



**PUBLIC MEETING OF THE WOU BOARD'S
EXECUTIVE, GOVERNANCE AND TRUSTEESHIP COMMITTEE (EGTC)**

Meeting No. 43

February 10, 2025 | 12:30-2:30 pm

To Observe This Meeting [Click Here](#) | By Phone: 1-253-215-8782

AGENDA

I. CALL-TO-MEETING AND ROLL CALL

II. COMMITTEE CHAIR'S WELCOME

III. CONSENT AGENDA

1) [Approval of the October 28, 2024 Meeting Minutes](#)

IV. REPORT & DISCUSSION ITEMS

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

a) [Internal Audit Update](#)

2) [Discussion around Board of Trustees Needs Assessment and Process to Fill Board Vacancies](#)

3) [Discussion of 360 Comprehensive Review for University President.](#)

4) Goal Setting Conversation for the 2024-2025 Academic Year.

V. ADJOURNMENT



**PUBLIC MEETING OF THE WESTERN OREGON UNIVERSITY
EXECUTIVE, GOVERNANCE, AND TRUSTEESHIP COMMITTEE (EGTC)**

Meeting No. 42

October 28, 2024 | 10:30 am – 12:00 pm

Draft Meeting Minutes

I. CALL-TO- MEETING AND ROLL CALL

Chair Fasana calls the meeting to order at 10:30am and asks Secretary Sorce to do a rollcall:

The following Trustees are present: Trustee Jerry Ambris, Trustee Gayle Evans, Trustee Nelsestuen, Chair Fasana

The following Trustees were excused: Trustee Leah Mitchell

Other Staff Present: Board Secretary Evan Sorce, President Jesse Peters, David Terry, Ryan Schnobrich

II. CHAIR’S WELCOME AND ANNOUCEMENTS

Chair Fasana welcomed everyone to the EGTC meeting and mentioned that this is obviously her first EGTC meeting.

III. CONSENT AGENDA

- a. Approval of the meeting minutes from the May 22, 2024 and the June 6, 2024 Meeting Minutes.

Vice-Chair Nelsestuen moved to approve the May 22, 2024 and the June 6, 2024 meeting minutes en bloc. Trustee Evans seconded the motion. There was no additional discussion

Roll Call Vote on the Motion

Chair Fasana:	Aye
Vice-Chair Nelsestuen:	Aye
Trustee Ambris:	Aye
Trustee Evans:	Aye
Trustee Mitchell:	Excused

IV. REPORTS & DISCUSSION ITEMS:

- a. **Internal Audit Update: David Terry, CPA, CFE, CIA & Ryan Schnobrich CPA, CIA**
 - i. **Internal Audit Update:**
 - ii. **Independent Validation of the Quality Assurance Review:**



Chair Fasana introduced David Terry and Ryan Schnobrich, our internal auditors. They work at the Center for Internal Auditors at Portland State University and work with us through an intergovernmental agreement. Mr. Terry and Mr. Schnobrich presented their report, which can be found on page 7 of the docket. Mr. Terry walked through the financial aid audit at a high level and produced a draft report. Mr. Schnobrich then gave the update on the audit of Cleary Act Compliance, for which the report has been finalized and issued. Additionally, Mr. Terry gave an update on the Independent Validation of the Quality Assurance Review, a peer review of the internal audit processes and procedures. Vice-Chair Nelsestuen asked how many staff members had to work on these audits, and Mr. Schnobrich mentioned that they have four staff on their team and two interns. Trustee Evans asked if Artificial Intelligence can assist your team with audits and, additionally, whether you will be auditing artificial intelligence at the institutions you review. Mr. Schnobrich mentioned that they already use AI to consider risk, work on planning documentation, save time, and reduce costs. It might be used to analyze large data sets. Trustee Evans asked about audit standards using AI. Mr. Schnobrich mentioned that those conversations are just in their infancy and more work has to be done to develop them, but yes, they will be coming. Additionally, there have been conversations about audits of risks for students using AI and how to include it in the student code of conduct.

b. Debriefing the Board of Trustees Retreat:

Chair Fasana asked committee members for feedback about the Board of Trustees Retreat. Trustee Ambris gave a lot of positive feedback about the agenda, working with Senior Leadership, and seeing how Senior Leadership works together. Trustee Nelsestuen said that the retreat was smooth and got very dialed in. There are many new board members, but I appreciated the intentionality of having returning members sit next to new members. I appreciated the different scenarios and testing of our systems. Trustee Evans appreciated the governance principles and additional materials that were made available. Trustee Evans appreciated the scenarios and thought it went very well. Campus tours were positive, but we need to set expectations for trustees to ensure they can physically do what is required. She suggested that we set up accommodations or alternative tours for folks who might be unable to do the whole thing. Chair Fasana appreciated the grounding activities, the chance to get to know the new board members, and the tour, but it was longer than anticipated. All the logistics went well, and no hiccups.

