



**PUBLIC MEETING OF THE WOU BOARD'S
EXECUTIVE, GOVERNANCE AND TRUSTEESHIP COMMITTEE (EGTC)**

Meeting No. 31

November 1, 2022 | 1:30pm – 2:30pm

Public Meeting: [Zoom](#)

By Phone: 1-253-215-8782 | Meeting ID: 880 5816 0515 | Passcode: 787689

AGENDA

I. CALL-TO-MEETING AND ROLL CALL

II. CHAIR'S WELCOME AND ANNOUNCEMENTS

III. CONSENT AGENDA

- 1) [Meeting Minutes: July 5, 2022](#) (page 2)
- 2) [Meeting Minutes: July 18, 2022](#) (page 5)

IV. DISCUSSION ITEMS

- 1) [Internal Audit](#) | David Terry, CPA, CRE, CIA (page 7)
- 2) 2022-2023 Committee Work Plans
 - a) [EGTC Work Plan](#): Roles & Responsibilities, Strategic Planning, Presidential Evaluation, WOU Foundation Comprehensive Campaign (page 15)
- 3) [EGTC Committee Charter](#) (page 16)
- 4) Board Agenda Changes

V. ACTION ITEMS

- 1) [Revision of Board Statement on the Delegation of Authority](#) (page 19)

VI. ADJOURNMENT



**MEETING OF THE WOU BOARD'S
EXECUTIVE, GOVERNANCE AND TRUSTEESHIP COMMITTEE (EGTC)
MEETING NO. 29—JULY 5, 2022
1:00-3:00 PM**

DRAFT MEETING MINUTES

I. CALL-TO-MEETING/ROLL CALL

Chair Betty Komp called the meeting to order at 2:00 PM and asked Secretary Hagemann to call the roll. The following committee members were present:

Gayle Evans
Betty Komp
Doug Morse

Zellee Allen was absent.

II. CHAIR'S WELCOME AND ANNOUNCEMENTS

Chair Komp welcomed committee members and interested guests to the committee meeting and turned to Trustee Doug Morse to start the conversation about the draft onboarding plan for Dr. Jesse Peters, WOU's new president.

III. DISCUSSION ITEMS

1) Development of Presidential Onboarding Plan

Morse outlined his general approach to onboarding in order to assist the president to garner familiarity with issues facing the university and the Board's priorities for the president. Morse explained that he reviewed interim president Jay Kenton's observations and layered in other important factors, including the purpose of the onboarding document and explanation of the university's mission, purpose, and values. In organizing the draft onboarding document, Morse stressed that he wanted to ensure Dr. Kenton's observations were clearly identified as from the interim president.

Morse turned to the draft's section on the important dates and events important to the campus. Next, Morse highlighted key documents that would assist Dr. Peters, including previous quarterly presidential reports, previous board dockets, and university policy

documents in addition to the key internal and external stakeholders with whom the president should meet once he arrived on campus. Morse highlighted the need to include links to the university's budget in the onboarding plan. He concluded that the draft onboarding document captured his general ideas and approaches to onboarding Dr. Peters as president.

Chair Komp thanked Morse for his introductory comments and proposed a roundtable discussion about the draft plan and whether there were items or issues to add or delete from the document. Trustee Gayle Evans complimented Morse on building out the outline and stressed the importance of consensus on the top five priorities for the incoming president. She also noted the significance of the incoming legislative session. Komp asked other participants for any comments on the draft onboarding plan. Provost Winningham echoed Trustee Evans' observations on identifying priorities and offered that he believed that the top priority was enrollment, including emphasis on new program development and HSI status. LouAnn Vickers noted that the President's Office and Alumni Engagement have already started scheduling key meetings.

Chair Komp suggested clarity on the university's Board Statement on the Performance Evaluation of the University President and how to identify goals for the president. Morse asked for clarification and Komp wanted to ensure that the Board Statement was implemented in such a way for the president to express goals clearly. Hagemann clarified the requirements of the current Board Statement. Evans offered the importance of identifying first-year goals separately from the ongoing goals from year-to-year.

Komp returned to Provost Winningham's suggested list of goals, including enrollment, HSI, communication, unclassified salaries, and the comprehensive campaign. Morse added that the president's first-year goals should be short and clear and include engagement. Michael Reis shared that a possible approach to the unclassified salary issue might focus on morale and professional development opportunities in addition to the salaries. Evans noted that performance evaluations are key to all of the unclassified employment work. Komp asked if there were issues that were important to the faculty that were not on the current list.

Evans continued with additional thoughts. First, she observed a recurring theme about some faculty making diverse students feelings unwelcome and there should be an accountability mechanism to address that issue. Evans summarized that the overarching objective should be to continue the positive cultural transformation already underway. Second, she offered that something about the student experience should be included in the outline.

Morse suggested to combine two elements of the proposed priorities—communication/engagement and employee morale. He also delineated between the first-year priorities and the long-term impacts of upcoming strategic planning. Komp

echoed the importance of including strategic planning in the priorities. Evans asked about HSI designation and its inclusion under the enrollment priority. Michael Reis offered that adding several subpoints under the priorities might expand the priorities to more than the five most important. Komp returned to the inclusion of strategic planning in the priority list. Reis observed that some of the benchmarking work related to accreditation might be useful in strategic planning. Morse and Evans discussed the optimal time horizon for the next strategic plan.

After the draft priority list was finalized, Evans asked about the “human” side of presidential onboarding. Reis recommended the Board be more intentional about personal and human engagement with the president as he and his family move to Oregon. Komp summarized and asked the committee about next steps. Evans observed the need to capture the most important events and issues over the course of the year to ensure they are covered and how a Gantt chart could assist. Morse asked whether or not the cabinet should offer their priorities to create a Gantt chart for the president and Evans offered that the president might give the cabinet members the five priorities and ask whether or not they have anything in those areas. Evans also suggested the possibility of a calendar format. Morse shared that he liked the idea of reaching out to cabinet members of the most time-consuming, regular work over the course of the year. Komp asked Hagemann to bring the priority questions to the cabinet for feedback.

