WESTERN WASHINGTON UNIVERSITY
ITEM SUBMITTED TO THE BOARD OF TRUSTEES

DATE:       June 10, 2022
TO:         Members of the Board of Trustees
FROM:       Paul Dunn, Chief of Staff to the President and Secretary to the Board of Trustees
SUBJECT:    Approval of Board Conflict of Interest Policy & Statement of Values
PURPOSE:    Action Item

Purpose of Submittal:

For the past two years the Board has been conducting a review of its Rules of Operation and existing Policies, leading to the approval of a new set of Board Bylaws and the repeal of an outdated Board Policy last year. As part of this ongoing process the attached revised Board Conflict of Interest Policy is presented for full Board discussion and approval.

At its offsite work session in January 2022 the Board of Trustees began to draft a statement of values and member expectations. A final draft of that document is also presented for Board discussion and approval.

Proposed Motion(s):

MOVED, that the Board of Trustees of Western Washington University approve the revised Conflict of Interest policy, dated June 10, 2022, superseding the Board Policy on Conflict of Interest dated October 7, 1994.

MOVED, that the Board of Trustees of Western Washington University approve the Board Statement of Values and Member Expectations, dated June 10, 2022.

Supporting Information:

WWU Board of Trustees Statement of Values and Member Expectations dated June 10, 2022
WWU Board of Trustees Conflict of Interest Policy dated June 10, 2022
WWU Board of Trustees Conflict of Interest Policy dated October 7, 1994 (POL-U1000.05 BOT Conflict of Interest)
WESTERN WASHINGTON UNIVERSITY BOARD OF TRUSTEES
STATEMENT OF VALUES AND MEMBER EXPECTATIONS

Role of the Board

The Board of Trustees acts as fiduciary to the University and holds it in trust for the long-term benefit of the public. The Board of Trustees is a deliberative body, whose members represent the interests of the public and the entire university, not any of its separate parts.

Statement of Values

As appointees of the Governor of the State of Washington, the Trustees recognize the public’s high professional and ethical standards for those in public office. As such, Trustees serve to the highest of ethical principles, place the public’s interest above any personal interest, operate in a way that is transparent and responsive, and work to ensure that state resources are efficiently used for the public’s purposes.

The Board of Trustees is committed to advancing access to transformational higher education for the people of the State of Washington, justice and equity in university policies and practices, and supporting an inclusive and welcoming campus environment that celebrates the dignity and value of all students, faculty, and staff.

Members of the Board of Trustees individually and collectively advance a culture of respect, trust, and collaboration in which we are open to learning, actively expressing our ideas, engaging in the work of the Board, and accountable for delivering on our commitments. The Board seeks to model the behavior it expects from all University constituents.

Trustee Expectations

Make your service on Western’s Board a priority among your volunteer activities and commit to being authentically engaged in the work of the Board and the mission of the University

- Commit to attending and thoroughly preparing for all Board and committee meetings.
- Expect to be asked to serve in leadership roles on the Board and its committees.
- Commit to continuously learning about the University’s history, culture, values, mission, programs, policies, practices, and shared governance.
- Be engaged in the life and activities of the University and work to advance the University’s values and culture.
• Be an ambassador for the University in your local community and within your sphere of influence.
• Contribute to the University’s fund development program.

Do your part to ensure that the Board meets its formal and fiduciary responsibilities at the highest level of accountability
• Foster and protect the integrity of the University’s academic mission and values and hold one another and the Board’s partners in shared governance to the highest ethical standards.
• Foster the general welfare of the University and its diverse constituencies.
• Be a steward of the University’s name and reputation.
• Avoid any appearance of conflict of interest.

Consciously strive to establish and maintain a constructive, interdependent partnership between the Board and the President, and Western’s commitment to shared governance
• Focus on being a fiduciary, driving institutional strategy, and monitoring institutional outcomes by supporting the clear distinction between these high-level, policy-setting functions of the Board and the responsibility of the administration, faculty, and staff to administer and implement these policies.
• Embrace the principle that only the full Board can exercise authority as the ultimate governing body of the University.
• Respect the institution’s commitment to shared governance and functional process by communicating and interacting with administrative personnel, faculty, students, and other constituencies in a way that is appropriate to the high-level, fiduciary role of the Board.

Foster harmonious relationships within the Board of Trustees and the University community
• Contribute to an atmosphere of trust and respect in which Board members can be authentic, honest, and accountable.
• Appreciate and leverage the collective strengths of the Board by respecting the rights and privileges of each member and facilitating their full participation in the deliberations and processes of the Board.
• Demonstrate respect for and civility toward all University representatives and constituents in the work of the Board.

