



**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**

**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 ANNOUNCEMENTS**

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.