



EASTERN OREGON
UNIVERSITY

Board of Trustees

Regular Meeting of the Governance Committee

Board of Trustees

March 10, 2016

9:30 a.m. – 11:30 a.m.

Ackerman Alumni Room, 208

Eastern Oregon University

La Grande, Oregon

Minutes

Trustees Present: Ray Brown, Holly Kerfoot (phone), Bill Johnson, Jer Pratton, and Tom Insko.

University Staff: Chris Burford, Tim Seydel, and Heidi Tilicki.

Call to Order and Announcements: At 9:34 a.m. Chair Bill Johnson called the meeting to order. With a quorum present, he asked if there were any announcements.

Vice President for University Advancement gave an update on the last legislative session. Eastern Oregon University was hoping to go after \$55,000,000 from the \$700,000,000 pot of money for higher education. In the last legislative session we wanted to show that higher education matters.

One main focus of the legislative session was the current service levels (CSLs). The current amount budgeted for EOU is at about 3% roll-up costs which is not adequate. EOU hopes to work with the legislative fiscal office and the Higher Education Coordinating Commission (HECC) to create a funding model that will help EOU get to where they need to be which is closer to 8%. Vice President Seydel mentioned a few other legislative topics including extended tax credits, equities, and the lodging tax.

Chair Johnson said that tuition increases will no doubt be a conversation in higher education in Oregon. He asked if there is anything the Governance Committee needs to prepare for regarding protests. Vice President Seydel said it will be important to meet with student

government and have open forums to engage them in the conversation. He does not foresee a huge issue with our students. EOU is looking at a 3.9% increase. Secretary Burford noted that at the last board secretary conference call there was a discussion on how to deal with a disruptive crowd during a board meeting. Our board will be prepared if this ever happens.

Trustee Pratton said it is good to be proactive and engaged with students. Trustee Brown mentioned the impact the press can have upon this university. Negative press will have a negative impact.

Consent Items: With two minor corrections the minutes were passed unanimously.

Review Changes to Board Resolution: Chair Johnson moved this to the first discussion item. Secretary Burford changed the language in section three from “must” to a word that is more aspirational. Trustee Brown recommended that board members use their own judgment in voting. Trustee Pratton agreed and suggested that the “judgment” of others be stricken and use “own best judgment” instead.

Trustee Brown asked if trustees can tell the decisions of the board to others. Secretary Burford said yes, but make a clear distinction between what the board did and what your opinion is.

Trustee Pratton made a motion to approve the Board Resolution, with a second from Trustee Brown. The motion carried and was unanimously approved.

Consider Amendments for Board Bylaws and Statements: Secretary Burford noted that after a year of practice, the governing board has done things differently than what we state in our bylaws. For example, the list of how the board conduct meetings is different from what we actually do. With additional time, Secretary Burford would like to recommend some additional substantive changes.

Board Orientation Update. The Governance Committee discussed the merits of having an orientation for new trustees. An orientation will be planned for June 1st. Vice President Seydel noted that this could be an opportunity for new members to engage with current members.

The Governance Committee discussed the mandatory training for new board members from the Department of Administrative Services (DAS) and if it applies to public universities.

Executive Session. Chair Johnson read the following:

The Governance Committee will now temporarily recess the public portion of our meeting in order to meet in executive session pursuant to ORS 192.660(2)(f), which allows the committee to meet in executive session “to consider information or records that are exempt by law from public inspection.”

Representatives of the news media and designated staff shall be allowed to attend the executive session. The designated staff are Chris Burford, Tim Seydel, and Heidi Tilicki. In addition, board members who are not members of the committee, but who are

present, may attend. All other members of the audience are asked to leave the room. Representatives of the news media are specifically directed not to report on or otherwise disclose any of the deliberations or anything said about these subjects during the executive session, except to state the general subject of the session as previously announced. No decision may be made in executive session. At the end of the executive session, we will return to open session and welcome the audience back into the room.

The Governance Committee went into executive session.

Having concluded the executive session, Chair Johnson stated that the committee returned to open session and resumed the agenda where they left off.

The committee went into a discussion about the candidates for the vacant board positions.

Board Self-Evaluations Process: Secretary Burford referred to the packet of information given to each trustee. The packets contained various examples of trustee self-evaluations, board evaluations, and a memorandum discussing how board assessments are conducted. Some universities recommend having a joint assessment of the board and president every 5-10 years. Trustee Pratton noted that he is not in favor of facilitators for evaluations. He says people can do a better hands on job and our university is relatively small and our board is new.

Secretary Burford said that the survey is the vehicle which board members would then converse around. The board could also have exiting trustees do an evaluation about one year before they leave which will aid recommendations for reappointment.

Chair Johnson clarified the timeline for the evaluations. The board assessments will be conducted in June. The President self-assessment will be conducted between the end of the fiscal year and prior to the beginning of the term. Chair Johnson noted that addressing board concerns from the perspective of other trustees is important but this survey might not be the best outlet for it.

Trustee Pratton recommended a four point scale and a N/A option for the quantitative survey. The qualitative questions could address the performance of the committees. This would only be a one to two page document.

Chair Johnson recommended that the results from the board evaluations go the Governance Committee for analysis and they would help facilitate a meeting.

Secretary Burford noted that the evaluation process will need board approval. A draft will be presented to the Governance Committee at their April 7th meeting. The draft will be finalized during the May 12th meeting and be presented to the board for approval at the June 2nd meeting. The trustees recommended that the evaluations be kept simple, focusing on the good, the bad, and what the board could work on.

Trustees should be receiving Statement of Economic Interest (SEI) emails from the Oregon Government Ethic Commission (OGEC). All SEIs must be completed online by April 15th.

With no further business, Chair Johnson adjourned the meeting at 11:19 a.m.

Respectfully submitted by Heidi Tilicki.

DRAFT