



**PUBLIC MEETING OF THE WOU BOARD'S
EXECUTIVE, GOVERNANCE AND TRUSTEESHIP COMMITTEE (EGTC)**
Meeting No. 40
April 5, 2024 | 09:00 am – 11:00 am

Draft Meeting Minutes

I. CALL-TO-MEETING AND ROLL CALL

Chair Komp calls the meeting to order at 09:00am and asks Secretary Sorce to call the roll.

The following Trustees are present: Trustee Jerry Ambris, Trustee Susan Castillo, Trustee Gayle Evans, Trustee Kari Nelsestuen, Chair Betty Komp.

Other Staff Present: President Jesse Peters, Evan Sorce, David Terry, Ryan Schnobrich, Shandron Lehman, Heather Brophy

II. CHAIR'S WELCOME AND ANNOUNCEMENTS

Chair Komp welcomed everyone to the EGTC meeting

III. CONSENT AGENDA

- 1) Approval of meeting minutes from February 2, 2024

Trustee Nelsestuen moves the approval of the February 2, 2024 meeting minutes and Trustee Evans seconds the motion. There was no additional discussion. The motion passed unanimously.

III. REPORTS & DISCUSSION ITEMS:

- 1) Internal Audit Update | David Terry, CPA, CFE, CIA & Ryan Schnobrich CPA, CIA

Chair Komp introduced Mr. David Terry and Mr. Ryan Schnobrich from the Internal Audit Team. Mr Terry presented the Internal Audit update presentation, which can be found in the EGTC Docket for review. Trustee Ambris asked about best practices when looking at the Risk Assessments. How do we reduce the amount in the red? Mr. Terry mentioned that some of the offices will always be in the red because of the nature of the work. It is best practice to try to prioritize projects to determine where risk can be moderated, but just because an office is in red doesn't mean they are doing wrong. It is important to keep in mind that the red section should be audited more frequently than the green section.

- 2) Discuss Proposed Board of Trustees Schedule for 2024-2025 & 2025-2026

Chair Komp gave a bit of background on the issue and then asked Secretary Sorce to talk about the specifics on the calendar. Secretary Sorce emphasized that staff spends a lot of time scheduling meetings for the Board. The goal of putting together a schedule is to get certainty and consistency into the schedule and free up some capacity for staff to work on other priorities of the Board. It is important to

note that in both versions of the schedule, the ASAC and the FAC meet after the 4th week census to the greatest extent possible. This will ensure that those committees have the best information possible to allow them to complete their work. Option 1 prioritizes subcommittee meetings on Tuesday at 1 pm. Option 2 prioritizes subcommittee meetings on Thursday at 1 pm. We also moved the timing of some of the entire board meetings as proposed two different Board retreats, both of which land after the September Legislative Days, where we hope to get several folks appointed to become Trustees. Secretary Sorce asked the Trustees to send him preferences and feedback on the proposed schedule. The Committee had a robust conversation about staying relatively flexible if the designated dates no longer work for folks. Secretary Sorce emphasized that these dates will be guidelines we can move a bit, but at least there will be a scheduled date that folks can have on their calendars.

3) Update on SB 273 Governance Changes to Board Statements:

Secretary Sorce gave an update on the Board Statement Changes as well as walked through the proposed changes to the Western Oregon University Bylaw as well as the Board Statement on Conduct of Public Meetings. Secretary Sorce presented to the Board a survey that will be on the Board's landing's page that asks the campus community to give feedback to the Board on Ideal Characteristics of Trustees. Secretary Sorce will post the survey on the Board's landing page.

IN THE INTEREST OF TIME CHAIR KOMP MOVED THE DISCUSSION OF THE BOARD SELF EVALUATION AND THE PRESIDENT'S EVALUATION PROCESS TO A FUTURE MEETING.

4) Discussion of the Chair and Vice-Chair Election Process:

Chair Komp started the conversation with the importance of an open process. Vice Chair Nelsestuen still has one more year in her term as Vice Chair. Secretary Sorce walked through the process used last year and suggested that we should use a similar process. It is important to note that Chair Komp will continue to serve on the Board

V. ANNOUNCEMENTS:

SB 1502 passed during the 2024 Legislative Session which starting in the fall of 2024 will require the Governance Boards of the Public Universities to publicly post recordings of all of our Board and Subcommittee meetings for view. Starting with our Board Retreat we will be complying with this law.

VI ADJOURNMENT

Chair Komp adjourned the meeting at 2:50pm.