

Western Washington University
Rules of Operation
Sections 1, 2, and 8

SECTION 1

THE BOARD AND GOVERNANCE

- 1.1 **Board Authority Established by Law.** The authority to govern Western Washington University is vested by law in the Board of Trustees of the University, referred to from this point forward as the "Board." (See Appendix A for statutory references.)
- 1.2 **Governance Development.** The Board believes that the educational interests of the University are furthered by encouraging an environment of collegiality. Therefore, it has established a system of shared governance in which the various elements of the institution are encouraged to participate. Without limiting its duties or authority, the Board directs its attention to matters of general policy relating to the institution's mission, educational program, operation, and Strategic Plan.
- 1.3 **Policy Development.** The Board delegates responsibility for the development and administration of policies and management of the institution to the President, or his or her designees, including the appropriate unit or units of internal governance.
- 1.4 **Channel of Authority.** The channel of authority from the Board to the faculty, administrative officers, staff, and students shall be through the President.
 - (a) **University Community Responsible to the President.** All faculty, administrative officers, staff, and students must, through appropriate channels, be responsible to the President, and through the President, to the Board, unless otherwise specifically directed by the Board.
 - (b) **Recommendations for the Board Transmitted to the President.** When faculty, administrative officers, staff, and students bring forward recommended changes to policies, programs, and other matters that require Board consideration, such recommendations should be transmitted to the President and by the President to the Board with his or her recommendation.
 - (c) **President to Engage Discussion.** If the President does not support the recommendations as forwarded, the President will first send it back to the recommending group with a statement of concerns and engage in discussions with the group regarding the proposal before forwarding it to the Board for consideration.
 - (d) **President's Recommendation and Background Materials to be Provided to the Board.** Background information, perspectives of constituents, and the recommendation of the President will be provided to the Board.
 - (e) **Presidential Oversight of Governance Groups.** The Board has the responsibility for oversight of the President, but delegates authority to the President

for oversight of faculty, staff, students, or others engaged in communications or by contract with the University.

- (f) **Communication to the Board by Governance Groups.** The presidents of the Faculty Senate and Associated Students may, in exceptional circumstances, communicate directly to the Board collectively through written communication. Copies of such communication will be provided to the President. The presidents of those groups shall serve as the representatives of their respective elected bodies at all Board meetings where they are welcome to address the Board directly.

- 1.5 **Attorney General of Washington Provides Legal Counsel.** The legal advisor to the Board is the Attorney General of Washington. The assistant attorney general assigned by the Attorney General to represent the University shall provide counsel to the University to and through the Board. The assistant attorney general provides legal counsel to the various divisions of the University through the President.

SECTION 2

AUTHORITY, POWERS, AND DUTIES OF THE BOARD

- 2.1 **Title 28B RCW Establishes Board Authority.** The Board derives its authority from the laws of the state of Washington. The Board operates under the provisions of Title 28B and other portions of the Revised Code of Washington (RCW). The powers and duties of the Board include those specifically set forth in Title 28B and all other powers and duties which are necessary or appropriate to carry out the Board's responsibilities and obligations. (See Appendix A.)
- 2.2 **Chair Spokesperson for the Board.** The Chair or his or her designee is the spokesperson for the Board. Individual Board members are encouraged to consult regularly with both the President and the Board Chair on matters of interest. Unless otherwise authorized by the Board, individual Trustees exercise no authority over the institution nor may they make or enter into contracts on behalf of the Board or University.
- 2.3 **Authority Reserved by the Board.** The Board reserves unto itself the following authority (unless specifically delegated in particular instances by definite resolution or motion duly passed by the Board), which it exercises subject to the conditions and limitations of law:
 - (a) **To Employ the President.** To employ the President under such terms and conditions as may be negotiated from time to time through a written contract, including, but not limited to, compensation, housing requirements, benefits, and tenure to an academic unit. The Board may also negotiate employment for the spouse/partner of the President upon determining that he/she has appropriate qualifications. The contract(s) shall be authorized in compliance with the Open Public Meetings Law, Chapter 42.30 RCW. (See Appendix A.)
 - (b) **To Administer the Board.** To organize, administer, and operate the Board.