Morse asked how the onboarding document would be shared with the incoming president. Komp suggested an initial meeting very shortly after the arrival of the president and that other trustees, including committee chairs, could be a part of onboarding. Hagemann offered that a planning retreat might also play into the development of the priorities and amplify some of this work. Morse noted that the draft onboarding list still needed some wordsmithing and asked about the inclusion of certain policy documents.

IV. ADJOURNMENT

Chair Komp adjourned the executive session at 2:38 PM with a quorum of the committee.



RYAN JAMES HAGEMANN
Secretary to the Board of Trustees



**MEETING OF THE WOU BOARD'S
EXECUTIVE, GOVERNANCE AND TRUSTEESHIP COMMITTEE (EGTC)
MEETING NO. 30—JULY 18, 2022
2:00-3:00 PM**

DRAFT MEETING MINUTES

I. CALL-TO-MEETING/ROLL CALL

Chair Betty Komp called the meeting to order at 2:00 PM and asked Secretary Hagemann to call the roll. The following committee members were present:

Gayle Evans
Betty Komp
Doug Morse

Zellee Allen was absent.

Dr. Melanie Landon-Hays, Dr. Tad Shannon, and Michael Reis from the university were also present for the committee meeting.

II. CHAIR'S WELCOME AND ANNOUNCEMENTS

Chair Komp welcomed the committee and community members to the meeting and asked Hagemann to summarize the work since the July 5, 2022 EGTC meeting on refining the draft onboarding plan.

III. DISCUSSION ITEMS

1) Development of Presidential Onboarding Plan

Picking up from the July 5, 2022 meeting, Hagemann shared the work on a calendar that would capture the major events of the academic year and the university's rhythm. Reis described the possibility of calendar links that would allow the calendar to be shared. Komp asked about a public calendar and Morse stressed the importance of including the major events on the calendar and that the document could be used in the Board's introductory meetings with the incoming president upon his arrival. Hagemann advised the committee that if it met with the president it would constitute a public meeting.

The committee turned to the list of five priorities, starting with improving campus climate. Morse, Reis, and Dr. Landon-Hays focused on the subpoints under campus climate and how

to streamline the language of the priority list. Reis asked if professional development should be called out on the list.

Komp observed that the committee did not discuss the comprehensive campaign at the previous meeting and asked for suggestions. She asked whether or not the committee needed any background to discuss the comprehensive campaign. Evans described her previous work with the Foundation and campaign consultants and pondered how to incorporate the momentum of a leadership change into the work. She suggested a conversation with the Foundation and the incoming president. Morse echoed the importance of capturing the momentum of a leadership change.

After the conversation on the comprehensive campaign, Morse returned to the strategic plan and asked whether or not additional resources or documents needed to be added to the bottom of the draft onboarding plan. Komp inquired whether or not the Board and the university needed an all-encompassing committee for the strategic plan. Landon-Hays shared that a representative committee would be essential for buy-in of the plan. Morse delineated between community buy-in of the plan and the development of the plan itself. Reis shared that accreditation might be a useful overlay to strategic planning because there could be a steering committee, but several subcommittees focused on particular topics. Dr. Shannon noted that there were potential avenues of investment and growth and prioritization would be key. Komp offered that she did not want to short-change any important voices in the process.

Evans contributed the president's voice would be important, particularly because the Board is asking him to evaluate the sense of culture and climate on campus. She shared that the plan should not be too proscriptive and the planning process should provide him with the latitude to contribute. Morse asked whether or not the onboarding plan should call out the WOU:Salem presence specifically.

Hagemann compiled all of the edits to the onboarding plan and shared that he would convey them to LouAnn Vickers for inclusion in the master document.

IV. ADJOURNMENT

Chair Komp adjourned the executive session at 2:42 PM with a quorum of the committee.



RYAN JAMES HAGEMANN
Secretary to the Board of Trustees

Internal Audit Update

Presented by David Terry, CPA, CFE, CIA

Objectives of Update

- 1) Introduction of Internal Audit Team.
- 2) Overview of Engagement Model, Annual Risk Assessment, and Timeline of Deliverables.
- 3) Overview of Next Steps.
- 4) Open Discussion & Feedback.

Objective 1 – Introduction of Internal Audit Team

David Terry, Director of Internal Audit, CPA, CFE, CIA – David has 19 years of auditing experience and was appointed as Portland State University's first Director of Internal Audit charged with establishing the Internal Audit Office in October 2014 following state university governance reform legislation in Oregon. Prior to joining Portland State University, David established Portland Community College's first internal audit function in 2011 and led internal audit for Portland Community College until coming to Portland State University. David has also held various audit positions with the Secretary of State Oregon Audits Division and the Oregon University System Internal Audit Department from 2003 to 2011.

