DATE: August 9, 2022

TO: Members of the Board of Trustees

FROM: Trustees Sue Sharpe and Faith Pettis, President Sabah Randhawa

SUBJECT: Discussion of Board Policies
    Approval of Board

PURPOSE: Discussion and Action Items

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, Conflict of Interest Policy, and Values Statement. As part of this ongoing process the following are presented for full Board discussion:

- Delegation of Authority Policy
- Board Self-Assessment Policy
- Presidential Evaluation Policy
- Committee Charters

The Delegation of Authority Policy has been discussed in the past. An annotated version for the Delegation of Authority policy is included below to help explain the changes. The revised policy is presented for discussion and approval.

Proposed Motion:

MOVED, that the Board of Trustees of Western Washington University approve the Delegation of Authority Policy, dated August 19, 2022.

Supporting Information:

WWU BOT Governance Structure August 2022
WWU Board of Trustees Delegation of Authority Policy dated August 19, 2022
Annotated WWU Board of Trustees Delegation of Authority Policy dated August 19, 2022
WWU Board of Trustees Board Self-Assessment Policy dated August 19, 2022
WWU Board of Trustees Self-Evaluation Policy dated August 19, 2022
WWU Board of Trustees Policy on Committee Charters dated August 19, 2022
WESTERN WASHINGTON UNIVERSITY BOARD OF TRUSTEES

GOVERNANCE POLICIES AND STRUCTURE

DRAFT

- Board Statement of Values and Member Expectations
- Bylaws
- Policies on
  - Delegation of Authority
  - Conflict of Interest
  - Presidential Evaluations
  - Board Self-Evaluations
  - Committee Charters
- Standing Committee Charters
  - Executive and Governance Committee
  - Academic Affairs and Student Success Committee
  - Finance, Audit, and Enterprise Risk Management Committee
Purpose

The Western Washington University (University of WWU) Board of Trustees (Board) is vested with full authority to manage the assets and affairs of the University. The Board’s powers and duties are granted by state law, in particular the Revised Code of Washington Chapter 28B.10 and 28B.35 (RCW 28B.10 and 28B.35) and other statutory provisions. The Board has authority to delegate by resolution any of its powers and duties to the University President or designee. (RCW 28B.10.528).

It is the policy of the Board to engage in responsible institutional governance by delegating full authority, express and implied, to the President or designee to manage and conduct the affairs of the University, except for those matters reserved either by law or by the Board for the proper exercise of its fiduciary duties of the institution.

This policy delineates specific powers reserved by the Board and, conversely, powers that have been delegated to the President or designee. Any delegated authority continues to be subject to the ultimate authority of the Board. The Board reserves the right to intervene in any matter and to enact or amend this policy as it deems necessary or proper to further the best interests of the University.

This policy will be approved by resolution of the Board. The Board will periodically review this policy and reserves the right to amend or rescind it by resolution at any time.

Reserved and Delegated Authority

The Board of Trustees is authorized by RCW 28B.10.528 to delegate to the President of Western Washington University, or their designees, powers and duties vested in or imposed upon the Board of Trustees by law, and to enable the President or their designee to act on behalf of the Board of Trustees in matters relating to the administration and governance of Western Washington University.

This policy affirms that the President shall have the authority to exercise all powers and duties vested in or imposed upon the Board of Trustees, except as reserved in the specific areas as set forth below.

In the event of a conflict between the language in this policy and a particular resolution, the language of the resolution will take precedence.
Board Administration

The Board has reserved the following authority in this area:

(a) **To Administer the Board.** To organize, administer, and operate the Board.

University Personnel

The Board has reserved the following authority in this area:

(a) **To Select, Appoint, and Evaluate the President.** This includes responsibility for setting the compensation, benefits, and other terms and conditions of the President’s employment, who shall serve at the pleasure of the Board. The President’s contract(s) shall be authorized in compliance with the Open Public Meetings Act, Chapter 42.30 RCW.

(b) **To Approve Collective Bargaining Agreements.** To facilitate, approve, and enter into collective bargaining agreements.

(c) **To Establish Retirement Programs for Employees.** To establish retirement programs for employees as authorized by law.

(d) **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).

(e) **To authorize legal defense and indemnification of employees, officers, or volunteers, subject to the following:**
   
   - If any action, claim, or proceeding is filed against member(s) of the Board, the request shall be handled as follows:
     
     o If the request involves a minority of the members of the Board, it will be acted on by the remaining members of the Board.
     
     o If the request involves a majority or all members of the Board, it will be acted on by the Washington State Attorney General, as provided in [RCW 28B.10.842](#).

