



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

Meeting No. 41

May 22 2024 | 12:00-2:00 pm

Public Meeting: [Zoom](#)

Meeting ID: 870 8619 2097 | By Phone: 1-253-215-8782

AGENDA

I. CALL-TO-MEETING AND ROLL CALL

II. CHAIR'S WELCOME AND ANNOUNCEMENTS

III. CONSENT AGENDA

- a. [Approval of meeting minutes from April 5, 2024](#) (pg. 3)

IV. ACTION ITEMS

- a. Proposed [Internal Audit Plan FY 2024-2025](#) | David Terry, CPA, CFE, CIA
& Ryan Schnobrich CPA, CIA (pg. 5)

- b. [Discuss Proposed Board of Trustees Schedule for 2024-2025 &
2025-2026](#)

- c. Update on SB 273 Governance Changes to Board Statements (pg. 28)

1. [Western Oregon University Bylaws](#) (pg. 30)

2. [Western Oregon University Board Statement on Board Vacancies](#)
(pg. 55)

3. [Western Oregon University Board Statement on Conduct of Public
Meetings](#) (pg. 60)

4. [WOU Board Resolution on Responsibilities of Individual Trustees](#)
(pg. 70)

5. [Western Oregon University Board Statement on Performance of
Official Duties](#) (pg. 76)

6. [Western Oregon University Board Statement on Ethics and COI](#)
(pg. 80)

7. [Western Oregon University Board Statement on Presidential
Vacancies](#) (pg. 97)

Board of Trustees



8. Western Oregon University Board Statement on the Performance
Evaluation of the University President (pg. 107)

V. REPORTS & DISCUSSION ITEMS:

- a. Discussion of Self-Evaluation of the Board Process

VI. ADJOURNMENT



**PUBLIC MEETING OF THE WOU BOARD'S
EXECUTIVE, GOVERNANCE AND TRUSTEESHIP COMMITTEE (EGTC)
Meeting No. 40
April 5, 2024 | 09:00 am – 11:00 am**

Draft Meeting Minutes

I. CALL-TO-MEETING AND ROLL CALL

Chair Komp calls the meeting to order at 09:00am and asks Secretary Sorce to call the roll.

The following Trustees are present: Trustee Jerry Ambris, Trustee Susan Castillo, Trustee Gayle Evans, Trustee Kari Nelsestuen, Chair Betty Komp.

Other Staff Present: President Jesse Peters, Evan Sorce, David Terry, Ryan Schnobrich, Shandron Lehman, Healthier Brophy

II. CHAIR'S WELCOME AND ANNOUNCEMENTS

Chair Komp welcomed everyone to the EGTC meeting

III. CONSENT AGENDA

- 1) Approval of meeting minutes from February 2, 2024

Trustee Nelsestuen moves the approval of the February 2, 2024 meeting minutes and Trustee Evans seconds the motion. There was no additional discussion. The motion passed unanimously.

III. REPORTS & DISCUSSION ITEMS:

- 1) Internal Audit Update | David Terry, CPA, CFE, CIA & Ryan Schnobrich CPA.
CIA

Chair Komp introduced Mr. David Terry and Mr. Ryan Schnobrich from the Internal Audit Team. Mr Terry presented the Internal Audit update presentation, which can be found in the EGTC Docket for review. Trustee Ambris asked about best practices when looking at the Risk Assessments. How do we reduce the amount in the red? Mr. Terry mentioned that some of the offices will always be in the red because of the nature of the work. It is best practice to try to prioritize projects to determine where risk can be moderated, but just because an office is in red doesn't mean they are doing wrong. It is important to keep in mind that the red section should be audited more frequently than the green section.

- 2) Discuss Proposed Board of Trustees Schedule for 2024-2025 & 2025-2026

Chair Komp gave a bit of background on the issue and then asked Secretary Sorce to talk about the specifics on the calendar. Secretary Sorce emphasized that staff spends a lot of time scheduling meetings for the Board. The goal of putting together a schedule is to get certainty and consistency into the schedule and free up some capacity for staff to work on other priorities of the Board. It is important to

note that in both versions of the schedule, the ASAC and the FAC meet after the 4th week census to the greatest extent possible. This will ensure that those committees have the best information possible to allow them to complete their work. Option 1 prioritizes subcommittee meetings on Tuesday at 1 pm. Option 2 prioritizes subcommittee meetings on Thursday at 1 pm We also moved the timing of some of the entire board meetings as proposed two different Board retreats, both of which land after the September Legislative Days, where we hope to get several folks appointed to become Trustees. Secretary Sorce asked the Trustees to send him preferences and feedback on the proposed schedule. The Committee had a robust conversation about staying relatively flexible if the designated dates no longer work for folks. Secretary Sorce emphasized that these dates will be guidelines we can move a bit, but at least there will be a scheduled date that folks can have on their calendars.

3) Update on SB 273 Governance Changes to Board Statements:

Secretary Sorce gave an update on the Board Statement Changes as well as walked through the proposed changes to the Western Oregon University Bylaw as well as the Board Statement on Conduct of Public Meetings. Secretary Sorce presented to the Board a survey that will be on the Board's landing's page that asks the campus community to give feedback to the Board on Ideal Characteristics of Trustees. Secretary Sorce will post the survey on the Board's landing page.

IN THE INTEREST OF TIME CHAIR KOMP MOVED THE DISCUSSION OF THE BOARD SELF EVALUATION AND THE PRESIDENT'S EVALUATION PROCESS TO A FUTURE MEETING.

4) Discussion of the Chair and Vice-Chair Election Process:

Chair Komp started the conversation with the importance of an open process. Vice Chair Nelsestuen still has one more year in her term as Vice Chair. Secretary Sorce walked through the process used last year and suggested that we should use a similar process. It is important to note that Chair Komp will continue to serve on the Board

V. ANNOUNCEMENTS:

SB 1502 passed during the 2024 Legislative Session which starting in the fall of 2024 will require the Governance Boards of the Public Universities to publicly post recordings of all of our Board and Subcommittee meetings for view. Starting with our Board Retreat we will be complying with this law.

VI ADJOURNMENT

Chair Komp adjourned the meeting at 2:50pm.



Executive, Governance & Trusteeship Committee Wednesday May 22, 2024 Internal Audit, Internal Audit Plan FY 2024-2025

The annual audit plan is a guide that is developed for the utilization of the Internal Auditor's resources during the fiscal year to address the risks of Western Oregon University. The assessments of risks were performed through a collaborative process which included the Internal Auditor, the President, and members of the President's Senior Leadership.

The following key factors were considered to assess risk and develop the audit plan:

- Potential for impact on University-wide policies and procedures
- Changes in systems, processes, policies, or procedures
- Transaction volume
- Staff turnover

Ultimately, Internal Audit's objective is to provide management with information to reduce exposure to negative effects that may be associated with operations intended to achieve management's objectives.

STAFF RECOMMENDATION:

The Internal Auditor recommends that the WOU Executive, Governance and Trusteeship Committee accept the Internal Audit Plan FY 2024-2025 as included in the docket material.

Internal Audit Update

Presented by David Terry, CPA, CFE, CIA
May 2024

Objectives of Update

- 1) Update on Fiscal Year 2024 Internal Audit Plan.
- 2) Annual Risk Assessment & Fiscal Year 2025 (FY25) Audit Plan
- 3) Open discussion.

Objective 1 – Update on Internal Audit Plan

- 1) **Vendor Master File Project** – Project completed.
- 2) **Financial Aid Agreed Upon Procedures** - ~90% complete at this time. Audit team is working on drafting report to closeout this project.
- 3) **Clery Act Compliance Review** - ~70% complete at this time. Fieldwork testing is starting to wrap-up and then draft report will be compiled and shared with applicable management for response before finalizing project.

