Board members present included: Chair Matthew Donegan and Directors Lynda Ciuffetti, Jill Eiland, Orcilia Forbes, Allyn Ford, Jim Francesconi, Farbodd Ganjifard, Paul Kelly, Brittany Kenison, Jim Middleton, Emily Plec, Kirk Schueler, and David Yaden.

Chancellor’s Office staff included: Interim Chancellor Melody Rose, Ryan Hagemann, Marcia Stuart, and Charles Triplett.

Campus staff included: Presidents Mary Cullinan (SOU), Bob Davies (EOU), Chris Maples (OIT), and Mark Weiss (WOU)

1. **CALL THE MEETING TO ORDER**

   The chair called the special session of the Board to order at 12 noon to discuss the technical and regional universities’ (TRUs) institutional governance proposals.

2. **DISCUSSION**

   Chair Donegan provided a summary of the University Government Work Group, noting that there were four governance options that emerged as potential for the Work Group to consider: (1) institutional boards for the Technical and Regional Universities (TRUs); (2) the continuation of a downsized system and a re-constituted Board that would be focused exclusively on the TRU schools; (3) some form of an affiliation with one of the ‘big three’ universities; (4) an ‘integrated university’ that is much more of a consolidated central staff. He explained that, of those four, the Board only had the authority around two. “We have the authority to cast either a vote for a local board or not. So, inasmuch as you vote ‘not’, then you’re voting for a system. And it can be a four-member system, a three-member system, or even, theoretically, a two-member system.

   Chair Donegan then called on Eastern Oregon University President Bob Davies to give his presentation.

3. **CAMPUS PRESENTATIONS**

   (The full transcript of remarks made by the TRU presidents can be found at `\cn-share\g3\CO\Board\Board-General\Meetings\1D-Minutes\Transcripts\Transcripts 2014`)
President Davies began by stating that an institutional board for the TRU universities is essential. “I think it’s the way that we will be able to maintain our work in our regions, we will be able to continue to serve students who are not being served otherwise, and it is something that we need to have for the success of the seven public universities.” He observed that Eastern is going through a very significant budget-reallocation process and that an institutional board would provide an even more in-depth focus and perspective on those areas. He explained, “As we think about the fiscal nature of our university, we would want a board that would be working with us directly in terms of identifying and creating efficiencies and effectiveness from an outside perspective and enhancing our revenue streams and other mechanisms along those lines.”

Responding to a question regarding philanthropy and EOU’s endowment as it relates to an institutional board, President Davies said that EOU is at around $15 million in assets in their foundation and noted that, “I would say that an institutional board would help in facilitating that. By having an institutional board with clarity of mission, with clarity of purpose, with clarity of marketplace in which we serve, we will be much more focused in on those efforts of philanthropy that impact directly that mission. Do I think an institutional board, again, is all of a sudden going to be the saving grace in terms of philanthropy? No.”

President Davies went on to speak about his departure from EOU to become the president of Murray State in Kentucky and what governance structure would be best in order to attract the best leader for the institution. He shared that in recruiting a long-term president an institutional board that is focused in on the institution is a better way to go. “In attracting a president with the clear understanding of the institutional board—who will be on it—I think you will get a higher level of candidates.”

Board member David Yaden observed that in looking at the list of “levers” (policies, class size, and overload) provided by EOU, he saw nothing that says what is needed is an institutional board. President Davies replied that there are a lot of elements that would play into the role of an institutional board. “Does an institutional board solve all of those? No. Does it help and does it bring in that type of discussion and at that local level of importance? That, to me, I think it does.”

He concluded by affirming, “For Eastern Oregon University to maintain its mission, to maintain serving students who will not be served by other institutions, I do firmly believe that an institutional board is the best decision.”

Chair Donegan then turned to Oregon Institute of Technology president Chris Maples for his presentation.
President Maples began by speaking to the very focused mission at OIT and how that would allow them to get a board that has a shared focus in terms of that mission and connection with business communities. He discussed the potential make-up of an OIT board, noting that he would likely draw broadly geographically, outside the footprint of Oregon because of the breadth of what OIT does and the additional non-regional nature of the university as the Pacific Northwest’s polytechnic.

To a question asked of the TRUs regarding the cost to support a local board, Vice Chancellor Jay Kenton replied, “The average was $1,250,000. OIT happened to be on the high side of that largely because of their two campus.”

Board member Emily Plec asked what was the one thing that most needs to be strengthened at OIT and what role would an institutional board play in that better than a consortium or shared board. President Maples replied that a good, effective, thoughtful board will help move OIT in some “great directions, will help us focus our mission even more, will help us focus on our strategic plan and where we’re headed into the future, and it will help us broadly, not just lead the university, but get the word out about who and what we are.”