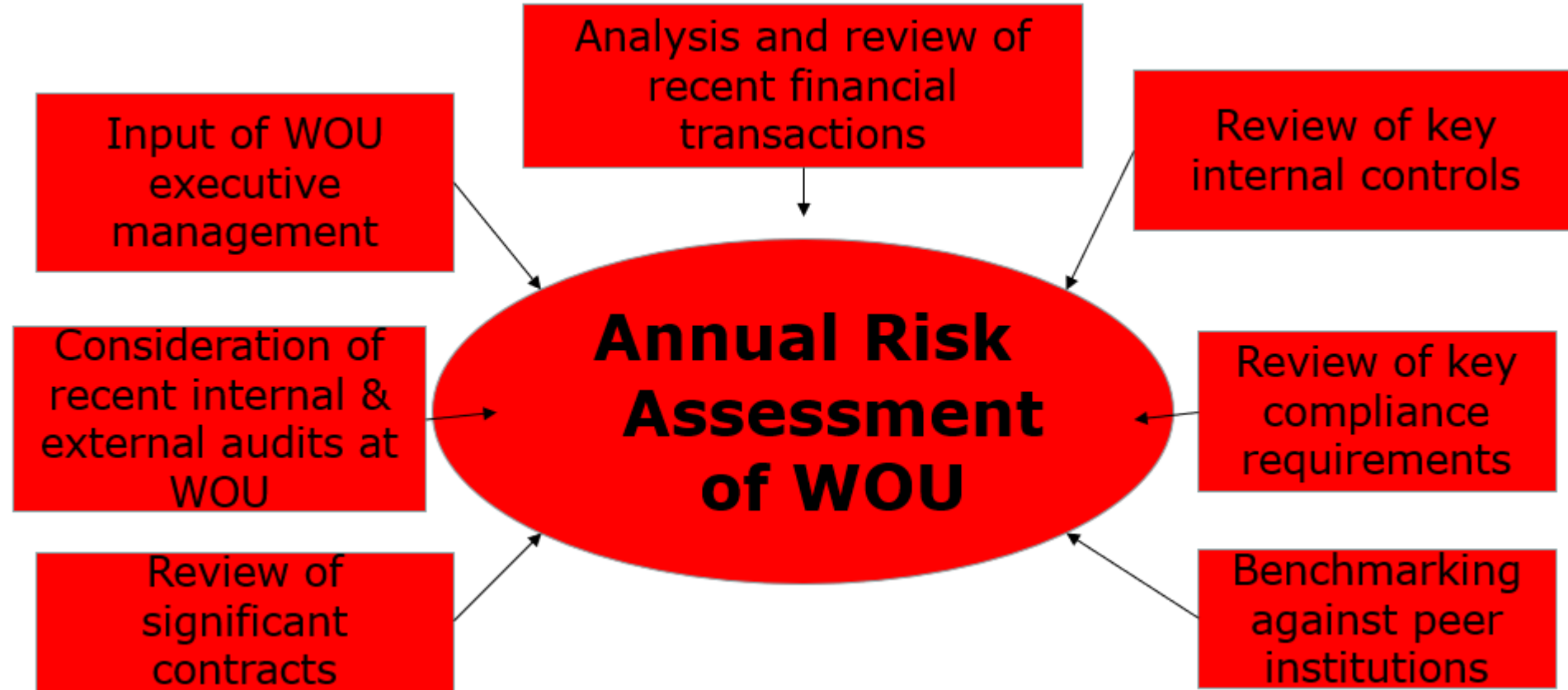
Amy Smith, Senior Internal Auditor, CIA - Amy joined Portland State University's Internal Audit Office in June 2021, and has eight years of experience with internal audit in higher education. Prior to PSU, Amy held various audit positions with the University of Oregon from 2016 to 2021, and Pepperdine University from 2013 to 2016.



Objective 2 – Engagement Model, Annual Risk Assessment, and Timeline of Deliverables.

- **Overview of Contract** – The internal audit services is an hourly bill rate agreement with an established not to exceed amount each fiscal year. So, you only pay for services as needed throughout the fiscal year.
- **Confidentiality** – The internal audit team have setup WOU email accounts so that we can keep WOU information separate from PSU. In addition, audit standards we follow require us to keep client information confidential.
- **Estimated Timeline for Key Deliverables:**
 - A) Annual Risk Assessment/Audit Plan** – Estimated to be completed by Winter of 2022.
 - B) Risk Based Audit or Consulting Project** – After audit plan approved, we estimate to have the 1st audit or consulting project completed by June of 2023.
 - C) Consulting and Investigative Services (as needed)** – The audit team will work with management throughout the year to provide consulting and financial investigative services as deemed necessary to help support management’s control and compliance processes.

Objective 2 – Engagement Model, Annual Risk Assessment, and Timeline of Deliverables.



Objective 2 – Example of Risk Assessment

Auditable Entity / Unit	Total Risk	Risk Ranking	Risk Category
Office of Information Technologies (IT)	37.0	1	High
Financial Aid Office	37.0	2	High
Enrollment Management and Student Affairs	36.0	3	High
Equity, Diversity, and Inclusion	35.3	4	High
Payroll and Human Resources	33.0	5	High
Environmental Health and Safety	31.5	6	High
Athletics	30.4	7	High
Student Health Center	29.0	8	Moderate
Housing, Family Housing, and Food Services	29.0	9	Moderate
Title IX	28.9	10	Moderate
Division for Business, Communications, and Environmental Science	28.8	11	Moderate
College of Arts & Sciences	28.8	12	Moderate
Division of Education Health and Leadership	28.8	13	Moderate
Division of Social Sciences	28.8	14	Moderate
Division of Science, Tech., English, & Math	28.8	15	Moderate
Facilities, Maintenance, and Plant	27.8	16	Moderate
Provost Office and Bridge Program	27.6	17	Moderate
Division of Humanities and Culture	27.6	18	Moderate
Division of Undergrad Studies	26.4	19	Moderate
Finance and Administration	25.3	20	Moderate
Dean of Students, Gender & Sexuality Justice	25.2	21	Moderate
Honors College	25.2	22	Moderate
Office of International Programs	25.2	23	Moderate
Campus Public Safety Office	19.9	24	Low
JRP (Jackson Public Radio)	19.8	25	Low
Registrar's Office and Admissions	19.8	26	Low
University Advancement and Grants Administration	19.8	27	Low
President's Office	18.9	28	Low
Student Activities and Clubs	18.9	29	Low
Parking Services	18.9	30	Low
Schneider Museum of Art	15.1	31	Low
Hannon Library	13.2	32	Low
Office of Institutional Research	12.6	33	Low
Bookstore (Barnes and Noble)	12.6	34	Low

Objective 3 – Overview of Next Steps

- 1) Conduct risk assessment and obtain approval on risk based audit plan.**
- 2) Work with contracted auditors (if needed) for specialized assistance on any planned risk based audits.**
- 3) Work with WOU managers to obtain system access and access to supporting records for planned project.**
- 4) Periodically report out to management and the Board on the results of planned projects.**

Questions?