- (c) **To Adopt Administrative Rules.** To adopt, amend, or repeal rules pursuant to the Administrative Procedure Act (Chapter 34.05 RCW) and any other laws providing rule-making authority – except for Chapter 516-12 WAC, Parking and traffic regulations; Chapter 516-13 WAC, Bicycle, mopeds, and other powered devices; Chapter 516-14 WAC, Appeals from parking violations; and Chapter 516-15 WAC, Skateboards, foot scooters, skates, and other similar devices. (See Appendix A.)
- (d) **To Approve Budgets.** To approve the operating budget, the services and activities fees budget, and the capital budget for the University.
- (e) **To Structure the University.** To establish or abolish colleges, divisions, schools, departments, and degree programs.
- (f) **To Award Degrees.** To authorize the awarding of degrees for appropriate programs of study, and to authorize the awarding of honorary degrees.¹
- (g) **To Establish Certain Fees.** To establish academic year tuition fees (tuition operating fee and capital building fee), summer session fees, continuing education degree program fees, student services and activities fees, housing and dining fees, and all fees that students enrolled for six (6) or more credit hours are required to pay. The Board delegates its authority to the President to approve all other fees.
- (h) **To Approve Collective Bargaining Agreements.** To facilitate, approve, and enter into collective bargaining agreements with faculty.
- (i) **To Establish Retirement Programs for Employees.** To establish retirement programs for employees as authorized by law.
- (j) **To Retain Fiscal Responsibility.** To retain responsibility for the expenditure of state funds by the University and its agents and employees.
- (k) **To Enter into Certain Agreements.** To enter into agreements with public agencies pursuant to the Interlocal Cooperation Act (Chapter 39.34 RCW) or other appropriate laws in instances where the Agreement allows for the creation of a separate corporate or legal entity or involves the commitment of University funds in excess of \$50,000, regardless of duration. The Board shall be provided copies of all Interlocal Agreements entered by the University that do not meet the \$50,000 threshold. (See Appendix A.)
- (l) **To Purchase or Lease Real Estate.** To authorize the purchase or long-term lease (for more than two years) of real property not located within the boundaries of the campus as described by the Institutional Master Plan for Western Washington University, subject to other approvals that may be required. To authorize extensions of long-term leases of real property. The Board may

¹ RCW 28B.35.205 states, in part: The Board of Trustees, upon recommendation of the faculty, may also confer honorary bachelor's, master's, or doctorate level degrees upon persons in recognition of their learning or devotion to education, literature, art, or science. No degree may be conferred in consideration of the payment of money or the donation of any kind of property.

authorize the purchase of properties not identified in the Institutional Master Plan if it adopts by resolution the rationale for such purchase.

- (m) **To Select Certain Architects and Engineers.** To authorize the selection of professional, architectural, engineering, and related services for the design of public works in instances where the fee for such services will exceed \$300,000.00, or where competitive proposals were not solicited and considered, unless other procedures approved by the Board were followed.
- (n) **To Authorize Certain Public Works Contracts.** To authorize the execution of public works contracts for amounts in excess of \$500,000.00, or where competitive proposals were not solicited and considered, unless other procedures approved by the Board were followed.
- (o) **To Establish Self-Supporting Facilities.** To establish self-supporting facilities and to exercise all related authority delegated to the Board pursuant to RCW 28B.10.300 through RCW 28B.10.330, as now or hereafter amended. (See Appendix A.)
- (p) **To Authorize Bonded Indebtedness.** To authorize and approve bonded indebtedness.
- (q) **To Approve the Settlement of Claims.** To approve the settlement of claims against the University for amounts in excess of \$50,000.00.
- (r) **To Name Buildings and Facilities.** To name buildings and facilities in honor of a person or persons in accordance with established Board policy.
- (s) **To Designate an Agent.** To designate such agents as it deems necessary and efficient to solicit and receive gifts for the benefit of the University.
- (t) **To Exercise Authority Reserved to the Board.** To exercise all authority expressly reserved to the Board by recorded resolution or motion, or in rules which have been or are hereafter adopted or amended by the Board pursuant to the provisions of the Administrative Procedure Act, Chapter 34.05 RCW. (See Appendix A.)
- (u) **To Retain All Authority Hereafter Delegated to the Board.** To retain all authority which may be hereafter delegated to the Board by the Legislature of the state of Washington, unless such authority is expressly delegated to the President or President's designee in these rules or by duly adopted resolution.