Chair Fasana introduced Dr. Ellen Chaffee, the Association of Governing Boards (AGB) consultant who supported our retreat. Dr. Chaffee said that the board has very healthy interactions and perspectives but needs a strong governance education program. The committee discussed the need to develop a self-assessment for the board to perform annually and then a comprehensive self-assessment every 3-5 years. Dr. Chaffee also strongly



recommended that Board members consider the AGB Conference for Trustees during spring break every year. Vice Chair Nelsestuen recommended that at our future meetings, Secretary Sorce provide a couple of updates from the Trustee Magazine and about resources available from AGB. Several Trustees expressed appreciation to Dr. Chaffee for her guidance and advice.

c. Goal Setting Conversation for the 2024-2025 Academic Year.

Secretary Sorce walked through a goal-setting worksheet from last year for an example to drive the committee agenda and support each other to ensure that each committee meets its goals for each committee and the board. Chair Fasana suggested adding a governance element to the plan. Numerous committee members asked for Secretary Sorce to put together a template for the Subcommittees that embeds the strategic plans into our committee goals. Secretary Sorce will create a template by working with senior leadership and Dr. Judy Silvia from the provost's office, who led the strategic plan effort. Trustee Evans asked that the hygiene items that each subcommittee has to do every year be included in that template. Additionally, if something is on the horizon, there needs to be space for that as well.

V. ADJOURNMENT

Chair Komp adjourned the meeting at 2:02pm.

**Western Oregon University
Internal Audit Progress Report
For
February 10, 2025**

Summary

Portland State University’s Center for Internal Audit (IAO) has provided the following summarized progress report to help update the Western Oregon University Executive, Governance, and Trusteeship Committee:

Internal Audit Activities

<u>Engagement Title</u>	<u>Audit Objective</u>	<u>Audit Status</u>
Human Resources – Payroll Controls Review	Project will review and test payroll controls primarily related to OPE (other payroll expenses) charges processed out to departmental budgets and specifically to federal grants.	Audit is ongoing. IAO recently received more information.
Journal Voucher Controls Review	Project will review internal controls and supporting documentation requirements for journal vouchers processed throughout the university.	IAO has started audit planning.
Tier II audit topic if time and budget allow		Unlikely given remaining contract capacity
Advisory or Investigative Services		No update at this time.

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Board Statement on Board Vacancies
Board of Trustees of Western Oregon University

1.0 Introduction and Purpose

Under Oregon law, the WOU Board of Trustees ("Board") may have between twelve and sixteen members. One position is a non-voting, ex officio position reserved for the university's president. Two of the positions are designated for undergraduate students enrolled at the university. An additional position is designated for a graduate student enrolled at the university. Two of the positions are designated for a faculty member, and a non-faculty staff member. The remaining positions are at-large positions for individuals not employed by the university. The purpose of this Board Statement is to devise a process by which individuals who both understand the fiduciary obligations inherent with board trusteeship and complement the needs of the Board as a whole may be recommended to the Governor for nomination to the Board. The sole authority to nominate individuals to the Board rests with the Governor.

2.0 Authority

With the exception of the University President, all trustees must be nominated by the Governor and confirmed by the Oregon Senate. Except for resignation, removal, or death, trustees serve until the end of their term, they are reappointed, or their successor is confirmed by the Oregon Senate. The process and guidance in this Board Statement is designed to assist the Governor and Oregon Senate in identifying candidates for the Board. Under Article III, Section 3 of the Board's bylaws, the Board Chair, in consultation with other Trustees, makes recommendations to the Governor to fill the at-large vacancies on the Board. Under the Committee Charter of the Board's Executive, Governance, and Trusteeship Committee (EGTC), the EGTC develops a needs assessment when faced with a Board vacancy to assist the Board Chair in discharging their responsibilities under the bylaws.