Objective 2 – FY25 Risk Assessment

Description	Risk Ranking	Total Risk Score FY25	Risk Score FY24	Risk Category	IA Planned for FY25?
Human Resources and Payroll	1	37.6	37.6	High	Yes [^]
Information Technology	2	37.6	37.3	High	No [^]
Student Affairs	3	37.4	37.4	High	No
Academic Affairs	4	37.3	37.3	High	No
Capital Planning, Construction, and Facilities	5	37.3	37.3	High	No [^]
General Counsel & Risk Management	6	35.9	35.9	Moderate	No
Financial Aid	7	35.7	41.8	Moderate	No [^]
Finance and Administration	8	35.6	35.3	Moderate	Yes [^]
Graduate Studies and Research	9	35.6	35.0	Moderate	Yes [^]
Athletics	10	35.4	35.4	Moderate	No
Diversity, Equity, and Inclusion and Title IX	11	35.3	35.3	Moderate	No
College of Liberal Arts and Sciences	12	35.3	35.3	Moderate	No
College of Education	13	35.3	35.3	Moderate	No
Advancement/Development	14	34.3	34.3	Low	No [^]
Presidents Office & Board of Trustees	15	33.4	33.4	Low	No
General Institution	16	33.1	33.1	Low	No
Public Safety	17	32.4	37.4	Low	No
Library	18	30.0	29	Low	No

Objective 2 – FY25 Risk Assessment

Main takeaways from FY25 risk assessment:

- 1) Audit coverage from Clery Act and Financial Aid projects are dropping total risk score for Public Safety and Financial Aid departments;
- 2) WOU has 5 high risk units in FY25, which is down from 7 high risk units identified in the FY24 risk assessment.

Objective 2 – FY25 Risk Assessment

Recommended projects based on the risk assessment:

- 1) **Payroll** – Project recommended to review and test some Payroll controls and how certain charges are applied to departmental budgets;
- 2) **Journal Voucher Controls** – Project recommended to review journal voucher controls across the university to help ensure proper review, approval, and supporting documentation is in place.

Objective 2 – Project Coverage

Description	Risk Ranking	Total Risk Score FY25	Risk Score FY24	Risk Category	IA Planned for FY25?
Human Resources and Payroll	1	37.6	37.6	High	Yes^
Information Technology	2	37.6	37.3	High	No^
Student Affairs	3	37.4	37.4	High	No
Academic Affairs	4	37.3	37.3	High	No
Capital Planning, Construction, and Facilities	5	37.3	37.3	High	No^
General Counsel & Risk Management	6	35.9	35.9	Moderate	No
Financial Aid	7	35.7	41.8	Moderate	No^
Finance and Administration	8	35.6	35.3	Moderate	Yes^
Graduate Studies and Research	9	35.6	35.0	Moderate	Yes^
Athletics	10	35.4	35.4	Moderate	No
Diversity, Equity, and Inclusion and Title IX	11	35.3	35.3	Moderate	No
College of Liberal Arts and Sciences	12	35.3	35.3	Moderate	No
College of Education	13	35.3	35.3	Moderate	No
Advancement/Development	14	34.3	34.3	Low	No^
Presidents Office & Board of Trustees	15	33.4	33.4	Low	No
General Institution	16	33.1	33.1	Low	No
Public Safety	17	32.4	37.4	Low	No
Library	18	30.0	29	Low	No

Payroll audit

Journal Vouchers audit

Objective 2 – FY25 Project Coverage

We will obtain coverage in at least 1 high risk unit and 2 moderate risk units from the 2 proposed audit projects for FY25.

Objective 2 – IIA Standards Required Disclosures

- 1) Organizational Independence (Standard 1110)
- 2) Quality Assurance and Improvement Program (Standard 1320)
- 3) Communication & Approval (Standard 2020)
- 4) Reporting to Senior Management & the Board (Standard 2060)

Note – If Internal Audit budget resources are cut and/or audit staff turnover then the Director of Internal Audit is required to report these impacts to the Executive and Audit Committee.

Questions?

Western Oregon University
Fiscal Year 2025 Internal Audit Plan



May 2024

Prepared by:
David Terry, CPA, CFE, CIA
Internal Audit Office

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PLAN OVERVIEW

This document provides the FY 2025 Internal Audit Plan as required by professional auditing standards.

AUDIT PLAN – Exhibit A

The final audit plan covers a 12-month period beginning July 1, 2024 through June 30, 2025. This plan includes internal audits selected based on the results of the entity wide risk assessment performed by Portland State University's (PSU) Internal Audit Office (IAO), who has been contracted by Western Oregon University (WOU) to provide internal audit services.

PRIORITIZED POTENTIAL AUDITS – Exhibit B

The IAO prioritized the university's departments, or auditable units, by sorting the units from highest risk to lowest risk based on scoring criteria used for the entity wide risk assessment. The IAO analyzed the results to determine if risk ratings were consistent with what professional judgment would expect. In addition, the IAO considered significant changes in processes units are currently undergoing and/or will be undergoing in the near future to help identify the timing of when an Internal Audit should occur. This resulted in the prioritized ranking of audits.

RISK FACTOR DEFINITIONS AND SCORING CRITERIA – Exhibit C

The IAO established risk criteria, based on best practices implemented by other Internal Audit Departments throughout governmental and higher education entities, to be used in determining the overall risk for each potential audit unit. The IAO scored risk for each auditable unit by: receiving input from key stakeholders throughout the university; scoring the complexity of each unit; scoring the significance of the impact an error and/or weakness would have to the college as a whole if a detrimental event were to occur in that unit; scoring the significance of revenues and expenditures flowing through the unit; and scoring risk based on the IAO's professional judgment.

AUDIT ENTITIES – Exhibit D

Exhibit D provides an overview of the audit universe at the university (i.e. "what is auditable"). Defining the audit universe is a critical step in helping plan future internal audits at the university. Each auditable unit must be distinct and contain activities structured to obtain common objectives. For the FY 205 entity wide risk assessment, there are 18 auditable units.

FY25 INTERNAL AUDIT PLAN & BUDGET

EXHIBIT A

Internal Audit Plan July 1, 2024 through June 30, 2025

Audit #	Engagement Title	Hours*	Timeframe**	Comments
Annual Risk Assessment	FY26 Annual Risk Assessment	40	May-June 2025	Required annually by IIA auditing standards.
Planned Audits				
2025-1	Payroll Controls Review	Estimated at 250 hours	July-Dec. 2024	
2025-2	Journal Voucher Controls Review	Estimated at 250 hrs.	Jan.-May 2025	
Other Services				
CONSULT	Consulting Work and Special Reviews	150 hrs.	Fiscal Year 2025	Consulting work as requested by mgmt.
	Total Audit Hours for FY 2025	690 hrs.		

* Hours may be adjusted as needed based on scope and objectives of the planned audit and potential issues identified during fieldwork.

** Dates may be adjusted as needed to avoid a negative impact on WOU projects, available staff and resources.

Description of Audits
July 1, 2024 through June 30, 2025

Audit #	Description
2025-1	Project will review WOU's internal controls and supporting documentation requirements for journal vouchers processed throughout the university. Also, project will review best practices for journal voucher controls to help determine if there may be recommendations for enhancements to journal voucher controls and/or supporting documentation. Furthermore, the project will look at Banner access and related controls within Payroll transactions.
2025-2	Project will review and test payroll controls primarily related to OPE (other payroll expenses) charges processed out to departmental budgets and specifically to federal grants. Review will help focus on these charges to help ensure budget expenditures to actual expenditures occurred is accurate and that charges to grant funded projects are accurate related to OPE.
Risk Assessment	The annual risk assessment forms the basis of the audit plan. Auditing standards require the IAO to conduct an annual risk assessment to conform to standards.
Consulting	WOU management may ask Internal Audit for consulting services to be performed in accordance with the Mission & Authority Statement for the Internal Audit Department.
Special Reviews	Includes hours for unplanned, special requests for audit reviews and investigations arising from allegations received and/or actual detrimental events occurring at the university.