Western Oregon University president Mark Weiss began his discussion by speaking to the benefits of an institutional board. He commented, “One benefit would be involving the board in the institutional success of those processes that improve the mission, the affordability, the accessibility of the institution for students, in this case. A system board really doesn’t work with an institutional at getting to the heart at some of those critical areas of success.” Regarding a consortium of institutions approach, President Weiss expressed that WOU has had three biennia of institutional funding reductions at the expense of those institutions that needed to remain viable but they’ve literally had a million dollars taken out of funding that would have been distributed to four institutions. If there was a consortium approach, the good things that are happening at Western may not be recognized in favor of needing to address issues elsewhere.

Board member David Yaden expressed that one of the biggest problems in the state is the real differential, in terms of college-going rates, between the rural counties and those counties with an institution directly in them. He asked what sense of obligation should a local institutional board feel towards changing that. President Weiss replied, “I think the local institutional board needs to be concerned with accessibility of students in the region to that institution. And hand-in-glove with that comes affordability because if it’s simply unaffordable, then it’s not accessible in any sense of the word.”

Board member Paul Kelly pointed out that WOU has had recent success on the philanthropic side and noted that, through the process of evaluating future governance, all the experts have
indicated that there is no clear connection between governance structure and philanthropy. He asked how WOU would respond to those circumstances, because the philanthropy issue has been one of the single most often cited reasons for independent boards. President Weiss resonded that he would view WOU’s governance board of trustees and foundation board of trustee as being two separate bodies with two separate missions. The foundation board’s mission is one of philanthropy and the governance board’s prime mission is the mission and vision of the institution and ensuring that that mission and vision is being accomplished successfully. It would not be in the foundation board’s set of responsibilities.

Board member Emily Plec asked what role President Weiss saw an institutional board versus another governance structure playing in helping move the institution toward greater degree-completion rates. President Weiss replied that he’d expect that an institutional board would ask for presentations and, perhaps, face-to-face meetings with those that support the success of students, not just faculty, but also the advising center, the writing center, math tutoring, a center for veteran success. “It’s really understanding those programs, and helping us, perhaps, try to measure the impact they make, and then helping decide, perhaps, where the best investment is placed to make the largest impact—whether those things are succeeding, whether, if they’re not succeeding, what it is that we do next. It’s really getting into some of the nitty-gritty of understanding what we do and how we do it. And then, providing fresh ideas, from wherever they come.”

Chair Donegan asked Southern Oregon University president Mary Cullinan to give her presentation.

President Cullinan observed that there is strong support in southern Oregon for SOU having their own institutional board; support from students, faculty and staff, and also from the local community. She continued by noting that an institutional board would help with philanthropy, suggesting that having a larger number of people who are advocates for SOU and who are speaking directly to the value of the undergraduate and rural experience would be helpful. She went on, “I have talked to a number of people who have said that they would really look forward to having regular meetings between the SOU governing board and the Rogue Community College board—that we could really think strategically together—that our local superintendents and our school principals, school boards could work with us on the whole pipeline issues, which are really important in southern Oregon. And then the businesses and the agencies in our region—they, too, are very interested in helping us think creatively about the workforce, the professional development in our region, and, you know, how we can best, not only serve students, but serve our communities.”
Director Eiland asked what President Cullinan thought was preventing some of those collaborative conversations she mentioned that would occur with an institutional board from happening in the absence of one. President Cullinan responded that those conversations were happening but she thought that there’s a difference between having those people speaking to people on the Rogue Community College board and other boards in the region and having a governing board to governing board kind of conversation. Strategic thinking would be at a different level than those that are taking place now.

President Cullinan went on to discuss the financial viability of SOU and how having an institutional board would affect that and help SOU think through how they are going to survive and ensure that they’re serving students in the best possible way, making access possible, keeping the costs as low as possible, and serving the professional workforce of southern Oregon.

4. Public Testimony
(The full transcript of the public testimony can be found at \cn-share\g3\CO\Board\Board-General\Meetings\1D-Minutes\Transcripts\Transcripts 2014)

Sid DeBoer spoke about his support for an institution board, noting that to deliver services better, you can get closer to it if you empower those institutions. “You get an executive board with five or six people on it, and you’ve got a real team that can help energize that institution in new ways. And I think that’s the key message I have. The empowerment that takes place when organizations decentralize.”