Protected by the attorney-client privilege

EGTC Priorities (AY 22-23)

Board-Identified Priorities for President's First Year

- (1) Campus Climate
- (2) Campus Morale
- (3) Enrollment
- (4) Strategic Plan
- (5) Comprehensive Campaign

Possible EGTC Contributions to the Advancement of the Board-Identified Priorities

(1) **Strategic Plan.** The EGTC committee charter outlines a clear role in strategic planning. It states: “The EGTC is responsible for reviewing and approving the form, direction, and content of the University’s draft strategic plan. The President of the University develops the plan and presents the draft reviewed and approved by the EGTC to the WOU Board of Trustees for adoption.

As the current strategic plan expires in 2023, the EGTC, over the course of the year, can advise the president on the plan’s development process, review drafts, and recommend a final draft to forward to the full Board for adoption.

(2) **Comprehensive Campaign.** The EGTC committee charter includes responsibility for advancement and advocacy. While the WOU Foundation has developed a case statement and other materials for the comprehensive campaign, the EGTC might—in pursuit of this president’s goal regarding the campaign—work with the WOU Foundation and president over the year about any changes/approaches/strategies that might be necessary to ensure success.

(3) **Presidential Evaluation.** The EGTC committee charter states: “The EGTC is responsible for any and all recommendation to the WOU Board of Trustees regarding the employment of the president, including but not limited to, performance evaluations, including the form, process, and factors on which the President will be evaluated...” The EGTC might determine how to incorporate the five goals into the president’s AY22-23 performance evaluation.

Other Potential AY 22-23 EGTC Business

- (1) Internal Audit Reports
- (2) Review/Monitoring of AY22-23 Committee Work Statements
- (3) Board Statement Revision (e.g., Board Statement on Delegation of Authority)
- (4) Development of Board’s Self-Assessment Mechanism (e.g., survey, focus group, interview)
- (5) Development of Board’s Fall 2023 retreat approach and agenda
- (6) Legislative Updates
- (7) HB2214 Outside Counsel Report/Legal-Risk Management Report



**Western Oregon University Board of Trustees
Executive, Governance, and Trusteeship Committee (EGTC) Charter**

MISSION

The Executive, Governance, and Trusteeship Committee (EGTC) of the WOU Board of Trustees is charged with ensuring (A) effective Board function, (B) presidential performance, (C) empowering University staff to position the University strategically with external audiences, and (D) monitoring legal and compliance risk to the Board and University. The EGTC is responsible for making recommendations to the Board, consistent with Board Statements and University policy, regarding presidential employment, board evaluation and performance, the University's strategic plan, advancement and advocacy, and litigation and legal services.

AUTHORITY AND RESPONSIBILITIES

Employment of the President

The EGTC is responsible for any and all recommendations to the WOU Board of Trustees regarding the employment of the President, including, but not limited to, performance evaluations, including the form, process, and factors on which the President will be evaluated, terms and conditions of employment, contract negotiations, discipline or termination of the President, and, when necessary, the conduct of a search for a new President or the appointment of an interim or acting President.

Strategic Plan

The EGTC is responsible for reviewing and approving the form, direction, and content of the University's draft strategic plan. The President of the University develops the plan and presents the draft reviewed and approved by the EGTC to the WOU Board of Trustees for adoption.

Board Self-Evaluation

The EGTC is responsible for developing an evaluation process for the performance of the Trustees to improve Board function.

Board Retreat

The EGTC is responsible for organizing and recommending the structure of the retreat of the WOU Board of Trustees.

Board Membership

The EGTC is responsible for surveying the interests, skills, and abilities of current Trustees so that the Board chair may advise the Governor of the Board's needs when a vacancy should occur.

Advancement and Advocacy

The EGTC is responsible for advising and recommending strategies to the President in order to enhance the University's position with external audiences, including, the public, the Governor, the Higher Education Coordinating Commission, legislators, alumni, and donors. The EGTC will also recommend legislative concepts to the WOU Board of Trustees for approval so that the concepts may be proposed to legislators or other stakeholders for introduction to the Oregon Legislative Assembly.

Litigation, Legal Services, and Risk Management

The EGTC is responsible, consistent with other Board Statements, any and all recommendations regarding to litigation or settlement of claims, to the WOU Board of Trustees. The EGTC is responsible for accepting any and all reports with regard to legal services, compliance, or enterprise risk management from the Vice President & General Counsel. The EGTC will strategically assess risk to the University and recommend actions to the Board, as appropriate, to complement the Board's Finance & Administration Committee's responsibilities and recommendations for audit and insurance coverage.

Policies

The EGTC is responsible for any and all recommendations to the WOU Board of Trustees regarding Board Statements including, but not limited to presidential employment, including evaluation, presidential searches, and presidential contracts, legal services, trusteeship, board evaluation, conflict of interest, ethics, compliance, and work with government officials, including, but not limited to the Governor, Oregon Secretary of State, Treasurer, Attorney General, or legislators.

ORGANIZATION

Membership; Structure; Quorum

The EGTC, consistent with the Board Statement on Committees, will consist of five members. The Board chair will serve as the EGTC chair. The Board chair appoints the other four members of the EGTC. A quorum of the EGTC will be three committee members.

Meetings

The EGTC will meet at least four times each year. EGTC meetings will be conducted in substantial compliance with the Board Statement on the Conduct of Public Meetings. Because committees may meet more frequently than the full Board of Trustees, the Chair or staff are encouraged to convene meetings by telephone or videoconference for the convenience of the committee members.

Agenda, Minutes, and Reports

The chair, in collaboration with the staff designee, is responsible for establishing the agendas for meetings. An agenda, together with relevant materials, will be sent to committee members at least seven (7) days in advance of the meeting. Minutes for all meetings shall be drafted by the staff designee, reviewed by the Secretary to the Board, reviewed by the committee chair, and approved by committee members at the following meeting.

Staff Designee

The Vice President & General Counsel and his/her designee will be staff to the EGTC.