FY25 ENTITY WIDE RISK ASSESSMENT

EXHIBIT B

FY25 Prioritized Audit Risk Model – Auditable Units

Description	Risk Ranking	Total Risk Score FY25	Risk Score FY24	Risk Category	IA Planned for FY25?
Human Resources and Payroll	1	37.6	37.6	High	Yes [^]
Information Technology	2	37.6	37.3	High	No [^]
Student Affairs	3	37.4	37.4	High	No
Academic Affairs	4	37.3	37.3	High	No
Capital Planning, Construction, and Facilities	5	37.3	37.3	High	No [^]
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Presidents Office & Board of Trustees	15	33.4	33.4	Low	No
General Institution	16	33.1	33.1	Low	No
Public Safety	17	32.4	37.4	Low	No
Library	18	30.0	29	Low	No

[^] External audit testing helps provide some coverage for these audit units. For example, IT receives some review each year under the external audit for GLBA compliance requirements.

FY 2025 RISK FACTORS, SCORING CRITERIA, & AUDIT PLAN APPROVAL PROCESS

EXHIBIT C

Overview of Entity Wide Risk Assessment

	A	B	C	D = A+B+C
Auditable Unit	Risk Assessment Interview Score	Financial Significance Score	Last Time Audit by IA Score	Total Risk Score
Example Auditable Unit A	30	6	7.2	43.2
Example Auditable Unit B	10	0.5	0	10.5

Risk Assessment Interview and Survey Score – The IAO held interviews with WOU executive management to help gain an understanding of risks and obstacles each unit was facing and to gain a more thorough understanding of the duties and responsibilities of each unit. The IAO asked stakeholders questions on where these managers saw risks at WOU, both internal risks and external risks. The IAO also sent a risk assessment survey to approximately 30 WOU managers to get their input on risks at WOU during the FY23-24 risk assessment that was reviewed and considered.

IAO scored the responses provided by stakeholders interviewed and surveyed based on IAO’s collective professional experience and observations of these auditable units and related risks in higher education. The IAO assessed an initial risk score based on the risk assessment interviews and placed this score into Column **A** above. The highest score possible for this section of the risk assessment was 30 points and the lowest was 10 points.

Financial Significance Score – The IAO also assigned a risk score to each auditable unit based on how much revenues the unit processed during fiscal year 2023 (FY23) or how much expenditures the unit incurred during FY23. The primary concept of the risk scoring for this attribute was that as the amount of revenues and/or expenditures increases in a unit the risk for

that unit also directly increases. The IAO primarily used financial data provided by WOU’s Budget Office to obtain the revenue and expenditure amounts. The greater of revenues or expenditures being processed through the unit for FY23 was used to score the financial risk for the unit using the scoring matrix outlined below:

Risk Score Matrix for Financial Significance:

Revenue or Expenditure Total for FY23	Multiply Risk Score in Column A by the Percentage Below and Place the Results in Column B
> \$5,000,000	20%
\$4,999,999 to \$3,000,001	15%
\$3,000,000 to \$1,000,001	10%
\$1,000,000 to \$0	5%

The highest score an audit unit could obtain from the financial risk scoring here would be 6 points, and the lowest possible score an audit unit could obtain from this scoring would be .5 points.

Last Time Audited Score - The IAO also assigned a risk score to each auditable unit based on how much time has elapsed since an internal or external audit was conducted over all or a portion of the respective auditable units. A risk score was added onto each auditable unit using the scoring matrix below based on the length of time that has elapsed from the IAO’s last audit of the unit.

Last Time Unit was Audited	Risk Points Scale
Audited 5+ years ago	20%
Audited 2 to 5 years ago	10%
Audited within 1 to 2 years ago	0%

The risk scores from the length of time elapsing since an audit had been conducted at the auditable unit was placed in Column C above by taking the sum of risk score attribute A plus attribute B and multiplying that sum by the percentage in the Last Time Unit Was Audited matrix above. The highest risk score possible for Column C would be 7.2 and the lowest risk score possible for Column C would be 0.

Total Risk Score - To obtain the total risk score for each auditable unit, the IAO took the sum of the risk scores noted in Columns A through Column C, which was then placed in Column D as the auditable unit’s total risk score. These risk scores are the scores presented in Exhibit B and these risk scores were used to sort the various auditable units from high risk (i.e. units scoring 30 points or more) down to low risk units (i.e. units scoring below 20 points). The highest total risk score an audit unit could obtain using the risk scoring criteria above would be a score of 43.2 points, and the lowest score an audit unit could obtain would be a score of 10.5 points. Finally, to help designate high, moderate, and low risk audit units, the IAO took any audit unit that scored 36 points or higher and classified this as high risk. Units scored between 35.99 to 35.0 points were assessed as moderate risk. Units scored 34.9 points or less were assessed as low risk.

Internal Audit Plan Approval Process Flowchart

IAO conducts a financial analysis over each audit unit's fiscal year 2023 financial transactions. This analysis is scored into a portion of each audit unit's risk assessment score.



IAO interviews a sample of key stakeholders at WOU to receive input into the annual risk assessment and audit plan and to discuss potential risks to WOU and controls implemented to mitigate those risks. The input from the interviewees is then scored as a portion of the risk assessment scores



Draft annual audit plan and results of annual risk assessment presented to Executive and Audit Committee (EAC) at May meeting. EAC and IAO finalize the areas to be audited over the next fiscal year based on review and discussions over the results of the annual risk assessment.



IAO projects conducted in accordance with the approved audit plan.

EXHIBIT D

AUDITABLE UNITS DEFINED

Auditable Units Summary Descriptions

- 1. Academic Affairs** – This unit includes Student Success & Advising; Office of International Students and Academic Support; Academic Effectiveness; the Learning Center; the Writing Center; Accreditation; Honors Program; Institutional Research; Provost Office; and Registrar’s Office. Academic Affairs is budgeted under Index Codes AAD901 through WRC901 in Banner.
- 2. Advancement & Development** – This audit unit includes Strategic Communication & Marketing; the WOU Magazine; the Office of Institutional Advancement; and the Alumni Office. Advancement & Development is budgeted under Index Codes COM902 through MKT902 in Banner.
- 3. Athletics** – This audit unit covers all men’s and women’s sports programs at WOU. This audit unit is budgeted under Index Codes JF1101 through JF3101 in Banner.
- 4. Capital Planning, Construction, and Facilities** - This auditable unit includes the Capital Planning and Construction; Energy Management; Building Maintenance and Alteration; Janitorial; and Grounds Maintenance. This audit unit is budgeted under Index Codes CPC901, PPF715, and PPO908 through PPO920 in Banner.
- 5. College of Education** – The College of Education audit unit includes Clinical Practice & Licensure; Education & Leadership; the Dean’s Office; Deaf Studies & Professional Studies; and Health & Exercise Science. The College of Education is budgeted under Index Codes CPL901 through HEX901.
- 6. College of Liberal Arts and Sciences** – The College of Liberal Arts and Sciences audit unit includes Social Science; Business; Creative Arts; Criminal Justice; Computer Science; the Dean’s Office; Military Science Labs; Humanities; Mathematics; Natural Sciences; Nursing; and Psychology. The College of Liberal Arts and Sciences is budgeted under Index Codes BUS902 through SOC902 in Banner.
- 7. Diversity, Equity, and Inclusion and Title IX** - The Office of Diversity Equity & Inclusion helps to manage and support the campus community’s diversity, equity, and inclusion efforts along with the coordination of the university’s Title IX compliance processes. This audit unit is budgeted under Index Codes DEI901 in Banner

