officers, authority is vested in the Board collectively and not in any individual Trustee.

ELECTION OF BOARD OFFICERS

A vacancy in the position of Chair shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall appoint the Chair. A vacancy in the position of Vice Chair shall be filled by the Board. The Chair and Vice Chair shall not be employees or students of the University and shall not, as Chair and Vice Chair, be authorized to bind the University except as authorized by law or the Board. The Board may appoint such other Board Officers with such duties as the Board determines necessary or appropriate.

TERM OF OFFICE

The Chair and Vice Chair shall hold office for one year, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. The Chair and Vice Chair may be appointed to consecutive terms.

RESIGNATIONS AND VACANCIES

A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a two-thirds majority vote of Trustees eligible to vote.

Additional Resource:

- [Bylaws](#)

BOARD MEETINGS

Meetings

NOTICE OF MEETINGS TO THE BOARD AND TO THE PUBLIC

Every reasonable effort will be made to provide notice of a regular meeting of the Board of Trustees and all available, pertinent materials to each trustee no less than seven calendar days before the meeting. The proposed agenda and all available, pertinent materials for a regular public meeting of the Board should be provided to each trustee by email to the trustee's official Southern Oregon University email address, which may be an email that contains only a link to the agenda and materials, not less than seven days before any regularly scheduled meeting.

Every reasonable effort will be made to provide notice of a regular public meeting of the Board of Trustees and all available, pertinent materials to all others no less than six calendar days before the meeting.

MEETING DATES AND TIMES

In conjunction with the Board of Trustees, the University Board Secretary endeavors to maintain an 18 to 24 month calendar for regular meetings of the board in order to provide trustees with adequate and, where possible, generous advanced notice of meeting schedules. The Secretary will cause to be posted on the Board's website and delivered to each trustee, periodically, an up-to-date schedule of the Board's regular meetings.

The Board of Trustees generally holds four regular meetings per academic year (September through June) and one retreat per year. Committees of the board typically meet in conjunction with the four board meetings and more often when necessary. Trustees and members of the public may consult the board's website, governance.sou.edu, for upcoming meeting dates.

ATTENDANCE BY TELE- OR VIDEOCONFERENCE

The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee shall constitute such Trustee's presence in person at the meeting.

It is the common practice of employing voice over internet protocol (VOIP) video-conferencing services for remotely located trustees to attend board meetings. This service allows audio and video to be used simultaneously to ensure full participation.

If any trustee wishes to attend a meeting of the board via tele- or videoconference, please contact the University Board Secretary at least 48 hours in advance.

QUORUM

Except as otherwise specified herein, as specified in the Bylaws, a quorum of the Board is required to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office, including the President, at the time of the meeting.

Manner of Acting.

- Except as otherwise specified herein, as specified in the Bylaws, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Trustees present.
- All Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair, except that a Trustee may not vote if the Trustee is disqualified from voting under law, the bylaws, or applicable Board action. Abstentions may be permitted by the Chair.
- Trustee participation in a meeting through use of any means of electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting shall constitute such Trustee's presence in person at the meeting.

QUORUM NOT REQUIRED

Less than a quorum may:

- Adjourn the meeting from time to time to a different time or place before the date of the next regular meeting without further notice of any adjournment. At such adjourned and rescheduled meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.
- Set a time for adjournment.
- Call a recess.
- Take any measure necessary or appropriate to assemble a quorum.

Additional Resources:

- [Board of Trustees Meeting Dates and Schedule](#)
- [Board Statement on the Conduct of Public Meetings](#)
- [Bylaws](#)

Agenda

SETTING THE MEETING AGENDA

Only items approved by the Chair, President or a majority of the Board may be placed on the agenda for a regular meeting.

At the end of each regular meeting of the board or board committee, the presiding Chair announces the date of the next scheduled meeting, announces upcoming major agenda items, and solicits trustees for suggestions or requests of future agenda items. Trustees also are encouraged to provide their suggestions or requests to the University Board Secretary, who coordinates with the Chair and President to create future agendas. Suggestions and requests also may be directed to the Chair or President.

Following this, the board or committee Chair, President, University Board Secretary and appropriate staff meet in advance of each meeting to confirm the agenda for the upcoming meeting.

AGENDA TEMPLATE

The following will be the order of business at each regular public meeting of the Board:

1. Call to Order/Roll/Declaration of a Quorum
2. Public Comment
3. Reports
4. Consent Agenda (including approval of minutes)
5. Action Items
 - a. Matters before the Board by Seconded Motion
 - b. Other Matters before the Board
6. Information and Discussion Items
7. Adjournment

The Chair or President determines the items to be placed on the consent agenda. An item may be removed from the consent agenda by a Trustee. The order of business of the Board may be altered by the Chair, President or majority vote of a quorum.

PUBLIC COMMENT

Public comment is an important component of effective governance. The opportunity for public comment will be provided at regular meetings of the Board. The public comment period provides an opportunity to share ideas, information and opinions. It may not be used as a forum for negotiations or asking questions of individuals or Trustees.

Protocol. The Chair has the authority to alter this protocol in the interest of time or other considerations. Priority in public comment will be given to topics on the meeting agenda.

Sign-Up. An individual who wishes to provide public comment must sign up with the Secretary in advance of the meeting, stating his or her name, affiliation with the University or other group, and topic to be discussed. Sign-up may be available on the Board's website, and a sign-up sheet will be available at each meeting. Sign-up via the Board's website must be made at least 24 hours in advance of the scheduled start of a meeting.

Duration. Unless otherwise indicated on the agenda or by the Chair, each public comment period will be between 15 and 30 minutes with a limit of three minutes per speaker. The Chair may call

individuals out of order of sign-up to ensure that different viewpoints are heard during the public comment period. The Chair may require that a group designate one spokesperson to make comments. Those who sign up and are not called are invited to share their comments via trustees@sou.edu. The public comment period is complete when any public comment has been provided or the public comment period expires, whichever occurs first.