3.0 Process

3.1 Natural Expiration of a Term

At-large trustees may serve two, four-year terms on the Board. Designated trustees—those trustees that fill faculty, non-faculty staff, and student positions—may serve two, two-year terms. All terms end on June 30 of the last year of service. In the January prior to the expiration of a term, if the trustee is eligible for a second term, the Board Chair will discuss with the trustee whether or not the trustee would like his or her name recommended to the Governor for a second term.

3.2 Board Vacancies

Whether or not the vacancy is anticipated-due to the natural expiration of a term-or unexpected, when faced with the vacancy, the EGTC will conduct a needs assessment based on the current perspectives, backgrounds, experience and skills of the current trustees.

The needs assessment will assist the Board Chair, with the input of individual trustees, including the university's president, in identifying candidates for the vacancy, ***and ensuring a diverse perspective on the board.***

3.3 Board Composition

As a whole, the Board should be composed of members who have:

- 3.3.1 A commitment to public higher education;
- 3.3.2 A record of public or community service;
- 3.3.3 Knowledge of complex organizations or academic institutions;
- 3.3.4 Demonstrated collaborative leadership;
- 3.3.5 A willingness and availability for constructive engagement;
- 3.3.6 A commitment to open-minded, non-partisan decision-making; and
- 3.3.7 A record of integrity, good judgement, and civic virtue.
- 3.3.8 A commitment to equity, diversity and inclusion.

3.4 Designated Positions

Whether or not the vacancy is anticipated-due to the natural expiration of a term-or unexpected, when faced with a vacancy in one of the designated positions on the Board, the Board Chair or designee will inform the relevant shared governance body-Faculty Senate, Staff Senate, or Associated Students of Western Oregon University-of the needs assessment, if available, process, timeline, or other information necessary for the shared governance body to nominate a candidate to fill the vacancy through an internal governance process in accordance with Oregon Law. More than one candidate per member position on the governing board may be nominated.

4.0 **Process**

4.1 Conduct Needs Assessment. When a vacancy on the Board is anticipated or occurs, the Board Secretary, in conjunction with the EGTC conducts a needs

assessment by analyzing the present Board membership against the composition identified in Section 4 of this Board Statements. Members of the university community also may submit recommendations about the ideal characteristics of an individual to fill the vacancy on the board. The Board will conduct periodic self-assessments, which the EGTC also may consider in assessing the Board's needs.

At a public meeting, the governing Board will share the results of the needs assessment and identify characteristics of any individual chosen to fill the vacancy, including but not limited to those listed in section 3.2 of this board statement to complement the needs of the Board.

4.2 Identify and Vet Potential Candidates. Based on the needs assessment, the President and/or Board Chair, in Consultation with the Vice Chair, will identify potential candidates for the at-large vacancies. To assist the President and Board Chair in identifying potential candidates, the Board Secretary will maintain a list of individuals submitted by sources such as trustees, the president, senior leadership, self-nomination, or recommendations from a shared governance body and others. The President and/or Board Chair will review information regarding the recommended individuals and may elect to invite one or more recommended person to have a conversation with them. It is possible that the Board Chair may require a resume, curriculum vitae, or any additional information the Board Chair determines to deem as important. The conversation, will include a discussion with potential candidates about their interest, responsibilities of serving as a trustee, readiness for nomination, ability to serve the university with:

- A. Support for the mission and strategic priorities of the university;
- B. Commitment of time and talent;
- C. Attendance at and participation in board and committee meetings;
- D. Ability to maintain a university-wide perspective on issues and concerns;
- E. Promotion of the university mission through advocacy and oversight of policy; and
- F. Active involvement in the life of the university

4.3 Review Result of the Vetting Process. After the conversation, the President will discuss priority candidates with the Board Chair. The Board Chair will consult with the Vice Chair and members of the Board as they see fit regarding potential candidates who are willing and able to serve and who satisfy the needs identified in the needs assessment. Candidates will be asked to complete an application process required by the Governor's Office of Executive Appointments. The Board Secretary may provide technical assistance to applicants. Based on the factors set forth above and the information gathered for the Board Chair, the Board Chair will decide which candidates to recommend on behalf of the Board of Trustees to the Governor for Consideration.

Any member of the public who may be interested in serving as a trustee, but who has not come to the attention of the Board through this process, may apply independently. It

is understood by the Board that providing recommendation to the Governor’s office regarding potential trustees in no way guarantees or implies appointment of any applicant. As executive appointees, Western Oregon University Trustees are appointed by the Oregon Governor and confirmed only by the Oregon Senate in the manner prescribed by law.