Review of Charter

This charter shall be reviewed and reassessed by the EGTC at least annually, and any proposed changes shall be submitted to the board for approval.

Document History

- Discussed and revised at May 27, 2015 EGTC Committee Meeting
- Approved by the Board of Trustees at October 28, 2015 Meeting
- Amendment considered and recommended at November 1, 2021 meeting
- Amendment approved by the Board of Trustee at November 17, 2021 meeting

EGTC, Revision of the Board Statement on the Delegation of Authority

The WOU Board of Trustees, prior to assuming full governance authority of the University on July 1, 2015, approved several core policy statements, including the Board Statement on the Delegation of Authority. Since that time, informed by the day-to-day operations of the University, key revisions could assist with the continuous improvement of the University's processes. A redline capturing these proposed revisions is attached to this docket item.

First, several revisions to Section 1.6 Business and Administrative Affairs would streamline certain business activities while maintaining accountability. Previously, Board approval was required for a wide swath of business transactions, generally those with a cost of over \$500,000. Nonetheless, as the Board meets for regular business four times annually, it was difficult to ensure these subject transactions received Board approval in a timely manner. In the proposed revisions, certain transactions, such as the approval of capital construction projects submitted to the Oregon Legislature or the appointment of an external auditor, would still require Board approval. But, other transactions, even over \$500,000, could be approved by the university president with notice to the Board Chair. Section 1.6.1 through Section 1.6.5 in the redline are the transactions that still require Board approval, while Section 1.6.6 outlines the transactions which the university president could authorize upon notice to the Board Chair.

Second, Section 5.0's revisions would assist in the University's policy development process. At the outset, in order to assist with policy development, the Board approved the creation of a representative Policy Council. As a separate campus committee, among other committees, Policy Council proved somewhat difficult to schedule on a regular basis. The proposed revisions, therefore, introduce critical flexibility to the section and allows the president to either create and maintain a separate committee or use an existing committee or council to serve the function of assisting with the development and approval of the university's policies. As President Peters expanded his Cabinet to include, among others, the university's shared governance leaders and campus Deans, it is well-suited to assist with policy development without a separate committee. The proposed flexibility would allow the university to use the President's Cabinet to shepherd approval of university policies.

STAFF RECOMMENDATION

The EGTC recommends that the full Board of Trustees approve the revisions to the Board Statement on the Delegation of Authority as included in the docket materials.

Board Statement on Delegation of Authority Board of Trustees of Western Oregon University

1.0 Authority of the Board of Trustees

1.1 Board Authority. The Board of Trustees is the final University authority and has full control of the University and its property of various kinds. The Board may take any and all actions as it determines necessary or appropriate. Board actions have precedence over other actions of the University and its constituent parts. Any such [University](#) actions shall be consistent with Board actions. The Board may review and intervene in any and all aspects of the University; amend or rescind of its actions; and take any such action it deems proper. The Board shall adopt a mission statement for the University in consultation with the faculty, students and staff members.

1.2 Collective Bargaining Agreements. Nothing in this [Policy Board Statement](#) affects any collective bargaining agreement entered into prior to the adoption of this Board Statement.

1.3 Appointment of the President of the University. As provided in ORS 352.096, in consultation with the Governor, or the Governor's designee, the Board shall appoint and employ a President of the University. Except in the case of an interim or acting president, the hiring committee for the president of the University shall include representatives of the university community and at least one other president of a public university based in Oregon. The President reports exclusively to the Board, and the Board supervises the President. The Board shall prescribe the President's compensation and terms and conditions of employment and is responsible for the reappointment or removal of the President. The President shall perform such duties as are assigned by the Board. Except as otherwise provided by law, bylaws, or Board action, the President is the executive and governing officer of the University and President of the faculty. The faculty and officers and employees of the University shall, through appropriate channels, be responsible to the President of the University and through the President to the Board of Trustees, except that the Vice President of Finance & Administration and Secretary are responsible to the Board in relation to the business of the Board. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to the affairs of the University.

1.4 University Budget. The Board retains sole authority for and shall adopt the budget of the University. The business and administrative transactions described at Section 1.6 of this Board Statement do not require separate approval if they are included, in sufficient detail, in the University budget adopted by the Board as provided in this Section.

1.5 Tuition and Fees. The Board retains sole authority for and shall adopt tuition and mandatory enrollment fees, including the incidental fee, in accordance with ORS 352.102, ORS 352.105, and other applicable law.

1.6 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section

1.6. All other authority for business and administrative affairs, including the authority set forth in section 2.8, is delegated to the President as described in this section. ~~If a business or administrative transaction delegated to the President, separately or in aggregate through one or more related transactions, reaches or surpasses any threshold described below, the transaction shall be presented to the Board for approval.~~

1.6.1 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.

1.6.2 The approval of the appointment of external auditors.

1.6.3. The approval of a capital construction project and its budget prior to submission to the Higher Education Coordinating Commission and the Oregon Legislative Assembly for consideration and approval.

1.6.4 The approval of any settlement agreement or release of claims for \$500,000 or higher.

1.6.5 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.

1.6.6 Upon notice to the Board Chair, the President is authorized to approve the following transactions:

1.6.2(1) The approval of the execution of instruments relating to real property, including the sale, purchase, conveyance, or lease of real property, where the anticipated cost or value to the University exceeds \$500,000.

~~1.6.3 The approval of the appointment of external auditors.~~

~~1.6.4 The approval of a capital project budget that is anticipated to exceed \$500,000, including for architects, construction managers, engineers and other professional consultants; and approval of any increase to a capital project budget that causes the total of all increases to the capital project budget to exceed \$500,000.~~

~~(2)1.6.5~~ The approval of the execution of instruments relating to any borrowing or debt finance transactions which are or may be in excess of \$500,000, singularly or in the aggregate.

~~(3)1.6.6~~ The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$1,000,000, unless the shares, stock or other equity or interests in or obligations of

the entity are publicly traded or provided through the State Treasurer, Western Oregon University Foundation or a brokerage firm, investment bank, depository or other licensed firm.