Written Information. An individual who wants to provide written information to the Board may do so by: (1) sending the material electronically to trustees@sou.edu; (2) delivering the material to the Office of the University Secretary; or (3) mailing the material to the Office of the University Secretary. The Chair, President and Secretary will determine whether and, if so when, submitted material is appropriate for dissemination to trustees based on the University's bylaws and relevant Board actions. Materials may be subject to disclosure under the Public Records Law.

EXECUTIVE SESSIONS OF THE BOARD

Executive sessions are authorized by the Public Meetings Law. The Chair shall have discretion, consistent with applicable law, to determine whether the Board or a Committee should meet in executive session. When the Chair determines that an executive session is appropriate, the Chair will use the following procedure:

- The Chair will announce the executive session as required by law and cite the basis for and statute authorizing an executive session for each subject to be discussed
- The Chair or Secretary will specify individuals who may remain in the meeting
- The Chair or Secretary will instruct news media on each subject that the news media may not disclose
- The Chair or Secretary will also notify news media that they are prohibited from making audio or video recordings of the executive session
- The Chair or Secretary will notify news media that they are excluded from the executive session for one or more of the reasons set forth in section 6.4 of the Board Statement on the Conduct of Public Meetings
- The Chair or Secretary will determine whether the executive session is recorded or whether minutes shall be kept. If a recording is made, the Secretary shall specify on the recording when the executive session begins and ends
- At the conclusion of the executive session, the Secretary shall notify all other members of the audience that the portion of the meeting open to the public has resumed

Notice. Notice of an executive session shall be provided substantially in accordance with notice of a regular, special or emergency meeting, depending on whether the executive session is to take place during a regular, special, or emergency meeting. The Board may hold meetings that consist solely of an executive session. The basis for and statute authorizing the executive session will be included in the notice.

Inclusion of News Media. Only representatives of the institutional news media are permitted in executive session when not excluded.

Exclusion of News Media. Representatives of the news media are allowed to attend executive sessions other than those held to conduct deliberations with persons designated by the governing body to carry on labor negotiations; to confer with counsel on current litigation or litigation likely to be filed if the member of the news media is a party to the litigation or is an employee, agent or contractor of a news media organization that is a party to the litigation; or when material or information that is confidential under federal law or that constitutes a faculty record under Oregon law will be discussed.

Additional Resources:

- [Board Statement on the Conduct of Public Meetings](#)
- [Public Meetings Manual](#)

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BOARD COMMITTEES

Standing Committees

Subject to the requirements of applicable law, the Board may establish such standing committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees.

The Standing Committees of the Board currently are the Executive and Audit Committee, Finance and Administration Committee, and Academic and Student Affairs Committee. Standing Committees may consist only of Trustees, continue until terminated by the Board, and develop a charter for approval by the Board.

EXECUTIVE AND AUDIT

A six-member Executive and Audit Committee (EAC) of the Board of Trustees sits as the Executive Committee of the Board and the Audit Committee of the Board. The Chair and Vice Chair of the Board and the chairs of the Finance and Administration as well as Academic and Student Affairs Committees shall each be an ex officio voting member of the EAC, and the Chair of the Board shall select the fifth and sixth voting members. The University President may not serve on the EAC. The Chair of the Board shall be the chair of the committee. During the absence or incapacity of the Chair, the Vice Chair shall be the chair. During the absence or incapacity of the Chair and the Vice Chair, the chair of the Finance and Administration Committee shall be the chair.

When sitting as the Executive Committee, the EAC shall represent and, except as prohibited by applicable law, may act for the Board on any matter, except for the hiring or removal of the President of the University. The committee should generally endeavor to refer matters to the Board, but it is expected that the committee will act for the Board when the committee determines it to be necessary or appropriate. The committee shall submit reports on its actions to the Board.

When sitting as the Executive Committee, the EAC shall consider matters pertaining to the hiring, employment, and removal of the President of the University. Such matters, except for the hiring or removal of the President, shall be referred to the Board as seconded motions. The hiring or removal of the President shall be referred to the Board as a proposed motion.

When sitting as the Executive Committee, the EAC shall consider matters pertaining to governance of the Board such as structure, composition, engagement and assessment. The committee should generally endeavor to refer matters to the Board, but it is expected that the committee will act for the Board when the committee determines it to be necessary or appropriate. The committee shall submit reports on its actions to the Board.

When sitting as the Audit Committee, the EAC may consider matters pertaining to audits, compliance and risk management. Matters that may be brought before the committee include, but are not limited to, the following examples:

- Audits and Internal Controls-matters relating to external and internal auditors, audit plans and reports, and internal controls.
- Compliance-matters relating to compliance with legal and regulatory requirements.

- Risk Management-matters relating to risk management, insurance, and risk transfer devices.

All matters considered pursuant to the Board Statement on Board Committees by the EAC sitting as the Audit Committee that require action by the Board shall be referred to the Board as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the EAC. Subsequent to the transaction of any business under such express delegated authority, the committee shall render a report on the business to the Board.

Any of the examples of matters brought before the EAC sitting as the Executive Committee or the Audit Committee may be directed to any other committee or the Board for consideration.

FINANCE AND ADMINISTRATION

There is a seven-member Finance and Administration Committee (FAC). At the Board's second regular meeting of each odd-numbered calendar year or such other time that the Board Chair determines is necessary to the orderly operation of the Board's business, the Board Chair shall appoint the chairperson and other members of the FAC. The Chair and Vice Chair of the Board shall not be appointed to the FAC but may act as alternates, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

All matters considered by the FAC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the FAC. Subsequent to the transaction of any business under express delegated authority, the FAC shall render a report on the business to the Board.

