



OFFICE OF THE BOARD OF TRUSTEES

Public Meeting Notice

April 15, 2022

TO: Southern Oregon University Board of Trustees, Executive and Audit Committee

FROM: Sabrina Prud'homme, University Board Secretary

RE: Notice of Regular Meeting of the Executive and Audit Committee

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

The topics of the meeting will include an internal audit update as well as discussion and action on an internal audit plan for the 2023 fiscal year. Other action items include amendments to the Bylaws of Southern Oregon University and a consent agenda consisting of past meeting minutes. Information and discussion items include an update from the Governance Work Group of the committee, and the president's future goals.

The meeting will occur as follows:

Friday, April 22, 2022

9:30 a.m. to 11:30 a.m. (or until business is concluded)

De Boer Room, 3rd Floor, Hannon Library, SOU Campus

Members of the public may view the proceedings at <https://sou.zoom.us/j/85147985260> at the time of the meeting.

Materials for the meeting are available at governance.sou.edu.

Public Comment

Members of the public who wish to provide public comments for the meeting are invited to sign up to speak or submit their comments in writing at least 24 hours in advance of the meeting to the Board of Trustees email address: trustees@sou.edu. Public comments also may be delivered by hand or mailed to SOU Board of Trustees, 1250 Siskiyou Boulevard, Churchill Hall, Room 107, Ashland, OR 97520.

If special accommodations are required, please contact at (541) 552-6060 at least 48 hours in advance.



Board of Trustees
Executive and Audit Committee Meeting
April 22, 2022

Call to Order / Roll / Declaration of a Quorum



**Board of Trustees
Executive and Audit Committee Meeting**

Friday, April 22, 2022
9:30 a.m. – 11:30 a.m. (or until business concludes)
DeBoer Room, Hannon Library, SOU Campus
<https://sou.zoom.us/j/85147985260>

AGENDA

Persons wishing to provide public comment may do so in writing or sign up in advance via trustees@sou.edu.
Please note: timings are approximate and items may be taken out of order.

- | | | |
|----------|--|--|
| 1 | Call to Order/Roll/Declaration of a Quorum | Chair Daniel Santos |
| 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 Santos |
| 2 | Public Comment | |
| 5 min. | 3 Consent Agenda | Chair Santos |
| | 3.1 January 21, 2022 Minutes | |
| 15 min. | 4 Reports | |
| | 4.1 Internal Audit Update | Jason Catz, SOU, General
Counsel; David Terry,
Portland State University,
Internal Audit Contractor |
| 20 min. | 5 Action, Information and Discussion Items | |
| | 5.1 Fiscal Year 2023 Internal Audit Plan (Action) | David Terry |
| 10 min. | 5.2 Amendments to Bylaws of Southern Oregon
University (Action) | Jason Catz |
| 20 min. | 5.3 Governance Work Group Update | Vice Chair Jonathon
Bullock |
| 20 min. | 5.4 Discussion of President's Future Goals | President Rick Bailey;
Chair Santos |
| 5 min. | Future Meetings | Chair Santos |
| 6 | Adjournment | Chair Santos |

Public Comment

Consent Agenda



Internal Audit Update

Presented by David Terry, CPA, CFE, CIA

Internal Audit Update



Objectives of Update

- 1) Discuss update on services provided since last committee meeting.
- 2) Provide a status update on Hotline activity.
- 3) Present the annual risk assessment, internal audit plan, and required annual disclosures to comply with audit standards.

