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## Board of Trustees Meeting MINUTES

### Trustees Present:

Stefan Bird	Kathleen Hill	Kelly Minty
Jeremy Brown	Acting Chair Vince Jones	Nagi Naganathan ( <i>ex officio</i> )
John Davis	Jill Mason	Celia Núñez

### Trustees Unable to Attend:

Kanth Gopalpur  
Mike Starr  
Michelle Vitali

### University Staff and Faculty Present in person:

David Groff, General Counsel & Interim Board Secretary  
Pam Grove, Assistant to University General Counsel & Interim Board Secretary  
Larry D. Large, AGB  
Phong Nguyen, Incoming Trustee/Associate Professor – Computer Systems Engineering Technology  
Adria Paschal, Senior Executive Assistant to the President  
Mason Wichmann, Incoming Trustee/Student

### July 19, 2022 Meeting

#### 2. Call to Order/Roll/Declaration of a Quorum

Acting Chair Jones called the meeting to order at 12:21pm. The Board Secretary called roll and a quorum was declared.

#### 2. Approval of the Minutes of the June 2, 2022, Meeting

No changes voiced. Minutes approved as submitted.

#### 3. Welcome and Introductions

All Trustees in attendance introduced themselves and provided individual experience and background details.

**Meeting recessed at 1:08 for Executive Committee meeting.**

**Meeting reconvened at 3:27pm.**

**4. Comprehensive Evaluation of the President**

The Board met in Executive Session per ORS 192.660(2)(f) to consider information or records that are exempt by law from public inspection and ORS 660(2)(i) to review and evaluate the employment-related performance of the chief executive officer.

**Meeting recessed at 4:47pm**

**July 20, 2022 Meeting**

**Meeting called to order: 9:09am**

**5. President's Report & Discussion** *President Naganathan*

President Naganathan reviewed his PowerPoint presentation and discussed Presidential Goals for 2021-22, which included the completion of the Climate Assessment Survey process on campus on behalf of the Board of Trustees, continued efforts to increase new freshmen by at least another 3% and stabilize the overall enrollment in Fall 2022, and to create and implement a strategic faculty hiring plan with a goal for them to engage industry in innovation and applied research both at OMIC and beyond. He shared further goals include the development of an education and research center with an emphasis on applied computing and data analytics, the development of the academic and facilities master plans, and in partnership with the Oregon Tech Foundation, begin to explore the feasibility and scope of a capital campaign for Oregon Tech and raise \$2 million by the end of Fall 2022.

President Naganathan shared results, to include finishing the school year with measurable student progress with nearly 800 graduates despite the continuing pandemic conditions, multiple successful accreditation visits to programs, two business programs approved by the HECC for Portland-Metro, an Academic Master Plan draft developed through an inclusive process which secured \$1 million in federal appropriations in support of faculty research, successful Regional Innovation Hub Planning Grant proposal at \$140,000 to plan a Regional Innovation Hub in Klamath Falls, and new strategic enrollment management initiatives in place to avoid repeating 2021 summer melt of new and continuing students.

President Naganathan advised that Oregon Tech launched the Diversity, Inclusion, and Cultural Engagement (DICE) off with Dr. Jennifer Wilson as the Executive Director; a climate assessment vendor was selected, who completed institutional surveys through an inclusive and transparent process; Oregon Tech exceeded its fundraising goal for the year with \$4.4 million raised; Oregon Tech worked collaboratively with the Higher Education Coordinating Commission (HECC) to realize additional permanent funding for Oregon Tech which helped lower AY22-23 tuition rate. He also advised that a strategic faculty hiring plan is in place which includes tenure-track hires through a global outreach with masters or higher credentials, and Academic Affairs prioritizing hiring instructors for departments needing primarily teaching power. The first ever Academic Master Plan is being developed and led by Dr. Mott. President Naganathan discussed the Facilities Master Plan which is being led by VP John Harman in consultation with stakeholders, including the Facilities Planning Commission. He advised that Oregon Tech's financial status remains strong through fiscal year ending 21-22, despite an

unexpected 7.8% decline in student enrollment and the lingering impact of COVID, Oregon Tech is projecting a fiscal year-end general fund net surplus from operation of approximately \$2.8 million, net of transfers.

#### **6. Strategic Plan and Academic Master Plan Update & Brainstorming Big Ideas**

President Naganathan reviewed his PowerPoint presentation and discussed Oregon Tech's vision for the future as a student-centered, world-class polytechnic university that inspires students to become tomorrow's leaders; the Academic Master Plan Charges to develop academic vision and mission statements for Oregon Tech, as Oregon's Polytechnic University, fiscally sustainable growth through an array of innovative, forward-looking academic programs, initiatives that will increase enrollment, retention, and four-year graduation rates, and a path for progress in entrepreneurial and collaborative applied research. He also discussed enrollment, new programs – early notice.

#### **7. Higher Education Business Models Under Stress**

**Larry D. Large** reviewed his PowerPoint presentation and discussed Higher Education Business Models Under Stress, which included contemporary challenges to leadership, leading with strategic agility, changing business models, governance, student debt and student loan history, and tuition.

#### **8. Campus Climate Assessment and Next Steps**

**Acting Chair Jones** provided background for the new Trustees on the Campus Climate Assessment. He explained that Oregon Tech commissioned Modern Think to conduct a Campus Climate Assessment to identify the real campus issues and come up with recommendations on how best to address the issues. Acting Chair Jones suggested a discussion with the new board to address next steps and of Modern Think's report once it is received. He explained that the board has decided to address the issues raised in the report and do everything possible to work with President Naganathan to improve the culture of the university.

