



**Regular Meeting of the SOU Board of Trustees
January 30, 2015 Meeting
DeBoer Boardroom, Hannon Library**

Minutes

Trustees Present: Lyn Hennion, Paul Nicholson, Jeremy Nootenboom, Roy Saigo (ex-officio), Teresa Sayre, April Sevcik, Judy Shih, Dennis Slattery, Joanna Steinman, Bill Thorndike, Steve Vincent

Trustees Not Present: Les AuCoin, Fily Bencomo, Frank Faust (departed just prior to the meeting start), Shea Washington

University Staff Present: Dr. Susan Walsh, Jason Catz, Liz Shelby, Eric Baird, Ryan Brown

Guests: State Board of Higher Education Chair, Dave Yaden (telephone)

Call to Order

President Saigo called the meeting to order at 9:03 am, and asked the Chief of Staff to call the roll. A quorum was present.

Appointment of Interim Board Secretary

President Saigo made the motion to appoint Liz Shelby as interim Board Secretary for this meeting and until the position is filled permanently. Motion seconded by Steve Vincent. Motion carried unanimously.

Appointment of Interim Board Chair

President Saigo made the motion to appoint Bill Thorndike as interim Board Chair for this meeting until officers are elected. Motion seconded by Dennis Slattery. Motion carried unanimously.

State Board of Higher Education Chair, Dave Yaden, joins the meeting by telephone conference.

Adoption of Board Minutes of January 5

Steve Vincent made a motion to adopt the minutes of the Special Board Meeting of January 5 as prepared. Motion seconded by April Sevcik. Motion carried with one abstention from Joanna Steinman.

Public Comments

No public comments.

State Board of Higher Education Chair Report

Dave Yaden, State Board Chair, congratulated SOU on their NAIA Football Championship. He also congratulated President Saigo for the outstanding achievement of exceeding the SOU enrollment projections for Fall 2014.

Chair Yaden provided an overview of the expectations of OUS and the State Board as they wind down. Transition will continue over the next several months. He spoke of the “conditions” that were enshrined in the approval to create the SOU institutional board. Specifically the conditions include clarifying and strengthening the missions of SOU and providing a pathway for long term financial sustainability. A report will be due from SOU by June 30, which will serve as the hand-off document to the Higher Education Coordinating Commission and the report due to them at the end of 2015. Chair Yaden indicated that guidelines have been provided to the university for the report. The State Board is very enthusiastic about the future of SOU and its sustainability. He emphasized staying the course.

A discussion ensued on the regional v. destination mission of SOU. President Saigo commented that we are definitely “regional” by name. He spoke about SOU having a liberal arts foundation, and our professional schools – Business and Education – define us in a larger sense. He prefers the term “regional comprehensive university” to describe us. More important than the terms used to describe SOU is our role in providing access to excellent higher education opportunities to communities in southern Oregon and beyond.

Going forward, Chair Yaden advised the board to pay close attention to the interface with the Higher Education Coordinating Commission (HECC) and the Oregon Education Investment Board (OEIB). He expects the role and status of the HECC will unfold during this legislative session. He encouraged SOU to work collaboratively with other institutions.

President’s Report

President Saigo reported on the many activities he and others have been pursuing to strengthen the University’s partnerships in the community. One example of an important collaboration with community organizations is the Southern Oregon Success initiative. He also identified some of the challenges that we are facing. He is working to change the attitude and spirit of the campus, and indicated that the attitude of the community is just as important as the attitude in the classroom. He is reminding faculty and staff that shared governance means shared responsibility, and that every faculty and staff member has a commitment to make this university and our students a success.

Dr. Saigo reminded the Trustees about their important role in our future. They are setting the direction for SOU and for the future of our valley and our state.

State Board Chair Yaden left the meeting.

Action Items: Discussion and Adoption of SOU Board of Trustees Organizational Documents

By-Laws of Southern Oregon University

Provost Dr. Susan Walsh facilitated the process and discussion of the by-laws. As the Board proceeded article by article through the proposed by-laws, their questions were addressed by General Counsel Jason Catz. A few items were identified for follow-up: Article V, Public Meeting Procedures, #4. Place of Meeting; and Article VI, Officers of the University, #6. Secretary. Board members had several questions on Article X, Indemnity, which will be further reviewed and revised by General Counsel.

A motion was made by April Sevcik and seconded by Lyn Hennion to adopt the By-Laws of Southern Oregon University as revised. Motion carried.

Board Statement on Conduct of Public Meetings

The Board reviewed the proposed statement and had several changes. In particular, they asked that section 5.1, Notices and Minutes, include language that the minutes be watermarked “Draft” when included in the Board packet, and that the minutes include mention of the members not present at the meeting. The board discussed proxy voting. General Counsel will research this issue and bring it back for further Board consideration.

A motion was made by April Sevcik and seconded by Steve Vincent to adopt the Board Statement on Conduct of Public Meetings as revised. Motion carried.

Board Statement on Delegation of Authority

Section 1.5, Business and Administrative Affairs, generated discussion on the dollar amounts to be delegated to administration. Trustees were inclined to have \$500,000 be the maximum delegated to administrators in most instances. Regarding Section 2.4, Committees, Councils, and Advisory Groups, it was mentioned that Faculty Senate would want the assurance of more autonomy than generally stated in this section. The same would hold for Section 2.5, Students.

A motion was made by April Sevcik and seconded by Steve Vincent to adopt the Board Statement on Delegation of Authority as revised. Motion carried.

Board Statement on Board Committees

Board members discussed the scope of authority for each Board Committee. Members also wanted to be sure that language was included in this document that would allow the Chair of the Board to have the authority to appoint ad hoc committees identified by the Board.

A motion was made by April Sevcik and seconded by Steve Vincent to adopt the Board Statement on Board Committees as revised. Motion carried.

Board Statement on the Performance of Official Business

Board members had few questions on this document.

A motion was made by Lyn Hennion and seconded by Dennis Slattery to adopt the Board Statement on the Performance of Official Business as presented. Motion carried.

Resolution on the Responsibilities of Individual Trustees

In discussion of this resolution, Board members talked about adding language pertaining to the attendance at regular board and committee meetings.

A motion was made by Paul Nicholson and seconded by Lyn Hennion to adopt Resolution on the Responsibilities of Individual Trustees. Motion carried.

Elections of Board Chair, Vice Chair

Paul Nicholson nominated Bill Thorndike to serve as Chair of the Board. The motion was seconded by Teresa Sayre. No further nominations came forward. Motion carried to elect Bill Thorndike as Board Chair.

Steve Vincent nominated April Sevcik to serve as Vice Chair of the Board. The motion was seconded by Teresa Sayre. No further nominations came forward. Motion carried to elect April Sevcik as Board Vice Chair.

Board Committee Chair Appointments

Chair Thorndike appointed Paul Nicholson as Chair of the Finance and Administration Committee and Teresa Sayre as Chair of the Academic and Student Affairs Committee.

Executive Session (pursuant to ORS 192.660(2)(d))

No notes or minutes were recorded for this session.

Adjournment

With no further business for this regular meeting, the meeting was adjourned at 3:00 pm.

Respectfully submitted,

Liz Shelby
Interim Board Secretary