

**Board of Trustees Meeting  
Friday, January 21, 2022**

**MINUTES**

**Call to Order/Roll/Declaration of a Quorum**

Chair Santos called the meeting to order at 12:00 p.m. The secretary called the roll and a quorum was verified.

Daniel Santos	Present	Mimi Pieper	Present
Rick Bailey	Present	Paul Nicholson	Present
Jon Bullock	Present	Deborah Rosenberg	Present
Sheila Clough	Present	Barry Thalden	Present
Shaun Franks	Present	Bill Thorndike	Present
Lyn Hennion	Present	Steve Vincent	Present
Debra Lee	Present	janelle wilson	Present

Other attendees and Zoom webinar panelists included: Greg Perkinson, Vice President for Finance and Administration; Toya Cooper, Vice President for Equity, Diversity, and Inclusion; Dr. Susan Walsh, Provost; Dr. Neil Woolf, Vice President for Enrollment Management and Student Affairs; Janet Fratella, Vice President for University Advancement; Jeanne Stallman, Associate Vice President for Government Relations; Jason Catz, General Counsel; Tom Battaglia, Chief Information Officer; Steve Larvick, Director of Business Services; Alana Lardizabal, Director of Human Resources; Gabrielle Slyfield, ASSOU President; Dr. Matt Stillman, Staff Assembly Chair; Dr. Melissa Anderson, Faculty Senate Chair; Anna D'Amato, Executive Director, Student Health and Wellness Center; Jean Bushong, CLA, Principal; Brian Caufield, USSE, Director of Labor Relations; Christine Meadows, USSE, Assistant Director of Labor Relations Services; Sabrina Prud'homme, Board Secretary; Josh Lovern, Director of Budget and Planning; Pamela Tomac, Office of the Board Secretary; and various members of the community.

Happy New Year and welcome to the first meeting of 2022 of the Board of Trustees of Southern Oregon University! The board extends a very warm welcome to SOU's new president, Dr. Richard Bailey, Jr., who has been with SOU for less than one week! The board also would like to take this moment to recognize Dr. Susan Walsh for her service to SOU as acting president as we all awaited Dr. Bailey's arrival. The board is grateful for Dr. Walsh's leadership.

President Bailey read the SOU Land Acknowledgement.

**Public Comment**

No public comments were received.

**Consent Agenda**

Trustee Clough moved to approve the consent agenda. Trustee Pieper seconded the motion, and it passed unanimously.

**Reports**

President's Report

Regarding his transition to SOU, President Bailey thanked President Schott for her kindness and good counsel. He offered special thanks to Provost Walsh for stepping in and managing the institution and gratitude to everyone for their assistance during the transition, especially Denise Deneaux and Sabrina Prud'homme. President Bailey noted that coming from a small institution,

he notes that SOU has many moving parts, solid counsel, and so many people with a love of the university, which is a good starting point for a new president.

President Bailey is interacting with students by going to lunch and just meeting with them. Updating the board on initial engagements, he noted Associated Students of Southern Oregon University (ASSOU) student visits, student visits at the HAWK; the Martin Luther King holiday event, meetings with the Ashland chief of police, Ashland Chamber of Commerce; KOB1 NBC-5 interview, a media engagement with Chair Santos; and planned meetings with the SOU Faculty Senate and Staff Assembly next week.

Regarding early thoughts on goals, Bailey believes strategic listening is a given, and asked the board to see his proposed goals through that lens starting with planting seeds for revenue diversification options. The objective is to be entrepreneurial, with the organization becoming more thoughtfully risk-tolerant without being reckless. There is a lot in the strategic plan that is good but starting a development approach to examine it now by reviewing the way it has been measured and reported to the board. Additionally, a review may find things that can be tweaked, items not being worked on, or things not located on the plan that should be there. Establishing a network of collaborators will continue the success of the university. In the past, every positive good thing that happened came about due to a partner relationship. A robust internal and external communications strategy is important to connect the university students, faculty, staff, board members, community, and the outside world. President Bailey wants to explore how the university can take care of and encourage each other, and cultivate an environment where healing and self-care are part of SOU. When this happens, the team will be healthier and stronger going forward.

Chair Santos added that the Executive and Audit Committee (EAC) talked about the presidential evaluation and goal setting. More details will be coming in April and June as preparations for the annual cycle are completed. A conversation occurred that the board can assist President Bailey by offering a 60-90-day check-in.

Trustee Pieper thought the idea of going to students directly is lovely, as students have been missing that.