2.4 Conflict of Interest Standards

The following standards apply to each member of the Board of Trustees of Western Washington University and are intended to serve as guidance for everyone serving on the Board.

- (a) **Fiduciary Responsibilities.** Members of the Board serve the public trust and have an obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions are to be made solely on the basis of a desire to promote the

best interests of the institution and the public good. The University's integrity must be considered and advanced at all times.

Trustees are often involved in the affairs of other institutions, businesses, and organizations. An effective Board may not always consist of individuals entirely free from perceived, potential, or real conflicts of interest. Although most such conflicts are and will be deemed to be inconsequential, it is every Trustee's responsibility to ensure that the Board is made aware of situations at the University that involve personal, familial, or business relationships.

(b) **Affirmation and Disclosure.** The Board requires each Trustee to annually affirm that the following standards must be adhered to:

1. **Board disclosure of personal, familial, or business relationships.** Each Trustee will disclose to the Board any personal, familial, or business relationship that reasonably could give rise to a perceived, potential, or real conflict of interest, as any such may arise.
 - i. **Public disclosure.** Trustees are required by RCW 42.17.240 to file annual statements with the Public Disclosure Commission relating to business interests and receipt of gifts.
 - ii. **Completion of disclosure form.** Trustees must annually complete the disclosure form provided by the University. The completed forms are retained in the Office of the President.
2. **Disclosure of potential or real conflict of interest.** In the event there comes before the Board a matter for consideration or decision that raises a potential or real conflict of interest for any Trustee, the Trustee shall disclose to the Chair of the Board the existence of a potential or real conflict of interest as soon as possible.
3. **Recording of disclosure in minutes.** The disclosure shall be recorded in the minutes of the meeting where a vote by the Board will occur on the matter.
4. **Seeking counsel regarding disclosure.** In the event a Trustee is uncertain as to the need to make disclosure in a particular instance, the Trustee should seek counsel from the Chair and/or the President of the University. They, in turn, may elect to consult with legal counsel. A Trustee who is aware of potential or real conflict of interest with respect to any such matter shall not vote or participate in discussion in connection with the matter. That Trustee's presence may not be counted in determining whether there exists a quorum for purposes of validating the vote on the matter.

(c) **Situations Which Constitute Conflicts of Interest.** While it is difficult to list all circumstances which create conflicts of interest for individual Trustees, the law defines some situations as prohibited actions. These include:

1. **Assisting another person, whether or not for compensation, in any transaction with the University.** Example: Trustees cannot effect the admission of individual applicants for student status. Trustees might well be

involved in admission standards through delegation, but do not make decisions on individual applications.

2. **Use of University resources for personal benefit.** Example: Trustees cannot have office space to conduct their personal business on campus.
3. **Use of official authority for personal gain.** Example: Trustees cannot vote to extend a contract to a business in which they have a significant financial interest.
4. **Receipt of gifts, gratuities, and favors.** Example: Trustees cannot accept money from businesses with which the University has contracts as an inducement from the business to execute/extend a contract; and if gifts have been received during a reporting period, the Trustee must report them to the Public Disclosure Commission.

