

## Executive Committee Minutes

### Trustees Present:

John Davis, Chair  
Jeremy Brown

Vince Jones  
Kelley Minty

Celia Núñez  
Nagi Naganathan (*ex officio*)

### Trustees Unable to Attend:

Fred Ziari

### Other Trustees in Attendance:

Michele Vitali

Mason Wichmann

### University Staff and Faculty Present in person:

Abdy Afjeh, Vice Provost, Research & Academic Affairs

Ken Fincher, Vice President, University Advancement

Erin Foley, Vice President of Student Affairs & Dean of Students

David Groff, General Counsel & Interim Board Secretary

Pam Grove, Assistant to University General Counsel & Interim Board Secretary

John Harman, Vice President, Finance & Administration

Michelle Meyer, Director of Audit & Compliance, Business Affairs

Joanna Mott, Provost & VP of Academic Affairs & VP for Strategic Enrollment Management

Adria Paschal, Senior Executive Assistant to the President

Bryan Wada, Information Technology Consultant 2

### 1. Call to Order/Roll/Declaration of a Quorum *Chair John Davis*

Chair Davis called the meeting to order at 8:07 am. The Board Secretary called roll and a quorum was declared.

### 2. Consent Agenda *Chair Davis*

#### 2.1 Approve Minutes of the June 2, 2022, meeting

No changes voiced. Minutes approved as submitted. Motion by Trustee Minty, Seconded by

### 3. Action Items – None

#### 4. Other Business/New Business - None

#### 5. Discussion Items – *Chair Davis*

**5.1 Trustee Identification:** Chair Davis noted that this is a discussion and the need to review the trustee membership and that at least five positions will open next year on the board, and that the executive committee serves as the committee on directors (trustees). A discussion to benefit the board and campus community and the process the board will take to make recommendations to the new governor. Chair Davis had shared the policy on board policy prior to the meeting in anticipation of the days discussion.

Section 3.1 and section 3.2 of the board policy were read to the committee by Chair Davis. These sections include criterion for board membership. He then called on President Naganathan for his thoughts on the past selection of board members. President Naganathan shared, by policy, the president provides a list of board trustee candidates to the board for their consideration, once approved by the Executive Committee, the names of the trustee nominees are submitted to the governor's office. He also acknowledged that anyone at any time can submit names for nomination to the board through the published nomination process.

Chair Davis shared that policy 4.1 points out the needs assessment aspect when a board vacancy occurs, and gaps are identified through this process. The board secretary maintains a list of those nominated and this is shared with the board when appropriate. Chair Davis noted the loss of Trustee Brown, Trustee Minty, Trustee Hill, Trustee Ziari, and other trustees in the future and noted the experience gaps that will result from their upcoming departure from the board. Chair Davis encouraged other Trustees to make recommendations and added that these are governor appointed positions. The board can recommend; but ultimately it is up to the governor to decide. Trustee Jones added that what comes to mind to him that with several trustees rotating off, how the board's ability to have a quorum would be affected. President Naganathan noted that there is no automatic roll off and members are typically able to stay in place until they are replaced by the State process, and this is a common practice across state entities. Trustee Minty noted that as one of two persons who are in Klamath that it is important that we have continued representation on the board from the Klamath community. Trustee Brown added that is important that we continue to look at diversity as we fill positions. It behooves us to make sure we put forward good names for consideration. Chair Davis added that the university stature has risen and there is a good opportunity to have high-capacity persons who also have a diverse background.

#### **Board Assessment – *Chair Davis***

Chair Davis noted and highlighted the role of the board committees and one responsibility of the executive committee to examine/assess the effectiveness of the board. Chair Davis noted the need identified in the climate assessment for the board to be seen and engaged on campus. He noted that the board has been engaging on campus through tours, lunches, and their presence. Trustee Brown added he believed there is an assessment tool, perhaps from AGB, that we can use to see where we are. Trustee Minty noted that assessment used in the past were not helpful, but an accountability tool would be more helpful. Trustee Brown added that it is important not to reinvent the wheel but that there are some instruments out there that may be helpful, the open-ended questions tend to provide the greatest insight. Chair Davis added it is important for the board to assess and be assessed. He noted the



feeling from some that the board was not engaged with the campus community, and noted the responsiveness to address those comments, which included involvement on campus during board meetings, tours, meetings, and convocation.

**ASOIT Letter:** Chair Davis then referred to a recent ASOIT letter. He noted that his objective is to share the letter has been reviewed, conversations with ASOIT leadership have taken place and interaction has been productive. Trustee Jones noted the need to have a meeting with the ASOIT in Klamath Falls as was held in Portland Metro. Chair Davis recognized Trustee Wichmann who added that ASOIT at least last year wanted a lot of things done differently and had communication around several different topics. That this year's leadership is different and warrants a different approach. He felt that approach was not productive in the past and that interaction with the new ASOIT leadership will be more productive with the new leadership being brought into the room and discussions held. Chair Davis added that the next time the board meeting in Klamath Falls will be in April, of next year but that he will commit to work with the president to set up some meetings with ASOIT leadership. Trustee Brown said the board be mindful (ASOIT) of not going around the president but to do so in partnership with the president. His concern is that we do not get into the weeds on issues but find a way to communicate without getting into a dialogue that is inappropriate or inaccurate. Trustee Wichmann shared it is a way to view and hear varied opinions and are reaching out to a variety of constituents to gather information so as to best advise the president. He noted that the past view of the ASOIT was that to effect change (ASOIT) had to go all the way to the top and that the board alone can make substantive change. Chair Davis said that the conversation on shared governance does not mean going around administrators to get an answer when told no. Trustee Jones added that the Board would need to be careful when reaching out to various groups.. He added the need for there to be answers to questions being asked and that feedback is needed for those who comes before the board. He also noted that with several new trustees we need to be mindful and provide information to them. President Naganathan thanked Trustee Wichmann for his service and his work with President Naganathan when Trustee Wichmann served as the ASOIT president in the previous years.

The Executive Committee 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 192.660(2)(i) to review and evaluate the employment-related performance of the chief executive officer.

Due to technical difficulties the resumption of the executive committee was delayed approximately 40 minutes.

When the committee reconvened after the Executive Session, Chair Davis began the discussion on President Naganathan's compensation. He noted that President Naganathan had not received a salary increase during his tenure at Oregon Tech and that President Naganathan took a reduction in salary during the pandemic. Chair Davis noted the board is remiss if it does not do an annual review of the president's compensation. Trustee Jones added

Trustee Minty moved that the Chair and Vice Chair negotiate the contract terms with President Naganathan. Trustee Nunez seconded. A friendly amendment was added by Trustee Brown. With all present voting aye, the motion passed unanimously.

**6. Adjournment**

Acting Chair Davis adjourned the meeting at 9:37 am.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Ken Fincher". The signature is stylized with a large, sweeping flourish at the end.

**Dr. Ken Fincher**

*Vice President University Advancement & Interim Board Secretary*