



Board of Trustees Manual

August 2021

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*** Committee Charter forthcoming after the committee is constituted.



**BYLAWS
OF
WESTERN OREGON UNIVERSITY**

**ARTICLE I
Name**

The legal name of this independent public body is Western Oregon University ("University").

**ARTICLE II
Purposes of Organization**

The purposes for which the University is organized are to carry out and exercise the powers, rights, duties and privileges, within and outside this state, that are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges.

**ARTICLE III
Board of Trustees**

1. Business and Affairs. The University shall be governed and the business and affairs of the University shall be managed by the Board of Trustees of Western Oregon University ("Board"), which may exercise all such powers, rights, duties and privileges as are expressly conferred upon the University, or that are implied by law or are incident to such powers, rights, duties and privileges. The Board may delegate and provide for the further delegation of any and all such powers, rights, duties and privileges subject to limitations expressly set forth in law.

2. Membership. The membership of the Board is established by law. With the exception of the President of the University, who serves as a non-voting, *ex officio* member of the Board, the Trustees are appointed by the Governor of the State of Oregon and are subject to confirmation by the Oregon Senate in the manner prescribed by law.

3. Vacancies. A vacancy on the Board shall exist upon the death, resignation, removal or expiration of the term of any Trustee. A Trustee may resign at any time by delivering written notice to the Governor, the Chair of the Board of Trustees, and the President of the University. When a vacancy exists, the Board Chair, in consultation with the other Trustees, shall contact the Office of the Governor with a recommendation concerning the filling of the vacancy.

4. Removal. The Governor may remove a Trustee other than the President as provided by law. The Board may terminate the status of the President as a Trustee by terminating the President's appointment as President of the University, subject to the rights, if any, of the President under a contract of employment.

5. Board Officers.

- a. The Board shall select one of its members as Chair and another as Vice Chair, and may appoint such other Board Officers with such duties as the Board determines necessary and appropriate. Thereafter, a vacancy in the position of Chair shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall appoint the Chair. A vacancy in the position of Vice Chair shall be filled by the Board. The Chair and Vice Chair shall hold office for two years, starting on July 1, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. For the initial term of Board Officers to commence on July 1, 2015, the Chair shall hold office for one year and the Vice Chair shall hold office for two years. The Chair and Vice Chair shall not be employees or students of the University and shall not, as Chair and Vice Chair, be authorized to bind the university, except that they shall have such authority as is reasonably necessary to execute, implement, achieve, or otherwise affect any action that is adopted by the Board. The Secretary, described at Article VI, Section 5 of these bylaws shall serve as the Secretary of the Board.
- b. The Chair shall establish the agenda for and preside at all meetings of the Board. The Chair shall perform such other duties as assigned by the Board. In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board. Other officers of the Board, if any, shall be subject to the authority of the Chair and Vice Chair.
- c. Notwithstanding the appointment of a Chair, Vice Chair, and other officers, authority is vested in the Board collectively and not in any individual Trustee. Individual trustees do not speak on behalf the Board or University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the Board and University, unless otherwise determined by the Board.
- d. A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a two-thirds majority vote of Trustees eligible to vote.

6. Compensation; Reimbursement of Expenses. A Trustee performing his or her official duties acting in his or her capacity as a Trustee is not acting as an employee of the University and shall not receive compensation. In accordance with University policy, including but not limited to the University's expense reimbursement policies and procedures, and upon approval by first the Secretary and then the Vice President of Finance & Administration of the University, a Trustee may be reimbursed for reasonable expenses incurred in connection with the performance of official duties.

7. Faculty and Non-faculty Staff Trustees. The Faculty Trustee and Non-faculty Staff Trustee are each hereby granted reasonable leave with pay at their regular compensation as employees of the University to attend meetings of the Board and other official Board functions that occur between the hours of 8 a.m. and 5 p.m. Pacific Time Monday through Friday. Nothing in this section 7 shall be deemed to alter the compensation of the faculty member or staff member for the performance of their duties as a University employee.

ARTICLE IV

Meetings of the Board

- 1. Public Meetings.** A "Public Meeting" of the Board is the convening of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Public Meetings Law. The Board may also meet in executive session, as described in its Board Statement on the Conduct of Public Meetings.
- 2. Quorum of the Board.** Except as otherwise specified herein, a quorum of the Board is required to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office, including the President, at the time of the meeting.
- 3. Manner of Acting.**

 - a. Except as otherwise specified herein, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Trustees present.
 - b. All Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair, except that a Trustee may not vote if the Trustee is disqualified from voting under law, these bylaws, applicable Board action, or if the Trustee decides to abstain from the vote due to an actual or potential conflict of interest. Abstentions, other than those due to a conflict of interest, may be permitted by the Chair.
 - c. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee shall constitute such Trustee's presence in person at the meeting.
- 4. Quorum Not Required.** A majority of the voting Trustees present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may:

 - a. Set a time for adjournment.
 - b. Call a recess.
 - c. Take any measure necessary or appropriate to assemble a quorum.
- 5. Waiver of Notice by Trustee.** A Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee unless the Trustee at the beginning of the meeting objects to the holding of the meeting or the transaction of business at the meeting and does not subsequently vote for or assent to action taken at the meeting. A Trustee may at any time waive any receipt of notice required by law, these Bylaws or other Board action, with a writing signed by the Trustee and specifying the meeting for which notice is waived. Any such waiver of notice shall be filed with the minutes of the meeting for which notice is waived.
- 6. Procedural Rules.** Procedural disputes shall be resolved by traditional procedural rules, as interpreted by the Chair. Any Trustee who disagrees with a procedural decision may introduce a motion to amend or reverse the procedural decision.

ARTICLE V

Public Meeting Procedures

- 1. Regular Meetings.** Regular Public Meetings of the Board shall be held at least once quarterly on such dates and at such times as specified by the Chair.
- 2. Special Meetings.** Special Public Meetings of the Board may be called at any time by the Chair and must be called by the Chair within seventy-two (72) hours after the Chair's receipt of a written request for a special Public Meeting signed by at least one-third of the Trustees then in office and specifying the purpose of the meeting. Signatures may be electronic and in counterparts.
- 3. Emergency Meetings.** Emergency Public Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by at least one-third of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Signatures may be electronic and in counterparts. Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.
- 4. Place of Meetings.** All Public Meetings of the Board shall be held in the State of Oregon at a location owned, controlled, leased, or licensed by the University.
- 5. Notice of Meetings.**
 - a. Notice of all regular Public Meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of special Public Meetings shall be given to the news media which have requested notice and to the general public at least 24 hours prior to the hour of the meeting. Notice of an emergency Public Meeting shall be such as is appropriate to the circumstance.
 - b. Notice of a regular or special Public Meeting must be given to each Trustee at least 48 hours prior to the hour of the meeting, but longer advance notice as set forth in other Board action is preferable. Notice to each Trustee of an emergency Public Meeting shall be such as is appropriate to the circumstance. Notice of all such meetings may be given to Trustees orally either in person or by telephone or may be delivered in writing, either personally, by mail, by electronic mail, or by facsimile transmission. If provided other than by electronic mail, facsimile machine, or a telephone number on file with the Secretary, notice shall be deemed to be given three (3) days after deposit in the United States mail addressed to the Trustee at the Trustee's address on file with the Secretary for the purpose of receiving Board correspondence, with postage prepaid. If notice is provided by electronic mail, telephone, or facsimile transmission, notice shall be deemed given immediately if the notice is provided to the Trustee's Western Oregon University electronic mail address or, as applicable, the Trustee's telephone number or facsimile number on file with the Secretary for the purpose of receiving such correspondence. Notice by all other means shall be deemed to be given when received by the Trustee.

6. Minutes of Meetings. The Board shall provide for the taking of written minutes of all Public Meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the Public Meetings and the views of the participants. In addition to written minutes, the Board may provide for an audio recording, an audio and video recording, streaming audio, or streaming audio and video. A record of each recording or transmission shall be retained in accordance with applicable records retention requirements.

ARTICLE VI

Officers of the University

1. Officers. The officers of the University shall be a President, Provost, Vice President for Finance & Administration, General Counsel, and Secretary and such other officers as may be deemed necessary by the President to conduct University business. The officers shall have such authority and perform such duties as set forth in the law and these Bylaws and as may be prescribed by Board action or by the President.

2. President. The Board shall appoint a President. The President of the University is the President of the Faculty. The President is also the executive and governing officer of the University, except as otherwise provided by statute, these by-laws, or action of the Board. Subject to the supervision of the Board, the President of the University has authority to direct the affairs of the University. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to affairs of the University. The President shall perform such other duties as assigned by the Board. The President may appoint other officers and employees of the University, who shall have such powers and duties as may be prescribed by the President. In the event the President is unable or incapable to discharge the duties of President, the Board shall designate one of the Officers of the University to temporarily assume the duties of President. The President is authorized to accept legal process on behalf of the University.

3. Vice President for Finance & Administration. The President shall appoint a chief financial officer, who shall be the Vice President for Finance & Administration. Subject to the supervision of the Board and applicable law, the Vice President for Finance & Administration of the University shall properly account for all monies collected, received and expended by the University and all real and personal property of the University. The Vice President for Finance & Administration will keep and maintain, or cause to be kept and maintained, adequate and correct records of the assets, liabilities, and business transactions of the University. The Vice President for Finance & Administration will disburse the funds of the University as may be provided for by the Board, may settle and pay all claims against the University, and will render to the President or the Board, upon request, an account of the financial condition of the University.

4. Provost. The President shall appoint a Provost who shall serve as the chief academic affairs officer and have such powers and duties as assigned by the President.

5. Secretary. In consultation with the Board Chair and Vice Chair, the President shall appoint the Secretary. The Secretary shall cause the required notices of meetings of the Board to be sent to each Board member, and the preparation of the minutes, any audio recording, audio and video recording, streaming audio, or streaming audio and video of meetings. The Secretary is the custodian of and shall cause the minutes and any recording or transmission to

be maintained in accordance with applicable records retention requirements. The Secretary is authorized to accept legal process on behalf of the University.

6. General Counsel. In consultation with the Board Chair and Vice Chair, the President shall appoint the General Counsel, who shall serve as the chief legal officer of the University. The General Counsel shall represent and advise the University in all matters related to its affairs. The General Counsel is authorized to accept legal process on behalf of the University. The General Counsel, as the University's chief legal officer, is authorized to approve the indemnification and defense of Trustees and University Officers as described further in Article IX of these bylaws.

ARTICLE VII Board Committees

Subject to the requirements of applicable law, the Board may establish such committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees. The Board's committees are further described in its Board Statement on Board Committees.

ARTICLE VIII Conflicts of Interest

1. In General. Trustees shall, as appropriate, declare and disclose actual or potential conflicts of interests in a manner consistent with the Board's Statement on Ethics and Conflicts of Interest. Trustees shall, as appropriate, and if the Trustee determines s/he has an actual conflict of interest, not participate in the discussion, debate, or vote on the issue that creates the actual conflict of interest for the Trustee.

2. Labor Negotiations. The faculty and non-faculty staff members of the Board may not participate in any discussions or action by the Board or attend any executive session of the Board involving collective bargaining issues that affect faculty or non-faculty staff at the university.

3. Other. The Board may take such actions pertaining to conflict of interest and ethics as the Board determines to be appropriate.

ARTICLE IX Indemnity

1. Indemnification and Defense in General.

- a. The University shall defend and indemnify any Trustee or Officer ("Party") against any Claim, whether groundless or otherwise, arising out of or relating to an alleged act or omission occurring in the performance of official duties. The University shall not provide indemnification and defense to the extent the Claim arises from or relates to a Trustee's or Officer's malfeasance in office or willful or wanton neglect of duty. The University may cease to provide indemnification or defense upon a determination by the University that an act or omission may constitute malfeasance in office, willful or wanton neglect of duty, or criminal conduct.

- b. The University may choose to defend a Party under a reservation of rights. Any Party to whom the University is providing a defense shall cooperate fully with the University in the defense of such Claim. If the University determines, in its sole discretion, that such Party has not so cooperated or has otherwise acted to prejudice the defense of the Claim, the University may at any time terminate its defense and indemnity or proceed under a reservation of rights.

