

**Attendance.**

Marcia Aaron	Present	Elisa Hornecker	Present	Patrick Phillips	Present
Tim Boyle	Present	Ross Kari	Present	Ginevra Ralph	Present
Renee Evans Jackman	Present	Julia Lo	Present	Connie Seeley	Present
Toya Fick	Excused	Ed Madison	Present	Jenny Ulum	Present
Steve Holwerda	Present	Lillian Moses	Present	Dennis Worden	Excused

The Board of Trustees of the University of Oregon (Board) met at Lundquist College of Business' Portland Location (Naito Building) on September 16, 2022. Below is a summary of Board reports, discussions and actions. An audio recording is maintained on file.

**Convene.** Chair Ginevra Ralph called the meeting to order at 9:05 a.m. and a quorum was verified by the secretary. The Board approved the minutes from its meetings in May and August, without amendment.

**Public Comment.** Following is a list of individuals who spoke and the general topic(s) of their remarks. Full remarks are available on the audio recording.

- *No representatives of campus labor organizations or the officers of administration council were present to provide public comments.*
- *Sam Schwartz – graduate student, spoke of the student conduct code; changes in university leadership*

**ASUO.** ASUO President Luda Isakharov provided an update to trustees about the structure and priorities of ASUO leadership. Isakharov stated that ASUO is committed to making sure ASUO is collaborative and consultative in making decisions. She then highlighted several key priorities for ASUO including campus safety, and environmental cleanup and beautification on and near campus. Isakharov next identified several challenges for students on campus, including crowded housing on campus, the high cost of housing off campus, relationships with the Eugene Police department, and the need to inform more students about the Board.

**University Senate Reports** University Senate Vice President Gerard Sandoval introduced himself to the Board. He discussed the Senate's initiatives for AY22-23 including the issue of inequitable service, emphasis on diversity, equity, and inclusion issues in the Senate, and working to strengthen senate committees. Trustees engaged in discussion around accessibility in relation to DEI work of the Senate.

**President's Report.** Patrick Phillips, interim President and Professor, Biology discussed the positive relationships with faculty senate and ASUO leadership. Phillips noted an area of opportunity for the groups to work in collaboration is around issues of state funding. Phillips thanked the Board for their trust in him as he assumes the role of interim president and noted the need for the university to work together toward its goals. He then spoke of recent university successes including the university hosting the world track and field championships this past summer, the recent federal grant awarded by the Economic Development Agency to support the Mass Timber Coalition the university is a part of, and the close of the university's recent fundraising campaign.

**Resolutions (Action)**

**Board Resolution: Lillis Lane Naming.** Patrick Phillips presented the proposal by former President Schill to rename a portion of 13<sup>th</sup> Ave. from Volcanology to the Lillis Business Complex to Lillis Way. Phillips recounted the contributions of the Lillises as leaders, advisors, and philanthropists to the university.

*ACTION: The resolution to authorize the university to rename a portion of 13<sup>th</sup> Ave from Volcanology to the Lillis Business Complex to Lillis Way was moved by Trustee Aaron and seconded by Trustee Holwerda. It passed by a voice vote without dissent.*

**Executive and Audit Committee Name Change.** To recognize the full role of the Executive and Audit committee, Chair Ralph proposed the name of the Executive and Audit Committee be changed to the Executive, Audit, and Governance Committee.

*ACTION: The resolution to rename the Executive and Audit Committee to be the Executive, Audit, and Governance Committee was moved by Trustee Holwerda and seconded by Trustee Aaron. It passed by a roll voice vote without dissent.*

**Seconded Motions from Committee.** Trustee Kari, Chair of the Finance and Facilities Committee proposed the full Board approve en bloc five motions unanimously approved by the Finance Facilities Committee at their meeting on September 15<sup>th</sup>. Motions include:

- Seconded Motion from FFC: Capital Expenditure Authorization Reduction
- Seconded Motion from FFC: Knight Campus Phase II Budget Authorization
- Seconded Motion from FFC: Practice Facility Land Swap
- Seconded Motion from FFC: Radio Tower Lease Agreement
- Seconded Motion from FFC: Tuition Approval – Online Masters in ABA

*ACTION: The resolution to approve the seconded motions forwarded by the Finance and Facilities committee en bloc was moved by Trustee Boyle and seconded by Trustee Aaron. It passed by a voice vote without dissent.*

The seconded motion from the Academic and Student Affairs Committee regarding changes to the student conduct code was pulled from the agenda by Chair Ralph to allow additional time for discussion on the matter.