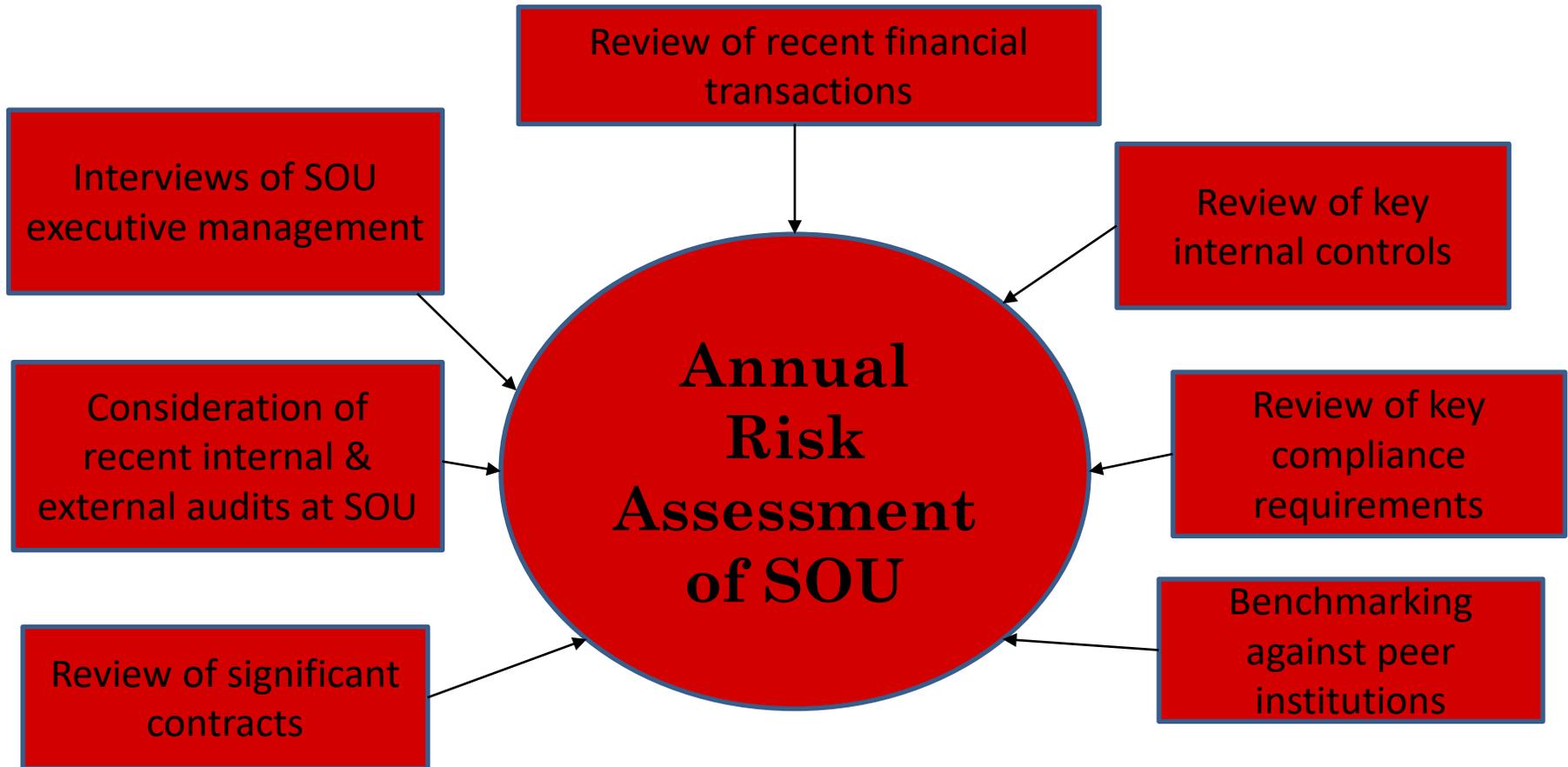
Objective 1 – Internal Audit Update

- **Updates with General Counsel** – Held bi-weekly meetings with General Counsel to provide status updates on risk assessment progress and provided consulting on other SOU topics.
- **Annual Risk Assessment and Audit Plan** – Worked with SOU management to finish the annual risk assessment, which led to the creation of the Internal Audit Plan for fiscal year 2023.

Objective 2 – Hotline Update

- Two recent reports since our last meeting:
 - Consulting advice provided to General Counsel based on review of both reports.
 - Internal Audit concludes that SOU management took appropriate steps to address the concerns communicated in the Hotline reports.