2. Legal Expenses when Claim is by a Governmental Entity or Professional Licensing Authority.

- a. Expenses incurred by a Party in the defense of a civil Claim by a governmental entity or a professional licensing authority may be advanced or reimbursed by the University if the University, in its sole discretion, determines that the civil Claim arose out of the Party's performance of official duties. Such advancement or reimbursement constitutes part of the Party's official compensation package for purposes of ORS Chapter 244. The University may decline to reimburse a Party for any expenses incurred prior to the University's written commitment to provide reimbursement.
- b. Expenses shall be paid by the University in advance of the final disposition of a civil Claim described in this section 2 at the written request of the Party if:
 - (1) The University determines, in its sole discretion, that the conduct of such Party was in good faith, and the Party reasonably believed that such conduct was in the best interests of, or not opposed to the best interests of, the University.
 - (2) The Party furnishes the University a written undertaking to repay such advance to the extent it is ultimately determined by the University, in its sole discretion, that such Party is not entitled to be indemnified by the University under this Article or under any other indemnification rights granted to such Party.
 - (3) Such advances shall be made without regard to the person's ability to repay such advances.

3. Legal Representation. The President or designee shall have the exclusive authority to select counsel and to defend against any Claim. The President will consult with the Party regarding any term of a settlement agreement that affects the legal rights of the Party.

4. Definition. The term "Claim" means any threatened, pending, or completed investigation, action, suit, or proceeding brought by a party other than the University, and includes court costs, out-of-pocket expenses, and attorney fees.

5. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the University or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a Party, and (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

6. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Claim or complaint.

ARTICLE X Miscellaneous Provisions

1. Principal Office. The principal office of the University is located at the Office of the President, Western Oregon University, 345 North Monmouth Avenue, Monmouth, Oregon, 97361.

2. Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws. The headings in these Bylaws are provided for convenience and shall not be considered in the interpretation or construction of these Bylaws.

3. Authority. Because the Board is the final University authority, these bylaws and Board actions have precedence over other actions of the University and its constituent parts without regard to whether such actions have the force of law. Any such actions shall be consistent with these Bylaws.

4. Amendment of Bylaws. These Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by the Board at any regular or special Public Meeting.



**Resolution on the Responsibilities of Individual Trustees
Board of Trustees of Western Oregon University**

Whereas, the Board of Trustees develops and advances the mission and goals of Western Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for herself or himself and for future Trustees pledges to fulfill the duties set forth herein:

1. Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out his or her responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance.

2. Fiduciary Duties. Each Trustee acknowledges that he or she has fiduciary duties to the University and its beneficiaries, including the following.

a. Duty of Care. Each Trustee must act in good faith, using a degree of diligence, care, and skill that a prudent person would use under similar circumstances; act in a manner that he or she reasonably believes to be in the University's and State's best interests; and generally may (and should) rely on information presented by officers and administrators, experts, and board committees.

b. Duty of Loyalty. Each Trustee must be motivated by honesty and faithfulness to the institution and not self-interest. A Trustee must be loyal to the institution, considering both financial interests held by a Trustee and governance or leadership positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of all Trustee responsibilities. The faculty, non-faculty, and student Trustees are chosen from among the faculty, non-faculty staff, and student body respectively but do not represent those groups and acknowledge that organizations exist to represent each group.

c. Duty of Obedience. Each Trustee must ensure that the institution operates in furtherance of its stated purpose; ensure compliance; and ensure effective internal controls.

3. Service. Each Trustee must make service to the University through Board activities a high personal priority; participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material and keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use his or her own judgment in voting versus following the lead of others.

4. Respect. Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in his or her role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board—even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair; refrain from directing the President or staff; and accept that the President reports to the Board as a whole.

5. Personal Behavior. Each Trustee must avoid conflicts of interest or the appearance thereof, in accordance with the Board's policies on conflict of interest and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use his or her position of authority to obtain, whether directly or indirectly, a benefit for him or herself or for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and from requesting special considerations or favors.

Approved on _____, 2015.

Chair of the Board

Secretary of the University



Board Statement on the Conduct of Public Meetings Board of Trustees of Western Oregon University

1.0 Regular Meetings

1.1 Content of the Agenda. Only items approved by the Chair, President or a majority of the Board may be placed on the agenda for a regular meeting.

1.2 Notice to Trustees. Every reasonable effort will be made to provide notice of a regular meeting of the Board of Trustees and all available, pertinent materials, to each trustee no less than seven calendar days before the meeting. The proposed agenda and all available, pertinent materials for a regular public meeting of the Board should be provided to each trustee by email to the trustee's official Western Oregon University email address, which may be an email that contains only a link to the agenda and materials, not less than seven days before any regularly scheduled meeting.

1.3 Notice to Others. Every reasonable effort will be made to provide notice of a regular public meeting of the Board of Trustees and all available, pertinent materials, to all others no less than six calendar days before the meeting.

1.4 Board Calendar. The Board must meet at least once quarterly. The Secretary will work with each Board member to generate a schedule of regular Board meetings for at least one year in advance. The Secretary will cause to be posted on the Board's website and delivered to each trustee periodically an updated schedule of the Board's regular meetings.

1.5 Regular Meeting Agendas. The agenda of a Regular Meeting shall include a call to order and roll call, a declaration of quorum, public comment, reports from the Board's committee chairs, the President, the president or chair of the Faculty Senate, Staff Senate, and Associated Students of Western Oregon University, and any other person deemed appropriate by the Chair, a consent agenda, including the approval of minutes, action items, discussion items, and adjournment.

The Chair or President determines the items to be placed on the consent agenda. An item may be removed from the consent agenda by the Chair, President, or majority vote of a quorum of the Board. The order of business of the Board shall be set by the Chair and may be altered by a majority vote of a quorum.

2.0 Special and Meetings and Emergency Meetings

2.1 Definition. Any meeting that is not a regular meeting of the Board is a special meeting of the Board or, in proper cases, an emergency meeting.

2.2 Content of the Agenda. Only items approved by the Chair, President or majority of a quorum may be placed on the agenda for a special meeting.

2.3 Notice to Trustees. Every reasonable effort will be made to provide notice of a special meeting of the Board of Trustees and all available, pertinent materials, to each trustee no less than five calendar days before the meeting. The proposed agenda and all available, pertinent materials for a special meeting of the Board should be provided to each trustee by email, which may be an email that contains only a link to the agenda and materials, not less than five days before any regularly scheduled meeting.

2.4 Notice to Others. Every reasonable effort will be made to provide notice of a special meeting of the Board of Trustees and all available, pertinent materials, to all others no less than four calendar days before the meeting.

3.0 Role of the Chair

The Chair presides over all meetings of the Board and is authorized to control meetings, preserve order and decorum, and prohibit comments that are duplicative, disruptive, repetitive or irrelevant. Meetings may be canceled or rescheduled in the discretion of the Chair.

4.0 Procedure for Appearing Before the Board

4.1 Importance. Public comment is an important component of effective governance. Public comment provides an opportunity to share ideas, information and opinions. Public comment may not be used as a forum for negotiations or asking questions of individuals. The opportunity for public comment will be provided at regular meetings of the Board.

4.2 Protocol. The Chair has the authority to alter this protocol in the interest of time or other considerations. Priority in public comment will be given to topics on the meeting agenda.

4.3 Sign-Up. An individual who wishes to provide public comment must sign up with the Secretary in advance of the meeting, stating his or her name, affiliation with the university or other group, and topic to be discussed. Sign-up may be available on the Board's website, and a sign-up sheet will be available at each meeting. Sign-up via the Board's website must be made at least 24 hours in advance of the scheduled start of a meeting.

4.4 Duration. Unless otherwise indicated on the agenda or by the Chair, each public comment period will be between 15 and 30 minutes with a limit of three minutes per speaker. The Chair may call individuals out of order of sign-up to ensure that different viewpoints are heard during the public comment period. The Chair may require that a group designate one spokesperson to make comments. Those who sign up and are not called are invited to share their comments via board@wou.edu. The public comment period is complete when any public comment has been provided or the public comment period expires, whichever occurs first.

4.5 Written Information. An individual who wants to provide written information to the Board may do so by: (1) sending the material electronically to board@wou.edu; (2) delivering the material to the Board's Office; or (3) mailing the material to the Board's Office. The Chair, President and Secretary will determine whether and, if so when, submitted material is appropriate for dissemination to trustees based on the University's bylaws and relevant Board actions. Materials may be subject to disclosure under the Public Records Law.

5.0 Role of the Secretary

5.1 Notices and Minutes. The Secretary is responsible for causing: the issuance of required notices of meetings of the Board; the issuance of the agenda; the preparation of the minutes, and making arrangements for any audio recording, audio and video recording, streaming audio, or streaming audio and video. The Secretary shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements and is the custodian of such records. For notice purposes, a calendar day includes the date of the meeting.

6.0 Executive Sessions

6.1 Authorization. Executive sessions are authorized by the Public Meetings Law. The Chair shall have discretion, consistent with applicable law, to determine whether the Board or a Committee should meet in executive session. When the Chair determines that an executive session is appropriate, the Chair will use the following procedure:

- The Chair will announce the executive session as required by law and cite the basis for and statute authorizing an executive session for each subject to be discussed
- The Chair or Secretary will specify individuals who may remain in the meeting
- The Chair or Secretary will instruct news media on each subject that the news media may not disclose
- The Chair or Secretary will also notify news media that they are prohibited from making audio or video recordings of the executive session
- The Chair or Secretary will notify news media that they are excluded from the executive session for one or more of the reasons set forth in section 6.2 below
- The Chair or Secretary will determine whether the executive session is recorded or whether minutes shall be kept. If a recording is made, the Secretary shall specify on the recording when the executive session begins and ends
- At the conclusion of executive session, the Secretary shall notify all other members of the audience that the portion of the meeting open to the public has resumed

6.2 Notice. Notice of an executive session shall be provided substantially in accordance with notice of a regular, special or emergency meeting, depending on whether the executive session is to take place during a regular, special, or emergency meeting. The Board may hold meetings that consist solely of an executive session. The basis for and statute authorizing the executive session will be included in the notice.

6.3 Inclusion of News Media. Only representatives of the institutional news media are permitted in executive session when not excluded.

6.4 Exclusion of News Media. Representatives of the news media are allowed to attend executive sessions other than those held to conduct deliberations with persons designated by the governing body to carry on labor negotiations; to confer with counsel on current litigation or litigation likely to be filed if the member of the news media is a party to the litigation or is an employee, agent or contractor of a news media organization that is a party to the litigation; or when material or information that is confidential under federal law or that constitutes a faculty record under Oregon Law will be discussed.

7.0 Committee Meetings

Committee meetings shall be conducted substantially in accordance with this policy.

WOU Board Statement on the Conduct of Meetings FINAL 150420.doc



**Board Statement on the Performance of Official Business
Board of Trustees of Western Oregon University**

1.0 Attendance at Events in an Official Capacity

1.1 University Events. From time to time, a trustee and one or more relatives or members of the trustee's household may be invited to attend a University event. Such persons attend such an event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches and other events for which there is ordinarily an attendance charge. Tickets to such an event may be provided by the University to a trustee and one or more relatives or members of the trustee's household without charge. The trustee and guests may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event is considered to be official compensation, reimbursement of an expense, and not a gift for purposes of the Oregon Government Ethics Law but not for any other purpose. Ordinarily, no more than four tickets for an event will be provided to a trustee at no charge.

1.2 Non-university Events. From time to time, a trustee and a guest may be invited to attend a non-university event. Such persons attend such an event in an official capacity. Such an event may include artistic and musical performances, athletic competitions, speeches and other events for which there is ordinarily an attendance charge. Tickets to such an event must be provided by the third party to the University. If the trustee is to attend the non-university event in an official capacity, tickets may be provided by the University to a trustee and a guest without charge. The trustee and guest may be required to play an official role related to such an event. Any ticket or cost associated with attendance at such an event is considered to be official compensation, reimbursement of an expense, and not a gift for purposes of the Oregon Government Ethics Law but not for any other purpose.