### Committee Reports

Vice Chair Bullock said the Academic and Student Affairs Committee looked at student engagement and obtained reports from the provost on the HECC evaluation and Northwest Commission on Colleges and Universities (NWCCU) accreditation. Dr. Woolf presented enrollment information and success with incoming freshmen applications and acceptances as a result of enhanced communication strategies, though transfer applications are down. One action reflective for student demand and workforce needs was that ASAC approved a new program for a BA/BS for sustainable tourism management. The student withdrawal survey from Drs. Stillman and Vath was reviewed. Hugues Lecomte provided a presentation on the student recreation center. Lexi Sylvester shared information about re-creating the Social Justice & Equity Center (SJEC) space, the unit, programming, and the great work everyone in the SJEC provides. The campus is looking forward to the SJEC grand opening, providing a later opportunity for the board to tour that space.

The Finance and Administration Committee reviewed a budget update, learning that the pro forma from November remains on track and unchanged, which reflects a reliable process. A short-term roadmap to manage this year's finances on the revenue and expense side was

discussed as a runway for the president to have decision space. Jim Pinkard from the HECC joined the committee to discuss the HECC evaluation and the ratios.

A large part of the discussion was on tuition and the board's process on tuition. A few tweaks were made and that recommendation will be seen this afternoon to update the board's process. Alana Lardizabal provided employer of choice updates, an important factor in the current labor market. Ms. Lardizabal talked about recruitment, recognition, onboarding, and a focus on performance management, highlighting the generational needs for feedback.

Chair Santos said EAC discussed the internal audit function with David Terry, walking through the early work completed and his process. In April, additional information will be provided about the audit plan. CliftonLarsonAllen (CLA) external auditor will join the board today to discuss findings. Presidential annual reviews were mentioned, and some policy changes are up for review for this meeting as well.

### Student Body Leadership Report

ASSOU President Slyfield reported out on numerous issues. She said students were pleased to meet President Bailey. The first all-ASSOU meeting will be next Wednesday from 6-8 pm and all are welcome. The issue of the year is communication, getting more students interested, and letting students know that ASSOU is a great resource to help in any ways the students need. Josh Lovern will discuss the student fee process, and then gear up to start that process along with the first Tuition Advisory Council (TAC) meeting. The Office of Equity Grievance and Title IX will start a sexual violence prevention committee. The senate has been working on concerns about cameras on campus with Robert Gibson of Campus Public Safety to see if more cameras can be provided in student and family housing; estimates about those costs are expected soon.

The environmental affairs committee has begun meeting and moving forward with the campus solar assessment by sending out Request for Proposals (RFPs). A suitability survey has gone out to see where improvements can be made on sustainability, with a large green fund outreach that is looking to be increased by \$1. The affordability fair was held with participation by clubs, Oregon State Public Research Interest Group (OSPRIG), La Clinica, etc. to connect students to additional resources. ASSOU is already seeking feedback on ways to improve the affordability fair for next year.

On the student fee process, responses have not come back yet. The committee is looking at the core inflation rate and enrollment projections that go into the fee, considering a recommended increase of \$20 that will place the student fee around \$400. Ms. Slyfield touched on a number of the fees, relaying that a discussion was held about better communication on fees, so students can see the full scope of how the fees are used, and to help understand how the fees benefit the university experience. President Bailey extended special thanks for this strategic communication so students can understand the value of their fees. Lastly, every so often there is an SOU-ASSOU cabinet to cabinet meeting to help with internal communication.

### Faculty Senate Report

Dr. Melissa Anderson said work is being continued on the general education curriculum. The faculty perspective has been dominated by COVID and Omicron with accommodations, illness, transmissibility issues, remote delivery, best practices, lingering uncertainties, and other considerations. This contributes to two years of exhaustion; it has been difficult and faculty are still struggling but hope the surge dies down by the time spring arrives. The Faculty Senate is working on finding someone to fill the seat that Trustee Rosenberg will vacate. Chair Santos

thanked Dr. Anderson for her leadership and the senate for the work being accomplished during this difficult time.

Responding to Trustee Nicholson who asked to see more shared about general education, Dr. Anderson replied that the plan was to launch in Fall 2022 which was not feasible because of so many moving parts and barriers to ensure that everything was done correctly. The plan now is to launch Fall 23, with courses to be approved starting in the spring of this year.

