



**Western Oregon University Board of Trustees:
Executive, Governance, and Trusteeship Committee (EGTC)
Meeting No. 44
April 3, 2025 | 1:00-3:00 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 February 10, 2025 Meeting Minutes](#)

IV. REPORT & DISCUSSION ITEMS

- 1) [Internal Audit Update](#) | David Terry, CPA, CFE, CIA & Ryan Schnobrich CPA, CIA
- 2) Secretary of the Board of Trustees Update | Evan Sorce, Board Secretary
 - a) Update on the Open Board Seat Appointment Process
 - b) Update on the President's 360 Comprehensive Review
 - c) Update on the Committee Goal Setting Framework
- 3) [Committee Charter Review](#)

V. ADJOURNMENT



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

Meeting No. 43

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

Draft Meeting Minutes

1) CALL-TO- MEETING AND ROLL CALL

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

The following Trustees are present: Trustee Gayle Evans, Trustee Nelsestuen, Chair Fasana, Trustee Leah Mitchell

The following Trustees were excused: Trustee Jerry Ambris

Other Staff Present: Board Secretary Evan Sorce, President Jesse Peters

2) CHAIR’S WELCOME AND ANNOUCEMENTS

Chair Fasana welcomed everyone to the EGTC meeting

3) CONSENT AGENDA

a) Approval of the meeting minutes from the October 28, 2024.

Chair Fasana found a small typo in the minutes that Secretary Sorce will fix. Trustee Evans moved to approve the October 28, 2024. Vice-Chair Nelsestuen seconded the motion. There was no additional discussion

Roll Call Vote on the Motion

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

4) REPORTS & DISCUSSION ITEMS:

a) **Internal Audit Update: David Terry, CPA, CFE, CIA & Ryan Schnobrich CPA, CIA**

i) **Internal Audit Update:**

Chair Fasana acknowledged that Mr. Terry and Mr. Schnobrich could not attend the meeting. However, they submitted a one-page update outlining their team's progress on their internal audit schedule. It can be found on page five of the docket for review. Secretary Sorce mentioned that there have been

some challenges (mainly delays) in getting the necessary documentation for some of the work our internal auditors are doing, especially regarding the payroll controls review. One of the reasons for this is that WOU used to do their payroll through USSE, but last year, they ceased to offer that service, which led to our Human Resources department taking on payroll. This is also the time frame in which the audit team reviews the documents. So, part of the challenge has been getting the documentation from the 3rd party vendor. Secretary Sorce expressed confidence that there will be a more robust report from our internal auditors at the next meeting.

b) Discussion around Board of Trustees Needs Assessment and Process to Fill Board Vacancies

Chair Fasana moved to the next item, the Board of Trustees Needs Assessment and Process to Fill Board Vacancies. She announced to the Board that Trustee Komp had made the decision to resign her position a few months early, so we will have to start the process to fill her seat. Chair Fasana then asked Secretary Sorce to walk through the process. Secretary Sorce walked through the Board Statement on Vacancies to remind the committee of the process.

Secretary Sorce then shared the Board of Trustees assessment that breaks down current membership by alum status, race/ethnicity, gender, and geographic location. The assessment can be found on page 10. One area where our board could do better is around geographical diversity. Board members mostly live around the mid-valley, and getting a board member from the coast, east of the cascades, would be beneficial. Secretary Sorce also mentioned a feedback forum on the Board of Trustees website where folks can give feedback on what areas of focus or identities are missing. The targeted timeline for appointment is September, and applications are due in June. Trustee Evans suggested the development of a competency grid for our Board Membership to highlight where the board gaps are; Trustee Mitchell agreed with Trustee Evans's thoughts. Secretary Sorce indicated he could work on the development of one and bring it back to the committee.