**Trustee Minty** asked about the timing of receipt of the report from Modern Think and legal interpretation of their contractual obligations. The Board met briefly in Executive Session per ORS 192.660(2)(f) and ORS 40.225 to consider information or records that are exempt by law from public inspection, including attorney-client privilege.

Regular session resumed and **Acting Chair Jones** asked for discussion regarding next steps regarding the Modern Think Campus Climate Assessment report once it is received. The Board asked that Counsel quickly review the report after receipt to assure it is publishable from a legal perspective, and contains no personally identifiable information that may need to be redacted. Chair Jones said it is important to expeditiously share the full report with the community. Trustees, and the campus community must have confidence that the report has been done in the spirit it was intended, and that any hiccups getting it out due to logistics are not an attempt to shape the report. Chair Jones said the report sits as it is, and should be shared as soon as possible so we can begin taking any appropriate actions.

The Board decided to have a special meeting on August 24, 2022, 1:00pm – 4:00pm to discuss the Campus Climate Assessment report and other agenda items as determined by the Acting Board Chair.

**Trustee Brown:** Raised concerns about input received by faculty and students that the Board is not responding to their concerns. He stated that Trustees have asked for information from the institution and the information is not being received, leading to the perception that the Board is being derelict in their duties. Groff offered some recommendations based on the AGB Governance Study Report.

**Meeting recessed at 4:46pm.**

**Thursday, July 21, 2022**

**Meeting called to order: 9:11am**

### **9. AGB Report Review & Discussion**

**President Naganathan** introduced the genesis of the Association of Governing Boards (AGB) report and how it came about through the introduction of SB 854, which did not pass, regarding governance composition. As a result, a review of the governance structure and bylaws of Oregon's seven public universities was commissioned by the Oregon Higher Education Coordinating Commission (HECC) at the request of the Oregon Senate Education Committee.

**Interim Board Secretary Groff** reviewed the AGB Report and shared that AGB is familiar with how boards operate across the country and the dynamics that are taking place in other parts of the country. He also discussed some of the recommendations made in the report such as: building a positive board culture that sustains itself as members rotate off the board and new members join, developing enhanced institutional orientation for new board members and creating more opportunities for continuing board education for longer-serving members, a regular practice of scheduling "learning sessions" as part of the board meeting agenda, conducting periodic education programs for faculty, staff, and student groups on the fiduciary duties and fundamental roles and responsibilities of its governing board, creating a board culture of outreach and engagement, developing systematic processes of assessing board governance practices and their progress on implementing best practices, developing systematic processes for responding to comments provided in the public comment portion of board agendas. Groff advised that Oregon Tech's Board of Trustees has already implemented many of the recommendations contained in the AGB report and he provided suggestions for areas of improvement.

**Trustee Davis** stated that the Board's response to this is intricately going to be seen as tied to our response to the Campus Climate Assessment and suggested the Board cannot wait until November to act on some of these recommendations. The Board is doing many of these recommendations, but the Campus Climate Assessment makes clear there is a perception and probably a reality that has been expressed by Trustees today of a feeling of disconnection between the understanding of faculty and staff and what the Board's role is. Trustee Davis stated that if the Board continues to kick the matter around and talk about it, that will no engender trust and what we are trying to achieve as a culture at the institution. The Board must act and make clear we have read the AGB Governance Study Report, the Campus Climate Assessment, we hear

the campus community and action will be taken.

**Trustee Minty:** Underscored that that she cares about the fact that people know the Board is doing these things. The Board needs to be disciplined in our communication, more intentional, and more open. If our message is not getting through, we can't immediately blame the person who is supposed to be receiving it and take responsibility.

After discussion, the Board agreed to form two work groups, one to review and potentially make recommended changes for the Board's Shared Governance Resolution, 15-2, and another to review the AGB Governance Report and make recommendations.

**10. Board Chair, Board Vice Chair Selection Discussion AND Committee Assignments**

*Vice Chair Jones*

**Acting Chair Jones** explained that Oregon Tech's Board of Trustees has three standing committees, the Executive Committee, the Finance & Facilities Committee (F&F Committee), and the Academic Quality and Student Success Committee (AQSS Committee). The Board policy states that the Executive Committee shall be made up of six members, consisting of the Chair of the Board, the Vice Chair of the Board, and then the Chair of the F&F Committee and the AQSS Committee. The Board Chair can appoint two other board members to the Executive Committee, as well the members of the other two committees. He also discussed the selection of the Chair and Vice Chair positions and, shared the reason he put this matter on the agenda is that at some point the Board will need to select a new Chair and Vice Chair. The Chair will also need to select Trustees for the committee positions, that perhaps can be discussed at the special August 24, 2022 meeting. Acting Chair Jones also and asked whether there was anyone interested in making a nomination or selection. No interest was expressed

**11. Wrap-Up and Next Steps** *Vice Chair Jones*

A Special Board of Trustees meeting was confirmed for August 24, 2022, 1:00pm-4:00pm.

**12. Board Development Training Session – Public Meetings, Government Ethics**

*Dave Groff, General Counsel*

Counsel reviewed a PowerPoint presentation on the topics of Public Meetings and Government Ethics.

**13. Adjournment**

The meeting was adjourned at 12:49 pm.

Respectfully submitted,



**David P. Groff**

*University General Counsel & Interim Board Secretary*