~~(4) 1.6.7~~ Consent to the encumbrance of University real property by the State of Oregon.

~~(5) 1.6.8~~ The approval of the execution of any other instruments, including but not limited to instruments related to the acquisition, disposal or provision of goods and services, where the anticipated cost or value to the University exceeds \$500,000; and approval of any increase or decrease in cost or value that causes the total of all increases or decreases in cost or value to exceed \$500,000. When the ultimate aggregate cost to the University is not known in advance for instruments relating to the acquisition, disposal or provision of goods or services on a continuing or intermittent basis (e.g. rental, service, or supply contracts), the amounts set forth in this paragraph shall be calculated on an annual basis.

~~1.6.9 The approval of any settlement agreement or release of claims which are or may be in excess of \$500,000.~~

~~1.6.10 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.~~

1.7 Academic Affairs

1.7.1 The Board has the authority to establish, eliminate, control or substantially reorganize academic programs and units of operation. Any significant change in the University's academic programs as defined by the Higher Education Coordinating Commission must be approved by the Board prior to submission to the Commission. The Board confers academic degrees, certificates and other forms of recognition upon the recommendation of the faculty. Such academic degrees, certificates and other forms of recognition are granted in the name of the Board of Trustees of Western Oregon University and are executed by the Board Chair and the University President. The Board shall have the exclusive authority to approve honorary degrees.

1.7.2 The Board delegates to the President and the professors ("the faculty" as defined in ORS 352.146) authority relating to: (a) academic standards relating to admission to study at the University; (b) curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University; and (c) standards of student competence in a discipline.

1.8 Gifts

The Board retains sole authority for gifts to the University set forth in this section 1.87. All other authority related to gifts is delegated to the President.

1.8.1 Gifts that create obligations on the part of the University for which there is no established funding source.

1.8.2 Gifts with a value exceeding \$500,000 which involve: (1) Construction of facilities not previously approved; or (2) Non-traditional investment assets (such as real estate, debt instruments, closely held stock, partnership interests, permanent insurance policies, royalties, copyrights, licenses, and other illiquid assets).

1.8.3 A gift requiring naming of a University building or outdoor area.

1.8.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.

1.8.5 Current gifts of non-traditional investment assets, charitable lead trusts where the University is to act as trustee, bargain sale gifts of property, and partial interest gifts.

1.8.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.

1.8.7 Gifts of real estate, interests in real estate, or gifts of debt instruments secured by real estate from other than the Western Oregon University Foundation. The Treasurer shall determine in each such case, including when the gift is from the Western Oregon University Foundation, whether a hazardous waste inquiry or other due diligence is required, and the scope and extent of such inquiry. The President and the Vice President for Finance & Administration, in consultation with the Vice President for [Development Advancement](#), shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

1.9 Gifts to the Western Oregon University Foundation

Gifts to the Western Oregon University Foundation shall be accepted by the Western Oregon University Foundation in accordance with then-current agreements between the University and the Foundation (as may be amended from time to time).

2.0 Authority of the President of the University

2.1 Executive and Governing Officer; Delegation. The President of the University is the executive and governing officer of the University, except as otherwise provided by statute or Board actions. Subject to the supervision of the Board and Board action, the President shall direct the affairs of the University. The authorities and responsibilities of the President of the University include, but are not limited to, the authorities and responsibilities set forth in and modified by section 1.0 and this section 2.0, and the President may delegate any authorities and responsibilities, except as provided by Board actions. Any delegation must be consistent with Board actions. The President

remains responsible for the proper functioning of the University, notwithstanding any delegation.

2.2 Presidential Actions. The President of the University shall take such actions regarding matters within the authority of the President when the Board or the President deems it necessary or appropriate. Any Presidential actions are subordinate to and must be consistent with Board actions. In carrying out these duties, the President shall consult with the faculty, other employees, and students as deemed appropriate by the President and in a manner consistent with the Board's Resolution on Shared Governance. Consultation shall not remove from the President the authority and the responsibility vested in the President by law and Board actions.

2.3 Emergency and Temporary Actions; Technical Corrections. The President of the University shall take emergency and temporary actions when the Board, its designee, or the President deems it necessary or appropriate. Such actions may have the scope and force of Board actions and must be reported to the Board expeditiously. Pursuant to expedited procedures, the President of the University may amend a Board action or Presidential action in order to correct typographical errors, make address or formatting changes, or clarify language without changing the effect of such actions. Such amendments must be reported to the Board quarterly.

2.4 Committees, Councils and Advisory Groups. The President of the University shall establish and define the charge of any and all University committees, councils, and advisory groups, except as provided in Board action. The establishment and charge of any and all University committees, councils and advisory groups shall be consistent with law and Board action. The recommendations and reports of all committees, councils and advisory groups shall be made to the President. The President shall inform the Board of the Board regarding significant recommendations and reports related to the affairs of the University.

2.5 Students. Subject to Board action, the President is responsible for development and administration of policies governing the role of students and their conduct. In carrying out this responsibility, the President shall take into account the views of students, faculty, and others. The guidelines for student conduct which set forth prohibited conduct and provide for appropriate disciplinary hearings and sanctions for violations of law or institutional policies must be consistent with standards of procedural fairness. The Board recognizes and affirms the importance of active student involvement in the deliberative and decision-making processes on student conduct matters.

2.6. University Personnel. The President of the University shall act for the Board of Trustees regarding all personnel and employment matters, including labor relations and approval of collective bargaining agreements. Subject to Board action, the President has the exclusive authority to and shall establish necessary or appropriate written policies covering all employees not represented by a collective bargaining organization and necessary or appropriate written policies covering employees represented by a collective bargaining organization, subject to any legal obligation to negotiate the terms

and conditions of such policies with the exclusive representative of the relevant bargaining unit. Upon request by the Chair of the Board or a majority of the Board, the President shall provide the Board with requested information regarding personnel and employment matters, including labor relations and collective bargaining. The President may appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers.