2.0 Procedure for Reimbursement

All reimbursements for costs associated with official business that are actually incurred are subject to the relevant University policy except as set forth herein. A trustee seeking reimbursement should coordinate with the Secretary to review current policies relating to expenditures and reimbursements. All reimbursements require the approval of the Secretary and the Vice President for Finance & Administration.



**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 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 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. 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.
- 1.6.3 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.
- 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.
- 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.
- 1.6.9 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

1.7. 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, 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 reasonably 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

5.1 To assist in the formulation, drafting, revision, recommendation, and maintenance of the Board's and University's statements of authority, the Board directs the President to establish and maintain a policy council. The WOU Policy Council ("Council") will be convened by the WOU General Counsel. With the approval of the President, the Council 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 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: (1) chief academic officer, (2) chief financial officer, (3) chief legal officer, (4) chief student affairs officer, (5) chief development officer, and (6) athletic 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 may seek the advice and guidance of the Council 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 University Procedures, whether new or existing, to the 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 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 University Policies, whether new or existing, to the 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 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 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 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 Council for advice and consideration. After any advice and consideration by the 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 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 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 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



**Board Statement on Board Committees
Board of Trustees of Western Oregon University**

1.0 Standing Committees

Subject to the requirements of applicable law, the Board may establish such Standing Committees and Ad Hoc Committees as it deems appropriate or necessary from time to time and shall define the duration, existence, duties, membership and reporting requirements of such committees. The Standing Committees of the Board shall be the Executive, Governance, and Trusteeship Committee (EGTC), Finance & Administration Committee (FAC), and Academic and Student Affairs Committee (ASAC). Standing Committees may consist only of Trustees, continue until terminated by the Board, and develop a charter for approval by the Board. The Board Chair appoints the committee chairs of each Standing Committee and, in consultation with the committee chairs, appoints the members of the Standing Committees. To the extent practicable and advisable, the Chair will rotate some or all Standing Committee membership from time to time to provide Trustees with an opportunity to serve on different Standing Committees. The term of Ad Hoc Committees, if any, shall be one year or less. An Ad Hoc Committee shall include at least one Trustee, engage in information gathering and reporting only, and make any report or recommendation to the Chair of the Board or the Chair of a Standing Committee.

2.0 Executive, Governance, and Trusteeship Committee

2.1 There shall be a 5-member Executive, Governance and Trusteeship of the Board of Trustees.

2.2 The Board Chair shall serve as the Chair of the EGTC.

2.3 The EGTC shall operate under a charter approved by the Board. The charter will identify the committee's general areas of responsibility and will specifically identify any instance which the committee may act for the full Board.

2.4 As further described in its charter, the EGTC may consider and recommend actions to the Board on the following topics:

2.4.1. The hiring, employment, evaluation, and removal of the President of the University.

2.4.2. Matters pertaining to effective trusteeship, including, but not limited to board self-evaluation, the agenda for the board retreat, recommendations to the Governor when there are Board vacancies, and participation in educational or other activities to enhance the Board's effectiveness.

2.4.3. Litigation, legal services, and compliance, including, but not limited to reports on litigation from the General Counsel, board statements or policies to be considered by the Board, and, to the extent not addressed by the Finance & Administration Committee, issues of risk management and legal services.

2.4.4. Advocacy and advancement, including but not limited to strategies for University personnel to deploy in order to enhance the University's profile with external audiences, decision-makers, and government officials.

2.4.5. Input and recommendation on the University's strategic plan, as developed by the President and University, prior to adoption by the full Board.

2.5 The primary University personnel that will staff, advise and, assist the EGTC shall be the President of the University and the General Counsel.

3.0 Finance & Administration Committee

3.1 There shall be a 5-member Finance & Administration Committee (FAC).

3.2 The FAC shall operate under a charter approved by the Board. The charter will identify the committee's general areas of responsibility and will specifically identify any instance which the committee may act for the full Board.

3.3 As further described in its charter, the FAC may consider and recommend actions to the Board on the following topics:

3.3.1 The University's operating and capital budgets and requests for appropriation of state funds.

3.3.2 The University's investments, finances, financial accounts, and debt finance.

3.3.3 Tuition and mandatory enrollment fees.

3.3.4 The acquisition, management, development and disposal of real property.

3.3.5 The acquisition, management, development and disposal of personal property, tangible and intangible.

3.3.6 Human resources policies and practices.

3.3.7 Insurance, self-insurance programs, and other mechanisms designed to manage risk and reduce liability facing the University.

3.4 The FAC shall also serve, as appropriate, as the Board's Audit Committee. When sitting as the Audit Committee, the FAC 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.

3.5 The primary University personnel that will staff, advise, and assist the FAC shall be the Vice President of Finance & Administration.

4.0 Academic and Student Affairs Committee

4.1 There shall be a 5-member Academic and Student Affairs Committee (ASAC).

4.2 The ASAC shall operate under a charter approved by the Board. The charter will identify the committee's general areas of responsibility and will specifically identify any instance which the committee may act for the full Board.

4.3 As further described in its charter, the ASAC may consider and recommend actions to the Board on the following topics:

- 4.3.1 Faculty affairs, including the faculty's status and responsibilities, discipline and welfare.
- 4.3.2 Educational policy, including admissions requirements, enrollment strategies, instruction, curriculum, degrees, research, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units.
- 4.3.3 The general welfare of students, including housing and food services, health services and health insurance, safety, extracurricular activities, sports programs, and policies governing student discipline and student organizations.

4.4 The primary University personnel that will staff, advise, and assist the ASAC shall be the Provost and the Vice President for Student Affairs.

5.0 Notice of Meetings of Standing Committees

Meetings of Standing Committees of the Board shall be held at such times and places as may be fixed by each committee or its chair. The Secretary shall cause the required notices of meetings of Standing Committees to be sent to each member of the Board. The Secretary shall also cause the preparation of the minutes, any audio recording, audio and video recording, streaming audio, or streaming audio and video of the meeting. The Secretary shall cause the minutes and any recording or transmission to be maintained in accordance with applicable records retention requirements.

6.0 Quorums

A majority of the members of a Standing Committee shall be necessary to constitute a quorum. The faculty and non-faculty staff members of any committee may not participate in any discussions or action by the committee or attend any executive session of the committee involving collective bargaining issues that affect faculty or non-faculty staff at the university.

7.0 Information Gathering and Investigation

The Chair of the Board, or the Vice Chair during the Chair's absence or incapacity, may appoint one to three members of the Board or one or more other persons to gather information and provide it to the Board or a Board Committee. The Chair of a Standing Committee may appoint one to three members of the Standing Committee or one or more other persons to gather information and provide it to the Standing Committee.



Board Statement on Ethics and Conflict of Interest

1.0 Purposes of Board Statement

The Western Oregon University (“WOU”) Board of Trustees is committed to the ethical exercise of its authority and discharge of its fiduciary duties, both for the WOU community and the State of Oregon. While this Board Statement does not contain an exhaustive discussion of Trustee ethics and conflict of interests, the purposes of this Statement are to: (a) generally inform the Board of Trustees about the ethical duties of a Trustee; and (b) generally inform the Board of Trustees about the Oregon Government Ethics Law and other laws that address conflicts of interest. Each individual Trustee is personally responsible for complying with the law applicable to ethical conduct and conflict of interest.

The University shall cause the Trustees to be informed on an annual basis (more often if the law changes) about applicable state and federal law regarding ethics and conflicts of interest so as to maximize the ability of the Trustees generally and each Trustee specifically to avoid ethical breaches and unwise or impermissible conflicts of interest.

2.0 General Ethical Duties of a Trustee

2.1 Trustees are volunteers and serve without salary. Service as a Trustee is a public trust. A Trustee is expected to perform his or her duties faithfully and efficiently.

2.2 A Trustee is a fiduciary. A Trustee has duties to the institution and its beneficiaries that few if any employees, students, and volunteers have. Trustees bring to their task varied backgrounds and expertise, but they are expected to put aside parochial interests, keeping the welfare of the entire institution, not just a particular constituency, at all times paramount. Trustees must also recognize that parochial interests and the welfare of a particular constituency could be irreconcilable with the welfare of the entire institution generally. Acting upon parochial interests or for the welfare of a particular constituency could impede the Trustee’s ability to discharge his or her fiduciary duty to the entire institution.

2.3 The fiduciary duties of a Trustee include the duties of care, loyalty and obedience.

2.3.1 Duty of Care. A Trustee must act in good faith, using a degree of diligence, care, and skill that prudent persons would use under similar circumstances and must act in a manner that he or she reasonably believes to be in the institution's best interests. In discharging his or her duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by or under the direction of: (a) One or more

officers of the institution whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants or other persons retained by the institution to speak to matters that the Trustee reasonably believes are within the person's professional or expert competence; (c) A committee of the Board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence. A Trustee fails to act in good faith if the Trustee has personal knowledge concerning the matter in question that makes reliance unwarranted, even if such reliance would otherwise be permitted by this subsection.

2.3.2 Duty of Loyalty. A Trustee must act in good faith and in a manner that is reasonably believed to be within the scope of the public purposes of the institution rather than in the Trustee's own interests or the interests of another organization or constituency. A Trustee must be loyal to the institution and not use his or her position of authority to obtain, whether directly or indirectly, a benefit for him or herself, his or her relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both financial interests held by a Trustee and positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of oversight and policy responsibilities.

2.3.2 Duty of Obedience. A Trustee must: (a) ensure that the institution operates in furtherance of its stated purpose; (b) ensure compliance; and (c) ensure effective internal controls.

3.0 Definitions

3.1 The following definitions apply to this Board Statement:

3.1.1. Potential conflict of interest means any action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which could be to the private pecuniary benefit or detriment of the person or the person's relative, or a business with which the person or the person's relative is associated, *unless* the pecuniary benefit or detriment arises out of the following:

- a. An interest or membership in a particular business, industry, occupation or other class required by law as a prerequisite to the holding by the person of the office or position.
- b. Any action in the person's official capacity which would affect to the same degree a class consisting of all inhabitants of the state, or a smaller class consisting of an industry, occupation or other group including one of which or in which the person, or the person's relative or business with which the person or the person's relative is associated, is a member or is engaged.
- c. Membership in or membership on the board of directors of a nonprofit corporation that is tax-exempt under section 501(c) of the Internal Revenue Code

3.1.2. Actual conflict of interest means any action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which would be to the private pecuniary benefit or detriment of the person or the person's relative or any business with which the person or a relative of the person is associated unless the pecuniary benefit or detriment arises out of circumstances described in the definition of potential conflict of interest.

3.1.3. Relative means:

- a. The spouse, parent, stepparent, child, sibling, stepsibling, son-in-law, or daughter-in-law of the Trustee.
- b. The parent, stepparent, child, sibling, stepsibling, son-in-law, or daughter-in-law of the spouse of the Trustee.
- c. Any individual for whom the Trustee has a legal support obligation; or
- d. Any individual for whom the Trustee provides benefits arising from the Trustee's public service or from whom the Trustee receives benefits arising from that individual's employment.

4.0 Overview of the Oregon Government Ethics Law

4.1 In General. ORS Chapter 244 sets forth the minimum standards for ethical conduct of Oregon public officials. Each member of the Board of Trustees is an Oregon public official. The Oregon Government Ethics Commission has issued administrative rules, publications, and advisory and staff opinions interpreting certain provisions of ORS Chapter 244.

4.2 Subjects Covered. ORS Chapter 244 addresses, among other things:

- 4.2.1 Gifts
- 4.2.2 Use or attempted use of an official position to obtain financial gain
- 4.2.3 Honoraria
- 4.2.4 Annual statement of economic interest
- 4.2.5 Lobbying
- 4.2.6 Conflicts of interest, whether actual or potential
- 4.2.7 Nepotism
- 4.2.8 Travel paid by third parties
- 4.2.9 Attendance at events
- 4.2.10 Entertainment
- 4.2.11 Food and beverages
- 4.2.12 Compensation packages
- 4.2.13 Reimbursement of expenses
- 4.2.14 Use of certain confidential information for personal gain

4.3 Relatives. In addition to a Trustee, the Oregon Government Ethics Law may apply to some relatives or members of the household of the Trustee and to certain businesses with which the Trustee or a relative of the Trustee is associated.

