



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

MISSION

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

AUTHORITY AND RESPONSIBILITIES

Employment of the President

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

Strategic Plan

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

Board Governance & Best Practices

The EGTC is responsible for developing an evaluation process and other governance best practices for the performance of the Trustees to improve Board function.

Board Retreat

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

Board Membership

When Board vacancies occur, the EGTC will assess Board needs and identify ideal characteristics of a new trustee (e.g., skill-sets, experience, geographic representation

that the current board might lack). EGTC will then bring this information to the full Board for discussion in a public meeting. The university community will be invited to submit recommendations about ideal characteristics to the Board. At the time that the Board notifies the Governor's Office of the impending vacancy(ies), the Board will also communicate their identified ideal characteristics.

Litigation, Legal Services, and Risk Management

The EGTC is responsible for bringing, consistent with other Board Statements, any and all recommendations regarding litigation or settlement of claims to the WOU Board of Trustees. The EGTC is responsible for accepting any and all reports with regard to legal services, collective bargaining, compliance, or enterprise risk management from the General Counsel. The EGTC will strategically assess risk to the University and recommend actions to the Board, as appropriate, to complement the Board's Finance & Administration Committee's responsibilities and recommendations for financial audit and insurance coverage. The EGTC shall serve as the Board's Internal Audit Committee. When acting as the Internal Audit Committee, the EGTC shall consider matters pertaining to internal controls, enterprise risk management, internal or external auditors, as the Board or President shall use, and audit plans and reports.

Board Statements

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

ORGANIZATION

Membership; Structure; Quorum

The EGTC, consistent with the Board Statement on Committees, will consist of the Board chair, the Board vice-chair, and three other members as appointed by the Chair. The Board chair will serve as the EGTC chair. A quorum of the EGTC will be three committee members.

Meetings

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

Agenda, Minutes, and Reports

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

Staff Designee

The Board Secretary and his/her designee will be staff to the EGTC.

Review of Charter

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

Document History

- Discussed and revised at the May 27, 2015 EGTC meeting
- Approved by the Board of Trustees at the October 28, 2015 meeting
- Amendment considered and recommended at the November 1, 2021 EGTC meeting
- Amendment approved by the Board of Trustee at the November 17, 2021 meeting
- *Discussed and revised at the January 27, 2023 EGTC meeting
- *Approved by the Board of Trustees at the February 15, 2023 meeting