5.0 Document History

Version	Changes	Date
	Initial Version	Adopted by the Western Oregon University Board of Trustees at their April 19, 2016 meeting.
1	Revised to include Vice Chair as part of the vetting process, Board composition section updated: application process updated; Conduct Needs Assessment Expanded and clarified; Communication with Governor and Other Board Positions added, basic updates, edits and corrections..	Adopted by the Western Oregon University Board of Trustees at their June 12, 2024 meeting.

Approved on _____, 2024.

Chair of the Board

Secretary of the University

Western Oregon University Board of Trustees—February 2025

Seat	Trustee	Term	Alumni Status	Race/Ethnicity	Gender	Notes
1	Kari Nelsestuen	July 1 2022-June 30 2026	N	C	F	Private sector; DEI; education system design. Lives in Portland
3	Jerry Ambris	Nov 2019-Jun 30 2023 & Jul 1 2023 – June 30 2027	Y	H	M	Non-profit; Habitat for Humanity; organizing, Lives in Salem
4	Jim Vu	October 1, 2024 - June 30, 2006	N	AAPI	M	Banking, Finance, Small Business Support Consultant, Involved in Salem Chamber of Commerce Leadership. Lives in Salem
5	Juan Larios	October 1, 2024 - June 30, 2028	Y	H	M	Educator, Superintendent Woodburn SD, Lives in Woodburn
6	Kate Schwarzler	October 1, 2024 - June 30, 2026	N	C	F	Small Business Owner, Small Business Consultant, Mayor of City of Independence
7	Mark Zook	October 1, 2024 - June 30 2026	Y	C	M	CEO of MAPS Credit Union, Banking, Finance, Philanthropy. Lives in Salem
8	Gayle Evans	July 1 2022-Jun 30 2026	N	C	F	Private sector; banking; human resources. Lives in Washington
9	Leah Mitchell	July 1 2022-Jun 30 2026	N	C	F	Private sector; healthcare; operations. Lives in Salem
10	Rey Perez	October 1, 2024 - June 30 2028	Y	H	M	Information Technology Lead at Providence Hospital System. Lives in Salem
11	Angela Fasana	July 1 2022-June 30 2026	N	NA	F	Grande Ronde; JD; tribal court; K-12 education. Lives in Willamina
13	Dana Schowalter	July 1 2024-June 30 2026	N	C	F	Faculty; Communication Studies. Lives in Falls City
14	Paige Jackson	February 16, 2024 – 6-30-2026	N	C	F	Staff; Director of Student Success & Advising. Lives in Monmouth
[Viviana Romero	October 1, 2024 - June 30, 2026	Student	H	F	Student
16	Hunter Hall	October 1, 2024 - June 30 2026	Y	C	M	Graduate Student Position

17	Jesse Peters	President; ex officio	N	C	M	President; English/Native American Lit
2	Vacant (At-Large					
12	Vacant (Student Position)					



Board Statement on the Performance Evaluation of the University President Board of Trustees of Western Oregon University

1.0 Policy

It is the Western Oregon University Board of Trustees (“Board”) duty to evaluate the president annually, and comprehensively at least once every five years (or prior to contract renewal).

2.0 Purpose

The purpose of the evaluation is to provide relevant feedback on presidential leadership and performance, to identify strengths and opportunities for development, to inform the Board of the overall, ongoing health of the University, and to assure the public that the Board is fulfilling its fiduciary responsibility for accountable oversight.

3.0 Guiding Principles

The Board will evaluate the president’s performance consistent with the following guiding principles. The performance evaluation of the president:

- 3.1 Fosters a trusting relationship between the Board and the president;
- 3.2 Furthers the Board’s commitment to shared governance;
- 3.3 Includes a retrospective look at performance according to specific goals and measurable outcomes and a forward look to position the University strategically for success; and
- 3.4 Will be considered in setting compensation and the comprehensive evaluation will be considered in contract renewal.