SECTION 8

AUTHORITY, POWERS, AND DUTIES OF THE PRESIDENT

- 8.1 **President Responsible to the Board.** The President of the University is directly responsible to the Board and subject to its direction.
- 8.2 **Primary University Representative.** In both internal and external affairs, the President shall be the primary representative and spokesperson for the institution to the public. In the internal operation of the University, the President shall be expected to exercise leadership and direction in the management of the University while maintaining effective working relationships with faculty, students, staff, administrators, new internal governance units, and unions representing faculty and staff.
- 8.3 **Principal Administrative Officer.** The President shall be the principal administrative officer of the University and shall have general supervision of all operations and programs of the institution.
- 8.4 **Delegation of Appointing Authority.** The Board delegates to the President the authority to appoint, in the name of the Board, all employees of the University, which include faculty, professional staff, classified staff, and others. Appointments shall be made in writing with copies retained in the individual personnel files. The President shall periodically provide an informational report to the Board concerning faculty appointments. The President is authorized to further delegate appointing authority to the Vice Presidents or other designees.
- 8.5 **Administrative Performance Review.** The President is responsible for conducting periodic performance reviews of administrative staff.
- 8.6 **Delegation as to President's Relatives.** The Board hereby excepts from such delegation of authority in this paragraph the authority to appoint any employee of the University who is related to the President either as sibling, parent, spouse, or offspring. The Board hereby delegates to the Provost the authority to make such hiring decisions, subject to Board review, action, and approval. The Provost will have responsibility

- pertaining to making letters of offer, evaluations, salary modification, and supervision of any such employee, subject to the review of the Board.
- 8.7 **Appeal of Denial of Tenure.** If the President denies tenure, the candidate may appeal the denial to the Board, which may conduct an adjudicative proceeding pursuant to the Administrative Procedure Act (Chapter 34.05 RCW). (See Appendix A.)
- 8.8 **President Administers Board Policy.** The President shall carry out all rules, regulations, orders, directives, and policies established by the Board, and shall perform all other duties necessary or appropriate to the administration of the University.
- 8.9 **Banking, Credit, and Investment Authority and Further Delegation.** The President of the University shall have the authority to negotiate banking and credit card services, to periodically open and close bank accounts, and to purchase and sell investments in accordance with the Revised Code of Washington, Washington Administrative Code, and University policy. The President may delegate this authority to other administrative officers.
- 8.10 **Security Management Authority and Further Delegation.** The President is fully authorized and empowered to sell, assign, transfer, or otherwise dispose of any and all donated types and kinds of securities, including, but not limited to, stocks, bonds, debentures, notes, rights, options, warrants, and certificates of every kind and nature whatsoever; to enter into agreements, contracts, and arrangements with respect to such security transactions, whether with securities-related individuals or agents; and to execute, sign, or endorse on behalf of Western Washington University. The President may delegate the authority to other administrative officers.
- 8.11 **Board Delegation of Authority and Further Delegation.** The President of the University shall have the authority to exercise in the name of the Board all of the powers and duties vested in or imposed upon the Board by law, except as otherwise specifically reserved or determined by the Board. This grant of authority is general in nature and is as broad and comprehensive as is allowable by law. Except as limited by the Board, the President may delegate authority to other administrative officers or units of internal governance where necessary or appropriate for the effective administration of the University.
- 8.12 **Organizational Structure.** The organizational structure of the University will be established by the President except as otherwise specifically determined by the Board.
- 8.13 **President at Board Meetings.** The President shall be entitled to be present at all regular or special meetings of the Board. The Board may, with the knowledge of the President, hold executive sessions out of the presence of the President to discuss appropriate matters. The substance of the discussions by the Board in executive session will be transmitted to the President by the presiding officer of the Board.
- 8.14 **Board and President Relationship.** The essence of the relationship between the Board and the President shall be one of full mutual confidence, completely open communication, and close consultation.
- 8.15 **Prompt Report Required Regarding Non-Compliance.** If the President fails or refuses to implement or enforce a policy, rule, or regulation which has been adopted by

the Board, the President shall promptly inform the Board in writing of the reasons for such failure or refusal.

- 8.16 **Emergency Contract Authority.** The President shall have the power to enter into emergency contracts and agreements without complying with the provisions of these rules, when essential for the protection of health, safety, or property. Such actions shall be immediately reported to the Board.
- 8.17 **Acting President in the Event of a Vacancy.** If a vacancy occurs in the Office of the President, the Provost or principal academic officer shall act as President, unless otherwise determined by the Board.
- 8.18 **Responsibility for Search Process.** When it becomes necessary to name a new President, it is the responsibility of the Board to establish criteria, organize and supervise the selection process, and name the appointee. The final selection shall be the sole responsibility of the Board.
- 8.19 **Presidential Service.** The President serves at the pleasure of the Board.