TRUSTEE EVALUATION SUMMARY
Retreat/Orientation
August 19, 2008

Below is a summary of the feedback received from Board members related to the August Board of Trustees Retreat/Orientation.

1. **Overall evaluation of Retreat:** 4, 5, 4, 4, 4, 5, 4, 4, 4
   **Comments:**
   a. More dialogue and less monologue would aid strategic discussion.
   b. Great idea to have annual retreat with no business

2. **Evaluation of Programs facilities:** 4, 5, 4, 5, 5, 4, 4, 4

3. **Resource Materials:** 4, 3, 2, 4, 5, 4, 4, 4, 4
   **Comments:**
   a. Materials were at times incomplete.
   b. Copies of power points, especially when condensed were sometimes not readable.
   c. Materials were more than adequate.

4. **Presentations:** 4, 5, 3, 4, 5, 4, 4, 4, 4, 4
   **Comments:**
   a. Some presentations were very good. Others were too long and could have been more helpful and targeted to the Board’s needs.
   b. Content for Vision Ohio and orientation is much improved.

5. **Comments on which segments of the program were of most value:**
   1. All
   2. Examples, Krendl’s and Decatur’s presentations in Session II.
   3. First year Implementation Plan.
   4. Dinner and breakfast meeting.
   5. Ethics training was helpful and Vision Ohio implementation presentation extremely helpful.
   6. President’s Presentation.
   8. Vision.
   9. Vision Ohio discussion and Diamon McFerson’s discussion.

6. **Recommendations:**
   a. Keep it up, very important.
   b. More examples.
   c. Encourage Board members to stay for the orientation session.
   d. There is always more to learn about our complex institution.
   e. More Trustee engaged discussion.
   f. Just a little more orientation for new members.
   g. More focus, description of committee structure and assignment of new trustees to committees
   h. Continue 3 part retreat each August. More time on governance topic
   i. Focus on Key and Fundamental structure
   j. Outside speakers and participants to give a different perspective on subjects really helps.
Recommendations for future Retreats and Orientations:

1. a. This form should be completed and submitted at conclusion of meetings  
   b. Trustee Committee Chairs could take a more active role in presentations  
   c. Have time set aside for strategic discussion rather than administrative presentation.

2. Some discussion about logistics, meetings, calendar etc. for new members.

3. I would suggest a two day event in order to digest all the material. Additionally, for new trustees 
   a concentration related to assigned committee would be favorable.

4. Speakers/presenters should take more time and care with power point slides.

5. **Retreat or Regular Board Meeting:** 8 votes for Retreat, 1 vote for Board Meeting, and 1 vote on 
   either Retreat or Board Meeting.

6. **New trustees: Orientation:** 3, 3, 3, 5, 5
Statement of Expectations for Members of the Board of Trustees of Ohio University

1. The Role of the Board
   a. The Board of Trustees is the governing body of Ohio University. It is a body politic and corporate under Ohio law and has the right to sue and be sued. The General Assembly has conferred upon the Board the authority to: adopt rules for the governance of the institution; employ and supervise the President, faculty and staff; oversee university finances; and control university property and facilities.
   b. The Board serves the public trust. It is responsible for ensuring that the university offers students an educational experience of the highest quality and produces research that provides economic and cultural benefits to the citizens of Ohio.
   c. The Board should be concerned with strategic governance and accountability. It should focus its attention on issues and decisions that will protect the institution’s fiscal integrity and ensure the long-term fulfillment of its teaching, research and service mission. It should provide oversight to make sure that the President, faculty and staff comply with all applicable laws and perform their responsibilities ethically and competently.
   d. The Board should govern through the President and should refrain from becoming involved in day-to-day operations.
   e. The Board should recognize the important role that the principle of shared governance plays in institutions of higher education. It should seek input from faculty, staff and students and whenever possible incorporate their views into its decisions.