Additionally, Vice Chair Nelsestuen and Secretary Sorce added that some Trustees are either term-limited or up for reappointment in 2026. Vice Chair Nelsestuen mentioned, and Chair Fasana agreed, that this process is an opportunity not only to fill the one open seat in September but also to consider future nominees for the 2026 process. They also emphasized the need to consider both new applicants and those who applied last year but were not selected. Lastly, the Vice Chair also emphasized the importance of using the qualities emphasized in the board statement.

c) Discussion of 360 Comprehensive Review for University President



Secretary Sorce discussed the upcoming comprehensive 360 evaluation of the University President, which was changed to occur every three years when the Board amended the Board Statement on the Performance Evaluation of the University President. He expressed concerns about the time it would take and the need to start the process to ensure a good product by June. Secretary Sorce mentioned the possibility of hiring a consultant to lead the evaluation. Best practices suggest using a consultant with experience as a University President or Chief Executive. Secretary Sorce also outlined a list of potential stakeholders to be interviewed, including board members, foundation staff, senior leadership, faculty, student leaders, donors, alumni, parents, elected officials, and business leaders. He emphasized that the evaluation would be a selection of these stakeholders and not everyone.

Secretary Sorce suggested the formation of a subcommittee to lead this process. Chair Fasana expressed concern about the workload and the need for time to reflect on the questions. Trustee Evans raised concerns about the balance between confidentiality and anonymity in the review process. Vice Chair Nelsestuen suggested starting small and learning from the process while considering the need for a consultant. Chair Fasana and Vice-Chair Nelsestuen agreed to help with the subcommittee and indicated that any other interested parties could email Secretary Sorce.

d) Goal Setting Conversation for the 2024-2025 Academic Year

Secretary Sorce apologized for not having the goal-setting framework ready yet; he assured the board it would be prepared by the next meeting. Chair Fasana did agree that each subcommittee should review their charters.

5) ANNOUNCEMENTS

Secretary Sorce mentioned a few Governance resources that are not only helpful but also easy to use. He mentioned Trustees Magazine's articles on evaluating board retreats and the champions of governance. He also mentioned a podcast episode on board independence and neutrality. Lastly, Secretary Sorce introduced the Board Bot, a tool that uses AI to provide answers and resources.

6) ADJOURNMENT

Chair Fasana adjourned the meeting at 1:34pm.

**Western Oregon University
Internal Audit Progress Report
For
April 3, 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 Other Payroll Expenses (OPE) charges processed out to departmental budgets and specifically to federal grants.	IAO is listing observations and forming conclusions in preparation for drafting the report. The scope of our work will end where external auditor scope begins, whether that's Eide Bailey, or CLA, whom management has retained to reconcile OPE. There is a substantial deficit in the PEBB contribution fund on WOU's balance sheet.
Journal Voucher Controls Review	Project will review internal controls and supporting documentation requirements for journal vouchers processed throughout the university.	Auditing is ongoing.
Tier II audit topic if time and budget allow		Unlikely given remaining contract capacity.

Annual Risk Assessment	Risk assessment informs next year's internal audit plan.	Risk assessment preparation is nearly complete. Interviews will soon be scheduled.
Advisory or Investigative Services		Investigatory services were performed under attorney client privilege with Craig Ashford at Miller Nash in coordination with Mike Green. Personnel action was taken.

Ryan Schnobrich
 Manager of the PSU Center for Internal Audit
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**Western Oregon University Board of Trustees
Executive, Governance, and Trusteeship Committee (EGTC) Charter**

MISSION

The Executive, Governance, and Trusteeship Committee (EGTC) of the WOU Board of Trustees is charged with ensuring (A) effective Board function, (B) presidential performance, (C) empowering University staff to position the University strategically with external audiences, and (D) monitoring legal and compliance risk to the Board and University. The EGTC is responsible for making recommendations to the Board, consistent with Board Statements and University policy, regarding presidential employment, board evaluation and performance, the University's strategic plan, advancement and advocacy, and litigation, and supporting financial stability.