Objective 3 – Annual Risk Assessment



Objective 3 – Annual Risk Assessment

FY 2023 Prioritized Audit Risk Model – Auditable Units



Auditable Entity / Unit	Total Risk	Risk Ranking	Risk Category	IA Planned for FY'23?
Office of Information Technologies (IT)	37.0	1	High	No [^]
Financial Aid Office	37.0	2	High	Yes [^]
Enrollment Management and Student Affairs	36.0	3	High	Yes
Equity, Diversity, and Inclusion	35.3	4	High	No
Payroll and Human Resources	33.0	5	High	No [^]
Environmental Health and Safety	31.5	6	High	No
Athletics	30.4	7	High	No
Student Health Center	29.0	8	Moderate	No
Housing, Family Housing, and Food Services	29.0	9	Moderate	No [^]
Title IX	28.9	10	Moderate	No
Division for Business, Communications, and Environmental Science	28.8	11	Moderate	No
College of Arts & Sciences	28.8	12	Moderate	No
Division of Education Health and Leadership	28.8	13	Moderate	No
Division of Social Sciences	28.8	14	Moderate	No
Division of Science, Tech., English, & Math	28.8	15	Moderate	No
Facilities, Maintenance, and Plant	27.8	16	Moderate	No
Provost Office and Bridge Program	27.6	17	Moderate	No
Division of Humanities and Culture	27.6	18	Moderate	No
Division of Undergrad Studies	26.4	19	Moderate	No
Finance and Administration	25.3	20	Moderate	No [^]
Dean of Students, Gender & Sexuality Justice	25.2	21	Moderate	No
Honors College	25.2	22	Moderate	No
Office of International Programs	25.2	23	Moderate	No
Campus Public Safety Office	19.9	24	Low	No
JRP (Jackson Public Radio)	19.8	25	Low	No
Registrar's Office and Admissions	19.8	26	Low	No
University Advancement and Grants Administration	19.8	27	Low	No
President's Office	18.9	28	Low	No
Student Activities and Clubs	18.9	29	Low	No
Parking Services	18.9	30	Low	No
Schneider Museum of Art	15.1	31	Low	No
Hannon Library	13.2	32	Low	No
Office of Institutional Research	12.6	33	Low	No
Bookstore (Barnes and Noble)	12.6	34	Low	No

[^] External audit testing helps provide some coverage for these audit units. For example, IT receives some review each year under the external audit for GLBA compliance requirements.

Objective 3 – Annual Risk Assessment

Proposed Projects for Fiscal Year 2023:

- 1) Residency Benchmarking;
- 2) Equity, Diversity, & Inclusion - Procurement;
- 3) Financial Aid – Process Review;
- 4) Consulting work as requested by SOU; and
- 5) Special projects and reviews as needed.

Objective 3 – Annual Risk Assessment

FY 2023 Prioritized Audit Risk Model – Auditable Units



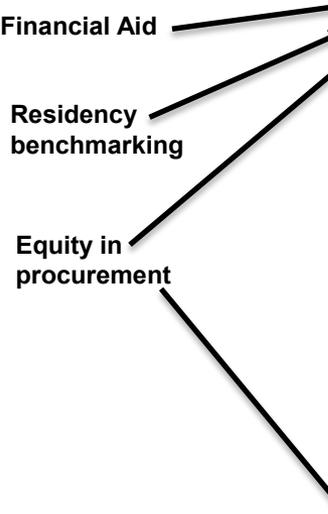
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Division of Social Sciences	28.8	14	Moderate	No
Division of Science, Tech., English, & Math	28.8	15	Moderate	No
Facilities, Maintenance, and Plant	27.8	16	Moderate	No
Provost Office and Bridge Program	27.6	17	Moderate	No
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Financial Aid

Residency benchmarking

Equity in procurement



Objective 3 – Annual Risk Assessment



Audit standards require Internal Audit to make annual disclosures to the Board:

- 1) **Organizational Independence** (Standard 1110) – No independence impairments for the planned audit projects for fiscal year 2023

- 2) **Quality Assurance and Improvement Program (QAIP)** (standard 1320) – Internal Audit has QAIP procedures in place.

Internal Audit Update



Questions?

Fiscal Year 2023 Internal Audit Plan

Southern Oregon University
Fiscal Year 2023 Internal Audit Plan



April 2022

Prepared by:
David Terry, CPA, CFE, CIA
Internal Audit Office

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PLAN OVERVIEW

This document provides the FY 2023 Internal Audit Plan as required by professional auditing standards.

AUDIT PLAN – Exhibit A

The final audit plan covers a 12-month period beginning July 1, 2022 through June 30, 2023. This plan includes internal audits selected based on the results of the entity wide risk assessment performed by Portland State University's (PSU) Internal Audit Office (IAO), who has been contracted by Southern Oregon University (SOU) to provide internal audit services.

PRIORITIZED POTENTIAL AUDITS – Exhibit B

The IAO prioritized the university's departments, or auditable units, by sorting the units from highest risk to lowest risk based on scoring criteria used for the entity wide risk assessment. The IAO analyzed the results to determine if risk ratings were consistent with what professional judgment would expect. In addition, the IAO considered significant changes in processes units are currently undergoing and/or will be undergoing in the near future to help identify the timing of when an Internal Audit should occur. This resulted in the prioritized ranking of audits.