The FAC may consider matters pertaining to the financial, capital, and other assets of the University. Matters that may be brought before the Committee include, but are not limited to, the following examples:

- Budget-matters relating to the University's operating and capital budgets and requests for appropriation of state funds.
- Investments and Finances-matters relating to the University's investments, finances, financial accounts, and debt finance.
- Tuition and Fees-matters relating to tuition and mandatory enrollment fees.
- Real Property-matters related to the acquisition, management, development and disposal of real property.
- Personal Property-matters related to the acquisition, management, development and disposal of personal property, tangible and intangible.

Any of the above examples of matters brought before the FAC may be directed to any other committee or the Board for consideration.

ACADEMIC AND STUDENT AFFAIRS

There is a seven-member Academic and Student Affairs Committee (ASAC). At the Board's second regular meeting of each odd-numbered calendar year or such other time that the Board Chair determines is necessary to the orderly operation of the Board's business, the Board Chair shall appoint the chairperson and other members of the ASAC. The Chair and Vice Chair of the Board

shall not be appointed to the ASAC but may act as alternates, including voting, in the event of the absence of any committee member at any regular, special or emergency meeting.

All matters considered by the ASAC that require action by the Board shall be referred, as appropriate, to the Board or the Executive Committee for action as a seconded motion unless authority to act on behalf of the Board has been delegated expressly to the ASAC. Subsequent to the transaction of any business under express delegated authority, the ASAC shall render a report on the business to the Board.

The ASAC may consider matters pertaining to the teaching, research, and public service programs of the University and to its faculty, staff, and students. Matters that may be brought before the Committee include, but are not limited to, the following examples:

- Faculty and Staff Affairs-matters relating to the faculty and the professional and classified staff, including their status and responsibilities, discipline and welfare.
- Educational Policy-matters relating to educational policy, including admissions requirements, instruction, curriculum, degrees, research, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units.
- Student Welfare-matters relating to the general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, sports programs, and policies governing student discipline and student organizations.

Any of the above examples of matters brought before the ASAC may be directed to any other committee or the Board for consideration.

Additional Resource:

- [Board Statement on Board Committees](#)

Ad Hoc Committees and Work Groups

Subject to the requirements of applicable law, the Board may establish such Ad Hoc Committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees. An Ad Hoc Committee shall include at least one Trustee, engage in information gathering and reporting only, and make any report or recommendation to the Chair of the Board or the Chair of a Standing Committee.

INFORMATION GATHERING AND INVESTIGATION

For information gathering and investigation purposes, the board typically appoints work groups to assist the board or the university regarding various matters.

The Chair of the Board, or the Vice Chair during the Chair's absence or incapacity, may appoint one to three members of the Board or one or more other persons to gather information and provide it to the Board or a Board Committee.

The Chair of a Standing Committee may appoint one to three members of the Standing Committee or one or more other persons to gather information and provide it to the Standing Committee.

Additional Resource:

- [Board Statement on Board Committees](#)

BOARD GOVERNANCE

Guidelines for Recommending Potential Trustees for Appointment and Reappointment

AT-LARGE TRUSTEES

Under ORS 352.076, Southern Oregon University trustees are appointed by the Governor of the State of Oregon and confirmed by the Oregon Senate. The board fully recognizes that only the governor of the State of Oregon has the authority to appoint members of the board and the state senate has the authority to confirm such appointments. It is a goal of the Board of Trustees to recommend at-large candidates for the Governor's consideration who meet the individual characteristics desired for the board and who complement the needs of the board as a whole.

In its Statement on Recommending At-large Board Candidates, the Board identifies the following information and process to guide the board's efforts in identifying potential candidates to recommend to the Governor for at-large board positions

The Board should be comprised of members who have:

- A commitment to public higher education;
- A record of public or community service;
- Knowledge of complex organizations or academic institutions;
- A demonstrated collaborative, collegial approach to leadership;
- A willingness and availability for constructive engagement;
- A commitment to open-minded, non-partisan decision-making;
- A record of integrity, good judgment, and civic virtue;
- A commitment to engagement in board responsibilities and interests; and
- Qualifications and characteristics that reflect and support the Governor's goals, priorities, and initiatives.

There should be a balance of perspectives, backgrounds, experience, and skills among the members of the board. This could include, but is not limited to, considerations of gender, ethnicity, age, geographic location of residence, and other expressions of diversity; unique skills and competencies including experience that will benefit the board; complementary skills and perspectives; a broad range of professional fields (e.g., education, legal, finance, engineering, healthcare, criminal justice, business, etc.); and knowledge of and/or connection to Southern Oregon University (alumni relation, campus service, community relationships, etc.).

PROCESS

The process for identifying and vetting potential candidates will include conducting a needs assessment, identifying and vetting potential candidates, and a presentation of recommendations to the Board Chair, who will consult with other members of the board regarding potential candidates.

Candidates will be asked to complete an application packet including the Governor's Executive

Appointments Interest Form, Background Information Form, and other documentation required for executive appointments. The Secretary may provide information to applicants if necessary.

It is understood by the board that providing recommendations to the Governor's office regarding potential trustees in no way guarantees or implies appointment of any applicant. Any member of the public who may be interested in serving as a trustee, but who has not come to the attention of the board through this process, is encouraged to apply independently.

REAPPOINTMENTS

The Board has not adopted a formal policy or process for recommending reappointments to trustee positions. Customarily, the University Board Secretary may inquire with an individual trustee regarding his or her desire to continue service for a second term and will report this to the Chair and the President. The University Board Secretary may consult with individual trustees to assist with the reapplication process, if necessary.

STUDENT, STAFF, AND FACULTY TRUSTEES

The Board has not adopted an official policy or process for recommending individuals to the student, staff and faculty trustee positions. The constituent groups to which these individuals belong should identify their own process by which to recommend applicants to serve on the SOU Board of Trustees. The University Board Secretary and/or trustees may consult with these groups or applicants as requested or required to assist with the application process, if necessary.

