Amended Executive and Audit Meeting
Market Center Building, Gold Conference Room 541, 1600 SW 4th Avenue, Portland, Oregon 97201
Wednesday, 8/26/2015
11:30 AM - 1:00 PM PT

1. Call to Order/Roll/Declaration of Quorum

2. Approval of Minutes from May 27, 2015 Meeting
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3. Executive Session
   This executive session is held pursuant to ORS 192.660(2)(i), to review and evaluate the employment-related performance of the chief executive officer of the University, and ORS 192.660(2)(f), to consider information or records that are exempt by law from public inspection.

4. Adjourn
May 27, 2015
Market Center Building
1600 SW 4th Ave, Suite 541, Gold Conference Room
2:00 pm to 4:00pm

Minutes

Committee Members Present: Gale Castillo, Tom Imeson, Margaret Kirkpatrick, Rick Miller (by phone), Pete Nickerson, Wim Wiewel (ex officio, non-voting)

Committee Members not present included: None.

PSU Staff present included: Dave Reese, Kevin Reynolds, Mark Rountree, David Terry, and Shelley Winn.

1. CALL TO ORDER/Roll/DECLARATION OF QUORUM

Vice Chair Imeson called the meeting to order at 2:17 pm and the Board Secretary took role. A quorum was present, and the meeting, having been duly convened, was ready to proceed with business.

2. CONSENT AGENDA

Vice-Chair Imeson submitted the consent agenda for approval.

ACTION: Margaret Kirkpatrick moved to approve the consent agenda. Gale Castillo seconded the motion. The motion passed unanimously.

3. AUDIT UPDATE

David Terry presented a mid-year update on progress on the 2015 Internal Audit Plan. The update included additions to the plan of audits in the Geology Department and Confucius Institute. In addition, Internal Audit will be providing assistance to the University’s external auditors regarding the auditing of the University’s financial statements and preparation of the University’s federally required A-133 Audit. Terry also discussed a change in the schedule for the Housing and Residence Life and Planning, Construction & Real Estate audits.

Portland State University Board of Trustees
Terry and Athletics Director Mark Rountree were available to answer questions from the committee concerning the athletics audit report. There are four objectives to address that are discussed in the report. Rountree stated that all points are anticipated to be addressed by December 2015. Both Terry and Rountree commented on the collaborative process of the audit.

4. **Proposed Board Policy on Evaluation of the President**

The Committee discussed the proposed policy and AGB’s guidance regarding presidential evaluation. The Committee requested certain changes to the original draft: (1) the President’s self-assessment is to be provided by July 31 of each year, providing the President with access to end-of-fiscal-year data before the self-assessment is due; (2) the Board Chair is to seek input from others, as appropriate, in a timely matter and with consideration to the academic calendar; (3) the President’s self-assessment is to be provided to the full Board, rather than just the Executive and Audit Committee, prior to the Executive and Audit Committee’s meeting to discuss the evaluation; (4) a comprehensive 360 degree review may be performed at the Executive and Audit Committee’s discretion at any time; and (5) the policy is now clear that the President’s evaluation and self-assessment are intended to be confidential documents exempt from public records disclosure. With those revisions, the Committee recommends the Policy to the Board for adoption.

ACTION: Gale Castillo moved to recommend the Proposed Board Policy on Evaluation of the President to the full Board on June 11, 2015. Tom Imeson seconded the motion. The motion passed unanimously.

5. **Proposed Revision and Renewal of President’s Contract**

The Chair discussed AGB guidance regarding presidential compensation and his review of presidential compensation at peer institutions, and then outlined the terms of the proposed agreement. The Chair also shared President Wiewel’s request that his salary not be increased at this time, but that more detailed terms regarding a post-presidency sabbatical and faculty position be included in the contract. The Executive and Audit Committee discussed the terms and suggested revising the sabbatical provision so that the President receives full pay during a sabbatical only if he remains in the presidency for at least two years. That change has been made and has been agreed to by President Wiewel.

ACTION: Tom Imeson moved to recommend the proposed new contract with President Wiewel, with the identified changes, and contingent upon the President’s agreement to the proposed changes, to the full Board for approval on June 11, 2015. Margaret Kirkpatrick seconded the motion. The motion passed unanimously.
6. **Acknowledgment of Institutional Responsibilities under Program Participation Agreement Related to Title IV Financial Assistance Programs**

Michael Johnson, Director of Financial Aid, discussed PSU’s obligations as a participant in student financial assistance programs authorized by Title IV of the Higher Education Act of 1965. When a participating public institution experiences a change in governance, the U.S. Department of Education requires that the new governing authority acknowledge the institution’s continued responsibilities under its program participation agreement (PPA).

Portland State University’s current PPA with the U.S. Department of Education, is effective until September 30, 2016. Due to the University’s change in governance, the Committee is asked to approve a resolution acknowledging the university’s responsibilities under the PPA.

The Executive and Audit Committee is empowered to act for the Board between regular Board meetings on all matters except for certain enumerated actions. Acknowledging institutional responsibilities under the PPA is not one of the enumerated activities reserved for the full Board. Because this issue is relatively narrow, this issue is being brought to the Executive and Audit Committee with a request that the Committee act on behalf of the full Board.

**ACTION:** Gale Castillo moved to approve the Resolution Acknowledging Institutional Responsibilities Under Program Participation Agreement Related to Title IV Financial Assistance Programs. Margaret Kirkpatrick seconded the motion. The motion passed unanimously.

7. **Adjourn**

With no further comments or questions from the committee, Chair Nickerson adjourned the meeting at 4:10 pm.