2.7 Research Grants and Contracts. The President of the University shall act for the Board of Trustees regarding grants and contracts for research, development, service, and training. However, a quarterly report to the Board is required for each initial contract or grant award that exceeds \$100,000, and when any increase or decrease to a contract or grant award causes the total of all increases or decreases to the contract or grant award to exceed \$100,000.

2.8 Execution and Administration of University Affairs. Except as provided by Board action, the President of the University shall act for the Board regarding the execution and administration of instruments and the affairs of the University. Notwithstanding the dollar limits specified in section 1.0 above, the President shall act for the Board of Trustees regarding the execution and administration of all instruments, business affairs, and operations relating to:

2.8.1 Acquisition of electricity, natural gas, sewer, water, and all other utility services;

2.8.2 The acquisition of goods and services made by participating in contracts entered into by group purchasing organizations or pursuant to collaborative purchasing initiatives with public or non-profit entities;

2.8.3 The acquisition of fixtures, equipment and furnishings that are included in capital project budgets that have been authorized by the Board of Trustees;

2.8.4 The acquisition of goods and services for sponsored research programs when the source of the goods or services is directed by the sponsor, or the sponsor retains title to the goods acquired;

2.8.5 The settlement of claims or lawsuits brought against the University;

2.8.6 The acquisition of insurance or self-insurance;

2.8.7 Leases and licenses of real property and modifications thereto of up to 20 years;

2.8.8 Deferred gift assets;

2.8.9 Real property acquired through gift or devise from the Western Oregon University Foundation;

2.8.10 The protection of the University's interests, property and operations in an emergency;

2.8.11 Actions and execution of documents necessary to establish legal entities, controlled by the University, through which the University may conduct business;

2.8.12 The selection of depositories and investments;

2.8.13 The execution of instruments or the conduct of business affairs where approval by the Board or a Board committee is impractical due to time or other constraints. The President shall submit a report of any actions taken pursuant to this delegation to the Board of Trustees or its Executive Committee on or before the next regularly scheduled meeting.

2.9 Legal Action. The President of the University, in consultation with the Chair, shall act for the Board of Trustees regarding all legal action necessary or appropriate to protect the interests of the University. However, no litigation shall be instituted against a public entity or official or in exercise of the power of eminent domain without approval by the Board of Trustees. In addition, the President and the General Counsel shall keep the Board reasonable informed regarding any litigation commenced by or against the University.

2.10 Gifts. The President of the University shall act for the Board of Trustees regarding all current and deferred gifts to the University, including gifts to establish quasi-endowed or permanently endowed funds. Notwithstanding any delegation by the President, a gift with unusual terms or conditions affecting an academic program shall be accepted only with the concurrence of the President to the proposed terms or conditions. The proceeds of any gift, devise, bequest, or contribution received by the University shall be administered in accordance with the intention of the donor and any directions of the Board of Trustees in accepting the gift. Wherever possible, the Western Oregon University Foundation shall manage gifts. The President of the University is authorized to act for the Board of Trustees regarding the disposition of gifts.

2.11 Fees, Fines and Charges. The President of the University shall establish fees, fines, and charges after providing notice to the Board. In arriving at a determination of fees, fines and charges, the President shall consult with employees and students as the President deems appropriate. The President shall enforce the collection of tuition, mandatory enrollment fees, other fees, fines, charges, and all other amounts due to the University.

3.0 Enforcement

Board actions shall have the force of law to the extent set forth therein. Emergency and temporary Presidential actions may have the force of law to the extent set forth therein. Any Board action or Presidential action that is intended to have the force of law must include an opportunity for appeal. Any Board action or Presidential action may be

enforced by the University through internal procedures and in any court of competent jurisdiction. All Board actions and Presidential actions are binding on University employees, students, volunteers, contractors and members of the public, except as set forth therein.

4.0 Categories of Authority

Consistent with authority of the Board of Trustees ("Board") authority to manage the affairs of Western Oregon University ("University" or "WOU") and, in recognition of its fiduciary obligations, the Board identifies the following categories of authority and the principles and processes governing the development of statements of authority, including bylaws, committee charters, board statements, board resolutions, university policies, university procedures, handbooks, and manuals.

4.1 Bylaws. Board Bylaws outline the essential elements necessary for the Board's constitution and operation, including, but not limited to Board officers, meeting agendas, and certain legal obligations.

4.2 Committee Charters. Committee charters identify the duties and scope of authority for the Board's committees, both standing and ad hoc and must be consistent with the Board's Bylaws, Board Statement on Committees, and other Board actions. These charters may only be promulgated, amended, or repealed by a majority vote of the Board. Board committees, from time to time, may suggest changes to the committee charters for Board action.

4.3 Board Statements and Resolutions. Board Statements are broad, strategic statements communicating the Board's expectations. As opposed to University Policies or Procedures, which could communicate delegated, operational or transactional authority or procedures, Board Statements communicate the fundamental strategic, fiduciary, and structural expectations of the Board. While the Board's committees, President, and WOU Policy Council play a role in the development and recommendation of Board Statements, such Statements may only be promulgated, amended or repealed by a majority vote of the Board. Pursuant to ORS 352.107, the Board may authorize a Board Statement to have the force of law. Board Resolutions are also reserved for broad, strategic statements, but may be used in specific circumstances, including statements that need to be reaffirmed periodically by the Board or for actions authorizing the sale of bonds. Board Statements and Resolutions must be consistent with the Board's Bylaws and federal and state law.

4.4 University Policies. University Policies describe the exercise of authority delegated to the President by the Board. University Policies typically communicate the broad, strategic expectations of the President regarding the University's affairs. University Policies must be consistent with Board Statements and Resolutions and federal and state law. In any event where a University Policy is inconsistent with a Board Statement or Resolution, the Board Statement or Resolution shall prevail.