4.0 Process

4.1 Annual Evaluation

By April 1, the president will complete and submit a written self-assessment to the Board Chair. The self-assessment, at a minimum, will include:

4.1.1 Retrospective assessment:

- (a) A review of major institutional achievements over the previous assessment period, specifically as it relates to previously established goals and the University's strategic plan.
- (b) Dashboard metrics aligned with the University's strategic goals and fiscal health, and the president's response to these metrics, which at a minimum, shall include:
 - (i) Degrees granted in support of HECC allocation formula;
 - (ii) Overall enrollment and retention rates;
 - (iii) Fiscal margins, as measured by Board-established reserves;
 - (iv) Advancement funds from all sources, including grants and philanthropy; and
 - (v) Faculty recruitment and retention.
- (c) A review of the president's relationship to the Board, University leadership and other stakeholders.
- (d) A review of the challenges, both personally and institutionally.

4.1.2 Prospective assessment:

- (a) Provide targets for dashboard metrics to be achieved over the next year and potential obstacles to achievement.
- (b) Delineate specific goals for the president and the University that relate to the ongoing strategic plan of the University.
- (c) Assess potential opportunities, needs, challenges or threats over the next year.
- (d) Identify ways in which the Board can be of assistance over the ensuing year.

4.2 Presidential Feedback

The Board Chair may seek feedback from University, faculty, community, and student leadership as the Board Chair deems appropriate to provide formative feedback to the president.

Upon receipt of the president's written self-assessment, the Board Chair will meet with the president to discuss the self-assessment and any feedback obtained, and will then prepare a draft written evaluation of the president that summarizes the Board Chair's findings, including any additional recommendations and goals for the next year.

Following receipt of the draft self-assessment and evaluation, the Executive, Governance, and Trusteeship Committee (EGTC) will convene in executive session with the president to discuss the president's self-assessment and the Board Chair's draft written evaluation. The Board Chair will use input from the EGTC executive session to finalize the draft written evaluation. The president may also make changes to the self-assessment after EGTC input.

At the end of the academic year, most typically at the Board's regularly scheduled meeting in June or July, the full Board will meet in executive session to evaluate the president. Prior to this Board meeting, the Board Chair will transmit the president's self-assessment and final written evaluation to the Trustees in preparation for the executive session.

4.3 Comprehensive Evaluation

No less than every three (3) years or in the year prior to the natural expiration of the president's employment agreement (or at any other time as determined by the Board), the Board will conduct a comprehensive evaluation of the president's performance. The comprehensive evaluation will assist the Board in its decision to reappoint or continue the president.

The comprehensive evaluation will include the annual evaluation for the year, but in addition will include the following:

- (a) Formal input from University stakeholders, including individual trustees, administrative cabinet, shared governance bodies, and external stakeholders, as the Board Chair determines is appropriate.
- (b) President's assessment of major successes and challenges over the last term of employment or last five years, whichever is appropriate.
- (c) President's proposed overall direction for the University and the president over the next contract or five-year period.
- (d) Any additional components for the review that may be requested in a timely manner at the discretion of the Board.

After the president submits a self-assessment to the Board Chair, the process for a comprehensive evaluation will follow the remaining steps outlined for an annual evaluation of the president, including a meeting between the Board Chair and the president, an executive session of the EGTC, and an executive session of the full Board.

Upon a satisfactory comprehensive evaluation of the president's performance, the Board may decide to reappoint or continue the president. It is expected that the evaluation, reappointment and/or continuation would occur at the regularly scheduled meeting of the Board in June or July, with contract negotiation to occur over the summer consistent with the Board's reappointment of the president. The term of the president's employment agreement, consistent with this evaluation schedule, will typically start on or about September 1.

5.0 Delegation

Any action to be taken by the Board Chair under this policy may, at the discretion of the Board Chair, be delegated to and taken, in whole or in part, by a designee of the Board Chair.

6.0 Confidentiality

All documents concerning the evaluation of the president's performance—whether an annual or comprehensive—are faculty records as defined by Oregon law and University policy. Faculty records under Oregon law are not public records and are designated as confidential by this Board Statement. All documents concerning the evaluation of the president's performance contemplated by this Board Statement will be maintained in the president's personnel file and will not be divulged to any party, other than Trustees or designated staff, without the consent of the president. No evaluative input solicited by the Board or included in the evaluation of the president may be anonymous.

7.0 Document History

Version	Changes	Date
1	Initial Version	Adopted by the Western Oregon University Board of Trustees at their April 26, 2017 meeting.
2	Change is frequency of Comprehensive Evaluation. Additional basic edits	Adopted by the Western Oregon University Board of Trustees at their June 12, 2024 meeting.

Approved on _____, 2024.

Chair of the Board

Secretary of the University