4.4 Gifts.

4.4.1 During a calendar year, a Trustee or a relative may not solicit or receive, directly or indirectly, any gift or gifts with an aggregate value in excess of \$50 from any single source that could reasonably be known to have a legislative or administrative interest. During a calendar year, a person who has a legislative or administrative interest may not offer to the Trustee or a relative or member of the household of the Trustee any gift or gifts with an aggregate value in excess of \$50.

4.4.2 “Legislative or administrative interest” means an economic interest, distinct from that of the general public, in any matter subject to the decision or vote of the Trustee acting in the Trustee’s capacity as a Trustee.

4.4.3 There are numerous exceptions to the definition of “gift,” the most germane of which are the following:

- a. Gifts from relatives or members of the household of the Trustee.
- b. An unsolicited token or award of appreciation in the form of a plaque, trophy, desk item, wall memento or similar item, with a resale value reasonably expected to be less than \$25.
- c. Informational or program material, publications or subscriptions related to the Trustee’s performance of official duties.
- d. Admission provided to or the cost of food or beverage consumed by a Trustee, or a member of the household or staff of the Trustee when accompanying the Trustee, at a reception, meal or meeting held by an organization when the Trustee represents the university.
- e. Expenses provided by one public official to another public official for travel inside the state to or from an event that bears a relationship to the receiving public official’s office and at which the official participates in an official capacity.
- f. Food or beverage consumed by a Trustee at a reception where the food or beverage is provided as an incidental part of the reception and no cost is placed on the food or beverage.
- g. Entertainment provided to a Trustee or a relative or member of the household of the Trustee that is incidental to the main purpose of another event.
- h. Entertainment provided to a Trustee or a relative or member of the household of the Trustee where the Trustee is acting in an official capacity while representing the university for a ceremonial purpose.
- i. Anything of economic value offered to or solicited or received by a Trustee, or a relative or member of the household of the Trustee:
 - (A) As part of the usual and customary practice of the person’s private business, or the person’s employment or position as

a volunteer with a private business, corporation, partnership, proprietorship, firm, enterprise, franchise, association, organization, not-for-profit corporation or other legal entity operated for economic value; and

- (B) That bears no relationship to the Trustee's holding of, or candidacy for, a position on the Board of Trustees or another public office.

4.5 Use of Position for Personal Gain. Trustees may not use or attempt to use their official position to obtain a financial benefit for themselves, relatives, or businesses they are associated with, through opportunities that would not otherwise be available but for the office held.

4.6 Annual Reporting of Economic Interests. On or before April 15 of each year, a Trustee must file with the Oregon Government Ethics Commission a verified statement of economic interest. The University is charged with ensuring that each Trustee receives the proper form from the Commission.

4.7 Use of Certain Confidential Information for Personal Gain. Trustees may have access to or manage information that is confidential and not available to members of the general public. The Oregon Government Ethics Law prohibits Trustees from attempting to use confidential information gained because of the position held or by carrying out assigned duties to further the Trustee's personal gain. The law also prohibits a former Trustee from attempting to use confidential information for personal gain if that confidential information was obtained while holding the position as a Trustee, from which access to the confidential information was obtained.

4.8 ORS 351.067 addresses the process by which the Board of Trustees may permit certain compensation or reimbursement of expenses that would otherwise be prohibited by ORS Chapter 244.

5.0 Conflicts of Interest.

5.1 Generally. Not all conflicts of interest are wrong or unacceptable. Although some categories of conflicts may be prohibited by law, or the law may require that they be disclosed and managed in a particular way, in many cases management of conflicts of interest is not primarily a question of law but of ethics. In some circumstances, conflicts may be inevitable, and the question for a Trustee may be how to manage the conflict. Some considerations can be identified that tend to signal that a conflict should be prohibited or carefully managed. Often this would be the case where, for example, an individual's outside activities or relationships or the institution's own interests entail the actuality or appearance that the quality or objectivity of a Trustee's judgment could be impaired; or that a Trustee is placing personal interest before the institutional interest; or that institutional resources or assets apparently are being used for private gain; or that an individual is receiving something of value from a business where the business would appear to benefit from the individual's decision on behalf of the

institution; or that an individual is pursuing an economic opportunity identified in the course of institutional service, where the opportunity is not widely available.

5.2 State law.

5.2.1 The Oregon Government Ethics Law addresses the existence, disclosure, and disposition of certain potential and actual conflicts of interest. The standards set forth in the law attempt to balance the need to avoid conflicts of interest with the need for the services of knowledgeable, experienced public officials. Compliance with state law is required but may be insufficient. Some considerations can be identified that tend to signal that a conflict should be forbidden or carefully managed. Often this would be the case where, for example:

- a. A Trustee's outside activities or relationships or an institution's own interests entail the actuality or appearance that the quality or objectivity of judgment could be impaired
- b. A Trustee is placing personal interest before the institutional interest
- c. Institutional resources or assets apparently are being used for private gain
- d. A Trustee is receiving something of value from a business where the business would appear to benefit from the Trustee's intervention or decision
- e. A Trustee is pursuing an economic opportunity identified in the course of institutional service, where the opportunity is not widely available

5.2.2 ORS 352.076 addresses a conflict of interest inherent in the positions of the faculty trustee and the non-faculty staff trustee. The conflict may be financial or non-financial. The faculty and non-faculty staff trustees (a) may not participate in any discussions or action by the board involving collective bargaining issues that affect faculty or non-faculty staff at the university, and (b) may not attend any executive session of the board involving collective bargaining issues that affect faculty or non-faculty staff at the university. This prohibition may include collective bargaining issues that affect any collective bargaining organization, unit or agreement, not merely a collective bargaining organization or unit that represents the faculty or non-faculty staff trustee or a collective bargaining agreement to which the organization or unit is a party.

5.2.3 Declaration of Potential and Actual Conflicts of Interest under Oregon Law. When met with a potential or an actual conflict of interest, a Trustee is strongly urged:

- a. Potential: Announce publicly the nature of the *potential* conflict prior to taking any action thereon in the capacity of a Trustee; or
- b. Actual: When met with an *actual* conflict of interest, announce publicly the nature of the actual conflict and refrain from participating in any discussion or debate on the issue out of which the actual conflict arises or from voting on the issue.

5.3 Federal law. Federal laws and regulations mandate conflict-of-interest-related requirements in certain areas applicable to universities—such as lobbying of certain federal officials and the receipt of federal funds for financial aid, construction, research and grants and contracts. Trustees should be aware that their activities and interests may be in conflict with the interests and activities of the institution under federally-funded programs and may implicate the government relations activities of the institution.

5.4 Non-financial Interests. The Board of Trustees does not confine its concerns about conflict of interest to financial conflicts but extends its concerns to all kinds of interests that (a) may lead a Trustee to pursue a policy or practice or take a position that is incompatible with the Trustee's fiduciary duties to the institution, or (b) may entail steps by the Trustee to achieve personal gain, or gain for family, friends or associates, by use of the Trustee's role at the institution.

5.5 Trustees should disclose promptly all actual or potential conflicts of interest related to the institution as the conflicts become known to them. To facilitate Trustees' identification of such conflicts, the University is directed to inform the Trustees on an annual basis of applicable state and federal law regarding conflicts of interest so as to maximize the potential for awareness of possible conflicts.

6.0 Compliance

6.1 When a Trustee gives notice of an actual or potential conflict of interest, the Secretary shall record the actual or potential conflict in the official records of the public body.

6.2 Federal law and state law supersede anything in this Statement that is inconsistent or in conflict with such law.



Board Statement on Board Vacancies Board of Trustees of Western Oregon University

1.0 Introduction and Purpose

Under Oregon law, the WOU Board of Trustees (“Board”) may have between eleven and fifteen members. One position is a non-voting, ex officio position reserved for the university’s president. Three of the positions are designated for a faculty member, a non-faculty staff member, and a student of the university. The faculty and non-faculty staff member position can be either voting or non-voting at the election of the Governor. The remaining positions are at-large positions for individuals not employed by the university. The purpose of this Board Statement is to devise a process by which individuals who both understand the fiduciary obligations inherent with board trusteeship and complement the needs of the Board as a whole may be recommended to the Governor for nomination to the Board. The sole authority to nominate individuals to the Board rests with the Governor.

2.0 Authority

All trustees must be nominated by the Governor and confirmed by the Oregon Senate. Except for resignation, removal, or death, trustees serve until the end of their term, they are reappointed, or their successor is confirmed by the Oregon Senate. The process and guidance in this Board Statement is designed to assist the Governor and Oregon Senate in identifying candidates for the Board. Under Article III, Section 3 of the Board’s bylaws, the Board Chair, in consultation with other Trustees, makes recommendations to the Governor to fill vacancies on the Board. Under the Committee Charter of the Board’s Executive, Governance, and Trusteeship Committee (EGTC), the EGTC develops a needs assessment when faced with a Board vacancy to assist the Board Chair in discharging his or her responsibilities under the bylaws.

3.0 Process

3.1 Natural Expiration of a Term

At-large trustees may serve two, four-year terms on the Board. Designated trustees—those trustees that fill faculty, non-faculty staff, and student positions—may serve two, two-year terms. All terms end on June 30 of the last year of service. In the January prior to the expiration of a term, if the trustee is eligible for a second term, the Board Chair will discuss with the trustee whether or not the trustee would like his or her name recommended to the Governor for a second term.

3.2 Board Vacancies

Whether or not the vacancy is anticipated—due to the natural expiration of a term—or unexpected, when faced with the vacancy, the EGTC will conduct a needs assessment based on the current perspectives, backgrounds, experience and skills of the current trustees. This background information may include:

- 3.2.1 Gender, ethnicity, age, geographic location of residence, and other expressions of diversity;
- 3.2.2 Unique skills and competencies;
- 3.2.3 Complementary skills and perspectives;
- 3.2.4 A broad range of professional fields; and
- 3.2.5 Knowledge of Western Oregon University and/or higher education.

The needs assessment will assist the Board Chair, with the input of individual trustees, including the university's president, in identifying candidates for the vacancy.

3.3 Board Composition

As a whole, the Board should be composed of members who have:

- 3.3.1 A commitment to public higher education;
- 3.3.2 A record of public or community service;
- 3.3.3 Knowledge of complex organizations or academic institutions;
- 3.3.4 Demonstrated collaborative leadership;
- 3.3.5 A willingness and availability for constructive engagement;
- 3.3.6 A commitment to open-minded, non-partisan decision-making; and
- 3.3.7 A record of integrity and civic virtue.

3.4 Designated Positions

Whether or not the vacancy is anticipated—due to the natural expiration of a term—or unexpected, when faced with a vacancy in one of the designated positions on the Board, the Board Chair or designee will inform the relevant shared governance body—Faculty Senate, Staff Senate, or Associated Students of Western Oregon University—of the needs assessment, if available, process, timeline, or other information necessary for

the shared governance body to assist the Board Chair in the recommendation of candidates for the respective designated positions.

The timeline, regardless of the natural expiration of the term or an unexpected vacancy, may be different each year, depending on the schedule of the Governor and the Oregon Senate. The Board's Office will work with the Governor's Office and the Oregon Legislature to gather information about timelines to assist the Board Chair, the EGTC, and as appropriate, the shared governance bodies at the university.

- 3.4.1 The process by which shared governance bodies recommend a candidate or candidates for one of the designated positions remains within the province of the shared governance bodies as consistent with Section 3.4.2 of this Board Statement.
- 3.4.2 The process by which shared governance bodies recommend a candidate or candidates for one of the designated positions must accommodate the following:
 - (i) If there is more than one recommendation, the names of the recommended candidates must be unranked. All names forwarded by a shared governance body to the Board Chair should be qualified for board membership, including familiarity with the Board's governing documents; specifically including the Board's bylaws and the Board Resolution on the Responsibilities of Individual Trustees;
 - (ii) If an incumbent in one of the designated positions is eligible for a second term and is interested in serving in a second term, the Board Chair, in his or her discretion, may recommend that candidate to the Governor's Office; and
 - (iii) A process from the Board's office that permits anyone to self-nominate for any vacancy on the Board.