4.5 University Procedures. University Procedures, which likely work in concert with one or more University Policies, communicate the day-to-day steps or processes necessary for the effective and efficient accomplishment of University Policies. University Procedures must be consistent with Board Statements and Resolutions, University Policies, and other actions, as well as federal and state law. Where a University Procedure is inconsistent with a Board Statement, Resolution, University Policy or other Board action the Board Statement, Resolution, Policy, or action prevails.

4.6 Handbooks and Manuals. Handbooks and Manuals exist throughout the University and typically communicate desktop procedures or expectations for a University department, unit, or functional area. Examples include, but are not limited to the WOU Faculty Handbook, the WOU Student Handbook, and the WOU Fiscal Policy Manual. Handbooks and Manuals must be consistent with Board Statements, Resolutions, and other actions, and University Policies and Procedures. Where a Handbook or Manual is inconsistent with a Board Statement, Resolution, or action, or University Policy or Procedure, the Statement, Resolution, action, Policy, or Procedure will prevail.

5.0 WOU Policy Council Policy Review

5.1 The Board directs the President to establish and maintain a representative body (e.g., President's Cabinet, task force, council) to assist in the formulation, drafting, revision, recommendation, and maintenance of the Board's and development and approval of the University's statements of authority, ~~the Board directs the President to establish and maintain a policy council. The policy review process will be shepherded by The WOU Policy Council ("Council") will be convened by~~ the WOU General Counsel. ~~With the approval of the President, the Council~~ The representative body may will consist of representatives of the major functional units at the University ~~(e.g., human resources, business affairs, contracting and procurement, public safety, student affairs, academic affairs, and risk management),~~ as well as duly-elected or appointed representatives of the Faculty Senate, Staff Senate, and Associated Students of Western Oregon University ("ASWOU"). The representative body ~~Council~~ is a consultative, multi-functional group designed to provide valuable input and advice on the categories of authority described in this Board Statement.

5.2 The responsibility for any statement of authority described at sections 4.4, 4.5, or 4.6 of this Board Statement resides with the cognizant officer or director ("Responsible Officer"), even if employees that report to the Responsible Officer participate in the Council. Responsible Officers include, but are not limited to: (1) chief academic officer, (2) chief financial officer, (3) chief legal officer, (4) chief student affairs officer, (5) chief ~~advancement~~ development officer, ~~and~~ (6) athletic director, and (7) the human resources director.

5.3 The Responsible Officer is authorized to maintain Handbooks and Manuals described at Section 4.6 for any unit or department that reports to ~~him or her~~ the Responsible Officer. The Responsible Officer may seek the advice and guidance of the ~~Council~~ representative body for Handbooks and Manuals, but is not required to do so.

Notwithstanding this authority, a Handbook or Manual is not valid unless it contains statements that (i) it does not create a contractual obligation unless expressly stated, (ii) that the official copy may be found on the University's policy website, and (iii) any inconsistency with a category of authority described at Section 4.3, 4.4, or 4.5 of this Statement will be resolved in favor of the applicable Board Statement, Resolution, or action, University Policy or Procedure, or, as applicable collective bargaining agreement.

5.4 The Responsible Officer, or designee, shall present [draft](#) University Procedures, whether new or existing, to the [representative body Council](#) for advice. After discussion of the draft University Procedure, the Responsible Officer may seek the President's approval. Although a vote is not required in order for the Responsible Officer to submit a University Procedure to the President for approval, the Responsible Officer shall communicate to the President any major issues or concerns, if any, identified by the [representative body Council](#). A University Procedure is only valid after an official copy is (i) approved by the President and (ii) included on the University's policy website.

5.5 The Responsible Officer, or designee, shall present [draft](#) University Policies, whether new or existing, to the [representative body Council](#) for advice. After discussion of the draft University Policy, the Responsible Officer may submit the draft University Policy to the President for authorization to seek comment from the University community. Although a vote is not required in order for the Responsible Officer to submit a University Policy to the President, the Responsible Officer shall communicate to the President any major issues or concerns, if any, identified by the [representative body Council](#). With the President's authorization, a Responsible Officer may submit a draft University Policy to the University community for comment for at least seven calendar days. The draft shall also be posted on the University's policy website during the comment period. After seven days, the Responsible Officer, with any comments, may return to the [representative body Council](#) for advice or request approval from the President. A University Policy is only valid after an official copy is (i) approved by the President and (ii) included on the University's policy website.

5.6 Board Statements or Resolutions may come to the [representative body Council](#) for advice and consideration through a variety of channels, including the Board or its chair, its committees, whether standing or ad hoc, the President, or a Responsible Officer. The relevant Responsible Officer, at the direction of the Board chair, Board committee chair, or the President, may present a Board Statement or Resolution, whether new or existing, to the [representative body Council](#) for advice and consideration. After any advice and consideration by the [representative body Council](#), and with the Board chair's authorization, the President or Responsible Officer may submit a draft Board Statement or Resolution to the University community for comment for at least seven calendar days. The draft may also be posted on the University's policy website during the comment period. After seven days, the President or Responsible Officer may compile any comments and seek the advice of the Board chair on whether to return the draft to the [representative body Council](#) for further refinement or include the draft Board Statement or Resolution in the Board's docket for action at a regular, special or emergency

meeting. Notwithstanding the [representative body Council](#)'s existence as a consultative, advisory group assembled for the benefit of the University, nothing in this Section shall be construed to require the Board or its committees to submit its Board Statements or Resolutions to the [representative body Council](#).

6.0 Format

6.1 All categories of authority will be presented substantially in the same format. The official copy of the authority will be found on the Board's website and the University's policy website, ~~with an official paper in the Board's office~~.

6.2 The Council will devise an operational system to organize the categories of authority under discernible functional areas.

6.3 Responsible Officers will, from time to time, review categories of authority within their functional areas to determine if repeal or amendment is advisable.

6.4 Technical changes to the organizational system, titles of authorities, indexing of authorities, or any other administrative change necessary to maintain an accessible and efficient policy function that does not conflict with this Board Statement may be accomplished after notice to the Board Chair.

7.0 Document History