March 11, 2016
University Board Room
Room 515, Academic & Student Recreation Center
9:00 am to 11:00 am

Minutes

Committee Members Present: Gale Castillo, Tom Imeson, Margaret Kirkpatrick, Rick Miller, Pete Nickerson (chair), and Wim Wiewel

Committee Members not present: None.

PSU Staff present included: David Reese, David Terry, Christine Croskey, and Shelley Winn

1. CALL TO ORDER/ROLL/DECLARATION OF QUORUM

Chair Nickerson called the meeting to order at 9:15 am 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
   APPROVAL OF MINUTES FROM JOINT EXECUTIVE & AUDIT AND FINANCE AND ADMINISTRATION DECEMBER 2, 2015 MEETING AND MINUTES FROM DECEMBER 2, 2015 MEETING

Chair Nickerson submitted the minutes from the December 2, 2015 meetings for approval.

ACTION: Castillo moved to approve the minutes. Miller seconded. The motion passed unanimously.

3. REVIEW OF EXECUTIVE AND AUDIT COMMITTEE CHARTER

The committee charter was reviewed and the committee discussed whether the charter accurately and adequately describes the duties of the committee. The committee discussed whether general compensation philosophy is a topic that should be considered by the committee, but determined that it is a topic best suited for the Finance and Administration Committee.
4. **Draft Policy: Recommendations for Trustee Appointment**

The committee reviewed the draft policy regarding recommendations for trustee appointment. The draft policy is based on a policy recently adopted and utilized at Oregon State University.

It was agreed that a formal process in which to recommend potential candidates to the Governor is necessary. The committee discussed the importance of providing multiple names to the Governor’s office when there is a vacancy. The committee suggested that trustees have an *engagement* with Portland State University versus a *knowledge* of Portland State University and the draft policy was changed accordingly. The policy demonstrates the Board’s willingness to further develop a diverse, skilled and dynamic Board. It was noted this policy applies to at-large positions, which does not include the student, staff or faculty positions.

**ACTION:** Imeson moved to recommend the draft policy to the full Board for approval at the March 31, 2016 meeting. Kirkpatrick second. The motion passed unanimously.

5. **Proposed Amendment to Bylaws**

Reese reminded the committee that the by-laws adopted by the Board on January 30, 2014 include a term limit for the Chair and Vice Chair. The Board Policy on Board Officers, also adopted on January 30, 2014, also includes a term limit. At the time, the Board discussed the value of keeping the by-laws at a high level and using Board policies to establish details that might change over time (such as committee structure, committee charters, the order of agenda items at meetings, etc.). However, the Board officer term limit provision was inadvertently left in both the by-laws and the Board policy. The proposed amendment to the by-laws would take the term limit out of the by-laws and state that the Board can establish a term limit for its officers through Board policy. The Board policy with the two consecutive one-year term limit for Board officers would remain in place.

**ACTION:** Miller moved to recommend the Amendment to the Bylaws to the full Board for approval at the March 31, 2016 meeting. Imeson second. The motion passed unanimously.

6. **Recommendations Regarding 2016-17 Board Officers**

Reese reported that he had polled trustees for comments and recommendations regarding Board officers for 2016-17, as required by the Board’s Policy on Board Officers. Reese reported that all trustees indicated support for Chair Nickerson continuing as chair for an additional year, which would require that the Board make an exception to its policy regarding term limits for Board officers. Chair Nickerson indicated his willingness to continue to serve as Chair.
Vice Chair Tom Imeson has requested that he not be considered for re-election as Vice Chair for another term. Rick Miller has indicated his willingness to serve as Vice Chair. Reese reported that trustees expressed their support for Rick Miller and that some trustees also expressed a hope that Margaret Kirkpatrick would consider a Board officer position at some time. Kirkpatrick stated that she did not want to be considered for an officer position at this time.

ACTION: Imeson moved to recommend to the full Board at the March 31, 2016 meeting that Pete Nickerson and Rick Miller be elected to one-year terms as Chair and Vice Chair, respectively, beginning July 1, 2016. Castillo second. Castillo, Imeson, and Kirkpatrick voted “yea.” Nickerson and Miller abstained. The motion passed.

7. **Audit Report**

David Terry presented a status update on the annual audit plan and EthicsPoint complaints. Ten EthicsPoint complaints have been received and nine have been closed. Terry discussed the audits that are in process and the completed NCAA Agreed-Upon Procedures Audit. Terry also discussed his work on the 2016-17 risk assessment. He expects to bring the 2016-17 risk assessment to the Executive and Audit Committee and full Board in June. Results of 2015 audits will be factored into the results.

8. **Other Business**

The committee discussed whether the Board should have independent legal counsel, separate from the University’s Office of General Counsel that reports to the President. Reese pointed out that the committee has authority to hire its own legal counsel, if the need arises, as provided in the Board’s policy establishing the Executive and Audit Committee. Chair Nickerson reminded the committee that he had worked with outside counsel on the drafting of the President’s new contract in order to avoid any concerns about a conflict of interest in the Office of General Counsel. The committee determined that it is satisfied with the current structure.

The committee debriefed on the March 4 meeting with faculty from Women, Gender, and Sexuality Studies, which several trustees attended. The meeting was in follow up to concerns raised by faculty in this department regarding the University’s response to students who had disrupted the Board’s previous meeting. Trustees who attended the meeting reported that it had been a helpful discussion.

The Seven-Year National Accreditation process and the two recommendations from the report were discussed.

9. **Adjourn**

With no further comments or questions from the committee, Chair Nickerson adjourned the meeting at 10:50 am.

Portland State University Board of Trustees