4.0 Board Chair

After the EGTC conducts a needs assessment and individuals have been recommended for the vacancies, whether through the input of the Board Chair or individual trustees, the president, self-nomination, or recommendations from a shared governance body, the Board Chair or designee will review information regarding the recommended individuals and may elect to interview one or more of the recommended persons. It is possible that the Board Chair may require a resume, curriculum vitae, or completion of any paperwork that would be required by the Governor's Office to facilitate the interview. After the interview, and consistent with any information of timelines the Board's Office has received from the Governor's Office or the Oregon

Senate, the Board Chair will inform the Governor's Office of the name or names of recommended candidates for the vacancy.

5.0 Document History

WOU Board Statement on Board Vacancies (2) 160419.doc



Board Resolution on Shared Governance at Western Oregon University

The Western Oregon University Board of Trustees (“Board”) concludes as follows:

1. Recitals.

a. The establishment of separate, institutional governing boards for each of Oregon’s public universities, including Western Oregon University (“University” or “WOU”) is a profound opportunity for the success of students.

b. The authority of the Board and President may be informed and improved by the purposeful engagement with the University’s stakeholders—including its faculty, staff, and students.

c. The concept of shared governance in an academic environment is expected and appreciated.

d. The Board is much closer to the affairs of the University than previous governing boards.

e. A statement affirming the principles of shared governance is a critical step in the success of the University, building trust among University stakeholders and demonstrating a commitment to open deliberation and decision-making.

2. Principles and Values.

The Board is committed to shared governance in the academic environment and embraces the following principles and values to guide the effective and efficient governance and administration of the University:

a. Frank communication

b. Open deliberation and decision-making

c. Consistent reflection upon the University’s mission statement and strategic plan.

d. Recognition by all University stakeholders of roles and their responsibilities in the efficient governance and administration of the University.

e. Mutual trust and respect among all University stakeholders.

2. Definition.

Shared governance is defined as appropriately shared responsibility and cooperative action among the Board, administrators, faculty, staff and students and, as applicable, their duly-constituted representative bodies, intended to foster constructive and collaborative thought and action within the institutional structure in service of the University's mission.

3. Roles, Responsibilities and Representation.

a. Board

The Board is vested with the ultimate authority to manage the affairs of the University under Oregon law and applicable Board Statements and actions, including, the Board Statement on Delegation of Authority. The Board should receive and consider input and advice from University stakeholders, as articulated in this resolution, either through the President or directly to the Board through processes and channels established by the Board.

The Board, in its Bylaws and Board Statement on Committees, authorizes the creation of ad hoc committees to address specific topics from time to time. As appropriate, duly-elected or appointed representatives of the Faculty Senate, Staff Senate, or Associated Students of Western Oregon University (ASWOU) will be asked to participate in these ad hoc committees to provide their expertise and perspective.

b. President, Officers, and Administrators

The President, as the University's chief executive officer and president of the faculty, is responsible for directing the affairs of the University, provided the President's actions are consistent with law and Statements and actions of the Board, including, the Board Statement on Delegation of Authority. The President, officers, and administrators have as a primary responsibility the duty to promote collaboration and to encourage faculty and staff in the performance of their duties related to teaching, learning, student and institutional support, professional development, scholarly work and research, and community service.

The President has primary responsibility for communicating with and making recommendations to the Board. The Board expects the President, as appropriate, to provide meaningful opportunity for duly-elected or appointed representatives of the Faculty Senate, Staff Senate, or ASWOU, to offer input and advice on the President's recommendations. This includes, but is not limited to the President's recommendations concerning the University's budget, tuition and fee schedule, strategic plan, and mission statement.

The President also has primary authority for the approval of University Policies that define the expectations or requirements for University units and functions, as outlined in the Board Statement on Policies. The Board expects duly-elected or appointed representatives of the Faculty Senate, Staff Senate, and ASWOU to

participate in the University's Policy Council in order to offer input and advice on University policies.

c. Faculty Senate

The Board recognizes the faculty's central role in the development and stewardship of the University's academic mission, consistent with Oregon law and the Board Statement on Delegation of Authority. This includes responsibility, in conjunction with the President and the Provost, for (i) academic standards relating to admission to study at the University, (ii) curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University, and (iii) standards of student competence in a discipline. The Board also expects that the faculty will have substantial participation and input into the development of new academic degree programs and significant changes to academic degree programs before they reach the Board for consideration and approval and, as appropriate, transmission to the Higher Education Coordinating Commission for approval.

The Board recognizes the Faculty Senate as the internal representative body of the faculty. In order to set forth its internal processes for participating in shared governance, the WOU Faculty Senate is authorized, consistent with law and the Statements and actions of the Board, to formulate a statement of internal governance expressed as a constitution or in another appropriate format. The statement of internal governance must be consistent with applicable law and the Statements and actions of the Board and is subject to approval by the President in his or her role as president of the faculty. The President convenes and presides over the faculty and is authorized to veto any decision of the Faculty Senate. Notwithstanding the President's statutory role as the president of the faculty, the faculty's statement of internal governance may provide for a member of the faculty to serve as the Faculty Senate's president or chair. The statement of internal governance is subject to amendment by the Board after notice to and consultation with the President and the Faculty Senate. Subject to the approval of the President, the statement of internal governance may also be amended as provided for in the statement of internal governance statement, but no more often than annually.

d. Staff Senate

The Board recognizes the WOU Staff Senate as the internal representative body of the WOU staff. In order to set forth its internal processes for participating in shared governance, the WOU Staff Senate is authorized, consistent with law and the Statements and actions of the Board, to formulate a statement of internal governance expressed as a constitution or in another appropriate format. The statement of internal governance must be consistent with applicable law and the Statements and actions of the Board.

e. Associated Students of Western Oregon University

The Board recognizes the ASWOU as the recognized student government. In order to set forth its internal processes for participating in shared governance, the ASWOU is authorized, consistent with law and the Statements and actions of the Board, to formulate a statement of internal governance expressed as a constitution or in



Board Statement on the Performance Evaluation of the University President Board of Trustees of Western Oregon University

1.0 Policy

The Western Oregon University Board of Trustees (“Board”) will evaluate the president annually, and comprehensively at least once every five years (or prior to contract renewal).

2.0 Purpose

The purpose of the evaluation is to provide relevant feedback on presidential leadership and performance, to identify strengths and opportunities for development, to inform the Board of the overall, ongoing health of the University, and to assure the public that the Board is fulfilling its fiduciary responsibility for accountable oversight.

3.0 Guiding Principles

The Board will evaluate the president’s performance consistent with the following guiding principles. The performance evaluation of the president:

- 3.1 Fosters a trusting relationship between the Board and the president;
- 3.2 Furthers the Board’s commitment to shared governance;
- 3.3 Includes a retrospective look at performance according to specific goals and measurable outcomes and a forward look to position the University strategically for success; and
- 3.4 Will be considered in setting compensation and the comprehensive evaluation will be considered in contract renewal.

4.0 Process

4.1 Annual Evaluation

By April 1, the president will complete and submit a written self-assessment to the Board Chair. The self-assessment, at a minimum, will include:

4.1.1 Retrospective assessment:

- (a) A review of major institutional achievements over the previous assessment period, specifically as it relates to previously established goals and the University's strategic plan.
- (b) Dashboard metrics aligned with the University's strategic goals and fiscal health, and the president's response to these metrics, which at a minimum, shall include:
 - (i) Degrees granted in support of HECC allocation formula;
 - (ii) Overall enrollment and retention rates;
 - (iii) Fiscal margins, as measured by Board-established reserves;
 - (iv) Advancement funds from all sources, including grants and philanthropy; and
 - (v) Faculty recruitment and retention.
- (c) A review of the president's relationship to the Board, University leadership and other stakeholders.
- (d) A review of the challenges, both personally and institutionally.

4.1.2 Prospective assessment:

- (a) Provide targets for dashboard metrics to be achieved over the next year and potential obstacles to achievement.
- (b) Delineate specific goals for the president and the University that relate to the ongoing strategic plan of the University.
- (c) Assess potential opportunities, needs, challenges or threats over the next year.
- (d) Identify ways in which the Board can be of assistance over the ensuing year.

4.2 Presidential Feedback

The Board Chair may seek feedback from University, faculty, community, and student leadership as the Board Chair deems appropriate to provide formative feedback to the president.

Upon receipt of the president's written self-assessment, the Board Chair will meet with the president to discuss the self-assessment and any feedback obtained, and will then prepare a draft written evaluation of the president that summarizes the Board Chair's findings, including any additional recommendations and goals for the next year.

Following receipt of the draft self-assessment and evaluation, the EGTC will convene in executive session with the president to discuss the president's self-assessment and the Board Chair's draft written evaluation. The Board Chair will use input from the EGTC executive session to finalize the draft written evaluation. The president may also make changes to the self-assessment after EGTC input.

At the end of the academic year, most typically at the Board's regularly scheduled meeting in June or July, the full Board will meet in executive session to evaluate the president. Prior to this Board meeting, the Board Chair will transmit the president's self-assessment and final written evaluation to the Trustees in preparation for the executive session.

4.3 Comprehensive Evaluation

No less than every five years or in the year prior to the natural expiration of the president's employment agreement (or at any other time as determined by the Board), the Board will conduct a comprehensive evaluation of the president's performance. The comprehensive evaluation will assist the Board in its decision to reappoint or continue the president.

The comprehensive evaluation will include the annual evaluation for the year, but in addition will include the following:

- (a) Formal input from University stakeholders, including individual trustees, administrative cabinet, shared governance bodies, and external stakeholders, as the Board Chair determines is appropriate.
- (b) President's assessment of major successes and challenges over the last term of employment or last five years, whichever is appropriate.
- (c) President's proposed overall direction for the University and the president over the next contract or five-year period.
- (d) Any additional components for the review that may be requested in a timely manner at the discretion of the Board.

After the president submits a self-assessment to the Board Chair, the process for a comprehensive evaluation will follow the remaining steps outlined for an annual evaluation of the president, including a meeting between the Board Chair and the president, an executive session of the EGTC, and an executive session of the full Board.

Upon a satisfactory comprehensive evaluation of the president's performance, the Board may decide to reappoint or continue the president. It is expected that the evaluation, reappointment and/or continuation would occur at the regularly scheduled meeting of the Board in June or July, with contract negotiation to occur over the summer consistent with the Board's reappointment of the president. The term of the president's employment agreement, consistent with this evaluation schedule, will typically start on or about September 1.

5.0 Delegation

Any action to be taken by the Board Chair under this policy may, at the discretion of the Board Chair, be delegated to and taken, in whole or in part, by a designee of the Board Chair.

6.0 Confidentiality

All documents concerning the evaluation of the president's performance—whether an annual or comprehensive—are faculty records as defined by Oregon law and University policy. Faculty records under Oregon law are not public records and are designated as confidential by this Board Statement. All documents concerning the evaluation of the president's performance contemplated by this Board Statement will be maintained in the president's personnel file and will not be divulged to any party, other than Trustees or designated staff, without the consent of the president. No evaluative input solicited by the Board or included in the evaluation of the president may be anonymous.

7.0 Document History

7.1 Recommended for approval by the Executive, Governance, and Trusteeship Committee (April 18, 2017)

WOU Board Statement on Performance Evaluation of the University President 170426.doc



Board Statement on Quasi-Endowment Funds

1.0 Scope

This Board Statement applies to all University departments and operating units.

2.0 Policy

The Board of Trustees, for the benefit of the University, may establish, alter, or terminate quasi-endowment funds. A quasi-endowment fund functions in substantially the same manner as a true or permanent endowment fund, except that (1) the terms of a quasi-endowment fund are established by the Board, not by an external donor, and (2) the University may spend down the principal of a quasi-endowment fund under the authority of the Board. If the original source of a quasi-endowment fund is a restricted gift or other restricted assets, the fund must retain the restricted purpose as originally specified, and the fund's principal and earnings may be expended only for that purpose.