For all applicants to both new and continuing appointments, on behalf of the Board of Trustees, the Board Chair may communicate to the Oregon Governor the Board's support for an applicant.

Additional Resource:

- [Board Statement on Recommending Candidates for At-large Board Positions](#)

Trustee Development and Training

Attendance at board meetings and some campus events helps to serve trustee education and development needs. Meetings of the full board and committees typically contain agenda items that contribute to educating or updating the board on matters regarding the university, the higher education landscape, related government and legislative affairs, and other areas relevant to the role of the trustee.

Each incoming and continuing trustee has different support and development needs, and necessarily, will want to meet those needs in different ways. To address these needs, the University Board Secretary coordinates, maintains, or promotes a number of opportunities and resources available to trustees to assist in board training, education, and professional development.

TRAINING, ONGOING DEVELOPMENT, AND EDUCATION OPPORTUNITIES

- New Trustee Orientation
- Trustee Handbook
- Governance website
- Trustee intranet site
- Workshops, conferences or webinars on trustee roles and issues in higher education
- Briefings or update sessions at board meetings
- In-depth reviews for new trustees before board and committee meetings, as needed
- Borrowing library
- Access to trustee-specific and higher education-specific articles and resources

The University Board Secretary, in close coordination with university constituents and administration, strives to provide the board with the information trustees may need to govern effectively. If any trustee seeks specific resources, training, or education relative to university governance, please direct requests to the University Board Secretary.

Board Self-evaluation

In the Board Statement on the Responsibilities of Individual Trustees, the Board identifies evaluation as the first of many of the responsibilities of a trustee. “Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified in the statement, and each Trustee will participate in self-evaluations and evaluations of Board performance.”

Following the final meeting of the academic year and prior to the fall meeting of the board, the University Board Secretary distributes the board’s self-evaluation containing questions regarding trustee participation, professional expertise, performance, subjects of interest, leadership interests, meetings and meeting schedules, as well as suggestions for improvement.

After careful analysis, the board secretary prepares a summary of the results for the board and works with trustees and staff, as appropriate, to enact a cycle of continuous improvement based on the results.

From time-to-time, the board may choose to modify the way it conducts its evaluation including the instrument and frequency of administration.

DRAFT

Bylaws and Policy Review Process

The board created the majority of its bylaws and policies during the 2014-15 academic year. Having been operational since July 1, 2015, the governing body has not yet undertaken a bylaws and policy review process. Following the completion of three full years of governance of the university, the Board of Trustees will review, and where appropriate, amend the University Bylaws and board policies.

DRAFT

Trustee Access to University Resources

To enable members of the board to discharge their responsibilities, members of the Board of Trustees receive access to certain university resources and privileges. Resources and privileges may include the following.

SOU Identification Card

Trustees will be provided an official SOU identification (ID) card. This card is used for identification purposes only and allows trustees to move about on campus and identify themselves when/if necessary for security purposes.

Parking

Trustees receive an annual parking permit allowing access to established parking lots throughout the campus, without charge to the trustee. The university maintains a virtual parking permit system. Because a person's license plate is their permit once registered, details regarding vehicle make, description, and plate number should be provided to the University Board Secretary for recordkeeping with the SOU's parking office.

The faculty, staff and student trustees should obtain their customary parking permits in accordance with their relationship to the university. An additional designation to these trustees' permits will be added to ensure parking access in association with performance of official trustee duties.

All trustees must observe parking rules for handicap, visitor, and specially reserved spaces (i.e., service vehicles).

Computing, Information Technology, and Network Resources

Southern Oregon University provides computing, information, and networking resources to the university community of students, faculty, and staff [and others] in support of the university's mission.

All use of these resources shall be in a legal, ethical, and responsible manner. Users must respect the rights of other users, respect the integrity of the systems and related physical resources, and observe all relevant laws, regulations, and contractual obligations. Any other uses, including uses that jeopardize the integrity of the network, the privacy or safety of other users, or that are otherwise illegal, are prohibited.

The primary purpose of electronic systems and communications resources is for university-related activities only. Users do not own accounts on university computers, but are granted the privilege of exclusive use. Users may not share their accounts with others, and must keep account passwords confidential. Users must adhere strictly to licensing agreements and copyright laws that govern all material accessed or stored using university computers and networks or university contracted services.

The university maintains myriad policies governing the use of information technology resources. Trustees are encouraged to consult the board's IT Specialist with any questions regarding these policies and access or use of these resources.

Communications and Subscriptions

Trustees may receive communications from designated university and external sources during the course of their trusteeship. Trustees who wish to be removed from optional mailing lists or do not wish to receive hard copy or electronic subscription materials should inform the Secretary.

Additional Resources:

- [SOU Parking Rules and Procedures](#)
- [Board Statement on the Performance of Official Business](#)
- [Information Technology Policies, Planning and Governance](#)

DRAFT

Trustee Expense Reimbursement Policy and Guidelines

Members of the Board of Trustees may be asked to travel in fulfillment of their roles and responsibilities as trustees. When doing so, trustees should maintain supporting documentation for expenses in order to be reimbursed.

The board office may coordinate trustee travel to ensure travel expenses are reimbursable to the extent allowable. Whenever possible, the board office coordinates direct billing to the university of certain business travel expenses so that trustees incur minimal up-front costs related to their performance of official duties. The board office coordinates travel for trustees in compliance with university policies and guidelines.

For trustees wishing to utilize certain personal travel programs, the board office may be unable to coordinate these travel arrangements. Trustees may choose to coordinate their own travel and seek reimbursement, though reimbursement will follow SOU guidelines.

All reimbursements for costs associated with official business that are actually incurred are subject to the relevant university policy, except as set forth in Board Statement on the Performance of Official Business. A trustee seeking reimbursement should coordinate with the Secretary to review current policies relating to expenditures and reimbursements. All reimbursements require the approval of the Secretary and the Vice President for Finance and Administration.

The board office does not coordinate travel for unauthorized travelers.