2. The Role of Individual Board Members
   a. Members of the Board have a fiduciary obligation to act in the best interests of the university and the citizens of the State of Ohio. They must adhere to the highest ethical standards and perform their university duties without regard to any personal interests they may have. Members should understand and comply with state ethics laws and promptly disclose any conflicts of interest.
   b. Members should understand that they serve the institution as a whole and are not advocates for any particular unit or constituency of the university.
c. Service on the Board is a time consuming professional commitment. Members should attend all meetings of the Board and committees and should give notice to the Chair when they are unable to do so. They should review briefing materials and be prepared to actively participate in discussions. Members should also make a good faith effort to attend important campus events and to participate in conferences and other programs designed to educate and update Trustees.

d. Trustees should be attentive during meetings and refrain from multitasking. They should treat the opinions of their colleagues on the Board as well as others participating in Board discussions with civility and respect and should be open to alternative points of view. They should refrain from publicly or privately criticizing other Trustees or impugning their motives.

e. Trustees should strive to make informed decisions based on an analysis of objective data. In their deliberations they should rely on the application of sound management principles and prudent business judgment.

f. Trustees should understand and comply with the Public Records Law and the Open Meetings Law and should respect and protect the confidentiality of matters discussed in executive sessions.

3. The Board’s Relationship with the President

a. The Board delegates responsibility for all aspects of institutional management to the President. The Board and individual Trustees should refrain from involvement in operational matters except as necessary to fulfill their fiduciary duties.

b. The Board and the President should agree on clearly defined institutional goals and strategies for achieving them.

c. The Board should hold the President accountable for achieving institutional goals. Evaluation of the President should be an ongoing process with the Board offering candid and constructive feedback as necessary. Formal evaluations should be conducted on a regular basis.

d. The President reports to the Board as a whole and not to individual Board Members. Trustees who have concerns about the President’s performance should convey them to the Board Chair who will discuss them with the President.

e. Individual Trustees should develop a comfortable working relationship with the President. They should interact with the President one-on-one as needed to share information, concerns or advice but they should remember that when they do so they are not speaking for the entire Board. Trustees should not approach the President to offer their personal performance review, to offer their views on personnel actions or to advocate their personal position on university issues.
4. The Board’s Relationship with Internal Constituencies
   a. Formal requests for data or reports on institutional issues should be conveyed by individual Trustees to the Board Chair who will obtain them through the President. Trustees should not approach administrators to obtain this information.
   b. Trustees are encouraged to interact informally with administrators, faculty and students, bearing in mind that they do so as individual Board Members. They should avoid any statements that would give rise to the perception that they speak for the entire Board.
   c. When interacting with faculty, staff and students, Trustees should not disclose matters deemed confidential by the Board in executive session, advocate for their personal position on university issues or criticize other members of the university community.
   d. The Board should seek opportunities to work with faculty and students in the development of institutional goals and priorities. The active involvement of faculty and students in these matters will give them a broader understanding of institutional governance and will provide the Board with a valuable perspective on university issues.

5. Relationships with External Entities
   a. The Board must speak with a single voice. No individual Trustee or group of Trustees is authorized to speak for the entire Board.
   b. When asked to comment on an issue of institutional concern, Trustees should, without exception, defer to the Chair or the President.
   c. Communications from federal, state or local officials to individual Trustees about university issues should be referred to the Chair or the President. Trustees should take care not to create the perception that they speak for the Board or the university.
   d. Trustees should obtain prior consent of the Chair before initiating communications with federal, state or local officials about university issues.
   e. When individual Trustees are presented with concerns about university operations, these matters should be referred to the President.
   f. When a consensus is reached within the Board on an institutional issue, individual Trustees should publicly support that decision even if they held a contrary view during Board deliberations.
   g. Board Members should refrain from publicly criticizing actions of the Board, the President or other members of the University Community. Such concerns should be conveyed to the Chair who will determine the appropriate method for the Board to address the issue.
(c) Audit. Responsibilities will include the oversight of the internal audit functions, annual or other periodic audits of financial operations, the recommendation of the appointment of an external audit firm to the Board of Trustees, the receipts of the reports of the internal auditor and the external audit firm, and the university’s accountability and compliance procedures.
Ohio University Board of Trustees
Proposed Audit Committee Charter

