



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

**Meeting No. 34**

**January 27, 2023 | 2:00pm – 3:30pm**

**Public Meeting: [Zoom](#)**

**By Phone: 1-253-215-8782 | Meeting ID: 833 2805 7482 | Passcode: 606707**

**AGENDA**

**I. CALL-TO-MEETING AND ROLL CALL**

**II. CHAIR'S WELCOME AND ANNOUNCEMENTS**

**III. CONSENT AGENDA**

1) [Approval of meeting minutes from December 16, 2022](#)

2) [Approval of meeting minutes from January 13, 2023](#)

**III. ACTION ITEMS**

1) [Committee Charter \(revisions\)](#)

2) [WOU Board of Trustees Delegation of Authority 1.6 \(revisions\)](#)

**IV. REPORTS & DISCUSSION ITEMS:**

1) Board of Trustees Meetings – flow of 2-day meetings

**V. ADJOURNMENT**



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

**Meeting No. 32**

**December 16, 2022 | 1:30pm – 3:00pm**

**DRAFT MINUTES**

**I. CALL-TO-MEETING AND ROLL CALL**

The meeting was called to order at 1:35pm. The following trustees were present: Jerry Ambris, Susan Castillo, Gayle Evans, Betty Komp, Doug Morse. Others present: Carson Campbell, Shadron Lehman, Jesse Peters, LouAnn Vickers

**II. CHAIR'S WELCOME AND ANNOUNCEMENTS**

President Peters introduced Carson Campbell, formerly Deputy General Counsel, who will serve as WOU's Interim General Counsel.

Dr. Peters also announced that with this transition, the Board Secretary role is being separated from the Office of the General Counsel. A recruitment will begin soon for this role and LouAnn Vickers will be serving as the Interim Board Secretary until the position is filled.

**III. DISCUSSION ITEMS**

**1) Board's Statement on the Delegation of Authority (revisions to Section 1)**

The Committee discussed the revisions being considered for the Board's Statement on the Delegation of Authority.

It was noted that the Board's governing documents, Board Statements, were adopted by WOU's inaugural Board of Trustees in 2014. This occurred as the Oregon University System was dissolved and WOU established its independence in 2015. Through much discussion, the Committee acknowledged that all the Statements need to be thoroughly reviewed to ensure they align with current practices, and that this review process needs to be a very structured and thoughtful process.

Because other divisions of the university and areas of accountability are referenced in the various documents, it was noted that review and input from the areas of operation is necessary. President Peters noted that his Senior Leadership team could assist with oversight of the review and provide input and recommendations to EGTC.

As the Committee gave consideration to the revisions in section 1 of the Statement on the Delegation of Authority, they acknowledged that section 1.6 directly involves the policies and processes of the business and administrative affairs. It was therefore determined that



Dr. Peters would request Vice President of Finance & Administration Ana Karaman form a workgroup to provide input on the revisions. Feedback from this workgroup would be brought back to the Committee for consideration at their January 27, 2023.

## 2) Committee Goal(s) for 2022-2023

At the beginning of the 2022-2023 academic year, Chair Komp requested that each of the Board's committees set goals to be achieved throughout the year. As the Committee discussed the need to have a thorough review of the entire collection of statements and policies, it was suggested that they might consider this be their goal for this year.

The Committee reviewed the list of current Statements, located on their website, a total of 15. It was noted that the first nine listed were adopted in 2015 and should be the primary focus for review.

In addition to reviewing the Statements (policies), it was acknowledged that each of the four Board Committees need to closely review their charter to ensure they are updated and relative to current practices.

The Committee decided to incorporate this review process into their goals. To solidify their goals, it was determined that the committee would:

- 1) first focus on updates to their Committee Charter
- 2) initiate and encourage review of the other Committee Charters
- 3) focus on recommended updates to the Statement on the Delegation of Authority
- 4) develop a plan for updating the remaining Board Statements

The Committee will complete the review of their committee charter and the Delegation of Authority so both revisions can be brought forward to the February Board meeting for approval. To accomplish this, they will review and edit their charter through a shared document and meet again at the beginning of January to review and discuss the edits. A second meeting in January will follow to review a final redline of the Charter, along with the edits recommended to the Delegation of Authority.

As further review is given to the remaining documents, President Peters will work with the Senior Leadership Team to provide evaluation and input, based on current processes and best practices. Interim General Counsel Carson Campbell would be available to provide a legal lens for the review process. All recommended edits would then be brought back to the EGTC for review before moving forward to the full board for approval.

Prior to adjournment, Dr. Peters provided an update on the progress of the key leadership recruitments. He announced that Katie Wojke will begin at the end of January as the Vice President for Advancement and University Relations.

## V. ADJOURNMENT

The meeting was adjourned at 2:55pm.