SOU BUSINESS TRAVEL

The purpose of the SOU travel procedures is to provide travelers with guidance and set forth requirements for the conduct of all official university travel. The university reimburses only those travel expenses reported by faculty, staff, and other authorized travelers which are incurred for the performance of authorized university business activities. Official university business activities typically fall into the following categories:

1. Carry out official business (i.e., attending meetings, conferences, etc.).
2. Further training and professional development through attendance at off-campus conferences, conventions or training sessions.
3. To provide for recruitment of faculty, staff, and students.

TRAVEL GUIDELINES

All travel shall be conducted in the most efficient and cost-effective manner resulting in the best value for the university.

The university maintains a robust suite of information regarding its travel procedures and guidelines. Guidelines for travel reimbursement include authorization of travel procedures, how to be reimbursed for transportation, meals, lodging, and other expenses associated with travel, and the methods of payment for travel. Trustees may consult the SOU Business Services website for University Travel Guidelines for more information on travel and reimbursements.

Additional Resources:

- [Board Statement on the Performance of Official Business](#)
- [University Travel Guidelines](#)

DRAFT

College Affordability

Student Debt:

College Affordability at Southern Oregon University

by

Kristen Gast

Director of Financial Aid



Student Loan Debt Snapshot

- \$1.48 TRILLION in student loan debt spread among 44 million borrowers
- Student borrowers who have borrowed Federal Loans (No Private or Plus)
- Graduates of 4 year Public Universities

National vs Oregon Student Debt by the Numbers

National	Oregon
66% of student borrowers	63% of student borrowers
\$30,100 per borrower after graduation	\$27,697 per borrower after graduation
11.5% National Cohort Default Rate	14.2% State Cohort Default Rate

Regional Picture

	Western Oregon University	Eastern Oregon University	Oregon Institute of Technology	Southern Oregon University
Students w/ Loans	79%	53%	45%	47%
Average Debt at Graduation	\$24,502	\$22,840	\$22,875	\$23,492
Average amount borrowed per year	\$7,090	\$7,725	\$7,688	\$7,157
Default Rate	6.6%	10%	3.6%	7.1%



Council of Public Liberal Arts College

	Evergreen State College	Southern Utah University	Sonoma State University	Fort Lewis College
Students w/ Loans	52%	51%	41%	47%
Average Debt at Graduation	\$17,595	\$12,575	\$17,500	\$19,500
Average Amount Borrowed Per Year	\$6,851	\$6,858	\$6,120	\$6,298
Default Rate	7.5%	5.9%	3.2%	10%

The SOU Student - *Oregon Resident*

\$21,564

Costs per Student (12 credits per term)

- \$7,800 Tuition & Fees
- \$13,764 Housing & Meal Plan

Financial Aid Package

- PELL \$5,920
- OOG \$2,250
- Subsidized Loan \$3,500
- Unsub Loan \$2,000

**Student has to come up with \$7,894 on average per year.*

\$13,670

Types of Need and Merit-Based Financial Aid

Federal Aid

- Federal Pell Grants
- Work Study
- Loans

State Aid

- Grants
- Scholarships

SOU Aid **Last Dollars Applied**

- Merit Scholarships
- Scholarships (SOUF-funded)
- Student Employment
- Need-based Tuition Assistance (TAP, Discretionary)