**Board Governance Discussion.** Carol Cartwright, Senior Fellow, Association of Governing Boards of Universities and Colleges, provided an overview of her background and her work to assist in an assessment of university governance in the state of Oregon that was commissioned by the Oregon Legislature, noting the assessment found widespread support for the local governance structure that was put in place in 2014. Cartwright walked through several issues that were identified during that examination including opportunities at some universities to better engage and be responsive to those bringing issues to the board, the fact that trustees must be fiduciaries responsible to the institution as a whole and not individuals representing constituencies, the role unions play as stakeholders and not formal members of the shared governance structure, the role and use of committees, and the process for selection of new trustees. Cartwright then reviewed principles of trusteeship for individuals on the Board including challenges for all boards, including the need to respect the difference between the board’s role and the administration’s role, the role of ambassador and advocate for the institution, the need to think independently and act collectively, modeling justice, equity, inclusion, and belonging, and thinking

strategically. Trustees engaged in questions and discussion including, but not limited to, the role of student, faculty, and staff trustees, the structure and operations of the UO Board of trustees in relation to best practices and structures in other states, risks to reverting to a system structure in the state, examples of effective partnerships between universities and state coordinating bodies, ways to effectively communicate and engage with the community, the need to be both engaged and not be overstepping into roles and responsibilities of the administration, and the use of commitment statements for making clear expectations of trustees.

**Recess/Reconvening.** Meeting recessed for lunch at 12:00 p.m. and reconvened at 1:30 p.m.

**Presidential Search (Action).** Board Chair Ginevra Ralph introduced the resolution organizing the presidential search process. Ralph emphasized several points including the fact that the search committee will be advisory to the Chair; the search will be confidential to ensure the university gets the most qualified applicants possible; the search will be open and inclusive of input and comments from stakeholders from campus, the community, and state through a broad and representative search committee; and that the committee will be chaired by Trustee Seeley and vice chaired by Trustee Evans Jackman. Trustee Seeley emphasized the importance of inclusivity and campus engagement in the search process and in communicating to the campus and university stakeholders.

*ACTION: The resolution to grant Board Chair Ralph the authority to organize the presidential search and appoint a presidential search committee to advise the Chair on candidates to be forwarded to the full Board for approval was moved by Trustee Kari and seconded by Trustee Hornecker. It passed by a voice vote without dissent.*

**Risk Assessment Methodology and FY23 Internal Audit Plan & FY22 Annual Report (Action).** Leah Ladley, chief auditor reviewed the various inputs for assessing risk, including but not limited to, regulatory compliance updates, collaboration with university leadership, and insights from the office of internal audit. Ladley next provided a high-level overview of the FY23 audit plan which includes scholarship eligibility confirmation, NCAA attendance confirmation, and an external quality assurance of the Office of Internal Audit. Ladley then reviewed governance communication which included organizational independence, impairments to independence or objectivity, disclosure of nonconformance (with applicable standards), and resolution of Management's acceptance of risk. Trustees engaged in questions and discussions on issues including but not limited to the number of audit hotline calls, cyber related risks and how audit and oversight is conducted over these matters, review of research grant related activities, and professional development plans for the internal audit staff and team.

*ACTION: The resolution to approve the FY23 audit plan was moved by Trustee Kari and seconded by Trustee Aaron. It passed by a voice vote without dissent.*

**Adjournment.** The meeting was adjourned at 1:53 p.m.