Participate and communicate openly, honestly, and constructively
• Come to meetings prepared to participate constructively in the deliberations of the Board by asking pertinent and constructive questions, and by contributing your best counsel.
• Be a strong advocate for, and interpreter of, the University to its many public constituencies.
• Act and speak as one Board and not as individual Trustees.
WESTERN WASHINGTON UNIVERSITY BOARD OF TRUSTEES
CONFLICT OF INTEREST POLICY

Policy

The members of the Board of Trustees, as well as all Western Washington University faculty and staff, hold positions of public trust and should adhere to the highest ethical standards in carrying out their duties to the University. These standards include maintaining objectivity and independent judgment to ensure that all actions are taken in the best interests of the University and avoiding activities that could impair the public’s trust in the institution.

Purpose

This policy protects the interests of the University by providing guidance to the Trustees in recognizing and handling conflicts of interest and meeting their obligations under the Washington State Ethics in Public Service Act (RCW 42.52). The Ethics Act prohibits state officers and employees from having an interest, financial or otherwise, direct or indirect, or engaging in a business or transaction or professional activity, or incurring an obligation of any nature, that is in conflict with the state officer’s or employee’s duties. (RCW 42.52.020) In addition to these statutory obligations, members of the Board of Trustees have fiduciary responsibilities to the University, which require them to avoid conflicts of interest and exercise their authority solely on the basis of promoting the best interests of the institution and the public good.

Definition of Conflict of Interest

A conflict of interest is a personal interest, financial, familial, professional, or otherwise, that might impair or reasonably appear to an objective, outside observer to impair, a Trustee’s independent, unbiased judgment in the discharge of his or her responsibilities to the University. For purposes of this policy, the Student Trustee shall not be deemed to have a conflict of interest for purposes of participation in or voting on matters of general interest to Western Washington University students.

Trustee Obligations

1. Public Disclosure and Affirmation

A. Public Disclosure. Under the Washington Public Disclosure Act, Chapter 42.17 RCW, Trustees are required annually to file a
B. **Record of Affirmation.** Trustees should annually complete an affirmation disclosure form specific to the University, appended to this policy. The completed forms will be retained in the Office of the President.

2. **Financial transactions involving the University where a Trustee may have a beneficial interest**

In the event the Board of Trustees is called upon to consider a transaction in which a Trustee has a beneficial interest, such Trustee shall, pursuant to the Ethics in Public Service Act, *Chapter 42.52 RCW*:

- Disclose fully the precise nature of their interest in such transaction; and
- Refrain from participation in the Board’s consideration of the proposed transaction.

State law defines what constitutes a “transaction involving” the University and a “beneficial interest” in such a transaction. See *RCW 42.52.010*.

Members of the Board of Trustees should also act in accordance with *RCW 42.52.020* which states that state officers and employees may not “have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction or professional activity, or incur an obligation of any nature, that is in conflict with the proper discharge of the state officer’s or state employee’s official duties."

3. **Other matters**

All trustees should be sensitive to matters that could involve a conflict of interest. If a Trustee becomes aware of any personal, financial, familial, or professional relationship that could give rise to a conflict of interest with respect to a particular matter, the Trustee shall promptly disclose the relationship to the Chair of the Board of Trustees, (or Vice Chair, if the Chair is unavailable or is the Trustee with the possible conflict). In turn, legal counsel may be consulted. The Chair (or Vice Chair, if applicable) makes the final decision regarding whether a conflict of interest exists. A recess may be taken if needed to address an issue arising during a Board of Trustees meeting.

4. **Recusal**

Trustees should err on the side of caution and shall recuse themselves from participating in, discussion, influencing or voting on matters when a conflict of interest
exists. The Trustee’s recusal (or the decision not to recuse and the basis for that decision) shall be noted on the record. In the event of a recusal, the Trustees presence will not be counted when determining whether there is a quorum for action on that matter.

5. Notification of Trustee Violation

In the event that a Trustee is acting in violation of these standards, the Chair shall be notified of the activity. The Chair shall direct the Trustee to cease the inappropriate activity. If the Chair is acting in violation, the Vice Chair shall be advised of the activity and shall direct the Chair to cease the inappropriate activity. Continued violation of the ethical standards may be a basis for removal of the Trustee or action by the State Executive Ethics Board.
AFFIRMATION DISCLOSURE FORM FOR
TRUSTEES OF WESTERN WASHINGTON UNIVERSITY

Please complete the following:

1. Are you aware of any relationships with the University between yourself, a member of your family, friend, associate, or any organization with which you are formally involved that may represent a conflict of interest as defined by the letter or spirit of this policy?

   _____ Yes   _____ No

   If YES, please list or elaborate about such relationships and the details of actual or potential financial or other benefit as you can best estimate them.

2. Have you or a member of your family received, during the past 12 months, any gifts or loans from any source from which the University buys goods or services, or otherwise has significant business dealings?

   _____ Yes   _____ No

   If YES, please list such loans or gifts, their source, and their approximate value.