### Staff Assembly Report

The Staff Assembly presented a thorough written report. To accompany this, Dr. Matt Stillman said as the staff assembly has been newly formed, it is still working on getting fully established in setting bylaws, forming committees, and getting a web presence. Next week a meeting is set with President Bailey to gather the expectations for the organization.

### Equity, Diversity, and Inclusion (EDI) Report

Vice President Cooper began by noting the context of what is going on in the nation, the community, and the campus: rising costs, protests, community crisis, campus crisis events, and COVID. There is instability in jobs, health, housing, etc., which affects the population, but the underrepresented are hit even harder, and more acutely, the students. In Justice, Equity, Diversity, and Inclusion (JEDI) work, there is a lot of crisis modeling and the team has a plan to develop these ideas beyond crisis. The university has Strategic Direction (SD) IV, which is not a crisis model but does more than focus on the kerfuffle. SD IV focuses on recruitment, retention, education, communication and marketing, campus climate, and a diversity plan. SOU has a good plan but needs a structure that allows the team to put everything into action and persist when a crisis develops. Ms. Cooper is developing that program and budget.

The work underway is plentiful already, but Ms. Cooper would love to see SOU centralize the communication about what is going on around campus. The university should not stop innovating, educating, and communicating, so Ms. Cooper will be publicizing a quarterly EDI newsletter.

Chair Santos shared that some of the conversations were about what can the board do to help, one thing discussed was the equity lens. The conversation with Kylan DeVries just whetted the appetite of the board, and Ms. Cooper mentioned the need to talk more about the equity lens, with some great conversations happening about board equity development.

### USC Equity Institutes

The USC Equity Institutes is an 8-week program to increase competencies, effectiveness, and learning outcomes that are based on SD IV. There will be a pre-institute meeting to help develop trust among participants and to think about the ways this will impact the work everyone does so the university does not end up with 23 trained people who do not think about it again. President Bailey added that the equity lens being created to help SOU is not on Dr. Cooper's or the team's shoulders, but on "all of us" to be part of the solution.

Responding to Trustee Wilson, Ms. Cooper stated that the vice presidents, board secretary, general counsel, and folks across campus who are impacting students in how they live, learn, and work will be attending the equity institute.

### University Advancement Report

Starting with alumni relations, Ms. Fratella shared that university advancement conducted an online survey among 16K alumni that generated a good response rate of 11 percent. She

provided information about respondents, the sentiments they expressed, how SOU communicates with alumni now, gift-giving habit of alumni by age, perceived roles of alumni, and that alumni feel most connected as a whole or with a particular program or department, with education and business figuring most prominently. The takeaway was that communication matters, and though there are not a lot of resources, the university needs to create more communications from the academic programs. In addition, SOU needs to build community, begin a networking program for alumni and students, and develop ways that young alumni can contribute meaningfully.

The Southern Oregon University Foundation (SOUF) is \$500K ahead of last year at this time and well on its way to reaching its \$4M goal. Gene and Tina Pelham developed a professional development fund for faculty in the business program. Donn Wadley and Joyce O'Donnell Wadley started a scholarship for Jackson County students from traditionally underrepresented racial or ethnic minority groups. The Dodge-Taylor-Biegel combined scholarships for students from Jackson County majoring in business had a distribution this year of \$125K. Since these scholarships began, the distribution has totaled \$2.7M to the business school for SOU students.

On the professional development program that was started in 2016, which is an area of growth, SOU offered open enrollment courses to engage community members. In 2020, a series of workshops for Lithia was offered, and as the student count increases, unrestricted revenue increases for the institution. Kudos to Stacey Derrig and Jeanne Stallman, who work this program as a key connection to the business community.

### **Action, Information and Discussion Items**

#### Review of Audited Financial Statements and Acceptance of Annual Financial Report for Fiscal Year 2020-21 (Action)

Jean Bushong said CliftonLarsonAllen (CLA) verifies the reliability of the financial statements and tests compliance as it relates to the federal dollars. Today, the focus is on the financial statement audit results looking for material error, fraud, and non-compliance issues. The auditors handle an external review while SOU management is responsible for internal controls. A few unique items that are alterations to normal procedures due to COVID in having a remote audit were the Higher Education Emergency Relief Fund (HEERF), and the Collegiate Housing Foundation (CHF) \$1.5M receivable, which were all tested for validity.

The external audit process starts in the spring, some procedures occur through the summer, are heavier in the fall, and wrap up in winter. CLA issued a clean, unmodified opinion, with details provided as materially current requiring no adjustments. The management team gave such clean information that there were no control deficiencies, and the overall report showed great results.