- 8. Finance and Administration** – This auditable unit includes the Business Services; Records Retention; Budget and Resource Planning; Grounds Maintenance; Print Production; the Mail Room; Bookstore, Occupational & Environmental Safety; Emergency Preparedness and the Office of the Vice President for Business & Finance. This audit unit is budgeted under Index Codes BAO901 through VPF901 in Banner, but excludes Index Codes HR0915, UCS901 through UCS916, CPC901, PSS917, PPF715, and PPO908 through PPO920. **Note – This operational unit does include Human Resources & Payroll, Public Safety, Capital Planning, Construction & Facilities, and Computing Services/IT; however, these units have been broken out and assessed separately for this audit risk assessment.**
- 9. Financial Aid** – This auditable unit represents the Financial Aid Office and all Title IV federal financial aid funds managed by WOU. This auditable unit is budgeted under Index Code FAI908 in Banner.
Note - The Internal Audit Office broke the Financial Aid Office out separately from Student Affairs as Financial Aid has unique federal regulations to comply with related to the handling of Title IV federal financial aid funds.
- 10. General Counsel & Risk Management** – This auditable unit represents the Office of General Counsel, Risk Management, and funds budgeted for specialized outside legal services. This auditable unit is budgeted under Index Codes LEG901 through LEG903.
- 11. General Institution** – This auditable unit includes Fee Remissions; Indirect Cost Recoveries; SELP Loans; State Government Assessments; and other university wide reserves and fees. This audit unit is budgeted under Index Codes GEN710 through IDC901 in Banner.
- 12. Graduate Studies and Research** – This auditable unit includes the Graduate Office; Graduate Assistant Remissions; RCD Operations; Sponsored Projects; the Institutional Review Board; and Sponsored Research Support Services. This auditable unit is budgeted in Banner under Index Codes GRA901 through TRI294.
- 13. Human Resources and Payroll**– This auditable unit represents all human resource processes, control and compliance requirements, and payroll transactions of the entire university. This auditable unit is budgeted under Index Code HR0915 in Banner. **Note - The Internal Audit Office broke Payroll and Human Resources out separately from the Finance and Administration audit unit as Payroll and Human Resources have unique State and Federal regulations to comply with related to the hiring, employing, and paying for employee services at WOU.**
- 14. Information Technology** - This auditable unit includes Computing Services. This audit unit is budgeted under Index Codes UCS901 through UCS916 in Banner. **Note – This operational unit falls under Finance and Administration; however, this unit has been broken out and assessed separately for this audit risk assessment due to the unique risks within this unit.**
- 15. Library** - This auditable unit includes Library Operations; Academic Innovation; and Library Exhibits, Books, Subscriptions/Databases, and Open Educational Resources. This audit unit is budgeted under Index Codes LIB901 through LIB971 in Banner.

- 16. President's Office & Board of Trustees** – This auditable unit includes the President's Office, support funds and support operations of the WOU Board of Trustees; and the Public Affairs & Strategic Initiatives. This unit is budgeted under Index Codes PRE907 through PSI901 Banner.
- 17. Public Safety** - This auditable unit includes the Public Safety Office, Parking, and Emergency Management and the university's Clery Act compliance requirements. Public Safety is budgeted under Index Code PSS917 in Banner. **Note - The Internal Audit Office broke Public Safety out separately from the Finance and Administration audit unit as Clery Act compliance is deemed a material compliance requirement for the entire university that was broken out to be assessed as its own unique auditable unit.**
- 18. Student Affairs** - The Student Affairs audit unit includes the Office of Admissions; Housing and Dining; Campus Recreation; Community Internship Programs; the Freedom Center; the Vice President of Student Affairs Office; the Career Development Center; the Office of Disability Services; Upward Bound; Student Enrichment; the Veteran's Success Center; Abby's House; Multicultural Student Services; and ID Photography. Student Affairs is budgeted under Organization Codes 422100 through 460910 and includes Index Codes ADM924 through SEO909 in Banner.



Executive, Governance & Trusteeship Committee Wednesday May 22, 2024 Update on SB 273 Governance Changes to Board Statements

During the 2023 Legislative Session, the Oregon Legislature adopted [SB 273](#) which changed the board's makeup and mandated many changes to how the Oregon Universities' Governing Boards Conduct themselves. Fortunately for WOU, we had already adopted a number of the changes this piece of legislation mandated; however, we need to amend our Board Statement to ensure they comply with the new law.

Throughout this academic year, Secretary Sorce slowly worked through and amended eight (8) board statements in an attempt to ensure that our Board Statements comply with the changes made in SB 273. The following Board statements are the product of that work. To make this a bit easier for Trustees, Secretary Sorce included a version with edits (reflected in bold italic font for additions and red bolded strikethrough font for removal) and a clean version. The changes made in each Board Document are as follows:

WOU Bylaws – Updates were made to reflect the change in Board membership, change language regarding the Board's relationship with labor negotiations, added language that mentions Trustees have email addresses as well as basic edits.

1. **Board Statement on Board Vacancies** – Revised to include Vice Chair as part of the vetting process, Board composition section updated, application process updated, Conduct Needs Assessment Expanded, added language regarding communication with Governor's Office and outlined Other Board Positions, and added basic updates, edits, and corrections.
2. **Board Statement on Conduct of Public Meetings** – More details were added to the order of regular meetings and to the procedure for appearing before the board for reports or public comments; responses to public comments were also added, as were basic edits.
3. **Board Statement on the Responsibilities of Individual Trustees**– Changes with emphasis added to attendance, upholding responsibilities, added frequency, and involvement of the university community added to the evaluation process. Clarified the directing of the President and staff provision and made some basic edits.
4. **Board Statement on the Performance of Official Business** – Inclusion of a introduction statement on fiduciary responsibilities, as well as basic edits.

5. **Board Statement on Ethics and Conflict of Interest** – Made Specific and expanded definition of Duty of Obedience as well as basic edits and corrections.
6. **Board Statement on Presidential Vacancies** - Included additions to the search committee and the search guidelines as well as basic edits.
7. **Board Statement on the Performance Evaluation of the University President**
– Basic edits

STAFF RECOMMENDATION:

The Secretary recommends that the WOU Executive, Governance and Trusteeship Committee accept the Updates of the Western Oregon University Board Statements En Bloc as included in the docket material.



**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**

1.0 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.

2.0 Membership and Voting. The membership of the Board is established by **Oregon** 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. **All members of the Board of Trustees of Western Oregon University shall serve terms and have voting privileges in accordance with Oregon Law.**

2.1. Pursuant to Oregon Law, the Board shall include two persons who are undergraduate students enrolled at the University. One undergraduate student shall be a voting member of the Board and one undergraduate shall be a nonvoting member of the Board. The term of office for undergraduate students shall be two years and be staggered, such that to the degree practicable, a student serves as a non voting member of the board during the first year of the student's term of office as and as a voting member of the board during the second year of the student's term of office.

2.2. The Board shall include one person who is a graduate student enrolled at the university if the university has more than 400 graduate students, or if graduate students

comprise more than 15 percent of the total number of students enrolled at the university, based upon certified enrollment data of the fall term prior to the nomination. The term of office for the graduate student member is two years and this member shall be a voting member of the board.

- 2.3. **The Board shall include one person who is a member of the faculty, and one person who is a member of the non-faculty staff of the University. The term of office for the faculty and non-faculty staff members of the governing board is two years and each shall be a voting member of the board.**

The term for all other Board members appointed by the Governor is four years. A member of the governing board may not be appointed to serve more than two consecutive full terms.

3.0 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. **Resignation shall take effect at the time specified in the letter of resignation or within 30 days of the date of its receipt.** 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.

4.0 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.

5.0 Board Officers

5.1. 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.

5.2. 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.

5.3. 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.

5.4. 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.