RISK FACTOR DEFINITIONS AND SCORING CRITERIA – Exhibit C

The IAO established risk criteria, based on best practices implemented by other Internal Audit Departments throughout governmental and higher education entities, to be used in determining the overall risk for each potential audit unit. The IAO scored risk for each auditable unit by: receiving input from key stakeholders throughout the university; scoring the complexity of each unit; scoring the significance of the impact an error and/or weakness would have to the college as a whole if a detrimental event were to occur in that unit; scoring the significance of revenues and expenditures flowing through the unit; and scoring risk based on the IAO's professional judgment.

AUDIT ENTITIES – Exhibit D

Exhibit E provides an overview of the audit universe at the university (i.e. "what is auditable"). Defining the audit universe is a critical step in helping plan future internal audits at the university. Each auditable unit must be distinct and contain activities structured to obtain common objectives. For the FY 2023 entity wide risk assessment, there are 34 auditable units.

FY2023 INTERNAL AUDIT PLAN & BUDGETED HOURS

EXHIBIT A

Internal Audit Plan July 1, 2022 through June 30, 2023

Audit #	Engagement Title	Hours*	Timeframe**	Comments
Annual Risk Assessment	FY24 Annual Risk Assessment	40	June 2023	Required annually by IIA auditing standards.
Planned Audits				
2022-1	Residency Benchmarking & Recruitment	Estimated at 200 hours	Sept.-Dec. 2022	
2022-2	Equity, Diversity, & Inclusion – Procurement	Estimated at 160 hrs.	Jan.-May 2023	
2022-3	Financial Aid – Process Review	Estimated at 120 hrs.	April-June 2023	
Other Services				
SPECIAL REVIEWS	Special reviews	125	Fiscal Year 2023	Investigative reviews as requested by mgmt.
CONSULT	Consulting Work	55	Fiscal Year 2023	Consulting work as requested by mgmt.
	Total Audit Hours for FY 2023	700		

* Hours may be adjusted as needed based on scope and objectives of the planned audit and potential issues identified during fieldwork.

** Dates may be adjusted as needed to avoid a negative impact on SOU projects, available staff and resources.

Internal Audit Plan
 Description of Audits
 July 1, 2022 through June 30, 2023

Audit #	Description
2022-1	Benchmarking of resident vs. non-resident policies of Oregon’s public universities and the HECC’s criteria for reporting resident data for the State funding formula.
2022-2	A consulting review of SOU’s formal procurement business processes and a review of how equity, diversity, and inclusion criteria is utilized in solicitations and scoring bids on procurement solicitations at SOU. Consulting review is intended to assist SOU in identifying any additional industry practices that may assist SOU in helping to achieve SOU’s equity, diversity, and inclusion initiatives.
2022-3	An agreed upon procedures review to review SOU’s controls over the handling and processing of financial aid funds at SOU.
Risk Assessment	The annual risk assessment forms the basis of the audit plan. Auditing standards require the IAO to conduct an annual risk assessment to conform to standards.
Consulting	SOU management may ask Internal Audit for consulting services to be performed in accordance with the Mission & Authority Statement for the Internal Audit Department.
Special Reviews	Includes hours for unplanned, special requests for audit reviews and investigations arising from allegations received and/or actual detrimental events occurring at the university.

FY2023 ENTITY WIDE RISK ASSESSMENT

EXHIBIT B

FY 2023 Prioritized Audit Risk Model – Auditable Units

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FY 2023 RISK FACTORS, SCORING CRITERIA, & AUDIT PLAN APPROVAL PROCESS

EXHIBIT C

Overview of Entity Wide Risk Assessment

	A	B	C	D = A+B+C
Auditable Unit	Risk Assessment Interview Score	Financial Significance Score	Last Time Audit by IA Score	Total Risk Score
Example Auditable Unit A	30	6	7.2	43.2
Example Auditable Unit B	10	0.5	0	10.5

Risk Assessment Interview and Survey Score – The IAO held interviews with SOU managers to help gain an understanding of risks and obstacles each unit was facing and to gain a more thorough understanding of the duties and responsibilities of each unit. The IAO asked stakeholders questions on where these managers saw risks at SOU, both internal risks and external risks. The IAO also reviewed prior risk assessment materials and results prepared by SOU’s former Internal Auditor.