Lastly, this morning CLA wrapped up talking about required communications with the audit committee, which were qualitative aspects that include accounting policies, accounting estimates, and financial disclosure statements, no difficulties encountered in performing the audit, one passed judgment on accounts payable for construction in progress of \$140,156, no corrected measures, no disagreements with management, no management consultation with other independent auditors, no significant issues discussed with management before engagement, and no other matters.

The compliance supplement was delayed, so the new [single audit] deadline is September 30, 2022. Ms. Bushong said Mr. Larvick, Mr. Perkinson, and other SOU employees were great to work with; management and staff were very cooperative and helpful. Ms. Bushong invited the board to the CLA 2022 higher education conference.

Responding to Trustee Thorndike, Ms. Bushong replied that within the engagement letter, it states that if there are additional major programs (like the federal program) to test for compliance, that work can be charged to the actual grant, and believes this amount is less than \$10K.

Trustee Nicholson wanted on record that it has been a pleasure working with Ms. Bushong, who has provided clarity and been very responsive on the work. He thanked her for the relationship.

Trustee Hennion moved to approve the accept the annual financial report. Trustee Clough seconded the motion, and it passed unanimously.

#### Budget Update

Mr. Perkinson said that there have been no substantive changes since November to the pro forma, so there is not much to review there. One highlight is that the SEIU labor costs will be adjusted after the February payroll is completed. The short- and long-term budget plans remain, so effectively, the administration will continue to follow the plans already confirmed.

#### Update to COVID Plans and Protocols

Mr. Perkinson discussed the transition from fall to winter term, emphasizing the human element. Dr. Walsh said that Dr. Melissa Anderson expressed very well where the faculty are with the challenges presented by COVID, and that the finance and administration team and others are undergoing the same difficulties. Mr. Perkinson confirmed that decisions revolved around what do we know and how does SOU plan and execute in a way that takes care of the people and the community; the feeling was that the team did a good job on all precautions put into the COVID plans today. Ms. D'Amato supported these statements, especially around student housing that was made available for isolation purposes, and stated that the team did an amazing job keeping students safe.

#### Banner Student Information System (SIS) -Enterprise Resource Planning (ERP)Update and Communications Process

Tom Battaglia said that a Banner system upgrade will be a transformational effort to modernize and streamline the way SOU provides services to students and performs business. Because it is now over 30 years old, it is no longer efficient and is costly to maintain. A research effort has gone into deciding the next system the university should purchase at roughly half the cost of Banner upkeep. In February Mr. Battaglia will seek funding from the state legislature. Mr. Perkinson later added that the legislative ask is \$7.2M, which will assist with those costs. Much discussion ensued regarding the proposal.

Responding to Trustee Hennion, Mr. Battaglia replied that all of the universities have Banner and the vendor contract expires in 2024. Trustee Rosenberg would be delighted for a Banner replacement. Responding to Trustee Thalden, Mr. Battaglia confirmed that for three years SOU would be paying for both systems, which is unavoidable. Trustee Nicholson asked about bandwidth and resources, and any unforeseen obstacles to which Mr. Battaglia replied that any large project could have unforeseen issues, but the number one concern is resources and bandwidth. The IT team will be deeply involved, and the contractor will help with implementation, even coming up with the idea to hire SOU students that will receive wages and certifications at the end of the job. Trustee Clough added that many organizations do this type of implementation and those big, unexpected rocks are the underestimation of change management, so hiring the right implementation team with a laser focus will be critical.

### Higher Education Coordinating Commission (HECC) Update

Provost Walsh stated that the biennial HECC evaluation is due, which contains quite a bit of quantitative and qualitative data on finance, academics, accreditation, and the board. Since the committees received information on this the prior day, the board did not cover this topic in depth again, to avoid redundancy. Vice President Perkinson reminded the board that the financial ratios improved significantly in this year's report.

### Process for Setting Tuition and Mandatory Fees (Action)

Provost Walsh presented a brief overview of the materials presented yesterday that were covered in detail with the Finance and Administration Committee. The TAC is required by HB 4141 to review and make recommendations to the president about tuition and mandatory fees. This review process will continue through the next meeting when a recommendation for the proposed tuition and fees for the next academic year will be presented. Josh Lovern reviewed the process required by the original HB 4141, which was described as wonderful shared governance opportunity.

Board Chair Santos said the resolution that amends some language in the process for setting tuition and mandatory fees is before the full board for approval, having been approved and recommended by the Finance and Administration committee yesterday.

