

Southern Oregon University
Board of Trustees
Executive, Audit, and Governance Committee Meeting
October 21, 2022

MINUTES

Chair Daniel Santos called the meeting to order at 9:31 a.m. He welcomed new members Trustee Franks and Trustee Shelby to the committee as well as David Terry.

Call to Order/Roll/Declaration of a Quorum

Committee Members:

Chair Daniel Santos	Present	Liz Shelby	Present
Jonathon Bullock	Present	Bill Thorndike	Present
Sheila Clough	Present	Shaun Franks	Present

Other trustees in attendance: President Rick Bailey and Katherine Cable

Public Comment

No members of the public offered comments.

Consent Agenda

Trustee Clough moved to approve the minutes for the April 21, 2022 meeting. Trustee Franks seconded the motion and Trustee Shelby abstained. The motion passed.

Reports

Internal Audit Report

David Terry reviewed the two Internal Audit objectives: services provided to SOU and the status of hotline activity. Meetings with the vice president for finance and administration take place bi-weekly and he meets with Chair Santos periodically to comply with the standards of independence for auditing. He discussed his work updating the Internal Audit website, advertising the hotline, and meeting with IT management on cybersecurity risk. Mr. Terry also clarified internal and external audit functions.

The three planned projects in the current fiscal year are residency benchmarking, which is about 60 percent complete; equity, diversity, and inclusion in procurement which is early in the process; and the financial aid process review is planned for later in the year. There was some discussion regarding equity within procurement and doing a general equity audit, as well as the possibility for the residency item to affect funding positively.

On the consulting front, a vendor master file review was completed. Since the last meeting, there have been no hotline reports that required triage or investigation. Internal Audit is working with SOU management to communicate with stakeholders regarding the hotline resource as well as updates on the internal website. President Bailey informed trustees that “the tone at the top” message was distributed.

Action, Information and Discussion Items

Discussion of the 2023 Board Policy Review Process and Appointment of Policy Work Group

Chair Santos said it was good governance practice for the board to review its board statements and bylaws regularly. The committee reviewed a proposed schedule for revision of the board's policies.

Chair Santos expressed his desire to create a workgroup for policies. He said he had already asked Trustees Clough, Bullock, and Lee to serve on the work group. They will look at best practices, gather information, evaluate SOU policies, and consider amendments to board policies. The workgroup would provide information to the committee for its recommendation to the board for adoption. There was some discussion regarding proposed new policies including Honorary Degrees and Records Retention.

Proposed 2023-2024 Committee Meeting Schedule (Auction)

Trustee Chair Santos asked for a motion to approve the proposed meeting schedule.

Trustee Bullock moved to adopt the proposed 2023-2024 schedule. Trustee Thorndike seconded the motion and it passed unanimously.

University President's Annual Evaluation [Executive Session Pursuant to ORS 192.660(2)(f) and (i)]

Chair Santos said the committee would go into executive session to review the president's evaluation. For the record, he said that, pursuant to ORS 192.660(2)(f) and (i), the committee would enter into executive session to review and evaluate the employment-related performance of the chief executive officer, who does not request an open hearing, and to consider information or records that are exempt by law from public inspection. Pursuant to ORS 192.660(6), no final action would be taken or final decision made in the executive session.

In addition to board members, the board secretary, Sabrina Prud'homme was permitted to remain in the room. In concluding the executive session, Chair Santos returned the meeting to open session.

Proposed Revision to University President's 2022-2023 Goals (Action)

President Bailey discussed his 2022-23 goals. The six goals are: 1) promote justice, diversity and inclusion on campus and throughout the region; 2) provide leadership for student enrollment, support, and success; 3) craft a long-term fiscal sustainability roadmap; 4) develop an approach to the strategic plan; 5) strengthen internal and external outreach and 6) position the university for an inaugural comprehensive campaign.

The proposed revision to these goals is to postpone the development of an approach to the strategic plan. With the cost management and other priorities on the horizon, President Bailey said 2026 would be a better time to approach this goal. He is not diminishing the importance of the goal but hopes trustees will reconsider the timeline.

Trustee Franks moved to adopt the President's Revised 2022-2023 Goals. Trustee Thorndike seconded the motion and it passed unanimously.

Future Meetings

Chair Santos said the committee's next meeting would be on January 20, 2023 and asked that if any trustee on the committee has any ideas for agenda, to please send them to him or the board secretary.

Adjournment

Chair Santos adjourned the meeting at 11:17 a.m.

Respectfully submitted by,

A handwritten signature in cursive script, reading "Sabrina Prud'homme".

Sabrina Prud'homme
University Board Secretary

Date: January 20, 2023