



**Western Oregon University Board of Trustees:
Executive, Governance, and Trusteeship Committee (EGTC)
Meeting No. 45
May 29, 2025 | 1:00-2:30 pm**

Draft Meeting Minutes

I. CALL-TO-MEETING AND ROLL CALL

Chair Angela Fasana called the meeting to order at 1:03 p.m. and requested Secretary Evan Sorce to conduct roll call.

Present Trustees: Chair Angela Fasana, Vice Chair Kari Nelsestuen, Trustee Jerry Ambris, Trustee Gayle Evans

Trustees Excused: Trustee Leah Mitchell

Staff: Evan Sorce, Ryan Schnobrich, Kwabena Boakye, Craig Ashford

A quorum was established.

II. COMMITTEE CHAIR'S WELCOME

III. CONSENT AGENDA

1) [Approval of the April 3, 2025, Meeting Minutes](#)

Chair Fasana requested approval of the April 3, 2025 EGTC meeting minutes. Trustee Kari Nelsestuen moved to approve the minutes, and Trustee Jerry Ambris seconded the motion. There was no additional discussion.

Trustee	Vote
Chair Angela Fasana	Aye
Vice Chair Kari Nelsestuen	Aye
Trustee Jerry Ambris	Aye
Trustee Gayle Evans	Aye
Trustee Leah Mitchell	Excused

IV. REPORT & DISCUSSION ITEMS

1) [Proposed Internal Audit Plan FY 2025-2026](#) David Terry, CPA, CFE, CIA & Ryan Schnobrich CPA, CIA

Chair Fasana introduced Internal Auditor Ryan Schnobrich, who presented the proposed FY2025–2026 Internal Audit Plan and Risk Assessment. The report can be found on page 7 of the docket.

Mr. Schnobrich provided an overview of progress on the FY2025 Internal Audit Plan. The Human Resources Payroll and Benefits Control Review is nearing completion, with final work to be completed before the fiscal year ends. He noted that due to auditor leave and scheduling, the Journal Voucher Controls Review will be shifted to the next fiscal year.

Mr. Schnobrich presented the FY2026 Risk Assessment and Proposed Internal Audit Plan. He explained that the assessment identifies internal controls that, if not functioning at their highest level, pose the highest risk to the university. The report and methodology were included in the board packet, and trustees were invited to discuss or ask questions about the scoring methodology.

Trustee Ambris asked if it is the intention to always look at audits in the red zone of the heat map? Mr. Schnobrich said not necessarily, but the red areas tend to be audited more frequently because they pose a higher risk to the institution. Vice-Chair Nelsestuen asked big-picture questions about where we are opposed to where we should be in several areas that we should review on an annual basis. Mr. Schnobrich said we are doing okay, understanding that there are resource challenges that impact how much the team can do. Trustee Evans asked if the Internal Audit team through advisory services could provide the board with a best practice model for how enterprise risk management is structured in the organization, and how the board oversight is structured as well? Mr. Schnobrich said they have a fairly solid, templated enterprise risk management model and oversight structures, and VPFA Boakye and Secretary Sorce had already reached out to connect and find a time to discuss it.

Trustees reviewed the presentation slides and expressed appreciation for the thorough assessment process. Trustee Ambris moved to approve the 25-26 internal audit plan, and Trustee Evans seconded the motion. There was no additional discussion.

Trustee	Vote
Chair Angela Fasana	Aye
Vice Chair Kari Nelsestuen	Aye
Trustee Jerry Ambris	Aye
Trustee Gayle Evans	Aye
Trustee Leah Mitchell	Excused

2) [Internal Audit Update](#) | David Terry, CPA, CFE, CIA & Ryan Schnobrich CPA, CIA

Mr. Schnobrich gave an internal audit presentation, which starts on page 20, for review. Mr. Schnobrich mentioned that the Journal Vouchers Audit Report will have to be moved to the next Fiscal Year because the auditor leading it went on FMLA, and he was out on a long vacation. The report will be completed and ready for the fall.

3) Secretary of the Board of Trustees Update | Evan Sorce, Board Secretary

Secretary Sorce presented the proposed schedule for subcommittee and board meetings for the 2025-2026 and 2026-2027 academic years. The goal of presenting this schedule was to ensure that Trustees and staff get meetings into their calendars as soon as possible. It is still possible to change subcommittee meetings, but this way, rescheduling will be minimal. This will get moved forward to the next Board meeting.