IAO scored the responses provided by stakeholders interviewed based on IAO’s collective professional experience and observations of these auditable units and related risks in higher education. The IAO assessed an initial risk score based on the risk assessment interviews and placed this score into Column **A** above. The highest score possible for this section of the risk assessment was 30 points and the lowest was 10 points.

Financial Significance Score – The IAO also assigned a risk score to each auditable unit based on how much revenues the unit processed during fiscal year 2021 (FY21) or how much expenditures the unit incurred during FY21. The primary concept of the risk scoring for this attribute was that as the amount of revenues and/or expenditures increases in a unit the risk for that unit also directly increases. The IAO primarily used financial data extracted from FY21 using

Banner’s FGIBDST report to obtain the revenue and expenditure amounts. The greater of revenues or expenditures being processed through the unit for FY21 was used to score the financial risk for the unit using the scoring matrix outlined below:

Risk Score Matrix for Financial Significance:

Revenue or Expenditure Total for FY21	Multiply Risk Score in Column A by the Percentage Below and Place the Results in Column B
> \$5,000,000	20%
\$4,999,999 to \$3,000,001	15%
\$3,000,000 to \$1,000,001	10%
\$1,000,000 to \$0	5%

The highest score an audit unit could obtain from the financial risk scoring here would be 6 points, and the lowest possible score an audit unit could obtain from this scoring would be .5 points.

Last Time Audited Score - The IAO also assigned a risk score to each auditable unit based on how much time has elapsed since an internal or external audit was conducted over all or a portion of the respective auditable units. A risk score was added onto each auditable unit using the scoring matrix below based on the length of time that has elapsed from the IAO’s last audit of the unit.

Last Time Unit was Audited	Risk Points Scale
Audited 5+ years ago	20%
Audited 2 to 5 years ago	10%
Audited within 1 to 2 years ago	0%

The risk scores from the length of time elapsing since an audit had been conducted at the auditable unit was placed in Column C above by taking the sum of risk score attribute A plus attribute B and multiplying that sum by the percentage in the Last Time Unit Was Audited matrix above. The highest risk score possible for Column C would be 7.2 and the lowest risk score possible for Column C would be 0.

Total Risk Score - To obtain the total risk score for each auditable unit, the IAO took the sum of the risk scores noted in Columns A through Column C, which was then placed in Column D as the auditable unit’s total risk score. These risk scores are the scores presented in Exhibit B and these risk scores were used to sort the various auditable units from high risk (i.e. units scoring 30 points or more) down to low risk units (i.e. units scoring below 20 points). The highest total risk score an audit unit could obtain using the risk scoring criteria above would be a score of 43.2 points, and the lowest score an audit unit could obtain would be a score of 10.5 points. Finally, to help designate high, moderate, and low risk audit units, the IAO took any audit unit that scored 30 points or higher and classified this as high risk. Units scored between 29.9 to 20.0 points were assessed as moderate risk. Units scored 19.9 points or less were assessed as low risk.

Internal Audit Plan Approval Process Flowchart

IAO conducts a financial analysis over each audit unit's fiscal year 2021 financial transactions. This analysis is scored into a portion of each audit unit's risk assessment score.



IAO interviews a sample of key stakeholders at SOU to receive input into the annual risk assessment and audit plan and to discuss potential risks to SOU and controls implemented to mitigate those risks. The input from the interviewees is then scored as a portion of the risk assessment scores



Draft annual audit plan and results of annual risk assessment presented to Executive and Audit Committee (EAC) at April meeting. EAC and IAO finalize the areas to be audited over the next fiscal year based on review and discussions over the results of the annual risk assessment.



IAO projects conducted in accordance with the approved audit plan.