3.0 Rationale

From time to time the Board may decide to designate assets as quasi-endowment funds. These funds gain the benefit of the earning power of the University's consolidated endowment pool while retaining the flexibility to be expended in whole or in part. This Board Statement describes the requirements for establishing accounts that are to be classified, invested, and accounted for as quasi-endowments and provides an administrative framework for compliance with the appropriate, associated legal and accounting requirements.

4.0 Policy Elaboration

The creation, management, and termination of quasi-endowment funds may proceed only with the approval of the Board of Trustees. These funds create a mechanism for the University to save and invest sums of money to be spent over time to achieve long-range academic objectives. The Board may earmark a portion of the University's unrestricted net assets as a quasi-endowment to be invested to provide income for a medium- to long-term but unspecified period. Once established, a quasi-endowment fund must be invested in accordance with the Quasi-Endowment Investment Board Statement (IBS) approved by the Board of Trustees. New cash or assets may be added to a quasi-endowment fund only if that cash or those assets are unrestricted or bear restrictions that are compatible with the established quasi-endowment fund. Quasi-endowment's principal and interest may be partially or totally expended only with the approval of the Board of Trustees.

5.0 Policy Review

This Board Statement should be reviewed annually by the Board.

6.0 Definitions

A quasi-endowment fund is an expendable fund designated by the Board of Trustees for medium- to long-term investment. A quasi-endowment fund is established by the Board to function like an endowment fund but may be totally expended at the discretion of the Board.



Board Statement on the Investment of Quasi-Endowment Funds

1.0 Purpose of the Investment Portfolio

The primary purpose of the investment portfolio is to maintain the purchasing power of the Western Oregon University Quasi-Endowment assets over the mid-but unspecified term, to support **scholarships** and other University programs.

2.0 Organization Fiduciary

WOU Board of Trustees will be referred to as “The Board” throughout this Board Statement. The Board will engage an investment management consultant to manage the day-to-day investment decisions on the investment portfolio.

3.0 Investment Objective

The Board desires that its quasi-endowment portfolio will grow, over time, at a rate exceeding the consumer price index and will achieve that growth at a steady rate over time at increments less volatile than the stock market indices. The Board believes that a diversified equity and fixed income portfolio has the best chance to achieve this objective. Because of the mid-term nature of the expected uses of this fund, the assets should be invested into a balanced portfolio of equities and fixed income.

4.0 Investment Time Horizon

The expected investment horizon for this Plan is mid-but unspecified term with the Board having an authority to spend down the funds.

5.0 Targeted Rate of Return

Over a five year market cycle, it is the goal of the Aggregate Plan Assets to achieve an average annual return, net of fees, of **5.0%**

The investment goals above are the objectives of the Aggregate Plan, and are not meant to be imposed on each individual investment account.

6.0 Strategic Asset Allocation

<u>Asset Class</u>	<u>Minimum</u>	<u>TARGET</u>	<u>Maximum</u>
Cash & Equivalents	0%	5%	25%
Fixed Income	15%	40%	60%
US Equities	25%	35%	65%
International Equities – Developed	5%	15%	30%
Emerging Markets	0%	5%	10%
*Alternative Investments	-	-	-

Equities: 55%	Fixed Income: 40%	Alternatives: 0%	Cash: 5%
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*Alternative investments would include REIT's (Real Estate Investment Trusts), Commodities, Private Equity, Foreign Currency, Structured Products, and any other non-traditional asset class that the Board deems appropriate.

7.0 Fiscally and Socially Responsible Investing

The Board will not allow more than **10%** of the total portfolio value to be invested in fixed income securities with a Standard and Poor's credit rating below "**A**" (or equivalent). The Board will not allow more than **5%** of the total portfolio value to be invested in fixed income securities with a Standard and Poor's credit rating below "**BBB**" (or equivalent). The Board, at its discretion, may elect to invest some or all the funds in accordance with socially responsible investing.

8.0 Portfolio Rebalancing

The Portfolio will be reviewed at least semi-annually by the Investment Management Consultant to rebalance the portfolio back to the Board's preferred asset allocation. The Board will review this Board Statement annually or more often as needed to ensure its continued appropriateness.

9.0 Investment Manager Performance Review and Evaluation

Performance reports generated by the Investment Management Consultant shall be reviewed by the Board, the Board's Finance and Administration Committee, or the University's Vice President for Finance and Administration or designee at least quarterly. The investment performance of total portfolios, as well as asset class components, will be

measured against commonly accepted performance benchmarks. Consideration shall be given to the extent to which the investment results are consistent with the investment objectives, goals, and guidelines as set forth in this statement. The Board intends to evaluate the portfolio(s) over a 3-5 year period, but reserves the right to terminate an investment manager for any reason including the following:

1. Investment performance which is significantly less than anticipated given the discipline employed and the risk parameters established, or unacceptable justification of poor results.
 2. Significant qualitative changes to the investment management organization.
- Investment managers shall be reviewed regularly regarding Performance, Personnel, Strategy, Research Capabilities, Organizational and Business matters, and other qualitative factors that may impact their ability to achieve the desired investment results.

10.0 Roles and Responsibilities

10.1 ROLE OF THE BOARD

- Approve the selection of the investment managers and investment consultants and provide adequate oversight during their engagements.
- Review the performance of the Investment Managers to ensure the assets are invested within the guidelines of this Board Statement.
- Review this Board Statement for accuracy and completeness.
- Provide accurate, complete financial information to the Investment Managers and alert the Investment Managers to any significant changes to this information, including changes to the Board's financial objectives.
- Participate in periodic portfolio reviews with the Investment Managers.

10.2 ROLE OF THE INVESTMENT MANAGERS

- Prudently invest the portfolio assets within the guidelines of this Board Statement.
- Develop portfolio guidelines based on University's financial status, investment objectives, liquidity needs, tolerance for risk and investment time horizon.
- Provide the Board with portfolio reporting upon request.
- Recommend changes in asset allocation guidelines for this portfolio.
- Respond promptly to the Board's concerns and inquiries.

10.3 ROLE OF THE UNIVERSITY PRESIDENT, VPFA, AND THEIR DESIGNEES

- Exercise due diligence in checking the investment managers' and investment consultants' credentials and backgrounds prior to the board's selection.

- Contact the Investment Managers and the Investment Consultants with any questions or concerns regarding the investments.
- Monitor Investment performance on on-going basis
- Provide the Board with the attribution analysis based on Investment Managers' performance versus the benchmarks.
- Participate in monthly portfolio reviews with the Investment Management.

10.4. ROLE OF THE INVESTMENT CONSULTANT

- Provide the VPFA and FAC with customized performance reports versus the benchmarks.
- Assist the VPFA with attribution analysis
- Contact the Investment Managers with any questions or concerns regarding the investments on the VPFA's behalf.



Addendum to the Board Statement on the Investment of Quasi-Endowment Funds

1.0 Purpose of the addendum

This is addendum to the Board Statement on the Investment of Quasi-Endowment Funds (the Fund) adopted by the Board of Trustees (The Board) on October 17, 2018. On October 17, 2018, the Board has selected the Oregon State Treasury (OST) to serve as the Fund Investment Managers. OST is governed by the Oregon Investment Council (OIC) that has a prerogative of approving Western Oregon University Endowment Fund Guidelines for the OST. The purpose of this addendum is to establish investment benchmarks and to define investment restrictions in line with the OIC established guidelines.

2.0 Investment Restrictions

- a. **Cash:** Cash will be invested into the Oregon Short Term Fund
- b. **Fixed Income:** This component of the Fund shall adhere to the following criteria:
 - 1. Limit fixed income portfolio risk, as measured by tracking error, to an annualized target of 1.5 percent relative to the established fixed income benchmark;
 - 2. Average credit quality should not be lower than one grade below the approved fixed income benchmark index;
 - 3. The fixed income allocation should be sufficiently diversified;
 - 4. Below investment grade bonds shall not exceed 20 percent of the bond portfolio; and
 - 5. Non-US dollar bonds shall not exceed 20 percent of the bond portfolio.
- c. **Equities:** This component of the Fund shall adhere to the following criteria:
 - 1. Permitted Holdings: Publicly traded domestic, international and emerging market common stock, and other equity financial instruments.
 - 2. Diversification: Not more than five percent of the market value of any investment fund will be invested in any single issuer or security, unless part of an index fund.
- d. **Alternatives:** This component of the Fund should adhere to the following criteria:
 - 1. Alternative investments include private market investments, commodities, derivatives, and other non-traditional asset classes as defined by OST staff.

3.0 Asset Allocation and Benchmarks

Asset Class	Min-Max	Target	Benchmark
Emerging Market Equity	0-10%	5%	
International Equity (Developed)	5-25%	20%	
US Equity	25-65%	30%	
Total Equity	30-100%	55%	MSCI ACWI IMI
Fixed Income	15-60%	40%	Barclays US Aggregate
Cash & Equivalents	0-25%	5%	91 Day T-Bill
Alternatives	0%	0%	



Board Statement on Presidential Vacancies

1.0 Policy

The Western Oregon University Board of Trustees (“Board”) wishes to ensure an orderly, transparent process to identify and appoint a university president at such time a vacancy occurs in the position.

2.0 Purpose

The purpose of this Board Statement on Presidential Vacancies is to provide clear steps necessary for the Board to discharge its fiduciary duty in searching for and appointing a president to serve as the University’s chief executive and governing officer, as well as the statutory president of the University’s faculty.

3.0 Guiding Principles and Process: Regular Successor

3.1 Authority. Consistent with Oregon Revised Statutes (ORS) 352.096, the Board retains the sole responsibility and authority for the selection and appointment of the university president and delegates to the Board Chair the authority to organize and conduct the search and identification of a slate of finalists, consistent with this Board Statement, on its behalf.

3.2 Guidelines. At such time as the Board needs to search for a regular successor to the university president, the Board Chair will recommend search guidelines, consistent with this Board Statement, to the Board for approval. The guidelines may include, but are not limited to, elements such as whether or not to use a search firm to assist in the search process, the appointment of a representative search committee to assist the Board Chair by identifying finalists for the position, and the proposed timelines for the completion of the process.

3.3 Communication. The guidelines described at Section 3.2 will include various communication strategies, including but not limited to a website dedicated to the search process, to ensure faculty, staff, and students, as well as the broader community, are informed of the search and its process.

3.4 Search Firm. The guidelines described at Section 3.2 will include a recommendation the university contract for the services of a search firm to assist the Board, the Board Chair, and the search committee in the discharge their respective

duties in the search for a regular successor to the university president. A search firm, among other duties, will assist the Board, Board Chair, university, and search committee in the development of a leadership profile or other document to assist in the recruitment of candidates. The Board Chair may direct the search firm to gather input from a variety of stakeholders when preparing the leadership profile, including but not limited to Faculty Senate, Staff Senate, ASWOU, WOUFT, SEIU, the WOU Foundation, and the WOU Alumni Association. Any leadership profile or charge document developed by the search firm and/or search committee for the search must be approved by the full Board prior to its use in the search.

3.5 Search Committee. (1) Consistent with ORS 352.096(3), a single search committee will be organized to assist the Board Chair in the search process by identifying, recruiting, interviewing, and evaluating candidates for the Board Chair's consideration and transmittal to the Board for consideration. The search committee must be representative of the university community and include at least one sitting president of a public university in Oregon.

(2) The guidelines described at Section 3.2 will include the composition of the representative search committee for the search.

(3) The Board Chair will appoint all search committee members after consultation with the university community and receiving recommendations for individuals from the Faculty Senate, Staff Senate, and Associated Students of Western Oregon University (ASWOU), the university's shared governance groups. The Board Chair will consider recommendations from the shared governance groups for membership on the search committee. The Board Chair's decision on the search committee membership is final.

(4) The search committee will contain at least three Board trustees, one from each of the Board's standing committees as described in the Board Statement on Committees. The Board Chair will appoint one of the trustees to serve as the search committee chair.

(5) The Secretary to the Board will serve as a non-voting, ex-officio member of the search committee and as the search coordinator.

