



**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, one of whom will be the President of the University in his or her capacity as a non-voting, ex officio member of the Board of Trustees. A quorum of the EGTC will be three committee members, excluding the President of the University.

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