Representative Peter Buckley began by reviewing what had happened in the legislature over the last few years concerning governance at the institutions. He read a letter from colleagues in the legislature stating state their support for the governance proposal made by the TRU presidents for local boards at each institution, as well as a Presidents’ Council to continue a strong association between the universities. He then turned to his support for SOU, pointing out its potential and the culture of creativity and collaboration in southern Oregon.

April Sevcik, Steve Vincent, Daniel Henderson, and Brad Hicks spoke of their support for an institutional governing board for SOU.

Chair Donegan then asked each Board member for comments on the TRU governance structures. (The full transcript of Board comments can be found at \cn-share\g3\CO\Board\Board-General\Meetings\1D-Minutes\Transcripts\Transcripts 2014.)

Board member Orcilia Forbes stated that she thought there needs to be some additional assistance to some of the TRU institutions on getting really strong boards and getting strong
financials in place for the next several years. She closed by saying that she was leaning toward the independent boards, but would take full advantage of setting some conditions and parameters and benchmarks for when that assistance might end.

Board member Farbodd Ganjifard expressed that while he hadn’t been the “biggest fan” of institutional boards and still had concerns, after listening to the day’s discussion, he’d learned that perhaps an institutional board will be able to better focus on the missions of each of those institutions, and to specifically hone in on what those missions really are.

Board member Brittany Kennison mentioned her concern about advocacy for financial reasons and her worry that some of that operational flexibility that institutions and communities think that they may get may actually constrict and do the exact opposite. “It’s going to be difficult to undo the changes if they find that individual boards are conflicting with all the other things that are going on on campus—the presidential council, advisory, the foundation.”

Board Member David Yaden cautioned that he thought a small system wasn’t viable from either a policy standpoint, a management standpoint, or a political standpoint. He continued by suggesting that “if we’re to go forward with institutional boards, what if we attached as a simple condition, that within some reasonable period—a year or two after the creation of that board—a Governor will certify that each school has an appropriate mission and is financially viable.”

Board member Emily Plec stated her support of institutional boards observing that should they be approved, they will be as productive as their membership and their synergy, both internal and with various external stakeholder groups are together.

Board member Jim Middleton discussed the need to endorse a fail-safe that reaffirms HECC, Legislature, and Governor’s responsibility to dismantle and decommission boards if they are judged as not being successful.

Board member Allyn Ford said he is in favor of individual boards as long as the boards were strong and would hold the presidents and the schools accountable. “It’s got to be their primary responsibility.” He expressed concern regarding the transition and getting the boards in place.

Board member Kirk Schueler spoke in favor of institutional boards, pointing out that they could connect to the mission and operation of the campus, connect the community and regional industry, improve access for faculty, staff, and students to the board, improve strategy and planning for a campus. He shared that all of these “come with some other-side-of-the coin and I think there’s potential weakened control over statewide goals and coordination, duplication of governance cost, and I think also potential for local boards to become involved in
management.” He added that he had some interest in finding out more about what a small, two institution would look like.

Board member Paul Kelly expressed that he was unpersuaded that the independent governing board path is the better path, in contrast to a multi-campus, four-school system. If the Board should vote no on institution boards for the TRUs, the Board should then articulate very clearly for the Governor and the Legislature that that vote is not that they don’t believe inevitably that each of these schools merits an institutional board, but this isn’t the right time to do it. He suggested the Board consider the idea of a vote that maintains a restructured, multi-campus system.

Board member Lynda Ciuffetti voiced her concerns with independent governing boards for the TRUs, specifically that there needed to be more time for discussion on this issue. She noted that if there were conditions placed on the institutions concerning individual boards, “once that institutional board is in place, I don’t see that they’ll ever go away, and I’m not sure that they would ever change.”

Board member Jill Eiland observed that she was leaning toward granting individual boards to the institutions because “I’ve been influenced by the regional pride and sort of the local leadership that has stepped up to make these arguments. But I would tell you, I still don’t think there’s been a clear articulation of the benefit to the students for all of this and I’d like to see you all put more time and attention into convincing Oregonians what the benefits are to the students that you serve.”

Chair Matthew Donegan concluded the discussion by affirming his support for local boards. He stated that he was a “big fan of decentralization. Having said that, there’s a lot of role for centralization—Shared Services, strategic investment, and so forth. I think the developments at the state level here have been very thoughtful—the HECC, OEIB, Shared Services—I’m satisfied that the value-added of centralization is being taken care of and that allows us to really innovate at the local level.”

No action was taken at this meeting.

5. **ADJOURNMENT**

With no further business discussed, Chair Donegan adjourned the meeting of the Board.