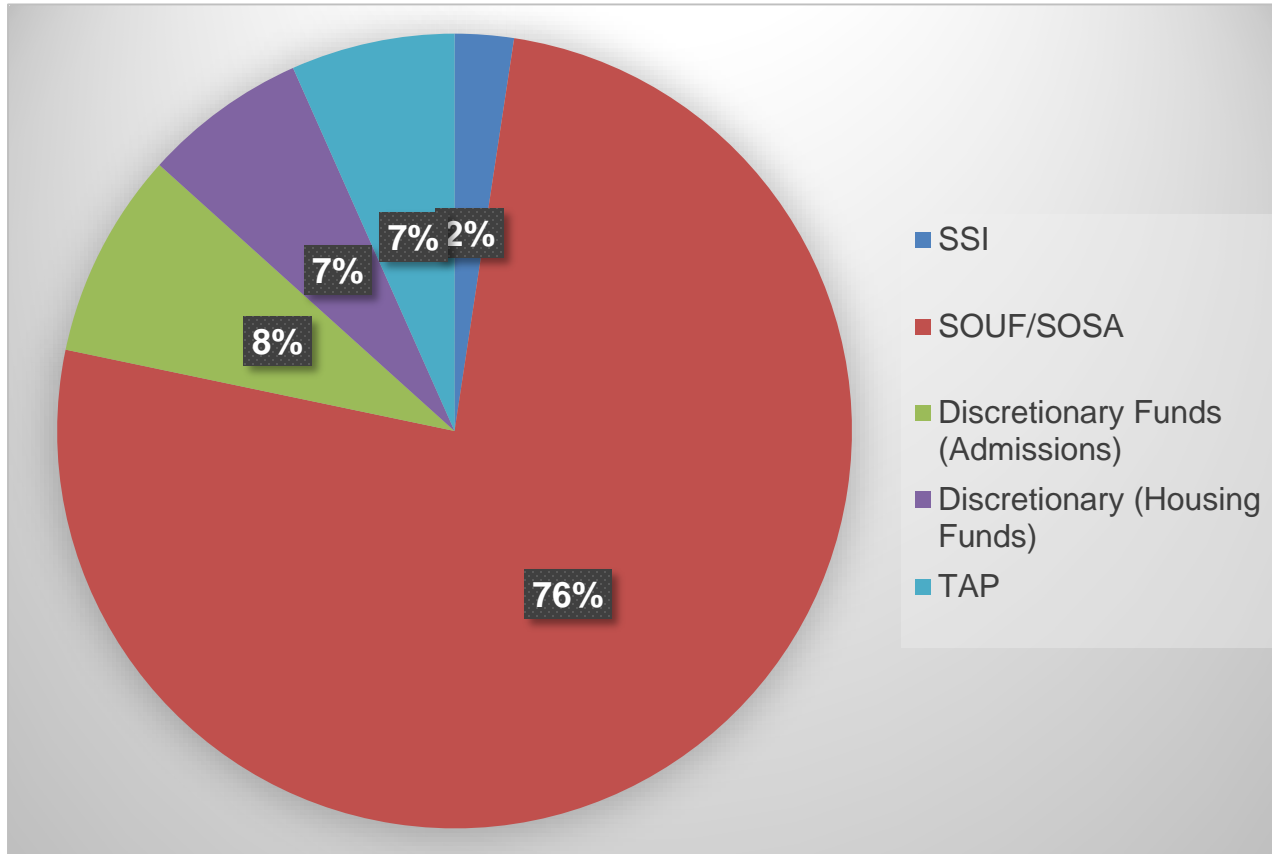


Impact of Tuition Assistance

**77% of Students With Financial
Aid Need Met**

- \$4 Million Tuition Assistance
- \$126,000 Discretionary Funds
- \$100,00 Housing Discretionary Funds
- \$100,00 TAP Funding (This year only)

How we are successful



Continue to Assist Our Needs

- Request to continue Tuition Assistance
- Create an inclusive and holistic Financial Literacy program
- FAFSA
- Borrow what you need/not want
- Student Employment

Questions?

HECC Update

Government Relations Update

SOU GOVERNMENT RELATIONS/LEGISLATIVE UPDATE

JANUARY 2018

- 1. Hernandez Tuition Bill:** Would regulate the tuition approval process.
- 2. Capital Request:** President Schott and VP Perkinson visited legislators to make the case for our \$2.8m capital request for boiler replacement. Whether or not this happens will depend a great deal on the outcome of Measure 101, as well as how the legislature responds to the governor-backed large requests for UO (Knight Campus) and OSU (Cascades Campus) projects.
- 3. DACA Fix, State Level:** Draft legislation fixes a problem that arose from the termination of DACA; it allows state funds to be used for undocumented students.
- 4. ETIC Funding:** A state workgroup is studying and proposing how to re-work the ETIC funding model, to make it more industry-driven. A panel of industry leaders would set the priorities for ETIC funds to incent. This is another example of the push to tie universities closer to workforce needs, and may be used for other state priorities.
- 5. Federal Tax Reform:** There is, as of yet, no clear picture how the Oregon budget will be impacted. The LFO is still analyzing, and identifying what "fixes" need to be passed as a result of the tax reform. This, combined with the item below, creates a lot of uncertainty.
- 6. Measure 101:** If the measure passes, it keeps things as-is; if it fails, the legislative session will have to be largely focused on filling the budget hole.
- 7. University Lobby Day:** ULD is Thursday February 15.
- 8. Legislative Action Team (LAT) Meeting:** An opportunity for different advocacy groups (faculty and staff unions, ASSOU, us) to share legislative agendas and seek points we can advocate together on, scheduled for later this month.

Construction Project Update and Tour of Student Recreation Center and Lithia Motors Pavilion

Student Recreation Center

- **Funding:**
 - XI-F 2013 - \$ 6.3M
 - XI-F 2015M - \$13.8M
- **ECD:** March 2018
- **Scope:** New facility to provide recreation and fitness opportunities to students. Includes outdoor volleyball court, indoor climbing wall and extensive equipment.
- **Risks and Issues:** None. Adequate budget and it's a new facility.



McNeal Replacement Project



Lithia Motors Pavilion

- **Funding:**
 - XI-Q 2015 DM & Seismic: \$21.3M
 - XI-F 2017 McNeal Hall Const: \$2M
- **Estimated Completion Date (ECD):**
March 2018
- **Scope:** Replaces existing outdoor leadership and athletic facility.
 - Includes modern sports medicine and locker room upgrades.
 - New outdoor classroom, sand volleyball court, outdoor recreation equipment storage.
 - Classrooms can serve as emergency operations center.
- **Risks and Issues:** None. Adequate budget and mostly new and renovated spaces.



Lithia Motors Pavilion



Exploring Democracy and Responsible Global Citizenship: Reacting to the Past to Teach History



Exploring Democracy and Responsible Global Citizenship

By Dr. Prakash Chenjeri and Dr. Ken Mulliken

**The Southern Oregon University
Democracy Project**

Presented at the University Board of Trustees Meeting
Southern Oregon University – January 19, 2018

WHAT IS THE DEMOCRACY PROJECT?

Organized by the Southern Oregon University Honors College, and open to all, the Democracy Project is a comprehensive international examination of democracy, at all levels. To solve shared challenges of the twenty-first century, emerging leaders need a solid understanding of conflict resolution and how democracy is understood, implemented, and promoted around the world.

What was our motivation for starting the Democracy Project?



An educated, enlightened and informed population is one of the surest ways of promoting the health of a democracy.

~Nelson Mandela

“Leadership is not about the next election, it’s about the next generation.”