I. PURPOSE

The Audit Committee is appointed by the Board of Trustees to consider and make recommendations for action by the board related to the audit committee’s oversight responsibilities. The audit committee will oversee: the university’s process for the recommendation to the board for the appointment of the external audit firm; external audits of financial operations, including the receipt of related reports; the internal audit function, including receipt of its reports; the effectiveness of the university’s internal control and risk management system and its process for monitoring compliance with laws and regulations; and the university’s whistleblower reporting mechanism. The committee will take all actions it deems appropriate to set the university’s overall tone for sound financial and risk practices, and ethical behavior.

II. COMPOSITION

a. The Board of Trustees chairperson (chairperson) will nominate three audit committee members, including the chair.
b. If possible, at least one member of the audit committee should be designated as the “financial expert,” defined as a person who has an understanding of financial statements, internal controls, and audit committee functions. The financial expert designation shall be determined by the chairperson through a review of the committee member’s qualifications as reflected in the member’s resume or through an interview with the member.

III. RESPONSIBILITIES

With regards to each topic, the audit committee will:

a. External Audit
   • Recommend appointment of the external auditor to the board as authorized by the Ohio Auditor of State for the annual audit of the university. A five-year contract with the external auditor is expected and can be extended, based on the standards of and approval by the Auditor of State. The audit committee will review the university’s scoring of the external audit proposals, the results of which will be forwarded to the state for final approval.
   • Review the external audit engagement letter. Discuss with the external auditors at the last full board meeting each fiscal year, the proposed audit scope and approach, including coordination of audit effort with internal audit.
   • Evaluate annually, the external auditor’s qualifications and performance, including a review and evaluation of the lead partner, taking into account the opinions of management and the internal auditor, and report its conclusions to the board.
   • Following the completion of the annual audit, the audit committee shall review the university’s draft audited financial statements and the external auditor’s management letter, along with management’s response.
   • Review any disagreements between the external auditor and management concerning matters that could be significant to the university’s financial statement or the auditor’s report.
   • Review other audit performed by the external auditors.
   • At least annually, the committee shall meet with the external auditors to discuss any matters that the audit committee or the external auditors believe should be discussed privately.
b. **Internal Audit**
   - Review and authorize any proposed changes to the internal audit charter, which has been established by board resolution.
   - Review all decisions regarding the budget of the internal audit function and the evaluation, compensation, appointment, or removal of the internal auditor.
   - Make appropriate inquiries of management and the internal auditor to determine whether scope or budgetary limitations impede the ability of the internal audit function to execute its responsibilities.
   - Review the internal audit risk assessment and approve the related annual audit plan at the last full board meeting each fiscal year.
   - Review annually at the first full board meeting of each fiscal year, the work plan performance, activity, budget, and staffing of the internal audit function.
   - Regularly receive internal audit reports including management’s response as to corrective action taken for internal audit recommendations.
   - As needed, receive presentations by management, related to corrective action taken for any follow-up internal audit report given an internal auditor opinion rating of “Needs Improvement” or “inadequate”.
   - On a regular basis, meet with the internal auditor to discuss matters that the audit committee or the internal auditor deem appropriate.

c. **Internal Controls**
   - Evaluate regularly, through review of external and internal audit reports and communications by management, whether management is establishing the appropriate “control culture”.
   - Evaluate regularly, through consideration of internal and external audit recommendations, the overall effectiveness of the university’s internal control framework. Review, through internal and external audit reports, whether significant findings and recommendations made by the internal and external auditors have been implemented by management.

d. **Compliance**
   - At least annually, obtain updates from management and university legal counsel regarding compliance matters that may have a material impact on the university’s financial statements or compliance policies.
   - Annually review the process for communicating the code of conduct to university personnel, and for monitoring compliance with it.
   - Ensure that there are effective procedures for anonymous receipt and treatment of complaints regarding the university’s accounting, internal controls and audit matters. Annually, review a summary of complaints that have been received.