



**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 ANNOUNCEMENTS**

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.