- SIMON SINEK -



Association of American Colleges and Universities High-Impact Practices

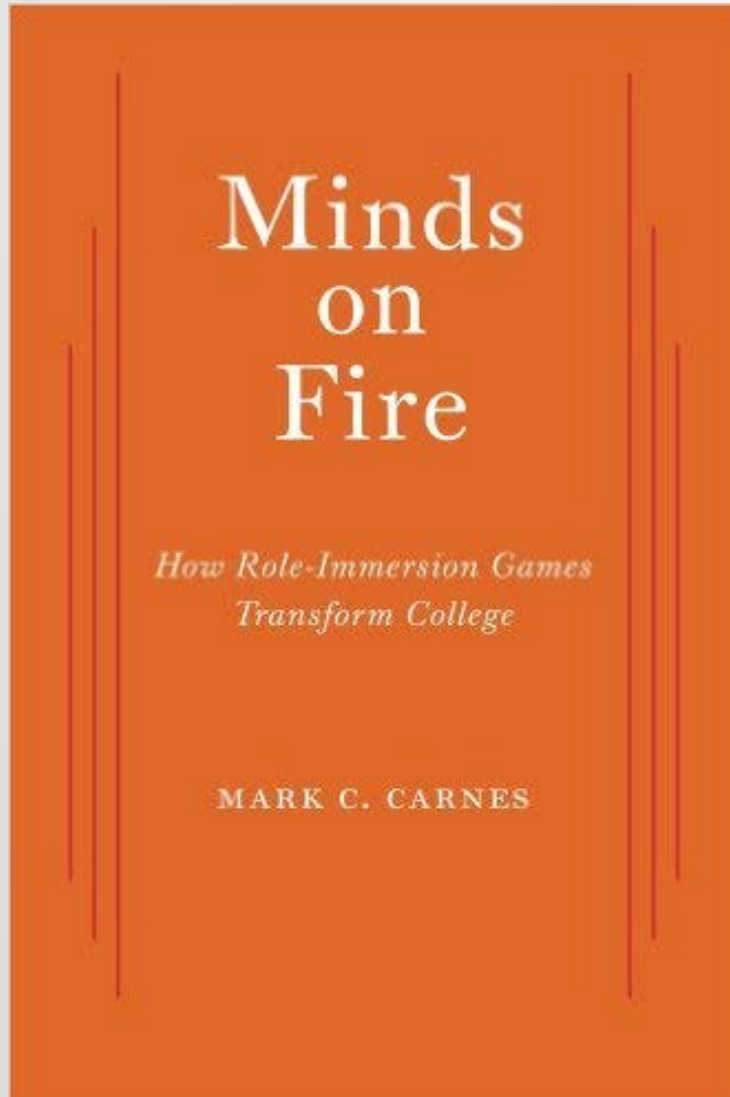
• The teaching and learning practices below have been widely tested and have been shown to be beneficial for college students from many backgrounds. The Democracy Project incorporates several of these practices.

- First-Year Experiences
- Common Intellectual Experiences
- Learning Communities
- Writing-Intensive Courses
- Collaborative Assignments and Projects
- Undergraduate Research
- Diversity/Global Learning
- Service Learning, Community-Based Learning
- Internships
- Capstone Courses and Projects

Educational Focus for the Democracy Project

- Consistent with the mission and vision statements of Southern Oregon University (intellectual growth, and responsible global citizenship), and the program learning objectives of the SOU Honors College.
- Explores issues such as sovereignty, freedom, nationalism, citizenship, immigration, patriotism, imperialism, colonialism, liberty, security, justice, equality, and ethics.
- Examines criteria in the *Democracy Index* and articles in the *United Nations' Universal Declaration of Human Rights*, as well as various constitutions around the world.
- Analyses questions such as, "what is the proper role of government?" and, "in a democracy, what is the appropriate balance between individual liberties and human rights?"

What Is “Reacting to the Past?”



- Pioneered by historian Mark C. Carnes, *Reacting to the Past* (RTTP) has been implemented at over 300 colleges and universities in the U.S. and abroad.
- RTTP consists of elaborate games, set in the past, in which students are assigned roles, informed by classic texts in the history of ideas. Class sessions are run entirely by students; instructors advise and guide students and grade their oral and written work. It seeks to draw students into the past, promote engagement with enduring universal issues, and improve intellectual and academic skills, specifically in writing, oral presentation (prepared and impromptu), information literacy, and critical thinking.
- In Fall 2017, the HONORS 317 course used RTTP pedagogy to explore democracy through two game scenarios:
 - **The Threshold of Democracy: Athens in 403 B.C.**
 - **The Collapse of Apartheid and the Dawn of Democracy in South Africa, 1993**



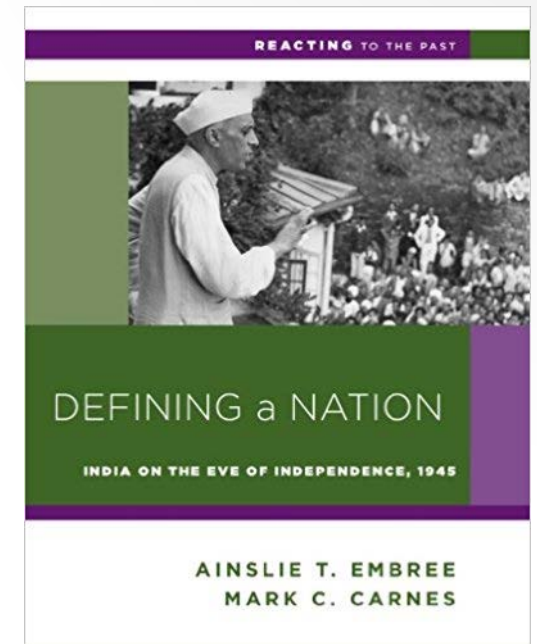
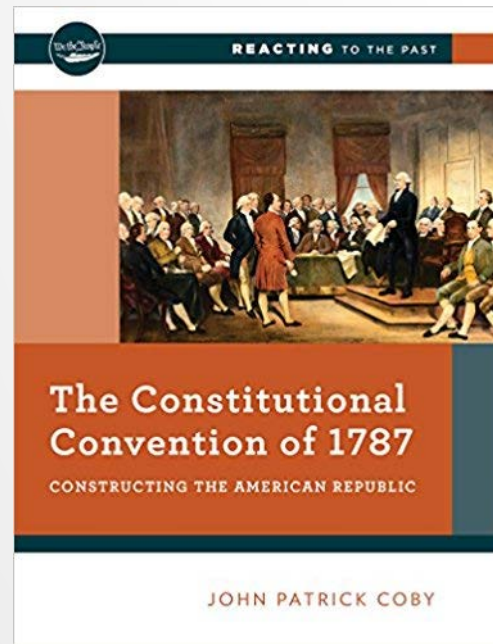
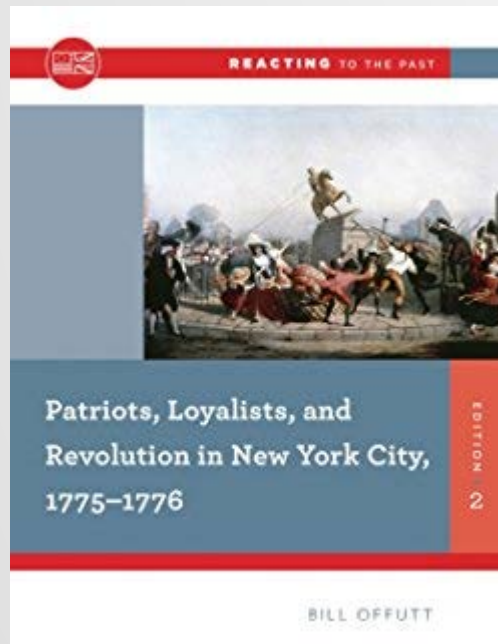
Intensive class discussion and debate encouraged the development of critical-thinking skills.