AUDITABLE UNITS DEFINED

EXHIBIT D

Auditable Units Summary Descriptions

- 1. Athletics** – Athletics includes: Athletic Administration and general athletic operations; men’s sports program, women’s sports programs, Sports Information, sport camps, Marketing Department, Raider Athletics, Dance Team, Cheerleading, Sports Band, IFC Revenue Pool, Athletic Game Management, sports travel, and the Trainer department. Athletics is budgeted under Organization Codes 261100 through 270000 in Banner.
- 2. Bookstore (Barnes and Noble)** – This audit unit encompasses the outsourced bookstore operations at SOU and the contractual agreement with Barnes and Noble for outsourced bookstore services.
- 3. College of Arts & Sciences** – This audit unit covers all academic departments under the College of Arts & Sciences. This audit unit is budgeted under Organization Codes 335000 through 335013 in Banner.
- 4. Campus Public Safety Office (CPSO)** – CPSO provides a safe and secure environment for SOU students, employees and visitors to express freedom of intellectual growth and responsible global citizenship. CPSO is budgeted under Organization code 481000.
- 5. Dean of Students, Gender & Sexuality Justice** - The Office of the Dean of Students, along with the various resource centers offered to SOU students, helps to support the campus community and promotes individual student success and retention. This audit unit is budgeted under Organization Codes 510000 through 533000 in Banner
- 6. Division for Business, Communications, and Environmental Science** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division for Business, Communications, and Environmental Science. This audit unit is budgeted under Organization Codes 354000 through 354030 in Banner.
- 7. Division of Education, Health, and Leadership** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Education, Health, and Leadership. This auditable unit is budgeted under Organization Codes 355000 through 355022 in Banner.
- 8. Division of Humanities and Culture** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Humanities and Culture. This auditable unit is budgeted under Organization Codes 356000 through 356022.

- 9. Division of Science, Technology, English, and Math** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division for Science, Technology, English, and Math. This audit unit is budgeted under Organization Codes 357000 through 357025 in Banner.
- 10. Division of Social Sciences** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Social Sciences. This auditable unit is budgeted in Banner under Organization Codes 358000 through 358025.
- 11. Division of Undergrad Studies** – This auditable unit represents one of the seven academic divisions at SOU and includes all academic courses and financial transactions under the Division of Undergrad Studies. This auditable unit is budgeted under Organization Codes 359000 through 359100 in Banner.
- 12. Enrollment Management and Student Affairs – Enrollment Management and Student Affairs helps to provide access to students interested in attending SOU.** Departments included in this unit include Veterans Services, Disability Resources, Recreation Center, Student Union, eSports Program, Career Fair, and Sign Interpretation. This audit unit is budgeted under Organization Codes 536010 through 544241 and includes 583000 through 586300, but excludes 543100 through 543761 and 544211 in Banner.
- 13. Environmental Health and Safety** – Environmental Health and Safety helps to ensure a SOU is safe for employees, students, visitors and the environment. Environmental Health and Safety is budgeted under Organization Code 482000 in Banner.
- 14. Equity, Diversity, and Inclusion (EDI)**- EDI is committed to promoting an inclusive process by working together to ensure equitable access to opportunities, benefits, and resources for all faculty, administrators, students, and community members. EDI is budgeted under Organization Codes 110021 and 321300 in Banner.
- 15. Finance and Administration**- The Finance and Administration audit unit includes the Budget Office, Business Services, Departmental Services, the Service Center, Student Services, Printing & Copy Services, Mail Services, Campus Planning, and the budget for the SOU Board. Finance and Administration is budgeted under Organization Codes 422100 through 460910 and includes Organization Codes 476500, 484200, and 484210 in Banner.
- 16. Financial Aid Office (FAO)** – The Financial Aid Office assists SOU students with merit scholarships, departmental scholarships, and external scholarships. FAO is budgeted under Organization Codes 560000 in Banner and includes all Title IV financial aid and state aid funds. **Note - The Internal Audit Office broke the Financial Aid Office out separately from Enrollment Management and Student Affairs as Financial Aid has unique federal regulations to comply with related to the handling of Title IV federal financial aid funds.**
- 17. Facilities, Maintenance, and Plant (FMP)** – FMP strives to expertly maintain the SOU campus and provide exceptional services to support the education and development of SOU students. FMP includes surplus property sales, fleet management, and campus sustainability. FMP is budgeted under Organization Codes 471009 through 476400 in Banner.

