



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

Meeting No. 44

April 3, 2025 | 1:00 pm – 3:00 pm

Draft Meeting Minutes

1. CALL-TO- MEETING AND ROLL CALL

Chair Fasana calls the meeting to order at 1:07 pm and asks Secretary Sorce to do a roll call:

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

The following Trustees were excused: Trustee Leah Mitchell

Other Staff Present: Board Secretary Evan Sorce, LouAnn Vickers

2. CHAIR’S WELCOME AND ANNOUNCEMENT

Chair Fasana welcomed everyone to the April EGTC meeting. Mentioned the rapid changes on the federal level which is causing a lot stress and concern for many people across the campus community.

3. CONSENT AGENDA

- a. Approval of the February 10, 2025 Meeting Minutes

Trustee Evans moves and Vice-Chair Nelsestuen seconded the approval of the February 10, 2025 meeting meetings.

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

Motion passes 3-0-1

4. REPORTS & DISCUSSION ITEMS

- a. Internal Audit Update | David Terry, CPA,CFE, CIA & Ryan Schnobrich
CPA, CIA



Chair Fasana recognized Mr. Ryan Schnobrich from the Internal Audit Office at Portland State, WOU's contracted internal auditors. Mr. Schnobrich walked through his report, which can be found on page five of the docket for review. Mr. Schnobrich reported that the Human Resources payroll controls review is nearing completion, with a substantial deficit discovered in the PEBB Contribution Fund. Management is aware of the deficit and is working to address the issue. The Journal Voucher controls review is ongoing but may need to be carried over to the next fiscal year. Mr. Schnobrich also mentioned that the annual risk assessment has started and should be completed soon. He informed the committee about investigatory services performed under attorney-client privilege, resulting in personal action. After Secretary Sorce asked if an executive session was needed to discuss this issue in more detail, Mr. Schnobrich emphasized that no additional conversation or decision by the board was required.

Trustee Evans and Mr. Schnobrich discussed the scope of the payroll audit, which initially focused on human resources and was later refined to controls related to OPE (other payroll expenses). Mr. Schnobrich clarified that the audit's focus was changed to how to allocate benefits across campus and different budgets and Federal grants. The audit found a material concern, which was a substantial deficit measured in millions on the balance sheet. The deficit was due to an insufficient allocation of employee benefits across departments and Federal grants, leading to a growing liability. Mr. Schnobrich suggested that the liability could be addressed by increasing the allocation of benefits. The conversation touched on the need for appropriate oversight of the committee on some of these issues and the need to revise the committee charter to align with the Institute of Internal Auditor standards.

- b. Secretary to the Board of Trustees Update | Evan Sorce, Board Secretary
 - i. Update on the Open Board Seat Appointment Process

Board Secretary Sorce updated the committee on the open board seat process, noting that the deadline for applicants to complete their applications is June 15th, and the feedback deadline to the Governor's office is July 1st. He will share with leadership the applications and answers of applicants who previously applied or have applied since the last appointment process. He is developing a competency grid to prioritize the applications; to complete the grid, Secretary Sorce suggested having the current Trustee complete a survey to gather more information about the current board members' interests and backgrounds. The team agreed to this proposal. Vice Chair Nelsestuen mentioned having a running list of interested candidates to serve on the board is important. We have a list of folks who previously applied and have expressed interest. Update on the President's 360 Comprehensive Review



Board Secretary Sorce walked through updates for the President's 360 review process. The following steps for this process include setting up a meeting with the consulting team and discussing the scope of the review. Secretary Sorce: The timeline for the 360 review was expanded to allow for a more comprehensive process. Vice-Chair Nelsestuen expressed relief at the flexibility in the timeline and excitement about the increased engagement with AGB and best practices. Secretary Sorce emphasized the need for the board to defend the decision to use outside consultants. Chair Fasana agreed, suggesting that the investment in the process would be strategic and beneficial.

ii. Update on the Committee Goal Setting Framework

Secretary Sorce presented a strategic plan framework to the committee, which was developed in response to a previous request by the EGTC. The framework outlines the committee's core functions and how they align with the strategic plan. Secretary Sorce also discussed the importance of the committee's work in supporting the management team in achieving the strategic plan's goals. Chair Fasana appreciated the work and suggested that this framework could be used to formulate committee goals during the retreat. Vice Chair Nelsestuen suggested differentiating between items that went to the full board for a vote and discussions or updates.

The committee discusses ways to improve board meeting dynamics and engagement. Secretary Sorce suggested allowing trustees to move items from the consent agenda for fuller discussions if the Trustees would like additional context. Ms. Vickers gave some historical context for using a consent agenda. Chair Fasana proposes including a statement in the opening remarks to remind Trustees of this option. The committee agrees on the importance of modeling question-asking behavior for newer board members and demonstrating proper oversight. Concerns were raised about new public meeting rules in Oregon inhibiting robust discussions, with suggestions to utilize executive sessions for sensitive topics. Trustee Evans suggested more structured conversations that allow for good conversation. Secretary Sorce mentions potential changes to recording requirements that may help trustees feel more comfortable with having robust discussions openly in subcommittee meetings.

Trustee Evans suggested that this framework could be used to develop a template for committee action work plans. The committee agreed that the template should prompt committees to review division strategic plans and align their goals with the university's strategic plan. The committee also considered the need for timelines in the



work plan and how to effectively communicate the university's strategic plan to potential donors and funders. They concluded that the framework could streamline the university's strategic plan report and help in the grant application process.

iii. Committee Charter Review

Secretary Sorce led a discussion on reviewing the committee charter, emphasizing the importance of its comprehensive nature. The EGTC handles various responsibilities, including board preparation, board assessment, presidential performance, audit, risk, and compliance. Secretary Sorce suggested that the committee consider inviting Craig Ashford, the university's new attorney, to their meeting for guidance. The committee also oversees the President's employment contract and the strategic plan review. They are also responsible for board practices, membership, and retracts. The committee also handles litigation, legal services, and risk management, ensuring compliance with state and federal laws. To that responsibility, Trustee Evans asked to promote risk management/legal services as an agenda item at the EGTC meeting to have the necessary information to fulfill their duties effectively.

Vice-Chair Nelsestuen added confusion about the language used, particularly regarding the terms "recommendations" and "accepting." Secretary Sorce agreed to work with the General Counsel to review language to ensure clarity. Lastly, they are responsible for board statements and conflict of interest management. The committee then discussed the board's role in legal matters, particularly in litigation and settlement of claims. They agreed that any such recommendation should come through them for discussion and then be brought to the full board. The committee also reiterated the need for legal counsel to attend their meetings for updates and guidance.

The committee committed to reviewing the charter again and preparing to approve it at the May committee meeting.

5. ANNOUNCEMENTS

Secretary Sorce expressed gratitude to the committee for their hard work and trust in Senior Leadership. He also announced the dates for next year's AGB Conference which is in Denver Colorado. Chair Fasana thanked Evan and LouAnn for their efforts, especially during the legislative session since their time has been split.

Secretary Sorce also reminded the committee about WOU Day at the capitol on May 15th and the need for their participation. Vice Chair Nelsestuen asked about



EGTC since the next committee meeting was going to be scheduled for May 15th, which Evan agreed needed to be moved. Next meeting was set for May 29th 2025.

6. ADJORNMENT

Chair Fasana Adjourns the meeting at 2:45pm.