



## **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 \$1,000,000.

1.6.3 The approval of the appointment of external auditors.

1.6.4 The approval of transactions or projects for which the total anticipated cost or value to the University exceeds \$1,000,000.

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

substantial degree. In the case of changes to the cost or value of the project, they are substantial if the cost or value changes by the lesser of 10% or \$1,000,000.

- f. Examples of types of transactions or projects which may exceed \$1,000,000 in cost or value to the University (and which, when they are anticipated to exceed that limit, require advance Board approval) include (but are not limited to):
1. Contracts for the acquisition, disposal or provision of goods and services;
  2. Real property transactions;
  3. Instruments relating to borrowing or debt finance transactions;
  4. Capital projects that have not already been addressed by prior board action, such as action relating to either the University budget or related financing transactions.

1.6.5 The approval of the execution of instruments relating to any borrowing or debt finance transaction which are or may be in excess of \$1,000,000, singularly or in the aggregate.

1.6.6 The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$1,000,000, unless the shares, stock or other equity or interests in or obligations of the entity are publicly traded or provided through the State Treasurer, Western Oregon University Foundation or a brokerage firm, investment bank, depository or other licensed firm.

1.6.7 Consent to the encumbrance of University real property by the State of Oregon.

1.6.8 The approval of any settlement agreement or release of claims which are or may be in excess of \$250,000.

1.6.9 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 the Board's Resolution on Shared Governance. Consultation shall not remove from the President the authority and the responsibility vested in the President by law and Board actions.

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

2.4 Committees, Councils and Advisory Groups. The President of the University shall establish and define the charge of any and all University committees, councils, and advisory groups, except as provided in Board action.

The establishment and charge of any and all University committees, councils and advisory groups shall be consistent with law and Board action. The recommendations and reports of all committees, councils and advisory groups shall be made to the President. The President shall inform the Board of the Board regarding significant recommendations and reports related to the affairs of the University.

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

2.6. University Personnel. The President of the University shall act for the Board of Trustees regarding all personnel and employment matters, including labor relations and approval of collective bargaining agreements. Subject to Board action, the President has the exclusive authority to and shall establish necessary or appropriate written policies covering all employees not represented by a collective bargaining organization and necessary or appropriate written policies covering employees represented by a collective bargaining organization, subject to any legal obligation to negotiate the terms and conditions of such policies with the exclusive representative of the relevant bargaining unit. Upon request by the Chair of the Board or a majority of the Board, the President shall provide the Board with requested information regarding personnel and employment matters, including labor relations and collective bargaining. The President may appoint volunteers as necessary or appropriate and establish the terms and conditions of the activities of such appointed volunteers.

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

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

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

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

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

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

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

2.8.6 The acquisition of insurance or self-insurance.

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

2.8.8 Deferred gift assets.

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

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

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

2.8.12 The selection of depositories and investments.

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

2.9 Legal Action. The President of the University, in consultation with the Chair, shall act for the Board of Trustees regarding all legal action necessary or appropriate to protect the interests of the University. However, no litigation shall be instituted against a public entity or official or in exercise of the power of

eminent domain without approval by the Board of Trustees. In addition, the President and the General Counsel shall keep the Board reasonable informed regarding any litigation commenced by or against the University.

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

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

### **3.0 Enforcement**

Board actions shall have the force of law to the extent set forth therein. Emergency and temporary Presidential actions may have the force of law to the extent set forth therein. Any Board action or Presidential action that is intended to have the force of law must include an opportunity for appeal. Any Board action or Presidential action may be enforced by the University through internal procedures and in any court of competent jurisdiction. All Board actions and Presidential actions are binding on University employees, students, volunteers, contractors and members of the public, except as set forth therein.

### **4.0 Categories of Authority**

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

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



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

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

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

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

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

Statement, Resolution, or action, or University Policy or Procedure, the Statement, Resolution, action, Policy, or Procedure will prevail.

## **5.0 Policy Review**

5.1 The Board directs the President to establish and maintain a representative body (e.g., President's Cabinet, task force, council) to assist in the development and approval of the University's statements of authority. The policy review process will be shepherded by the President or designee. The representative body will consist of representatives of the major functional units at the University as well as duly-elected or appointed representatives of the Faculty Senate, Staff Senate, and Associated Students of Western Oregon University ("ASWOU"). The representative body is a consultative, multi-functional group designed to provide valuable input and advice on the categories of authority described in this Board Statement.

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

5.3 The Responsible Officer is authorized to maintain Handbooks and Manuals described at Section 4.6 for any unit or department that reports to the Responsible Officer. The Responsible Officer may seek the advice and guidance of the representative body for Handbooks and Manuals but is not required to do so. Notwithstanding this authority, a Handbook or Manual is not valid unless it contains statements that (i) it does not create a contractual obligation unless expressly stated, (ii) that the official copy may be found on the University's policy website, and (iii) any inconsistency with a category of authority described at Section 4.3, 4.4, or 4.5 of this Statement will be resolved in favor of the applicable Board Statement, Resolution, or action, University Policy or Procedure, or, as applicable collective bargaining agreement.

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

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

5.6 Board Statements or Resolutions may come to the representative body for advice and consideration through a variety of channels, including the Board or its chair, its committees, whether standing or ad hoc, the President, or a Responsible Officer. The relevant Responsible Officer, at the direction of the Board chair, Board committee chair, or the President, may present a Board Statement or Resolution, whether new or existing, to the representative body for advice and consideration. After any advice and consideration by the representative body, and with the Board chair's authorization, the President or Responsible Officer may submit a draft Board Statement or Resolution to the University community for comment for at least seven calendar days. The draft may also be posted on the University's policy website during the comment period. After seven days, the President or Responsible Officer may compile any comments and seek the advice of the Board chair on whether to return the draft to the representative body for further refinement or include the draft Board Statement or Resolution in the Board's docket for action at a regular, special or emergency meeting. Notwithstanding the representative body's existence as a consultative, advisory group assembled for the benefit of the University, nothing in this Section shall be construed to require the Board or its committees to submit its Board Statements or Resolutions to the representative body.

## **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.

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**

7.1 November 16, 2022: Full Board approval to revision of section 5.0

7.2 February 15, 2023: Full Board approval to revision of section 1.6