Trustee Clough moved to approve the amendments to the process for setting tuition and fees. Trustee Piper seconded the motion, and it passed unanimously.

### Government Relations Update

Heading into the February legislative session, Jeanne Stallman highlighted several items of interest to SOU and higher education. Additionally, she noted significant interest in the session on how to engage student voices, and three primary initiatives, one of which is the Student Voices Task Force chaired by Representative Alonso Leon. Another is Student University Day which would be a forum for students to tell their stories to legislators; and the third is for students to tell stories of their issues with Banner, and how transforming that system will remove barriers for enrollment. Lastly, President Bailey will start being introduced to the legislators in the week ahead.

### Strategic Plan Discussion

Provost Walsh said that the progress report has been provided in a three-page summary of the work completed, answering the questions posed by Board Chair Santos and other trustees. Board Chair Santos added that the materials contain a summary and dashboards for each of the strategic directions. President Bailey said the strategy is to explore the work completed and as it evolves, the strategy moving forward. Board Chair Santos concurred and appreciated the great information presented.

### Board Equity, Diversity, and Inclusion Work Group Update

Trustee Wilson explained that there have been a few very productive meetings. With support from the team, Trustee Wilson connected with Dr. DeVries to talk about the next steps. The first step was to have the board engage in a self-assessment to see each trustee's areas for growth, and VP Cooper shared several that could be useful. Secondly, the team has also discussed Vector trainings. The third idea was a shared experience of reading a book called "Biased" by Dr. Jennifer Eberhardt, a psychologist at Stanford University and a MacArthur Fellow and Genius Grant recipient. This book promises to help provide a greater perspective on disparities. The last idea is to locate a professional

development opportunity as a board or with the campus community, to have someone speak about race, gender, orientation/identity.

Trustee Pieper said the plan seems beneficial to the board and SOU. Chair Santos agreed that the ability to have a shared activity would be a great thing.

Trustee Nicholson was impressed with the four proposals to the board and helps on the path forward. Trustee Rosenberg said those were great ideas. Board Chair Santos directed the work group to continue to carry out those ideas to make them happen in a timely schedule and report back in April and/or June.

#### Board Governance Work Group Update

Vice Chair Bullock said the Governance Work Group (GWG) was created to figure out if it would be best to have a work group or a governance committee to handle some governance activities. Some items talked about were how to recruit backfilling at-large positions, seek replacements to fill trustee vacancies, mentoring new trustees, and the policy for board officer elections, which the Executive and Audit Committee discussed earlier in the day.

#### Amendments to Board Statement on the Process for Officer Election (Action)

Flowing into the 5.1 item, Vice Chair Bullock reviewed the changes represented in the statement on the process for officer elections. Board Chair Santos said the EAC had approved the statement earlier today, and it now moves to the full board for approval.

Trustee Franks moved to approve the board statement process update. Trustee Vincent seconded the motion, and it passed unanimously.

#### Appointment of Elections Work Group

Consistent with the officer elections process, the chair needs to appoint an Office Elections Work Group. Trustees Thorndike, Rosenberg, and Franks previously mentioned that they are willing to serve on the work group this year, so Chair Santos officially appointed them to the work group and announced it at this meeting.

#### **Future Meetings**

Chair Santos announced that the next regularly scheduled meeting will be held on April 22, 2022. He said if any trustees have ideas for agenda items for April or other future meetings, please send those to the board secretary or to him.

#### **Collective Bargaining Update [Executive Session Pursuant to ORS 192.660 (2)(d)]**

Chair Santos announced that pursuant to ORS 192.660 (2)(d), the board would enter into executive session to conduct deliberations with persons designated by the governing body to carry on labor negotiations. He said that anyone not authorized to remain for the session would be removed from the webinar and asked members of the public to disconnect. Pursuant to ORS 192.660 (4), representatives of the news media were not be allowed to attend this executive session and pursuant to ORS 192.660 (6), no final action will be taken or a final decision made in the executive session.

In addition to the board, the following persons were permitted to remain for the executive session: Jason Catz, Brian Caufield, Alana Lardizabal, Christine Meadows, Greg Perkinson, Sabrina Prud'homme, Pamela Tomac, and Susan Walsh.

Concluding the executive session, the meeting was reopened to the public.

**Adjournment**

Chair Santos then adjourned the meeting at 5:07 p.m.

Respectfully submitted by,



Sabrina Prud'homme  
University Board Secretary

Date: April 22, 2022