Chair Fasana asked if it was possible to hold night meetings, understanding that the Board has shifted to include more people who work full-time. Secretary Sorce mentioned that he did meet with LouAnn to try to put together a schedule where a night meeting could work, but it became increasingly difficult to make that work. Chair Fasana then asked if it would be possible to hold meetings later in the day, such as at 3 pm instead of 1 pm. That way, it is less likely that the meeting interrupts the day. Secretary Sorce indicated he would look into that. Vice Chair Nelsestuen expressed interest in having a conversation about whether the day-and-a-half full board meeting is working for everyone, or if we should consider reverting to one day. Secretary Sorce asked for feedback from Board members, especially since participation in the Tuesday reception is sometimes low. Chair Fasana would support moving to a one-day meeting, but we should have an additional conversation about it. There was an argument that the two-day meetings promote more conversations and connections on campus. There was interest in trying out a one-day meeting during the 2025-26 academic year to test it.

a) Update on the Open Board Seat Appointment Process

Secretary Sorce provided an update on the Board appointment process, noting that there are about six candidates for consideration and aim to finalize names for the Governor's office by July. Trustees need to finish the needs assessment survey so we can get that final step in before delivering information to the Governor's office.

b) Update on the President's 360 Comprehensive Review

The committee also discussed the President's 360 review, which had a goal to complete the report by November; however, the process has been delayed for various reasons.

c) Update on the Committee Goal Setting Framework

Secretary Sorce will meet with the committee chairs over the summer to discuss committee goals, allowing each committee to meet at the September retreat to discuss them and begin developing a work plan.

The last part of Secretary Sorce's update was moving forward. The General Counsel will be staffing the EGTC meetings, in addition to Secretary Sorce and President Peters. As well as sitting at the table during our full board meetings.

4) [Vice-Chair Nomination:](#)

Chair Fasana asked Secretary Sorce to give some background on the Vice-Chair Nomination process. Secretary Sorce explained that there are elections for Chair

and Vice-Chair positions. The two positions are elected in consecutive years, ensuring some continuity in the board's leadership. Two years ago, the board elected Kari Nelsestuen to the role of Vice Chair. Consistent with the bylaws of the Board, it is time to nominate for Vice Chair. Historically, the EGTC has nominated someone to serve as the Vice-Chair of the Board. There will still be an opportunity for people to nominate others from the floor at the Full Board meeting, but this way, a nominee will already be present in the meeting. Vice-Chair Nelsestuen expressed her interest in remaining as Vice Chair.

Trustee Ambris moved that the EGTC nominate Vice-Chair Kari Nelsestuen to continue serving as Vice Chair through June 30, 2027. Trustee Evans seconded the motion. There was no additional discussion.

Trustee	Vote
Chair Angela Fasana	Aye
Vice Chair Kari Nelsestuen	Aye
Trustee Jerry Ambris	Aye
Trustee Gayle Evans	Aye
Trustee Leah Mitchell	Excused

5) Board Statement(s) – Revisions

a) [Board Statement on Committees](#)

Secretary Sorce led this conversation on the changes to the Board Statement on Committees, which can be found on page 29 of the docket for review. Starting on page 35, the updated statement with enacted modifications can be found.

Vice-Chair Nelsestuen moved that the EGTC recommends approval of the revised Board Statement on Committees. Trustee Evans seconded the motion. There was no discussion.

Trustee	Vote
Chair Angela Fasana	Aye
Vice Chair Kari Nelsestuen	Aye
Trustee Jerry Ambris	Aye
Trustee Gayle Evans	Aye
Trustee Leah Mitchell	Excused

6) [Committee Charter Review](#)

The Committee reviewed the updated Charter for Review. Changes to the board statement included moving the responsibility for creating and examining board statements higher in the charter, clarifying the committee's role regarding litigation and risk management. Finally, a new paragraph was added to oversee procurement and contracting policies, which had previously been under the Finance and Administration Committee.

There were no additional questions, and Chair Fasana indicated she would entertain a motion to approve the revised Charter for the Executive, Governance, and Trusteeship Committee. Trustee Evans made that motion and Vice-Chair Nelsestuen seconded. There was no additional discussion.

Trustee	Vote
Chair Angela Fasana	Aye
Vice Chair Kari Nelsestuen	Aye
Trustee Jerry Ambris	Aye
Trustee Gayle Evans	Aye
Trustee Leah Mitchell	Excused

V. ANNOUNCEMENTS:

Secretary Sorce did get an update of a new version of Trusteeship magazine featuring an article on managing campus crises. Additionally, there is another good article around institutional foundations getting more involved in advocacy at state capitols across the country.

President Peters did mention that a bill is currently going through the legislature that would allow us to stop recording subcommittee meetings. It will leave in place recording and streaming requirements for full board meetings. President Peters emphasized that there is a value to having debriefs and tabletops with board leadership around different potential crises, but if it were required to record them, it would change the dynamic of those conversations.

VI. ADJOURNMENT

Chair Fasana adjourned the meeting at 2:15pm