



EASTERN OREGON
UNIVERSITY

Board of Trustees

**Governance Committee Meeting
of the Board of Trustees
August 5, 2015
1:00 – 2:30 p.m.
Dixie Lund Boardroom, Inlow Hall
Eastern Oregon University
La Grande, Oregon**

Trustees Present: (All trustees participated via phone) Ray Brown, Holly Kerfoot, Jer Pratton, Bill Johnson, and Bobbie Conner (1:19 p.m.).

University Staff Present: Chris Burford, Tim Seydel, and Heidi Tilicki

Media: None.

Minutes

1. Roll call and announcements:

Committee Chair Bill Johnson thanked all members for coming and taking the time to be a part of this committee.

Chair Johnson requested a change in the agenda to move the governance committee charter to the first discussion item. With no objections from the committee members, the agenda order was changed.

2. Discussion Items:

- a. Review charter for governance committee:** Secretary Burford led the discussion on the new committee charter. While reviewing the duties of the committee, Secretary Burford noted that this committee will be overseeing some heavy decisions which include evaluation of the president and evaluation of the board.

Trustee Pratton noted that the evaluation of the president is a big task and this committee should get started on it right away. The committee needs to

establish a timeline and criteria on which the president and board will be evaluated. He also recommended that the campus, in some way, be involved in that process as well.

Trustee Ray Brown, recommended reviewing what the Oregon University System used for evaluations and use that as a guideline. Mr. Seydel mentioned that the Chancellor had an overview of goals that the former Oregon University System wanted the presidents to meet, each president would submit a report back to the Chancellor on the activities surrounding those goals and whether they were met or not. The president would then meet with the Chancellor and the Executive or Personnel Committee with the State Board of Higher Education, and have that formal evaluation take place as an executive session.

Trustee Holly Kerfoot asked what time of year should the evaluations take place. Mr. Seydel answered that it usually occurs in the late spring.

Bobbie Conner joined the meeting at 1:19 p.m.

No amendments have been proposed to the charter at this time.

Secretary Burford asked the committee to draw their attention to the language regarding how often they will meet.

Following some discussion, Trustee Conner moved to change the first sentence of this section to read: "Frequency of the meetings will vary, as deemed necessary by the committee chair." The motion was seconded by Trustee Brown. The motion carried.

Chair Johnson moved to adopt the amended charter and present to the board at the next regular meeting. Motion carries.

- b. Request by Associated Academic Professionals (AAP) to have a regular report at board meetings:** Secretary Burford opened the discussion about permanently adding this as a report item to the board agenda. Trustee Pratton said there are already opportunities for this body to have their voice heard through other means on campus such as faculty senate and university council. Having a permanent spot would be counterintuitive to the purpose of the board.

The committee members engaged in an extended conversation about the role and function of the various shared governance bodies, and how that is distinct from the role of the AAP. Secretary Burford noted that the board will ultimately sign off on any collective bargaining agreement that is agreed to, but that the board delegates to the president and his staff the duty of conducting the negotiations. AAP having a permanent spot on the agenda

where it can talk to the board about substantive bargaining issues would circumvent that delegation. This might not be appropriate for an entity, like the board, which is supposed to be focused on policy issues.

Chair Johnson also noted that the board welcomes feedback at the public comment section at each meeting. The faculty senate, the current model of bargaining through the administration, and the public comment forum are all areas for AAP to voice their concerns.

Trustee Conner moved to recommend that the Board deny the request by AAP, with the additional thought that there are at least three opportunities for AAP members to have a voice through the current administration, the faculty senate, and the public comment at board meetings, with a second from Trustee Pratton.

Motion carries with one abstention from Trustee Brown, as he is a member of AAP.

- c. Establish Process for identifying and recruiting people to fill vacant board positions:** Mr. Seydel began the discussion by mentioning the background of the vacant board seat. Candidate's applications must be submitted to the Governor no later than August 21st to be included in the Governor's recommendations to the September Legislative Assembly. Otherwise, the board can wait until December to submit candidates to the Governor. Mr. Seydel asked the committee if they felt the need to move quickly to fill the position, and if so, he can go over the process. This appointment would be for the remainder of President Insko's former term as an At-large Board Member. There is no statutory rule that states a board must have 15 members at all times.

Trustee Brown hesitated to rush through finding a member quickly.

Chair Johnson recommended a brief discussion on reviewing the desired characteristics of a potential candidate.

Mr. Seydel gave a brief overview of the matrix sent to all committee members.

Trustee Pratton asked for the names collected so far. Mr. Seydel said he would be happy to share these names with the committee, confidentially.

The committee continued to discuss key characteristics they would like to see in a potential candidate.

Mr. Seydel mentioned that formerly the names of potential candidates would go to the president, and the president would reach out and see if those

individuals would be interested. Yet, that process was before this board was in place. Mr. Seydel asked if this committee wants the president to do this or if this Governance Committee should be involved with this process. Trustee Conner responded that it would be beneficial to have at least one member of the Governance Committee involved with Mr. Seydel and the president in the board selection process. For future selection processes, any names would be brought back to this committee for review.

- d. Identify candidates to fill vacant board position:** Mr. Seydel identified five potential candidates for the vacant board position, and encouraged the board to include additional names as well.

December would be the next deadline to submit names to the Governor. Trustee Pratton recommended that Mr. Seydel carry out with the names they have for now, and then create clear process for future appointments. Other board members will be invited to submit names to the current list by the end of the day on August 11th. The Governance Committee will meet in the morning before the retreat to discuss and finalize the list of names for review.

- e. Board protocol for determining the process for congratulatory and thank you notes from board members:** Secretary Burford suggested that it would help to have a defined procedure that describes who, when, and how the notes are distributed. No other boards are currently sending out thank you and congratulatory note cards except Southern Oregon University (SOU). Trustee Pratton recommended to give some time to develop a process.

Secretary Burford will begin a draft of a governance committee work plan to determine a timeline for the items discussed at this meeting. Trustee Kerfoot recommended scheduling board and committee meetings with events on campus. As board members is it important for us to be seen and involved on campus.

Chair Johnson adjourned the meeting at 2:37 p.m.

Respectfully Submitted,
Heidi Tilicki