



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.

## 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.

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, ***and ensuring a diverse perspective on the board.***

### 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.

## 4.0 **Process**

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 invite one or more recommended person to have a conversation with them. 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 conversation, 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 conversation, 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.

**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 and clarified; Communication with Governor and Other Board Positions added, basic updates, edits and corrections..	Adopted by the Western Oregon University Board of Trustees at their June 12, 2024 meeting.

Approved on \_\_\_\_\_, 2024.

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**Chair of the Board**

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**Secretary of the University**