5.5. 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.

6.0 Compensation; Reimbursement of Expenses. A Trustee performing *their his-or-her* official duties acting in *their 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.

7.0 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

1.0 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.

2.0 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.

3.0 Manner of Acting.

3.1. 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.

3.2. 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.

3.3. 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.

4.0 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:

4.1. Set a time for adjournment.

4.2. Call a recess.

4.3. Take any measure necessary or appropriate to assemble a quorum.

4.4. Absent a quorum, the Board may meet for the purposes of gathering information and making public announcements but no formal action may be taken.

5.0 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.

6.0 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

1.0 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.

2.0 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.

3.0 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. ***Notice and*** Minutes of emergency Public Meetings shall describe the emergency justifying the emergency Public Meeting.

4.0 Place of Meetings. All Public Meetings of the Board shall be held in the State of Oregon at a location owned, controlled, leased, ***rented***, or licensed by the University. ***Emergency Public Meetings necessitating immediate action may be held at other locations.***

5.0 Notice of Meetings.

5.1 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.

5.2 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, ***to the Trustee's institutional email address***, 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.

6.0 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

1.0 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.

2.0 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.

3.0 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.

4.0 Provost. The President shall appoint a Provost who shall have such powers and duties as assigned by the President. In the absence or incapacity of the President.

5.0 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

1.0 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 **they s/he** have 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.

2.0 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. ***The graduate student and undergraduate student members of the governing board may not participate in any discussions or actions by the board or attend any executive sessions of the board involving collective bargaining issues that affect graduate students or undergraduate students at the University.***

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

ARTICLE IX Indemnity

1.0 Indemnification and Defense in General.

1.1. 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.

1.2. 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.

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

2.1. 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.

2.2 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:

2.2.1 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.

2.2.2 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.

2.2.3 Such advances shall be made without regard to the person's ability to repay such advances.

3.0 **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.

4.0 **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.

5.0 **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.

6.0 **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

1.0 **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.

2.0 Email Addresses. Each trustee will be provided with an institutional electronic mail address. Trustee email addresses will be clearly and publicly posted on the University Website.

3.0 Fiscal Year. The fiscal year of the university begins on July 1 of each year and ends on June 30 of the succeeding year.

4.0 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.

5.0 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.

6.0 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.

7.0 Document History

Revision	Change	Date
	<i>Initial Version</i>	<i>Adopted by Western Oregon University Board of Trustees at their April 22, 2015 meeting</i>
1	<i>Updates to change in membership, labor negotiations language updated, email addresses added, in addition to basic edits</i>	<i>Prepared for the Executive, Governance, and Trusteeship Committee for their May 22, 2024 meeting.</i>

Approved on _____, 2024.

Chair of the Board

Secretary of the University



**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**

1.0 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.

2.0 Membership and Voting. The membership of the Board is established by Oregon 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. All members of the Board of Trustees of Western Oregon University shall serve terms and have voting privileges in accordance with Oregon Law.

2.1. Pursuant to Oregon Law, the Board shall include two persons who are undergraduate students enrolled at the University. One undergraduate student shall be a voting member of the Board and one undergraduate shall be a nonvoting member of the Board. The term of office for undergraduate students shall be two years and be staggered, such that to the degree practicable, a student serves as a non voting member of the board during the first year of the student's term of office as and as a voting member of the board during the second year of the student's term of office.

2.2. The Board shall include one person who is a graduate student enrolled at the university if the university has more than 400 graduate students, or if graduate students comprise more than 15 percent of the total number of students enrolled at the university, based upon certified

enrollment data of the fall term prior to the nomination. The term of office for the graduate student member is two years and this member shall be a voting member of the board.

- 2.3. The Board shall include one person who is a member of the faculty, and one person who is a member of the non-faculty staff of the University. The term of office for the faculty and non-faculty staff members of the governing board is two years and each shall be a voting member of the board.

The term for all other Board members appointed by the Governor is four years. A member of the governing board may not be appointed to serve more than two consecutive full terms.

3.0 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. Resignation shall take effect at the time specified in the letter of resignation or within 30 days of the date of its receipt. 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.

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5.0 Board Officers

5.1. 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.

5.2. 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. 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.

5.3. 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.

5.4. 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.

5.5. 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.

6.0 Compensation; Reimbursement of Expenses. A Trustee performing their official duties acting in their 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.

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ARTICLE IV

Meetings of the Board

1.0 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.

2.0 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.

3.0 Manner of Acting.

3.1. 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.

3.2. 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.

3.3. 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.

4.0 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:

4.1. Set a time for adjournment.

4.2. Call a recess.

4.3. Take any measure necessary or appropriate to assemble a quorum.

4.4. Absent a quorum, the Board may meet for the purposes of gathering information and making public announcements but no formal action may be taken.

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notice is waived.

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4.0 Place of Meetings. All Public Meetings of the Board shall be held in the State of Oregon at a location owned, controlled, leased, rented, or licensed by the University. Emergency Public Meetings necessitating immediate action may be held at other locations.

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5.1 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.

5.2 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, to the Trustee's institutional email address, 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.

6.0 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

1.0 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.

2.0 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.

3.0 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.

4.0 Provost. The President shall appoint a Provost who shall have such powers and duties as assigned by the President. In the absence or incapacity of the President.

5.0 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

1.0 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 they ~~s/he~~ have 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.

2.0 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. The graduate student and undergraduate student members of the governing board may not participate in any discussions or actions by the board or attend any executive sessions of the board involving collective bargaining issues that affect graduate students or undergraduate students at the University.

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

ARTICLE IX Indemnity

1.0 Indemnification and Defense in General.

1.1. 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.

1.2. 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.

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

2.1. 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.

2.2 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:

2.2.1 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.

2.2.2 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.

2.2.3 Such advances shall be made without regard to the person's ability to repay such advances.

3.0 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.

4.0 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.

5.0 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.

6.0 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**

1.0 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.

2.0 Email Addresses. Each trustee will be provided with an institutional electronic mail address. Trustee email addresses will be clearly and publicly posted on the University Website.

3.0 Fiscal Year. The fiscal year of the university begins on July 1 of each year and ends on June 30 of the succeeding year.

4.0 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.

5.0 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.

6.0 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.

7.0 Document History

Revision	Change	Date
	Initial Version	Adopted by Western Oregon University Board of Trustees at their April 22, 2015 meeting
1	Updates to change in membership, labor negotiations language updated, email addresses added, in addition to basic edits	Prepared for the Executive, Governance, and Trusteeship Committee for their May 22, 2024 meeting.

Approved on _____, 2024.

Chair of the Board

Secretary of the University



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 **twelve eleven** and **sixteen fifteen** members. One position is a non-voting, ex officio position reserved for the university's president. **Two of the positions are designated for undergraduate students enrolled at the university. An additional position is designated for a graduate student enrolled at the university.** Two **three** of the positions are designated for a faculty member, **and 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

With the exception of the University President, aAll 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 **the at-large** 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 **is in** discharging **their 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, **good judgement**, and civic virtue.
- 3.3.8 A commitment to equity, diversity and inclusion.

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 nominate a candidate to fill the vacancy through an internal governance process in accordance with Oregon Law. More than one candidate per member position on the governing board may be nominated. 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 **Process Board Chair**

4.1 Conduct Needs Assessment. When a vacancy on the Board is anticipated or occurs, the Board Secretary, in conjunction with the ~~After the~~ EGTC conducts a needs assessment by analyzing the present Board membership against the composition identified in Section 4 of this Board Statements. Members of the university community also may submit recommendations about the ideal characteristics of an individual to fill the vacancy on the board. The Board will conduct periodic self-assessments, which the EGTC also may consider in assessing the Board's needs.

At a public meeting, the governing Board will share the results of the needs assessment and identify characteristics of any individual chosen to fill the vacancy, including but not limited to those listed in section 3.2 of this board statement to complement the needs of the Board.