- 18. Honors College** – Combining real world projects with intellectual rigor, the Honors College at SOU aims to provide a challenging learning environment for SOU students. The Honors College is budgeted under Organization Codes 331790 through 331802 in Banner.
- 19. Housing, Family Housing, and Food Services** – This audit unit includes Housing Administration, Housing Conferences, Residence Life, Food Services & Contracted Food Services, Residence Hall Maintenance, and the EAAC Bike Program. These functions are budgeted under Organization Codes 543100 through 543700 and 547100 and 336100 in Banner.
- 20. Office of International Programs** – International Programs is SOU’s resource for international educational activities and works closely with faculty, staff, students, scholars, the local community, and international alumni in supporting initiatives to internationalize the university. This unit also is responsible for SEVIS compliance at SOU. International Programs is budgeted under Organization Code 325100 in Banner.
- 21. Office of Information Technology (IT)** – SOU IT helps to support students and employees with their technology needs at SOU. In addition to supporting students and staff, IT provides enterprise system support, cybersecurity and training, assistance with software and telecommunication needs, and general IT governance at SOU. IT is budgeted under Organization Codes 371000 through 378680 in Banner.
- 22. Jackson Public Radio (JPR)**- The mission of the JPR is to generate the highest quality newspaper in an unbiased manner to the students, staff, and faculty with newsworthy, entertaining, and stimulating content. JPR is budgeted under Organization Codes 231000 through 237000 in Banner.
- 23. Hannon Library** – SOU’s Library is integral to the success of all learners at SOU. The Library helps to advance information literacy and lifelong learning by teaching diverse learners to navigate and understand increasingly complex information environments. Library is budgeted under Organization Codes 361100 through 366100 and 544211 in Banner.
- 24. Office of Institutional Research** – The Office of Institutional Research provides timely and accurate statistical analyses that are integral to the strategic planning process for SOU including support for internal decision making and overall institutional effectiveness. The Office of Institutional Research is budgeted under Organization Code 255100 in Banner.
- 25. Parking Services** – The Parking Services department provides parking services for the campus community through the use of creative, innovative and proactive measures that support the SOU mission. Parking Services is budgeted under Organization Code 483000 in Banner.
- 26. Payroll and Human Resources** – Payroll and Human Resources is part of the Division of Finance and Administration. Human Resources contributes to the educational mission of SOU by developing, implementing, and administering a wide range of personnel programs within the guidelines provided by State and Federal regulations, University Shared Services Enterprise, and SOU. Payroll functions as part of the broader Business Services Administrative Support Unit for SOU. Payroll is responsible for handling all aspects

involving the processing of payroll for the campus, ensuring the accuracy of all compensation, deductions, benefits, the fundamental application of the collective bargaining agreements and complying with all State and Federal regulations. Payroll and Human Resources is budgeted under Organization Codes 461000 through 464300 in Banner. **Note - The Internal Audit Office broke Payroll and Human Resources out separately from the Finance and Administration audit unit as Payroll and Human Resources have unique State and Federal regulations to comply with related to the hiring, employing, and paying for employee services at SOU.**

- 27. President's Office** - The President's Office includes Government Relations, the Office of General Counsel, and Internal Audit at SOU. The President's Office is budgeted under Organization Codes 110000 through 110070, but excludes 110021 in Banner.
- 28. Provost Office and Bridge Program** – The Provost Office plays a leading role in sustaining an environment of academic excellence at SOU with a strategic focus on the academic success of SOU students. The SOU Bridge Program is available to students graduating from an Oregon high school and is designed to help incoming students be successful via a pre-Fall session program. The Provost Office and Bridget Program is budgeted under Organization Codes 311000 through 313110, 321300 through 325999, and 359100; however, this audit unit excludes 313150 through 313207, 321300, and 323100.
- 29. Registrar's Office and Admissions** – The Registrar's Office assists both the university and students with many different services including, but not limited to, student records, FERPA compliance, coordination of course schedules and the course catalog, and review of graduation requirements for students. The Admissions Office assists students interested in attending SOU with the application process. The Admissions Office also provides resources to the parents of students interested in SOU or students attending SOU. The Registrar's Office and Admissions is budgeted under Organization Codes 351000 through 352000 in Banner.
- 30. Schneider Museum of Art** – The Schneider Museum of Art, part of the Oregon Center for the Arts at SOU, is a vital force in the intellectual life of SOU that promotes an understanding of the visual arts within a liberal arts education. The Schneider Museum of Art is budgeted under Organization Code 380000 in Banner.
- 31. Student Activities and Clubs** – Student Activities and Clubs serve as a means to connecting with other students, providing leadership development and opportunities, appreciating diversity, encouraging civic engagement, and enhancing students' college experience. Student Activities and Clubs is budgeted under Organization Codes 544242 through 544810 in Banner.
- 32. Student Health and Wellness Center** – The Student Health and Wellness Center provides access to a wide range of health services including primary medical care, mental health care, psychiatric care, preventive services and campus-wide health promotion. The Student Health and Wellness Center is budgeted under Organization Code 570000 in Banner.
- 33. Title IX** – SOU is committed to a timely, thorough and thoughtful response to concerns of alleged equity violations. SOU is also committed to providing an educational environment that is safe and accessible to all. In addition, SOU values due process, clarity of procedure

and strives to ensure equal access for all members of the campus community. Title IX is budgeted under Organization Code 465000 in Banner.