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

**Meeting No. 33**

**January 13, 2023 | 2:00pm – 3:00pm**

**DRAFT MINUTES**

**I. CALL-TO-MEETING AND ROLL CALL**

The meeting was called to order at 2:00pm. The following trustees were present: Jerry Ambris, Gayle Evans, Betty Komp, Doug Morse. Others present: Lupe Diaz, Jesse Peters, Michael Reis, LouAnn Vickers

**II. CHAIR'S WELCOME AND ANNOUNCEMENTS**

Chair Komp welcomed members of the Committee and noted that she would add an update from Dr. Peters to the meeting agenda.

**III. DISCUSSION ITEMS**

**1) [EGTC Committee Charter \(revisions\)](#)**

Interim Board Secretary LouAnn Vickers provided an overview of the edits noted in the document included in the docket. All changes in red were recommended edits, two sections in blue reflect a suggestion to strike a section and a suggestion to add a section. One paragraph was in green was a suggestion made prior to the start of the meeting.

It was noted that updates to the Charters also trigger updates to other Board Statements. Because the policies and statements intersect and cross-reference each other, it will be critical to ensure those changes are tracked and updated as we move forward.

As the Committee reviewed the recommended edits, changes were implemented into the document, acknowledging that all edits will be brought forward for approval at the January 27 meeting. Chair Komp reminded the Committee that no actions would be taken at this meeting.

When reviewing the process outlined for Board Membership, the committee discussed the language in this paragraph to ensure it clearly articulates the actual process.

It was confirmed that the section on "Advancement and Advocacy" be removed, noting that this wouldn't be the specific work of the EGTC, but rather a broader voice of the whole board.

It was determined that a statement to address "Acting on Behalf of the Full Board" wouldn't be added to the Charter at this time in an effort to find the best place for alignment, perhaps the [Board's Bylaws](#).



The Committee will have Interim General Counsel review the section on Litigation, Legal Services, and Risk Management for input.

Because the Board's governing documents are called Statements, the section header for "Policies" was updated to "Board Statements." The Committee acknowledged that the Board's Statements are overarching policies for the University but are separate from the University's policies.

As a follow up to removing "Human Resources" from this section, it was noted that the other Committee Charters and Board Statements need to also be reviewed to ensure that the crosswalk between them is accurate.

It was suggested that a note be made for when the Board Statement on Board Committees is reviewed. Language should be added to seek input from the other Trustees with regards to committee composition. (Section 1.0 Standing Committees)

Reflecting on the membership of EGTC, it was determined that the committee would be comprised of the Board Chair, Board Vice-Chair and three other trustees.

With regards to "Agenda, Minutes, and Reports," Chair Komp noted that moving forward meeting minutes will provide a broader overview of the meetings to grasp the context of conversations versus verbatim.

Chair Komp reviewed the next steps for the onboarding process.

Dr. Peters provided the following updates:

- He received an update from the College Restructure Taskforce. There is much campus support, it seems, to engage more deeply on possible creation of a third college to equalize workload. He will get a smaller implementation team in place to look at tactical moves and articulate exact strategies for implementation.
- Senator Wyden and Representative Salinas will be on campus tomorrow for the Senator's Polk County Open Forum.
- A search for a Secretary to the Board will be launched very soon, noting that this person can also help with review of the Board's Statements.
- There is still possible legislation coming relating to how BOTs function. One provision may ask for HECC to have more specific oversight of board functions. Many are against that. Another point is codifying that faculty, staff, and student trustees are always voting members. There is some pressure to have two student members.
- Council of President's met today to discuss lobbying efforts and collective responses to funding allocations, etc.
- He met with Senator Patterson today and discussed the needs of WOU and the value of what we do here in serving students who have been historically underserved, etc.
- WOU is still making efforts to hire an Executive Director of Human Resources



- Newly hired Katie Wojke (Vice President for Advancement and University Relations), Brittany Kima (Assistant Director of MarCom and Social Media Manager), Ricardo Lujan Valerio (Director of Government Relations) are all involving themselves in their respective roles and making a difference.

**V. ADJOURNMENT**

The meeting was adjourned at 3:45pm.

## **Executive Governance & Trusteeship Committee (EGTC), Revision of the Committee Charter**

Prior to assuming full governance authority of the University on July 1, 2015, the WOU Board of Trustees approved charters for its (then) three standing committees. Each charter included a recommendation for annual review and reassessment.

The EGTC charter was reviewed and amended at the committee's [November 1, 2021 meeting](#), removing the university president as a member of the Committee. This amendment was then approved by the Board of Trustees at the [November 17, 2021 meeting](#).

To fulfill the recommendation for annual review, EGTC has provided a careful review of its charter to ensure alignment with the current practices of the committee and the university.

At its [January 13, 2023 meeting](#), members of EGTC continued their conversation to review recommended changes that are outlined in red in the document below.

In addition to the recommended edits and updates, the section titled "Advancement and Advocacy" was addressed. It was noted that the responsibilities as outlined in that section are not the role of a governance committee, but rather duties of administration, in alignment with approved strategy and business plans. This section was removed from the current [Charter](#).

### **STAFF RECOMMENDATION**

The Staff recommends that the WOU Board of Trustees Executive, Governance, and Trusteeship Committee accept the changes to the Committee Charter as presented in the docket.