Students not only actively participated each class period, but also directed course outcomes. **RTTP** is historically focused while the issues remain current and relevant.

Next Steps...

- Offer additional democratically focused *Reacting to the Past* curriculum.



- Expand partnerships with the National Collegiate Honors Council, Western Regional Honors Council, and Ashland Community Partners.
- Develop a standardized Democracy Project curriculum, that can be replicated at other college and university campuses.

Summary of Annual Board Evaluation



Executive Summary 2016-17 Board Self-Evaluation

This is a summary report of the results from a self-evaluation survey of the performance of the SOU Board of Trustees for academic year 2016-2017. The purpose of the survey was to fulfill the board's responsibility of self-evaluation and to provide feedback as well as input regarding board operations, performance, and services. The evaluation tool was approved for use by the SOU Board of Trustees and programmed using Qualtrics, an online survey-hosting tool commonly used to administer surveys at SOU. The evaluation survey included three sections: the board, meetings, and miscellaneous feedback. Twelve of the 14 members of the SOU Board of Trustees responded to the survey. The following is a brief summary of the results.

The Board

Respondents were asked to rate themselves with regard to fulfillment of expectations for board members as described in the Board's "Resolution on the Responsibilities of Individual Trustees" (i.e., evaluation, fiduciary duties, service, respect, and personal behavior). The majority of respondents rated themselves as being "very effective" or "extremely effective" in each area of responsibility. Three respondents rated themselves as "moderately effective" in evaluation and in service. Three respondents also reported barriers to their board participation due to changes in family or work-related commitments. All respondents indicated that they participated in the "life of the university," with commencement and SOU-related community events being the most frequently attended, followed by convocation, fundraising events, and athletic events.

Board members were asked to rate their collective knowledge and experience in 13 areas. While the range of ratings in each area varied widely from "slightly knowledgeable" to "extremely knowledgeable," the majority of respondents rated the board as being "very knowledgeable" to "extremely knowledgeable" in the areas of financial management, strategic planning and execution, enterprise management, board-president/CEO relationships, philanthropy, and legal affairs, compliance, and government relations. The majority of respondents rated the board as being "moderately or slightly knowledgeable" in the areas of academic affairs, student affairs, higher education, physical plant, and research. The highest average ratings were in the areas of board-president/CEO relationships and financial management. The lowest average ratings were in the areas of research and physical plant.

The majority of the respondents (n=8) rated the overall performance of the board as being "very effective." Two respondents found the board "moderately effective" and two found the board to be "extremely effective."

When asked what issues trustees would like to see more board engagement with, or what areas they personally would like to focus on, the following areas were identified.

The Board

- Various aspects of strategic planning/ approval of a plan (n=5)
- Recruitment, governance and handbook; evolve as governing body (n=3)
- Think seriously about roles and responsibilities as a board; Improve capabilities and capacity of board; explore and debate issues more (n=3)
- Enterprise risk management
- Student success/recruitment in region
- Get to know faculty/staff/students better, see them as assets
- Legislative strategy and advocacy on behalf of the university
- Celebrate our facilities

Individual Trustees

- Engage in strategic planning; planning that fits student and regional needs (n=4)
- Succession planning and support for board leadership and new VPFA (n=3)
- Improvement in the student admissions experience; more Oregon residents (n=2)
- Board recruitment; Improve capabilities and capacity of members (n=2)
- Enterprise management improvements
- Help with diversity, equity, and inclusion efforts
- Advocating for SOU at state/national levels
- Improve knowledge related to SOU strategies and university operations

Regarding future service, eight respondents would be interested in chairing a special committee; six respondents would be interested in serving as chair of a regular committee; two respondents would be interested in serving in the vice-chair position; three would be interested in serving as chair; and three respondents were not interested in serving in a board leadership position.

Meetings

All respondents indicated that the board and its committees have “just enough” meetings. Regarding the location of committee meetings, the majority of the respondents (n=11) indicated they would like the board to consider other SOU meeting locations and seven of these respondents indicated, “only if it logically makes sense with our agenda to hold meetings in [other] spaces.” Three trustees responded that for consistency and accessibility, the board should meet in the same place.

Other feedback about the board’s meetings included suggestions that board social time with constituents, board relationship building, board teambuilding events, and friendship-building, as allowable within “the rules,” would be a good idea and would help keep lines of communication open.

Miscellaneous Feedback

Other general comments and suggestions not mentioned elsewhere:

- If possible, reduce redundancy of agenda items presented at meetings (n=3).
- Stay focused on our students’ success, regional involvement, and fiscal prudence. It should be about the student, the student, the student.

Future Meetings

Adjournment