(6) The essential duty of the search committee is to recommend finalists for university president to the Board Chair. The search committee does not appoint or otherwise employ the university president. The search committee may meet with the Board Chair to describe its deliberations and to transmit its finalists to the Board Chair for consideration. The search committee may describe the strengths and weaknesses of each finalist to the Board Chair. The search committee will not rank or order the finalists.

(7) Before transmitting the search committee's slate of finalists to the full Board, the Board Chair will meet in executive session with the Board's Executive, Governance and Trusteeship Committee (EGTC) to determine whether to make any changes to the slate of finalists for the Board's consideration.

(8) Upon the identification of the slate of finalists after the Board's EGTC convenes, the Board Chair will transmit the slate to the full Board. Prior to the next steps in the search process, the full Board may also meet in executive session to determine whether to make any changes to the slate of finalists.

3.6 Board Deliberations. (1) Upon receipt of the slate of finalists for university president from the Board Chair, the Board, consistent with the guidelines described at Section 3.2, will:

- (a) Interview each finalist in executive session;
- (b) Convene in executive session after all finalists are interviewed to deliberate on the finalists; and
- (c) Prior to any action in an open session of the Board to appoint a university president, express preferences to the Board Chair as to the finalist with whom the Board would like the Board Chair to negotiate the possibility of appointment. If the negotiation is unsuccessful, the Board Chair will seek further input from the Board before negotiating with any other finalist.

3.7 Consultation with the Office of the Governor. Consistent with ORS 352.096(1), prior to the appointment of a university president, and at appropriate times throughout the process, the Board Chair will apprise the Oregon Governor of the progress of the search and appointment process for university president.

3.8 Board Action. Upon successful negotiation of the terms and conditions of employment between the Board Chair and the finalist, the Board will vote on the appointment of a successor university president at an open session of the Board.

4.0 Guiding Principles and Process: Interim Successor

4.1 Authority. Consistent with Oregon Revised Statutes (ORS) 352.096, the Board retains the sole responsibility and authority for the selection and appointment of the university president and delegates to the Board Chair the authority to organize and conduct the search for an interim successor, consistent with this Board Statement on Presidential Vacancies, on its behalf.

4.2 Guidelines. At such time as the Board needs to identify and appoint an interim successor for university president prior to the initiation of a search for a regular successor, the Board Chair will recommend search guidelines, consistent with this Board Statement, to the Board for approval.

4.3 Advisory Committee. The guidelines described at Section 4.2 will include whether or not the Board Chair requires an advisory committee to assist in stakeholder consultations, the identification of potential candidates, or the interview of potential candidates for an interim president. If required, the Board Chair will consult with the university community and receive recommendations from the Faculty Senate, Staff Senate, and ASWOU, the university's shared governance groups. The Board Chair's decision on the advisory committee membership is final.

4.4 Consultation. Prior to recommending a finalist or finalists for an interim successor, the Board Chair, consistent with the guidelines described at Section 4.2, will consult faculty, staff, and students, as well as the broader community (e.g., the WOU Foundation), regarding the scope of the process, the identification of potential candidates, and any other topic relevant to the appointment of an interim successor.

4.5 Recommendations. (1) Consistent with the guidelines described at Section 4.2 and after the consultation described at Section 4.4, the Board Chair will identify a finalist or a slate of finalists for an interim successor to the Board for consideration.

(2) Before transmitting a finalist or slate of finalists to the full Board, the Board Chair will meet in executive session with the EGTC to determine whether to make any changes to the finalist or slate of finalists for the Board's consideration.

4.6 Board Deliberations. (1) Upon receipt of the recommended finalist or the slate of finalists for an interim successor from the Board Chair, the Board, consistent with the guidelines described at Section 4.2, will:

- (a) Interview the finalist or finalists in executive session;
- (b) After all of the interviews, convene in executive session after all of the interviews to deliberate; and
- (c) Prior to any action in an open session of the Board to appoint an interim successor, express preferences to the Board Chair as to the finalist with whom the Board would like the Board Chair to negotiate the possibility of an interim appointment.

4.7 Board Action. Upon successful negotiation of the terms and conditions of employment between the Board Chair and the finalist, the Board will vote on the appointment of an interim president at an open session of the Board.

5.0 Confidentiality

The Board requires that all search committee members, advisory committee members, search firm employees, and university employees involved with or privy to any information about any search or process to appoint a regular or interim successor respect the confidentiality requirements included in any relevant guidelines described at Section 3.2 or 4.2, as appropriate.

6.0 Conflicts of Interest

The Board requires that all search committee members, advisory committee members, search firm employees, and university employees involved with any search or process to appoint a regular or interim successor uphold the highest ethical standards, including but not limited to declaring any actual or potential conflict of interest that would impede or inhibit the person's ability to participate in the process.

6.0 Document History

- (1) EGTC Recommendation, January 14, 2021
- (2) Board Approval, February 17, 2021



Board Statement on Diversity, Inclusion, Equity, and Accessibility

1.0 Policy and Purpose

The Western Oregon University Board of Trustees wishes to demonstrate the essential and paramount necessity of incorporating the values and imperatives of diversity, inclusion, equity, and accessibility throughout the University enterprise.

2.0 Definitions and Key Terms and Concepts

2.1 *Diversity* encompasses the similarities and difference between individuals accounting for all aspects of one's personality and individual identity. These similarities and differences include individual differences, such as life experiences, learning styles and personality types and group or social differences, such as age, color, disability, ethnicity, gender, gender identity or expression, marital status, national origin, political affiliation, race, religion, sexual orientation or veteran status.

2.2 *Equity* is the fair and just treatment of all members of a community. Equity requires commitment, is the goal of our work, and requires deliberate attention. It is, collectively, a step toward recognizing past exclusion and achieving genuine inclusion. Equity is not the natural state of things. The University must deliberately apply time, resources, and consideration to achieve this goal.

2.3 *Inclusion* is the active, intentional and ongoing engagement with diversity—with people, in the curriculum, in the co-curriculum, and in intellectual, social, cultural, and geographic communities in which individuals might connect—in ways that increase one's awareness, content knowledge, cognitive sophistication, and empathetic understanding of the complex ways individuals interact—and change—systems and institutions.

2.4 *Accessibility* is giving equitable access to everyone along the continuum of human ability and experience. Accessibility encompasses the broader meanings of compliance and refers to how the University makes spaces for the characteristics that each person brings.

2.5 *Cultural Competence* is an understanding of how institutions and individuals can respond respectfully and effectively to people from all cultures and backgrounds, races, ethnic backgrounds, disabilities, religions, genders, gender identifications, sexual orientations, veteran statuses, and other characteristics in a manner that recognizes,

affirms and values the worth, and preserves the dignity, of individuals, families, and communities. See HB 2864 (2017).

2.6 *Unconscious or implicit bias* are social stereotypes about certain groups of people that individuals form outside their own conscious awareness. All individuals hold unconscious beliefs about various social and identity groups and these biases stem from one's tendency to organize social worlds by categorizing.

2.7 *Underserved or underrepresented* includes anyone in the campus community—faculty, staff, students, stakeholders, vendors, or licensees—who have historically not received equitable resources when compared to other groups. Typically, these groups include those who have been underserved and underrepresented due to their age, color, disability, ethnicity, gender, gender identity or expression, marital status, national origin, political affiliation, race, religion, sexual orientation, or veteran status.

2.8 *Anti-Racism* is the active process of identifying, challenging, and changing the values, structures and behaviors that perpetuate individual and systemic racism. It does so by examining the power imbalances between racialized and non-racialized or differently racialized peoples.

3.0 Priorities and Expectations

3.1 *Climate*. The Board of Trustees expects purposeful and intentional action by the University and its employees and students to create and sustain a climate of respect, civility, and acceptance to allow all members of the University community—administrators, faculty, staff, and students—to succeed as a University employee or student.

3.2 *Recruitment and Retention of Employees*. The Board of Trustees expects purposeful and strategic prioritization of the recruitment and retention of University employees, including administrators, faculty, and staff. The Board expects measurable and demonstrable action and progress throughout all steps of an employee's relationship with the University, including but not limited to job announcements, the consideration of minimum and preferred qualifications, the composition and training of search committees, application and interview question, professional development, formal and informal mentor relationships, and the incorporation of the principles of diversity, equity, inclusion, and accessibility, as appropriate, in the performance evaluation of all employees.

3.3 *Recruitment and Retention of Students*. The Board of Trustees expects the purposeful and strategic prioritization of a diverse student body, as well as the primacy of culturally competent and inclusive practices, programming, and resources to retain as many students as possible. The Board expects measurable and demonstrable action

and progress in admission practices, financial aid practices, programming, student organizations, student resources, and new student orientation.

3.4 *Curriculum and Pedagogy.* The Board of Trustees—recognizing the faculty’s unique role in the development and stewardship of the University’s curriculum—expects the curriculum, academic departments and divisions, majors and minors, degree and certificate programs, pedagogies, and modalities to prepare students as citizens of an increasingly diverse and inclusive community, state, nation, and world. The Board expects pedagogies and modalities of instruction to challenge and educate students in culturally competent, inclusive and equitable ways. The Board expects measurable and demonstrable action and progress in incorporating the concepts of diversity, inclusion, equity, accessibility, and cultural competence into the curriculum, including but not limited to general education requirements, first-year seminars, major requirements, the development of elective courses, degree and certificate programs, and modalities of instruction.

3.5 *Community Partnerships.* The Board of Trustees expects the University to assume a prominent and obvious leadership role in embracing and embodying the strength of diversity, equity, inclusion, and accessibility in the community and with external partners. This includes purposeful and intentional engagement and support of affinity organizations, speaking engagements, federal, state and local initiatives, the WOU Foundation and the WOU Alumni Association.

3.6 *Business Practices.* The Board of Trustees expects the University to incorporate and sustain the values of diversity, equity, inclusion, and accessibility in its business practices. This includes, but is not limited to purposeful and intentional action and process in engaging minority, women and emerging small business (MWESB) vendors, making key documents accessible to the vendor community, and incorporating and upholding the values of diversity, equity, inclusion, and accessibility in its budget proposals and deployment of scarce resources.

3.7 *Facilities and Physical Plant.* The Board of Trustees expects the University’s maintenance of its facilities and physical plant to embody and uphold the values of diversity, equity, inclusion, and accessibility, including prioritizing physical accessibility to buildings, venues, and campus, proposals for art and installations on campus buildings and on campus grounds, and in the development of capital construction projects and engagement and procurement of vendors to perform construction, repair or work on campus facilities.

4.0 Accountability

The Board of Trustees expects the University to account for its intentional and purposeful elevation of diversity, equity, inclusion, accessibility, and cultural

competence as core institutional values. The Board of Trustees expects multiple avenues of reinforcing demonstrable accountability to ensure the University does not lose sight of the essential imperative of a diverse, equitable, inclusive, and accessible enterprise. These include, but are not limited to:

- Demonstrable primacy of these values in the University's strategic plan;
- Clear and demonstrable expectation that every member of the University community is responsible and accountable for these values;
- Clear and easily accessible avenues to share concerns, file grievances or complaints, or report bias without the fear of retaliation;
- Clear and demonstrable incorporation of data, evidence, and surveys in upholding and incorporating these values into University practices, processes, and initiatives;
- Clear and demonstrable availability of relevant training to assist members of the University community to uphold and incorporate these values into their relationship with the University; and
- Clear and demonstrable mechanisms to assess the University's progress in upholding and incorporating these values.

5.0 Reports

The Board of Trustees recognizes that the University Diversity and Inclusion Advisory Committee (UDIAC) and the University Cultural Competency Advisory Committee (UCCAC) assume critical roles in upholding and advising the University and the President on strategies, tactics, and goals to ensure the Board's expectations in this Board Statement. The Board expects periodic updates, as appropriate, from the President and the president's advisory committees, including UDIAC and UCCAC, among other campus stakeholders.