4.2 Identify and Vet Potential Candidates. Based on the needs assessment, the President and/or Board Chair, in Consultation with the Vice Chair, will identify potential candidates ~~and individuals have been recommended~~ for the at-large vacancies. To assist the President and Board Chair in identifying potential candidates, the Board Secretary will maintain a list of individuals submitted by sources such as ~~, whether through the input of the Board Chair or individual~~ trustees, the president, **senior leadership, self-nomination, or recommendations from a shared governance body **and others.** ~~The President and/or 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 **any additional information the Board Chair determines to deem as important.** ~~completion of any paperwork that would be required by the Governor's Office to facilitate the interview.~~ The interview, will include a discussion with potential candidates about their interest, responsibilities of serving as a trustee, readiness for nomination, ability to serve the university with:**

- A. Support for the mission and strategic priorities of the university;
- B. Commitment of time and talent;
- C. Attendance at and participation in board and committee meetings;
- D. Ability to maintain a university-wide perspective on issues and concerns;
- E. Promotion of the university mission through advocacy and oversight of policy; and
- F. Active involvement in the life of the university

~~and consistent with any information of timelines the Board's Office has received from the Governor's Office or the Oregon~~

4.3 Review Result of the Vetting Process. After the interview, the President will discuss priority candidates with the Board Chair. The Board Chair will consult

with the Vice Chair and members of the Board as they see fit regarding potential candidates who are willing and able to serve and who satisfy the needs identified in the needs assessment. Candidates will be asked to complete an application process required by the Governor’s Office of Executive Appointments. The Board Secretary may provide technical assistance to applicants. Based on the factors set forth above and the information gathered for the Board Chair, the Board Chair will decide which candidates to recommend on behalf of the Board of Trustees to the Governor for Consideration. ~~Senate, the Board Chair will inform the Governor's Office of the name or names of recommended candidates for the vacancy.~~

Any member of the public who may be interested in serving as a trustee, but who has not come to the attention of the Board through this process, may apply independently. It is understood by the Board that providing recommendation to the Governor’s office regarding potential trustees in no way guarantees or implies appointment of any applicant. As executive appointees, Western Oregon University Trustees are appointed by the Oregon Governor and confirmed only by the Oregon Senate in the manner prescribed by law.

5.0 Document History

Version	Changes	Date
	Initial Version	Adopted by the Western Oregon University Board of Trustees at their April 19, 2016 meeting.
1	Revised to include Vice Chair as part of the vetting process, Board composition section updated: application process updated; Conduct Needs Assessment Expanded; Communication with Governor and Other Board Positions added, basic updates, edits and corrections..	Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024

Approved on _____, 2024.

Chair of the Board

Secretary of the University

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



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 **twelve** and **sixteen** members. One position is a non-voting, ex officio position reserved for the university's president. **Two of the positions are designated for undergraduate students enrolled at the university. An additional position is designated for a graduate student enrolled at the university.** Two of the positions are designated for a faculty member, **and a non-faculty staff member**. 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

With the exception of the University President, 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 **the at-large** 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 **their** responsibilities under the bylaws.

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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.

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- 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, **good judgement**, and civic virtue.
- 3.3.8 A commitment to equity, diversity and inclusion.

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 ***nominate a candidate to fill the vacancy through an internal governance process in accordance with Oregon Law. More than one candidate per member position on the governing board may be nominated.***

4.1 Conduct Needs Assessment. When a vacancy on the Board is anticipated or occurs, the Board Secretary, in conjunction with the EGTC conducts a needs assessment by analyzing the present Board membership against the composition identified in Section 4 of this Board Statements. Members of the university community also may submit recommendations about the ideal characteristics of an individual to fill the vacancy on the board. The Board will conduct periodic self-assessments, which the EGTC also may consider in assessing the Board's needs.

At a public meeting, the governing Board will share the results of the needs assessment and identify characteristics of any individual chosen to fill the vacancy, including but not limited to those listed in section 3.2 of this board statement to complement the needs of the Board.

4.2 Identify and Vet Potential Candidates. Based on the needs assessment, the President and/or Board Chair, in Consultation with the Vice Chair, will identify potential candidates for the at-large vacancies. To assist the President and Board Chair in identifying potential candidates, the Board Secretary will maintain a list of individuals submitted by sources such as trustees, the president, senior leadership, self-nomination, or recommendations from a shared governance body and others. The President and/or Board Chair 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 ***any additional information the Board Chair determines to deem as important.*** The interview, will include a discussion with potential candidates about their interest, responsibilities of serving as a trustee, readiness for nomination, ability to serve the university with:

- A. Support for the mission and strategic priorities of the university;
- B. Commitment of time and talent;
- C. Attendance at and participation in board and committee meetings;
- D. Ability to maintain a university-wide perspective on issues and concerns;
- E. Promotion of the university mission through advocacy and oversight of policy; and
- F. Active involvement in the life of the university

4.3 Review Result of the Vetting Process. After the interview, the President will discuss priority candidates with the Board Chair. The Board Chair will consult with the Vice Chair and members of the Board as they see fit regarding potential candidates who are willing and able to serve and who satisfy the needs identified in the needs assessment. Candidates will be asked to complete an application process required by the Governor’s Office of Executive Appointments. The Board Secretary may provide technical assistance to applicants. Based on the factors set forth above and the information gathered for the Board Chair, the Board Chair will decide which candidates to recommend on behalf of the Board of Trustees to the Governor for Consideration.

Any member of the public who may be interested in serving as a trustee, but who has not come to the attention of the Board through this process, may apply independently. It is understood by the Board that providing recommendation to the Governor’s office regarding potential trustees in no way guarantees or implies appointment of any applicant. As executive appointees, Western Oregon University Trustees are appointed by the Oregon Governor and confirmed only by the Oregon Senate in the manner prescribed by law.

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Approved on _____, 2024.

Chair of the Board

Secretary of the University

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



**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 following will be the order of business at each regular public meeting of the Board of Trustees*

- 1) Call to Order/Roll/ Declaration of Quorum**
- 2) Shared Government / Labor Reports**
 - 2.1. President or designee of the Associated Students of Western Oregon University**
 - 2.2. President or designee of the Faculty Senate**
 - 2.3. President or designee of the Staff Senate**
 - 2.4. President or designee of the official non-faculty staff labor organization**
 - 2.5. President or designee of the official faculty labor organization**
 - 2.6. Any other person deemed appropriate by the Chair**
- 3) Public comment**
- 4) Consent Agenda**
 - 4.1. Including the approval of minutes**
- 5) Action items**
- 6) Discussion items**

7) Adjournment

~~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 **during regular meetings of the Board** will be given **first to invited public commenters, then to those commenting on topics on the meeting agenda, and thereafter to those who sign in advance of the meeting in the order in which members of the public signed up to comment.**

4.3 Sign-Up. An individual who wishes to provide public comment must sign up with the Secretary in advance of the meeting, stating **their 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 **up to 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. **If no one has signed up for public comment, the public comment period is complete at the discretion of the Chair.**

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 **Trustees. Their emails are located on the board website board@wou.edu;** (2) **sending the material electronically to the Secretary of the Board 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.

4.6 **Following meetings of the Board in which public comments are provided, the governing board or an appropriate designee will respond to questions that arise from public comments at meetings of the governing board. Respondents may include the Board Secretary, University President, or others as directed by the Board.**

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.

8.0 Document History

<i>Version</i>	<i>Changes</i>	<i>Date</i>
	<i>Initial Version</i>	<i>Adopted by the Western Oregon University Board</i>

		<i>of Trustees at their April 15, 2020 meeting</i>
1	<i>More details on the Order of Regular Meetings as well as changes to “Procedure for Appearing Before the Board” for reports or public comments; responses to public comments added, as well as basic edits.</i>	<i>Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024</i>

Approved on _____, 2024.