## **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 supporting financial stability.**

### **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, **compensation package**, 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 guiding, 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 Governance & Best Practices***

The EGTC is responsible for developing an evaluation process **and other governance best practices** 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***



When Board vacancies occur, the EGTC will assess Board needs and identify ideal characteristics of a new trustee (e.g., skill-sets, experience, geographic representation that the current board might lack). EGTC will then bring this information to the full Board for discussion in a public meeting. The university community will be invited to submit recommendations about ideal characteristics to the Board. At the time that the Board notifies the Governor's Office of the impending vacancy(ies), the Board will also communicate their identified ideal characteristics.

### ***Litigation, Legal Services, and Risk Management***

The EGTC is responsible for bringing, consistent with other Board Statements, any and all recommendations regarding 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, collective bargaining, compliance, or enterprise risk management from the 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 financial audit and insurance coverage. The EGTC shall serve as the Board's Internal Audit Committee. When sitting as the Internal Audit Committee, the EGTC shall consider matters pertaining to internal controls, enterprise risk management, internal or external auditors, as the Board or President shall use, and audit plans and reports.

### ***Board Statements***

The EGTC is responsible for bringing 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, Higher Education Coordinating Commission (HECC) or legislators.

## **ORGANIZATION**

### ***Membership; Structure; Quorum***

The EGTC, consistent with the Board Statement on Committees, will consist of the Board chair, the Board vice-chair, and three other members as appointed by the Chair. The Board chair will serve as the EGTC chair. 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 **Board Secretary** 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 the May 27, 2015 EGTC Committee Meeting
- Approved by the Board of Trustees at the 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

## **Executive Governance & Trusteeship Committee (EGTC), Revision of the Board Statement on Delegation of Authority of Western Oregon University**

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.

The Statement on the Delegation of Authority was reviewed at the EGTC [November 1, 2022 meeting](#). The recommended edits and revisions were then considered at the Board of Trustees meeting on [November 16, 2022](#). After thorough discussion, the recommended changes to section 5 were approved but it was determined that the Committee would meet again to specifically review Section 1.6 before adopting additional edits to the document.

The Committee met again on [December 16, 2022](#) to specifically review section 1.6. After discussion and further review, the Committee felt it was necessary to request input from key University staff of the business and administrative affairs to ensure that the language aligned with the University's current processes and practices.

Upon Chair Komp's request, President Peters asked Vice President of Finance & Administration, Dr. Ana Karaman, to form a workgroup for this review. The team was comprised of Dr. Karaman, University Controller Shadron Lehman, and Director of Accounting Heather Brophy.

After reviewing the Delegation of Authority documents from the other Oregon Public Universities, the workgroup created a comparison spreadsheet. Dr. Karaman discussed the findings with President Peters, and based on the summary and discussion, the proposed language in the document below was developed.

### **STAFF RECOMMENDATION**

The Staff recommends that the WOU Board of Trustees Executive, Governance, and Trusteeship Committee accept the changes to Section 1.6 in the Delegation of Authority as presented in the docket.



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

Redline Edits for the Jan 27 2023 EGTC Meeting

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. 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 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~~ \$1,000,000.
- 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.~~ The approval of transactions or projects for which the total anticipated cost or value to the University exceeds \$1,000,000. a. In calculating the total anticipated cost or value of a transaction or project, all costs or value reasonably related to the transaction or project shall be considered. b. no university official shall execute instruments committing the University to such projects or transactions prior to obtaining Board approval. c. When the cost or value to the university of a particular transaction or project was not anticipated to exceed \$1,000,000, but subsequent events have caused the transaction to exceed that amount, Board approval is required prior to execution of any further instruments related to the transaction or project. d. In the case of goods or services contracts of a continuing or intermittent nature (such as rental, service, or supply contracts) where the ultimate cost or value to the university is inestimable, the cost or value of the contract shall be estimated on an annual basis. e. If the Board has approved a transaction or project having a cost or value to the University in excess of \$1,000,000, subsequent Board review of the matter (or of transactional instruments related to it) is not required so long as the fundamental nature, cost, and/or value of the project does not change to a substantial degree. In the case of changes to the cost or value of the project, they are substantial if the cost or value changes by the lesser of 10% or \$1,000,000. f. Examples of types of transactions or projects which may exceed \$1,000,000 in cost or value to the University (and

which, when they are anticipated to exceed that limit, require advance Board approval) include (but are not limited to): 1. Contracts for the acquisition, disposal or provision of goods and services; 2. Real property transactions; 3. Instruments relating to borrowing or debt finance transactions; 4. Capital projects that have not already been addressed by prior board action, such as action relating to either the University budget or related financing transactions.

- 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~~\$1,000,000, singularly or in the aggregate.
- 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.
- 1.6.7 Consent to the encumbrance of University real property by the State of Oregon.
- ~~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.~~98~~ The approval of any settlement agreement or release of claims which are or may be in excess of ~~\$500,000~~\$250,000.
- 1.6.~~109~~ 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.