6.0 Document History

- 6.1** November 19, 2019: EGTC Review
- 6.2** November 5, 2020: EGTC Review
- 6.3** November 18, 2020: Full Board Review
- 6.4** April 7, 2021: EGTC Recommendation
- 6.5** April 21, 2021: Full Board Approval



**Western Oregon University Board of Trustees
Academic and Student Affairs Committee (ASAC)**

MISSION

The Academic and Student Affairs Committee (ASAC) of the WOU Board of Trustees is charged with ensuring effective operations related to teaching, research and public service programming of the university as well as programming and policy decisions in support of campus life. The ASAC is responsible for making recommendations to the Board, consistent with Board Statements and University policy, and to fulfil other duties as assigned by the Board.

AUTHORITY AND RESPONSIBILITIES

Academic Curriculum

The ASAC is responsible for review of and recommendation to the WOU Board of Trustees actions on the introduction of new degree, certificate or minor programs and assurance of maintenance of appropriate standards for academic accreditation.

Educational Policy

The ASAC is responsible for advising, reviewing, and recommending actions proposed by the University to the WOU Board of Trustees on admissions requirements, enrollment strategies, educational delivery methods and curricular program collaborations external to the university.

Academic Organization

The ASAC is responsible for review of and recommend to the WOU Board of Trustees actions proposed by the University on academic operational organization in support of students and faculty.

Student Co-Curricular Programming

The ASAC is responsible for reviewing, advising and making recommendations to the WOU Board of Trustees regarding the program and service offerings that affect the overall quality, satisfaction and outcomes of the student experience.

Student Health and Safety

The ASAC is responsible for reviewing, advising and recommending actions to the WOU Board of Trustees on policies and programs related to student health and safety.

Policies Governing Student Conduct and Student Organizations

The ASAC is responsible for reviewing, advising and recommending actions to the WOU Board of Trustees on policies related to student conduct and student organizations. The committee should include student interests in all policy decisions made by the Board.

ORGANIZATION

Membership; Structure; Quorum

The ASAC, consistent with the Board Statement on Committees, will consist of five members from the Board of Trustees. The chair of the ASAC will be appointed by the Board chair. The Vice President for Academic Affairs and the Vice President for Student Affairs will serve in their capacity as non-voting, ex officio members of the ASAC. A quorum of the ASAC will be three committee members, excluding the Vice President for Academic Affairs and the Vice President for Student Affairs.

Meetings

The ASAC will meet at least quarterly each year. ASAC meetings will be conducted in substantial compliance with the Board Statement on the Conduct of Public Meetings. Because committees 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(s), 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(s), 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 for Academic Affairs and the Vice President for Student Affairs will be staff to the ASAC.

Review of Charter

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

Document History

- Discussed and revised at May 27, 2015 ASAC Committee Meeting
- Approved by the Board of Trustees at October 28, 2015 Meeting



**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



**Western Oregon University Board of Trustees
Finance & Administration Committee (FAC)**

MISSION

The Finance and Administration Committee (FAC) of the WOU Board of Trustees is charged with ensuring effective operations and sound stewardship of the university's financial, human, technology, and physical assets in support of the university's mission. The FAC is responsible for making decisions delegated to it and making recommendations to the Board, consistent with Board Statements and University policy.

AUTHORITY AND RESPONSIBILITIES

General Responsibilities

Under the guidance of the full board, develop and recommend policies necessary to ensure university resources are managed prudently, efficiently, and effectively.

Develop and recommend, for Board adoption, the policy for operational and transactional authority to be delegated to the President and Vice President for Finance and Administration including reporting requirements and evaluation mechanisms.

Develop and monitor a set of financial performance and accountability measures for the university, including reporting requirements and evaluation mechanisms.

Develop and monitor a set of personnel standards regarding the education, experience, and certifications, if any, needed for all senior finance and administrative personnel in the university to efficiently and effectively discharge their duties and responsibilities.

Ensure a rigorous control environment and internal control structure that protects and safeguards institutional assets against losses.

The Chair of the Committee shall have the prerogative to defer Committee actions, where, in his/her opinion, the matter at hand is better suited for full Board consideration. The Chair of the Committee shall provide a standing report at each Board meeting as to the Committee's activities in the interim.

Operating budget and general finance issues

Advise the Board on the management of the ongoing financial and administrative affairs of the university

Evaluate, monitor, and advise the Board on financial risk posed by, but not limited to, capital projects, debt, and budget allocations.

Conduct the annual tuition and fee approval process that: 1) ensures resident student access and affordability are maximized to an extent feasible by meeting the Board's affordability goals; 2) includes significant student involvement and input in both the formulation and approval processes each year; and 3) combines the approval processes for both the academic year and summer session into one action in June each year.

Review and recommend the annual operating budget to the Board and approve any changes above Board thresholds thereto each year.

Approve quarterly budget management reports for the university.

Approve the annual management report and the annual financial statement analyses.

Review and approve treasury management policies.

Approve bond sales, including issuing determinations that a project is self-supporting and self-liquidating where applicable to the extent permitted by law, Certificate of Participation (COP) sales, and other financing agreements.

Review and approve the investment policy guidelines as needed.

Approve the quarterly and annual investment reports.

Capital budget issues

Review and recommend the capital construction budgets and project prioritization criteria to the Board for submission to the HECC each biennium.

Approve changes to capital project budgets.

Approve transfers of interest in university-owned real property in accordance with Board Statements or University policies.

Approve all capital construction projects as required by Board Statements or University policies.

Human resources

Develop and recommend policies addressing human resources and labor relations; including, but not limited to, diversity, grievance procedures, sexual harassment, criminal background checks, collective bargaining, classification/compensation, employee health insurance options/programs, and recruitment processes.

Provide oversight to personnel development plans for all senior finance and administration personnel to ensure that they are evaluated periodically and have the requisite education, experience, and certifications, if needed, to efficiently and effectively perform their duties.

Business operations

Focus the business functions of the university on supporting the university's mission and the Board's priorities.

Provide oversight of the procurement and contracting policies, including, but not limited to monitoring minority, women-owned and emerging small business utilization, the TRU retainer contract program, certain sole source contract approvals, special procurement processes, and emergency procurements.

Provide oversight of WOU risk management policies.

University computing operations

Provide oversight of information security policies; including, but not limited to System standards, disaster recovery plans, and incident response plans.

ORGANIZATION

Membership; Structure; Quorum

The FAC, consistent with the Board Statement on Committees, will consist of five members from the Board of Trustees. The chair of the FAC will be appointed by the Board chair. A quorum of the FAC will be three committee members, excluding the Vice President for Administration.

Meetings

The FAC will meet at least four times each year. FAC meetings will be conducted in substantial compliance with the Board Statement on the Conduct of Public Meetings. Because committees 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(s), 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(s), 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 for Finance and Administration will be staff to the FAC.

Review of Charter

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

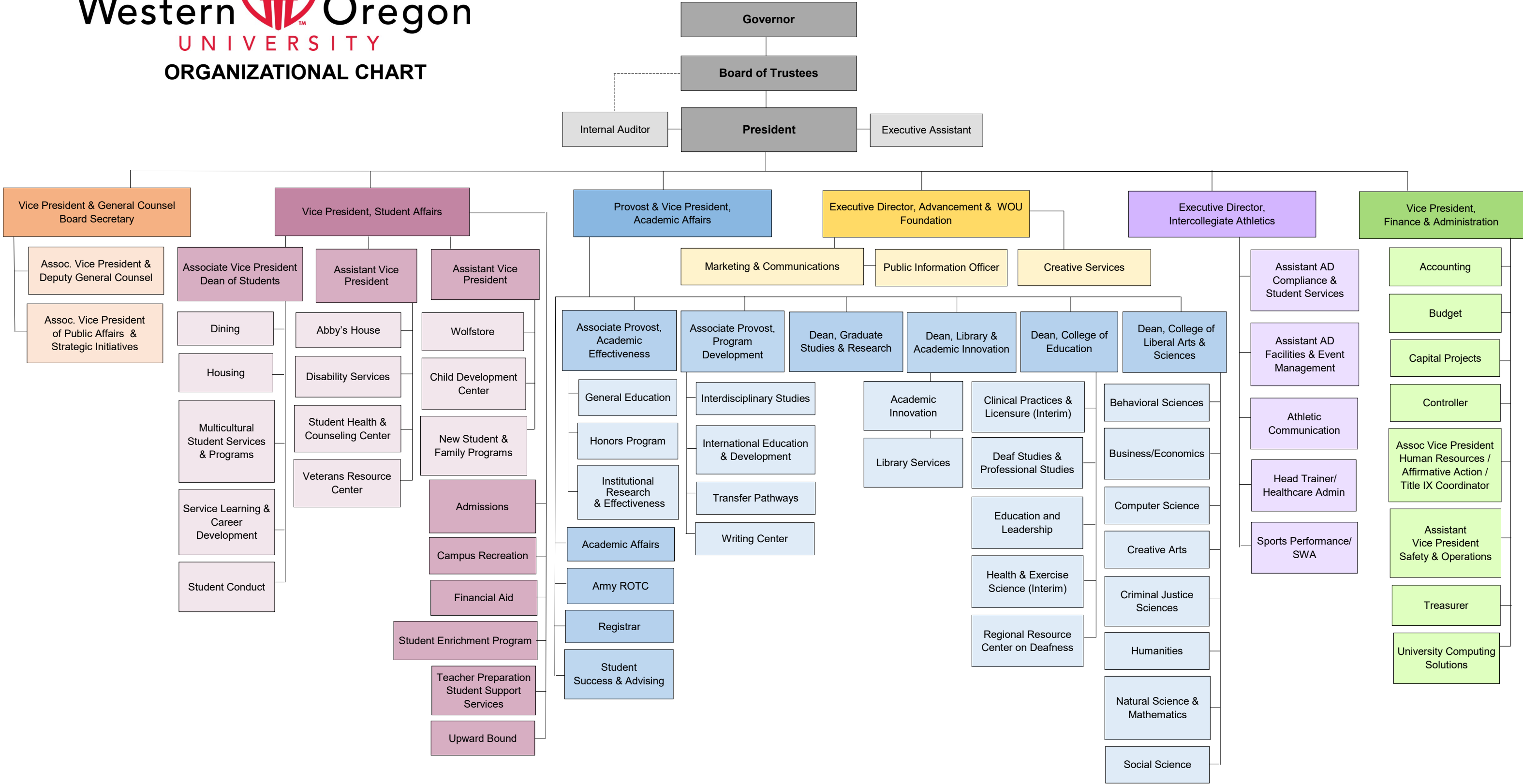
Document History

- Discussed and revised at May 27, 2015 FAC Committee Meeting
- Approved by the Board of Trustees at October 28, 2015 Meeting



Western Oregon UNIVERSITY

ORGANIZATIONAL CHART



Appendix B

Additional Resources

The following are general resources for board or commission service in the State of Oregon.

Public Records and Meetings

The *Attorney General's Public Records and Meetings Manual* is an exhaustive resource for both Oregon's public records and public meetings laws. WOU Board meetings, including executive sessions, are public meetings under Oregon law, while many of the documents, including trustee e-mails, are almost certainly public records. The manual may be accessed on-line here:

https://www.doj.state.or.us/wp-content/uploads/2019/07/public_records_and_meetings_manual.pdf

Election Law

Trustees are considered "public officials" for the purposes of Oregon's election laws. Generally, public officials cannot use public resources or time to support or oppose a candidate or ballot measure. The Secretary of State, responsible for Oregon's election laws, offers resources to understand the obligations of public officials. The resources may be accessed here:

<https://sos.oregon.gov/elections/Documents/restrictions.pdf>

https://sos.oregon.gov/elections/Documents/260.432_quickref.pdf

Government Ethics

Trustees are considered "public officials" for the purposes of Oregon's ethics laws, including the obligation to file a *Statement of Economic Interest* (SEI) with the Oregon Government Ethics Commission (OGE) each spring.

Information on Statements of Economic Interest may be accessed here:

<https://www.oregon.gov/ogec/public-records/pages/seis.aspx>

OGE's *A Guide for Public Officials* may be accessed here:

<https://www.oregon.gov/ogec/Documents/2021%20PO%20Guide%20Final%20Adopted.pdf>