

**Committee Membership**

Marcia Aaron	Present	Elisa Hornecker	Present
Renee Evans Jackman	Present	Connie Seeley	Present
Steve Holwerda, Chair	Present	Andy Storment	Present

**Convening.** The Executive, Audit, and Governance Committee (EAGC) of the Board of Trustees of the University of Oregon (Board) met on the Eugene campus December 4, 2023. Committee Chair Steve Holwerda called the meeting to order at 10:41 a.m. Pacific Time. (All times noted going forward are Pacific Time.) The secretary verified attendance and a quorum.

**Governance Policy Review.** Trustee Elisa Hornecker provided an overview of proposed changes to Board governing documents. These policies included: amendments to the policy on Retention and Delegation of Authority, as well as the adoption of four new policy statements in response to SB 273, which includes policy statements on Public Comment, Presidential Selection, Trustee Appointment, and Board Self-Evaluation. Jamie Moffitt, chief financial officer and senior vice president for finance and administration reviewed the request to increase the threshold for construction and real estate projects that need to be forwarded for Board approval from \$5 million to \$8.5 million. Moffitt provided background on the increased levels of inflation that have taken place over the past decade, particularly in construction costs, explaining that the thresholds have not been adjusted for inflation since before 2014-15. Hornecker then discussed the four policy statements required by Oregon Senate Bill 273. Trustees engaged in questions and discussion regarding processes that will be arranged in the Office of the Board of Trustees to facilitate the communication required in the policy amendments.

*Action: The motion to approve the amendments to the Board's Retention and Delegation of Authority and other four governance policies and forward them to the full Board for approval was moved by Trustee Seeley and seconded by Trustee Evans-Jackman. The motion passed unanimously by a voice vote without dissent.*

Resolution: Amendment to Policy on Retention and Delegation of Authority

Resolution: Policy on Public Comment

Resolution: Policy on Presidential Selection

Resolution: Policy on Trustee Appointment

Resolution: Policy on Board Self-Evaluation

**Internal Audit Update.** President Karl Scholz updated trustees on the recent resignation of the Chief Auditor as well as other departures in the department. To address the needs due to the openings, the University has decided to work with an external firm to conduct auditing for the upcoming year while a new audit team is hired and put in place. A search committee to hire a new Chief Auditor is being put together, and it will have the participation of two trustees.

**Adjournment.** The meeting was adjourned at 11:51