
Executive Committee MINUTES

Trustees Present:

Lisa Graham, Chair
Jeremy Brown

Vince Jones
Nagi Naganathan, President

Paul Stewart

Other Trustees Present:

Jill Mason

Rose McClure

University Staff and Faculty Present:

Erin Foley, VP Student Affairs
Brian Fox, VP Finance and Administration
Dave Groff, Legal Counsel
Jim Jones, CIO/AVP ITS
Gary Kuleck, Provost/VP Academic Affairs
Brittany Miles, AVP Government Relations
Adria Paschal, Senior Executive Assistant to the President
Dan Peterson, Interim Associate Dean College of HAS
Stephanie Pope, AVP of Budget and Planning
Di Saunders, AVP of Communication and Public Affairs
Erika Veth, AVP Strategic Enrollment Management

1. **Call to Order/Roll/Declaration of a Quorum**
Chair Graham called the meeting to order at 11:04am. The Secretary called roll and a quorum was declared.
2. **Consent Agenda**
 - 2.1 **Approve Minutes of the November 15, 2018 Meeting**
With no changes, the minutes stand as published.

3. Action Items

3.1 Recommendation to the full Board: Vice Chair Appointment

Chair Graham noted Trustee Sliwa's resignation from the Board and the resulting vacancies of the vice chair position and an at-large position. She reminded the committee of previous conversations that the vice chair would also be the chair-elect to transfer into the chair position upon vacancy of that seat. She explained Trustee Gomez is interested in the position and is willing to step into the chair seat. Discussion regarding language of the Bylaws and election process of the chair and vice chair positions.

Trustee Jones moved to recommend to the full Board appointment of Trustee Jessica Gomez to serve as Vice Chair of the Board of Trustees. Trustee Stewart seconded the motion.

Chair Graham stated Trustee Gomez expressed interest in serving in this role when the board discussed staggering terms. **Trustee Brown** suggested the committee be mindful of the number of trustees living in the state and eligible to serve in these positions when at-large trustees are proposed for appointment to the board. **Trustee Jones** suggested the committee consider the diversity of potential trustees to represent the demographics of the state. **Chair Graham** gave an overview of the process she, the President and Board Secretary follow when considering trustee candidates.

With all trustees present voting aye, the motion passed unanimously.

3.2 Recommendation to the full Board: New Trustee Appointment to a Committee

Chair Graham explained Trustee Starr was appointed to the Board in December and recommended discussion on which committee he might best serve. **Trustee Jones** spoke with Trustee Starr about the three committees and their oversight and he expressed interest in the Finance and Facilities committee. **Trustee Brown** suggested the committee have a larger discussion about changing the committee membership around so trustees can become well-rounded on all aspects of the university.

Trustee Jones moved to recommend the full Board appoint Trustee Mike Starr to the Finance and Facilities Committee. Trustee Brown seconded the motion. With all trustees present voting aye, the motion passed unanimously.

3.3 Recommendation to the Governor: Trustee Reappointments

Chair Graham explained the terms of Trustees Mason and Rusth expire June 30, 2019. Both are eligible and willing to serve in the at-large and staff positions, respectively.

Trustee Brown moved to recommend to the Governor reappointment of trustees Mason and Rusth. Trustee Stewart seconded the motion. With all trustees present voting aye, the motion passed unanimously.

3.4 Recommendation to the full Board Adoption of an Amendment to the Board Policy on Delegation of Authority adding the General Counsel to Section 1.3

Chair Graham explained legal counsel is a new position at the university and was not addressed in the Board policy on delegation of authority as it did not exist.

Trustee Stewart moved to recommend to the full Board adoption of amendments to the Board Policy on Delegation of Authority adding the General Counsel to Section 1.3. Trustee Jones seconded the motion. With all trustees present voting aye, the motion passed unanimously.

Trustee Brown suggested staff look into creating a policy outlining who may contact general counsel to protect the role and explain the position represents the entire university and not an individual's interest.

3.5 Recommendation to the full Board Adoption of an Amendment to the Board Policy on Categories of Authority

Chair Graham explained the proposed amendments are house-keeping in nature.

Trustee Stewart moved to recommend to the full Board adoption of amendments to the Board Policy on Categories of Authority. Trustee Brown seconded the motion. With all trustees present voting aye, the motion passed unanimously.

3.6 Recommendation to the full Board Adoption of Amendments to the Board Bylaws

Chair Graham explained the amendments are to reflect the Oregon Revised Statute requiring the board to meet four times per year rather than quarterly, and to add the general counsel position.

Trustee Stewart moved to recommend to the full Board adoption of the amendments to the Board Bylaws. Trustee Jones seconded the motion. With all trustees present voting aye, the motion passed unanimously.

3.7 Recommendation to the full Board Adoption of Amendments to the Board Policy on Tuition and Fee Processes

Chair Graham read the staff report and outlined the proposed amendments. She stated the university's current process is reflective of the new requirements so there are not any major changes.

Trustee Jones moved to recommend to the full Board adoption of the amendments to the Board Policy on Tuition and Fee Processes. Trustee Stewart seconded the motion. With all trustees present voting aye, the motion passed unanimously.

Discussion on the relationship between the recommendation committee and the Board, and the meeting requirements given the uncertainty of state funding levels. **VPFA Fox** stated the tuition recommendation committee is required by the ORS to meet in January and February but a recommendation is not required to be made at that time.

3.8 Recommendation to the full Board to recommend to the Governor appointment of John Davis to the Board of Trustees as an at-large Trustee.

Chair Graham stated there is a vacant position as a result of the resignation of Trustee Sliwa. **President Naganathan** explained Mr. Davis is involved with the university through the foundation board, represents the Portland-Metro area, sat on the president's search committee, and is well connected to the legislature. **Chair Graham** reminded the

committee that maintaining the diversity of the Board is important when looking at candidates.

Trustee Brown moved to recommend the full board recommend to the Governor appointment of John Davis to the Board of Trustees as an at-large Trustee. Trustee Stewart seconded the motion. With all Trustees present voting aye, the motion passed unanimously.

4. Discussion Items

4.1 Review of Board Agenda

Chair Graham reviewed the agenda for the full Board meeting this afternoon, including the need for an executive session over the lunch hour.

Trustee Brown suggested removing the appointments of the vice chair and trustees from the consent agenda for separate votes as these actions are very important.

5. Other Business/New Business - none

6. Adjournment

The meeting adjourned at 12:12pm.

Chair Graham stated the Board would convene for executive session from 12:15pm to 1:00pm under ORS 192.660(2)(f) and (i), and 40.225 Rule 503.

Respectfully submitted,



Sandra Fox
Board Secretary