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 following will be the order of business at each regular public meeting of the Board of Trustees

- 1) Call to Order/Roll/ Declaration of Quorum
- 2) Shared Government / Labor Reports
 - 2.1. President or designee of the Associated Students of Western Oregon University
 - 2.2. President or designee of the Faculty Senate
 - 2.3. President or designee of the Staff Senate
 - 2.4. President or designee of the official non-faculty staff labor organization
 - 2.5. President or designee of the official faculty labor organization
 - 2.6. Any other person deemed appropriate by the Chair
- 3) Public comment
- 4) Consent Agenda
 - 4.1. Including the approval of minutes
- 5) Action items
- 6) Discussion items
- 7) 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 during regular meetings of the Board will be given first to invited public commenters, than to those commenting on topics on the meeting agenda, and thereafter to those who sign in advance of the meeting in the order in which members of the public signed up to comment.

4.3 Sign-Up. An individual who wishes to provide public comment must sign up with

Adopted: 042215

the Secretary in advance of the meeting, stating their 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 up to-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. The public comment period is complete when any public comment has been provided or the public comment period expires, whichever occurs first. If no one has signed up for public comment, the public comment period is complete at the discretion of the Chair.

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 Trustees. Their emails are located on the board website; (2) sending the material electronically to the Secretary of the Board; or (3) mailing the material to the Board's Office. Materials may be subject to disclosure under the Public Records Law.

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- 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.

8.0 Document History

Version	Changes	Date
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Approved on _____, 2024.

Chair of the Board

Secretary of the University

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



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:

1.0 Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out **their his or her** responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance, **which should be conducted in odd-numbered years. At each regular self-evaluation, an opportunity will be provided for the university community to provide written input or public testimony evaluating the work of the board.**

2.0 Fiduciary Duties. Each Trustee acknowledges that they ~~he or she~~ have fiduciary duties to the University and its beneficiaries, including the following.

2.1. 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 **and must** act in a manner that **they he or she** reasonably believes to be in the University's ~~and State's~~ best interests.; **In discharging their duties, a Trustee is entitled to and generally may (and should) 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 Trustees 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 Trustees 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 and administrators, experts, and board committees.

- 2.2. Duty of Loyalty. **Each A** 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.
- 2.3. Duty of Obedience. **Each A** Trustee must ensure that the institution operates in furtherance of its stated purpose; ***and is operating in ensure compliance with the law.;*** **A Trustee also must and** ensure effective internal controls. ***The Board shall periodically reevaluate its purposes and mission and must be prepared to amend or change them when it is necessary to do so.***

3.0 Service. Each Trustee must make service to the University through Board activities a high personal priority; ***ensure attendance at substantially all meetings for which the Trustee is scheduled,*** 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.

4.0 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 ***their 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.;

Each Trustee must refrain from directing the President ***or staff;*** and accept that the President reports to the Board as a whole. ***A Trustee must also refrain from***

directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President, Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to individual Trustees. Authority to direct and manage the activities of employees is delegated to the President.

5.0 Personal Behavior. Each Trustee must avoid conflicts of interest or the appearance thereof, **should declare actual and potential conflicts of interest** in accordance with **Oregon Law and** 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 **their his or her** position of authority to obtain, whether directly or indirectly, a benefit for **themselves 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.

A Trustee who is unable to uphold the Responsibilities of Individual Trustees may be asked to resign their position on the board.

6.0 Document History

Version	Change	Date
	Initial Version	Adopted by the Western Oregon University Board of Trustees on April 15, 2015
1	Changes with emphasis added to the attendance, upholding responsibilities, added frequency and involvement of university community added to the evaluation process. Clarified the directing of the President and staff, and made some basic edits.	Prepared for the Executive, Governance, and Trusteeship Committee for their May 22, 2024 meeting.

Approved on _____, 2024.

Chair of the Board

Secretary of the University



**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:

1.0 Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out their responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance, which should be conducted in odd-numbered years. At each regular self-evaluation, an opportunity will be provided for the university community to provide written input or public testimony evaluating the work of the board.

2.0 Fiduciary Duties. Each Trustee acknowledges that they have fiduciary duties to the University and its beneficiaries, including the following.

2.1. 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 and must act in a manner that they reasonably believes to be in the University's best interests. In discharging their 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 Trustees 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 Trustees 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 and administrators, experts, and board committees.

2.2. Duty of Loyalty. A 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.

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3.0 Service. Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance at substantially all meetings for which the Trustee is scheduled, 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.

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Each Trustee must refrain from directing the President; and accept that the President reports to the Board as a whole. A Trustee must also refrain from directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President, Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to individual Trustees. Authority to direct and manage the activities of employees is delegated to the President.

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appearance thereof, should declare actual and potential conflicts of interest in accordance with Oregon Law and 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 their position of authority to obtain, whether directly or indirectly, a benefit for themselves 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.

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Approved on _____, 2024.

Chair of the Board

Secretary of the University



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

As fiduciaries responsible for governance of the University, it is important that trustees demonstrate their participation in university life by word and by deed. In furtherance of the duty, it is important that trustees share the responsibility to be collectively visible at campus events and in the greater community, and to represent the University and its interests to the many valued stakeholders on campus and community supporters at large.

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 **Board** Secretary to review current policies relating to expenditures and reimbursements. All reimbursements require the approval of the **Board** Secretary and the Vice President for Finance & Administration.

3.0 Document History

Version	Changes	Date
	Initial Version	Adopted by the Board of Trustees at their April 22, 2015 Board meeting.
1	Inclusion of a introduction statement on fiduciary responsibilities, as well as basic edits.	Updates were made in preparation for the Executive, Governance, and Trusteeship Committee's May 22, 2024 meeting.

Approved on _____, 2024.

Chair of the Board

Secretary of the University

Adopted: 042215



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Approved on _____, 2024.

Chair of the Board

Secretary of the University

Adopted: 042215



Board Statement on Ethics and Conflict of Interest

1. 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 **WOU 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. 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 **their 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 **are often chosen to fill specific positions and** bring ~~to~~ their **specific task-varied** backgrounds and expertise, **to the Board. While Trustees may come from a specific background or role, but** they are expected to put aside **the interests of any specific constituency, government, persons, political party, or private enterprise, parochial interests**, keeping the welfare of the entire institution, not just a particular constituency, at all times paramount. Trustees must also recognize that **parochial the** interests and the welfare of a particular constituency could be irreconcilable with the welfare of the entire institution generally. Acting upon **the parochial interests or for the welfare** of a particular constituency could impede the Trustee’s ability to discharge **their his-or-her** fiduciary duty to the entire institution.

2.3. ~~The fiduciary duties of care, loyalty and obedience 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 **always must** act in a manner that **they he or she** reasonably believes to be in **the institution's WOU's** best interests. In discharging **their his or her** duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, **that a reasonable person would rely upon. Trustees may reasonably rely upon 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 WOU** rather than in the Trustee's own interests or the interests of another organization or constituency. A Trustee must be loyal to **the institution WOU** and not use **their his or her** position of authority to obtain, whether directly or indirectly, a benefit for **themselves him or herself, his or her their** relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both **the** financial interests held by a Trustee and **the** 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.

2.3.3 Duty of Obedience. A Trustee must: (a) ensure that **WOU the institution is operating in furtherance of its stated purpose and is operating in furtherance of its stated purpose; (b) ensure** compliance **with the law, and (c) A Trustee also must** ensure effective internal controls. **The Board shall periodically re-evaluate its role, purposes, and mission and must be prepared to amend or changed them when it is necessary.**

3. Definitions

3.1. ***Under Oregon Law: Trustees are considered public officials. Service as a Trustee is a public trust. Trustees are volunteers and serve without compensation. Trustees are charged to put loyalty to WOU to the highest ethical standards above loyal to the government, persons, political party, or private enterprise. Trustees are often busy people involved in many state and community activities, and service in multiple public official positions***

does not constitute the holding of incompatible offices unless expressly stated in the law. Trustees are charged not to make private promises that are binding upon the institution because individual Trustees have no private promise that can be binding on WOU. Finally, Trustees are called upon to expose corruption wherever discovered.