AUTHORITY AND RESPONSIBILITIES

Employment of the President

The EGTC is responsible for any and all recommendations to the WOU Board of Trustees regarding the employment of the President, including, but not limited to, performance evaluations, including the form, process, and factors on which the President will be evaluated, terms and conditions of employment, compensation package, contract negotiations, discipline or termination of the President, and, when necessary, the conduct of a search for a new President or the appointment of an interim or acting President.

Strategic Plan

The EGTC is responsible for guiding, reviewing and approving the form, direction, and content of the University's draft strategic plan. The President of the University develops the plan and presents the draft reviewed and approved by the EGTC to the WOU Board of Trustees for adoption.

Board Governance & Best Practices

The EGTC is responsible for developing an evaluation process and other governance best practices for the performance of the Trustees to improve Board function.

Board Retreat

The EGTC is responsible for organizing and recommending the structure of the retreat of the WOU Board of Trustees.

Board Membership

When Board vacancies occur, the EGTC will assess Board needs and identify ideal characteristics of a new trustee (e.g., skill-sets, experience, geographic representation

that the current board might lack). EGTC will then bring this information to the full Board for discussion in a public meeting. The university community will be invited to submit recommendations about ideal characteristics to the Board. At the time that the Board notifies the Governor's Office of the impending vacancy(ies), the Board will also communicate their identified ideal characteristics.

Litigation, Legal Services, and Risk Management

The EGTC is responsible for bringing, consistent with other Board Statements, any and all recommendations regarding litigation or settlement of claims to the WOU Board of Trustees. The EGTC is responsible for accepting any and all reports with regard to legal services, collective bargaining, compliance, or enterprise risk management from the General Counsel. The EGTC will strategically assess risk to the University and recommend actions to the Board, as appropriate, to complement the Board's Finance & Administration Committee's responsibilities and recommendations for financial audit and insurance coverage. The EGTC shall serve as the Board's Internal Audit Committee. When acting as the Internal Audit Committee, the EGTC shall consider matters pertaining to internal controls, enterprise risk management, internal or external auditors, as the Board or President shall use, and audit plans and reports.

Board Statements

The EGTC is responsible for bringing any and all recommendations to the WOU Board of Trustees regarding Board Statements including, but not limited to presidential employment, including evaluation, presidential searches, and presidential contracts, legal services, trusteeship, board evaluation, conflict of interest, ethics, compliance, and work with government officials, including, but not limited to the Governor, Oregon Secretary of State, Treasurer, Attorney General, Higher Education Coordinating Commission (HECC) or legislators.

ORGANIZATION

Membership; Structure; Quorum

The EGTC, consistent with the Board Statement on Committees, will consist of the Board chair, the Board vice-chair, and three other members as appointed by the Chair. The Board chair will serve as the EGTC chair. A quorum of the EGTC will be three committee members.

Meetings

The EGTC will meet at least four times each year. EGTC meetings will be conducted in substantial compliance with the Board Statement on the Conduct of Public Meetings. Because committees may meet more frequently than the full Board of Trustees, the Chair or staff are encouraged to convene meetings by telephone or videoconference for the convenience of the committee members.

Agenda, Minutes, and Reports

The chair, in collaboration with the staff designee, is responsible for establishing the agendas for meetings. An agenda, together with relevant materials, will be sent to committee members at least seven (7) days in advance of the meeting. Minutes for all meetings shall be drafted by the staff designee, reviewed by the Secretary to the Board, reviewed by the committee chair, and approved by committee members at the following meeting.

Staff Designee

The Board Secretary and his/her designee will be staff to the EGTC.

Review of Charter

This charter shall be reviewed and reassessed by the EGTC at least annually, and any proposed changes shall be submitted to the board for approval.

Document History

- Discussed and revised at the May 27, 2015 EGTC meeting
- Approved by the Board of Trustees at the October 28, 2015 meeting
- Amendment considered and recommended at the November 1, 2021 EGTC meeting
- Amendment approved by the Board of Trustee at the November 17, 2021 meeting
- *Discussed and revised at the January 27, 2023 EGTC meeting
- *Approved by the Board of Trustees at the February 15, 2023 meeting