



Executive & Audit Committee Members

Allyn Ford	Present
Ross Kari	Present
Chuck Lillis, Chair	Present
Ginevra Ralph	Present
Mary Wilcox	Present

Non-Committee Board Members

Michael Gottfredson	Present
Kurt Willcox	Present

The University of Oregon Board of Trustees Executive and Audit Committee met in the Ford Alumni Center on the UO campus on March 26, 2014. Below is a summary of the discussions.

Discussion of Committee Organization

Chair Lillis discussed that the committee should be thinking about its organization and how it would like to function. Lillis also discussed each committee having charters in the future. Trustee Kari suggested that until there are formalized charters the EAC should make it an agenda topic to discuss future committee and full board agendas so work is not duplicative.

Chair Lillis discussed reports to the EAC from the Academic and Student Affairs Committee and the Finance & Facilities Committee. Chair Lillis identified some key issues that the committee will need to address, specifically the president’s contract and the annual assessment of the president. Chair Lillis also raised the issue of the need for a policy vis-à-vis the University Foundation and the importance of maintaining the Foundation’s independence.

Trustee Wilcox raised concerns about the nomination process of trustees to the Governor and the need to have a clear process. General Counsel Randy Geller pointed out a provision in the bylaws about submitting a list of nominees to the Governor but agreed a clear process should be identified. Chair Lillis confirmed this would need to be discussed in more detail.

Review of Foundational Policies

Chair Lillis discussed the proposed Retention and Delegation of Authority policy noting that this was among the critical foundational documents needed in the transition. President Gottfredson discussed the importance of this document being in place in order for the University to be operative. Geller discussed the history behind the State Board of Higher Education’s delegation of authority and the University’s charter from 1876. Geller further explained the different ways other institutions have delegated authority and provided that the proposed policy before the committee took the broad approach to delegation.

Trustee Allyn Ford discussed the importance of the delegation taking the broader approach with the understanding it can be changed when and if it is needed.

Reports of the Committees

- Trustee Wilcox, chair of the **Academic and Student Affairs Committee**, provided a brief report that her committee is focusing on discussions concerning the mission statement and the September deadline for submission to the Higher Education Coordinating Commission. Trustee Wilcox also discussed that the committee would be looking at academic planning as a long term goal.
- Trustee Kari, chair of the **Finance and Facilities Committee**, reported that their committee meeting was very educational for trustees and focused on the tuition and fee proposals that would be put before the full Board. Kari also discussed the upcoming meetings.

Discussion of Audit Program

Chair Lillis inquired about the audit program. Trustee Kari advised that the audit program is going through a transition. Vice-President for Finance and Administration Jamie Moffitt discussed the anticipated assessment of OUS Risk processes. Moffitt also discussed the compliance committee that was created at the Vice-President level and its two functions: (1) developing tools and processes to manage University risks, and (2) ensuring compliance systems and internal controls are effective. Chair Lillis added that the board should hear about risk management issues when they are ready.

Discussion of Future Meeting Agendas

Chair Lillis discussed his brief list of agenda items he would like to address in future board meetings: annual review of the president, the president's contract and a more in depth discussion about the capital campaign. President Gottfredson commented on the duration of the campaign and the need to acquaint board members about the campaign. Chair Lillis also discussed the order of routine reports to the board and the public comment period. Trustee Ralph asked if the Provost would provide reports on research and President Gottfredson confirmed. Lillis discussed the need for the board to hear just as much if not more about core academic and research topics as they do everything else. Trustee Wilcox added that it is important to not have the Provost's report be duplicative of the committee report. General Counsel Randy Geller discussed the proposed board meeting schedule. Geller also raised the topic of having board members present at commencement. Lillis agreed this should be discussed with the full board.