34. University Advancement and Grants Administration – University Advancement and Grants Administration helps SOU with donor and alumni relations and the administration of state, federal, and local grants that SOU may receive. University Advancement and Grants Administration is budgeted under Organization Codes 210000 through 220000 and 323100 in Banner.

Amendments to Bylaws of Southern Oregon University

**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. The President of the University shall serve as an ex-officio, nonvoting member of the Board. 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. Per ORS 352.076, the Board shall include one student enrolled at the University, one member of the faculty, and one member of the non-faculty staff of the University. The term of office for each student, faculty and non-faculty staff member of the governing board is two years and the term for all other Board members appointed by the Governor is four years. A member of the governing board may not be appointed to serve more than two consecutive full terms.
- 3. Vacancies.** A vacancy on the Board shall exist upon the death, resignation, removal, termination of eligibility, 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. Resignation shall take effect at the time specified in the letter of resignation or within 30 days of the date of its receipt. 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. Officers of the Board.

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 for reasons other than a term expiration, shall be filled by the Vice Chair, ~~unless the position of Vice Chair is vacant,~~ in which case the Board shall elect the Chair. A vacancy in the position of Vice Chair for reasons other than a term expiration, shall be filled by an election of the Board ~~as soon as reasonably practicable~~. A vacancy in either position shall be filled consistent with the Board Statement on Officer Elections and for the remainder of the unexpired term.

a.b. The Chair and Vice Chair shall hold office for ~~one~~ two years, or until a successor shall have been duly ~~appointed and qualified elected~~ or until death, resignation, expiration of the appointment as a Trustee, or removal. The Chair and Vice Chair may be ~~appointed elected~~ to serve up to two 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.c. 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.

e.d. e.—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.e. 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 or Board Committee is required to conduct Board business. A quorum of the Board or the relevant committee shall be a majority of the member Trustees in office (including the President) or on the relevant committee 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. Voting by proxy or by absentee ballot is not permitted.

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.
 - e. Absent a quorum, the Board may meet for the purposes of gathering information and making public announcements but no formal action may be taken.
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 four times per year 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, President, or a majority of the Board and must be called by

the Chair no less than seventy-two (72) hours prior to the meeting.

3. Emergency Meetings. Emergency Public Meetings of the Board may be called at any time by the Chair, President, or a majority of the Board in instances of an actual emergency and may be called with less than twenty-four (24) hours' notice. Such notice as is appropriate to the circumstances shall be given for the meeting. 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, rented, or licensed by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.

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. 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, Vice President for Finance & Administration, Provost, 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. 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, composition, and reporting requirements of such committees. Members of the Board Committees shall be appointed by the Chair.

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, willful or wanton neglect of duty, or criminal conduct. 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. Fiscal Year. The fiscal year of the university begins on July 1 of each year and ends on June 30 of the succeeding year.

3. 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.

4. 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.

5. Nondiscrimination. The University and the Board do not discriminate in educational, employment or other practices against any person on the basis of age, disability, national origin, race, color, marital status, veteran status, religion, sex, sexual orientation, gender identity and expression, genetic information, or any other basis protected by federal, state or local law.

6. 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.

<insert date>

Chair, Board of Trustees

University Board Secretary

Revision	Change	Date
	-Initial Version	January 30, 2015
1	Membership, Vacancies, Quorum of the Board and Manner of Acting sections made more specific; Quorum Not Required, Emergency Meetings and Place of Meetings sections expanded; fiscal year defined; statement of nondiscrimination added; basic edits and corrections	January 18, 2019
	<u>2Duration of officer terms, term limits, elections when vacancies occur</u>	<u><insert date></u>

Governance Work Group Update

Discussion of President's Future Goals

Draft 2022-2023 Goals for Discussion



- Plant Seeds for Revenue Diversification Options
 - Develop Partnerships
 - Identify Risk vs Reward
 - Socialize with All Stakeholders
- Justice, Equity, Diversity and Inclusion
 - Translate Goals and Strategy into Practice
- Develop an *Approach* to Strategic Plan
 - Capitalize and Celebrate Achievements
 - Identify Areas for Adjustment
- Establish Network of Collaborators
- Robust Communication Strategy (Internal/External)
- Culture of Healing & Self-Care
(Students/Faculty/Staff)

Future Meetings

Adjournment