3.2. 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 **financial 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 **financial 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 **financial 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

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that individual's employment.

4. 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 **topics 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:

- 4.4.3.1. Gifts from relatives or members of the household of the Trustee.
- 4.4.3.2. 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.
- 4.4.3.3. Informational or program material, publications or subscriptions related to the Trustee's performance of official duties.
- 4.4.3.4. 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.
- 4.4.3.5. 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.
- 4.4.3.6. 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.
- 4.4.3.7. 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.
- 4.4.3.8. 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.
- 4.4.3.9. Anything of economic value offered to or solicited or received by a Trustee, or a relative or member of the household of the Trustee:
- 4.4.3.10. ***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***
- 4.4.3.11. ***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 15th of each year, a Trustee must file with the Oregon Government Ethics Commission (**OGEC**) a verified statement of economic interest. The University is charged with ensuring that **OGEC is provided with contact information for 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. **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 WOU's **the institutional** interest; or that **WOU's 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 **WOU the institution**; or that an individual is pursuing an economic opportunity identified in the course of **institutional** service **to WOU**, 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

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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 WOU'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 WOU's** interest
- c. **WOU's 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 **to WOU**, where the opportunity is not widely available **to others**.

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 form 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. Disclosure. Trustees should ***disclose*** promptly ***disclose*** 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. 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.

6.3. Document History

<i>Version</i>	<i>Changes</i>	<i>Date</i>
	<i>Initial Version</i>	<i>Adopted by the Western Oregon University Board of Trustees at their April 22, 2015 meeting.</i>
1	<i>Make specific and expanded definition of Duty of obedience as well as basic edits and corrections.</i>	<i>Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024</i>

Approved on _____, 2024.

Chair of the Board

Secretary of the University



Board Statement on Ethics and Conflict of Interest

1. 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.

WOU 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. 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 their 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 are often chosen to fill specific positions and bring their specific backgrounds and expertise to the Board. While Trustees may come from a specific background or role, they are expected to put aside the interests of any specific constituency, government, persons, political party, or private enterprise, keeping the welfare of the entire institution, not just a particular constituency, at all times paramount. Trustees must also recognize that the interests and the welfare of a particular constituency could be irreconcilable with the welfare of the entire institution generally. Acting upon the interests of a particular constituency could impede the Trustee’s ability to discharge their fiduciary duty to the entire institution.

2.3. 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 always act in a manner that they reasonably believes to be in WOU’s best interests. In discharging their duties, a

Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, that a reasonable person would rely upon. Trustees may reasonably rely upon data 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 WOU rather than in the Trustee's own interests or the interests of another organization or constituency. A Trustee must be loyal to WOU and not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves their relatives or family, or for another organization in which the Trustee has an interest. The duty of loyalty considers both the financial interests held by a Trustee and the 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.

2.3.3 Duty of Obedience. A Trustee must: (a) ensure that WOU is operating in furtherance of its stated purpose (b) operating in compliance with the law; (c) A Trustee also must ensure effective internal controls. The Board shall periodically re-evaluate its role, purposes, and mission and must be prepared to amend or changed them when it is necessary.

3. Definitions

3.1. Under Oregon Law: Trustees are considered public officials. Service as a Trustee is a public trust. Trustees are volunteers and serve without compensation. Trustees are charged to put loyalty to WOU to the highest ethical standards above loyal to the government, persons, political party, or private enterprise. Trustees are often busy people involved in many state and community activities, and service in multiple public official positions does not constitute the holding of incompatible offices unless expressly stated in the law. Trustees are charged not to make private promises that are bidding upon the institution because individual Trustees have no private promise that can be binding on WOU. Finally, Trustees are called upon to expose corruption wherever discovered.

3.2. 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 financial 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 financial 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 financial 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 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. 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 topics:

- 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
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- 4.2.13. Reimbursement of expenses
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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.

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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:

- 4.4.3.1. Gifts from relatives or members of the household of the Trustee.
- 4.4.3.2. 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.
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- 4.4.3.4. 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.
- 4.4.3.5. 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.
- 4.4.3.6. 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.
- 4.4.3.7. 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.
- 4.4.3.8. 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.
- 4.4.3.9. Anything of economic value offered to or solicited or received by a Trustee, or a relative or member of the household of the Trustee:
- 4.4.3.10. 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
- 4.4.3.11. 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 15th of each year, a Trustee must file with the Oregon Government Ethics Commission (OGEC) a verified statement of economic interest. The University is charged with ensuring that OGEC is provided with contact information for each Trustee

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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. **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 WOU's interest; or that WOU's 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 WOU ; or that an individual is pursuing an economic opportunity identified in the course of service to WOU, 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 WOU'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 WOU's interest
- c. WOU's resources or assets apparently are being used for private gain
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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.

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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.

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6. 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.

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6.3. Document History

Version	Changes	Date
	<i>Initial Version</i>	<i>Adopted by the Western Oregon University Board of Trustees at their April 22, 2015 meeting.</i>
1	<i>Make specific and expanded definition of Duty of obedience as well as basic edits and corrections.</i>	<i>Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024</i>

Approved on _____, 2024.

Chair of the Board

Secretary of the University



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, ***of which at least one member of the*** ~~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, ***after consultation with the Executive, Governance, and Trusteeship Committee, the Associated Students of Western Oregon University, Faculty Senate, and Staff Senate, and other constituents as necessary, determine the required skills and desired qualifications of an Interim Successor and 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

Version	Changes	Date
	Initial Version	Adopted by the Western Oregon University Board of Trustees on February 17, 2021
1	Include additions to the search committee and the search guidelines as well as basic edits.	Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024

Approved on _____, 2024.

Chair of the Board

Secretary of the University

- (1) EGTC Recommendation, January 14, 2021
- (2) Board Approval, February 17, 2021
- (3) Updates include additions to the search committee and the search guidelines as well as basic edits. These updates were made in preparation of the Executive, Governance, and Trusteeship Committee meeting on May 22, 2024



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(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, of which at least one member of the Faculty Senate, Staff Senate, and Associated Students of Western Oregon University (ASWOU), the university's shared governance groups. 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, after consultation with the Executive, Governance, and Trusteeship Committee, the Associated Students of Western Oregon University, Faculty Senate, and Staff Senate, and other constituents as necessary, determine the required skills and desired qualifications of an Interim Successor and 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.

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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

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1	Include additions to the search committee and the search guidelines as well as basic edits.	Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024

Approved on _____, 2024.

Chair of the Board

Secretary of the University

(1)



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

1.0 Policy

*It is ~~the~~ the Western Oregon University Board of Trustees (“Board”) **to evaluate 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 **Executive, Governance, and Trusteeship Committee (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

Version	Changes	Date
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1	Basic edits	Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024

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Chair of the Board

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

1.0 Policy

*It is ~~the~~ the Western Oregon University Board of Trustees (“Board”) **to evaluate** ~~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;
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- (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.
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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 **Executive, Governance, and Trusteeship Committee (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

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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.
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- 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 Executive, Governance, and Trusteeship Committee (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

Version	Changes	Date
	Initial Version	Adopted by the Western Oregon University Board of Trustees at their April 26, 2017 meeting.
1	Basic edits	Updates were made in preparation of the Executive Governance and Trusteeship Committee meeting on May 22, 2024

Approved on _____, 2024.

Chair of the Board

Secretary of the University

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