University Rules and Policies

The Board has reserved the following authority in this area:

(a) **To Adopt, Amend, and Repeal 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; and Chapter 516-15 WAC, Skateboards, foot scooters, skates, and other similar devices.

**Tuition and Fees**

The Board has reserved the following authority in this area:

(a) **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.

**Academics, Planning, and University Structure**

The Board has reserved the following authority in this area:

(a) **To Structure the University.** To establish or abolish colleges, divisions, schools, and degree programs.

(b) **To Award Degrees.** To authorize the awarding of degrees for appropriate programs of study, and to authorize the awarding of honorary degrees.

(c) **To approve the University-wide strategic plan.**

(d) **To approve the campus master plan.**

**Budgets, Business, and Finance**

The Board has reserved the following authority in this area:

(a) **To Approve Budgets.** To approve the operating budget, the services and activities fees budget, and the capital budget for the University.

(b) **To Retain Fiscal Responsibility.** To retain responsibility for the expenditure of state funds by the University and its agents and employees.

(c) **To Approve Settlement Agreements.** To enter into agreements for the purposes of settlement of legal claims or potential legal claims when the total costs to WWU are estimated to be greater than $100,000.

(d) **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 $100,000, regardless of duration. The Board shall be informed of the execution of an Interlocal Agreement at the next subsequent board meeting.

(e) **To Purchase, Acquire, or Lease Real Estate.** To authorize the purchase, acquisition, or long-term lease (for more than two years and in excess of $100,000 in annual rent) 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 (for more than two years and in excess of $100,000 in annual rent) of real property.

(f) **To Select Certain Architects and Engineers and Authorize Certain Public Works Contracts.** To authorize the selection of professional, architectural, engineering, and related services for the design of public works and to execute public works contracts in instances where the fee for such services will exceed $500,000.00, or where competitive proposals were not solicited and considered, unless other procedures approved by the Board were followed.

(g) **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.

(h) **To Authorize Bonded Indebtedness.** To authorize and approve bonded indebtedness.

**Naming and University Recognition**

The Board has reserved the following authority in this area:

(a) **To Name or De-name Colleges, Major Organizational Units, and Facilities.** To name or de-name all major organizational units and University facilities in accordance with the University’s policy and procedures on Naming Facilities, Colleges, and Organizational Units. However, the President or designee has authority to assign temporary names to major facilities to indicate function.

(b) **To Approve the Design of the University Seal.** The design of the seal of Western Washington University shall be approved by the Board.
Purpose

The Western Washington University (University of WWU) Board of Trustees (Board) is vested with full authority to manage the assets and affairs of the University. The Board’s powers and duties are granted by state law, in particular the Revised Code of Washington Chapter 28B.10 and 28B.35 (RCW 28B.10 and 28B.35) and other statutory provisions. The Board has authority to delegate by resolution any of its powers and duties to the University President or designee. (RCW 28B.10.528).

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Commented [FP7]: Previously in the BOT Rules of Operation

Commented [FP8]: Previously in the BOT Rules of Operation, with changes noted below

Commented [FP9]: The BOT Rules of Operation allow the Board to approve the settlement of claims in excess of $50,000. With this policy, we would be allowing the President to settle claims up to $100,000.
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 $100,000, regardless of duration. The Board shall be informed of the execution of an Interlocal Agreement at the next subsequent board meeting.

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WESTERN WASHINGTON UNIVERSITY BOARD OF TRUSTEES

POLICY ON BOARD SELF-ASSESSMENT

DRAFT

Purpose

The purpose of this policy is to formalize the intent and process for Board of Trustees’ periodic self-assessment review. The self-assessment process enables the Board to demonstrate that the Board and its individual members are carrying out their roles and responsibilities in an effective manner and to identify strengths and potential areas for improvement in the Board's functioning. The self-assessment process also satisfies the Board’s responsibility to be accountable to the larger public interest and public trust and to demonstrate compliance with any external reporting requirements, such as University's accreditors which expect governing boards to define and regularly evaluate their responsibilities and expectations.

Board Practices and Procedures for Self-Assessment

• **Board Roles and Responsibilities.** All Board members will participate in the self-assessment process as described herein. The process will be led by the Board Chair who will collaborate with the Board’s Executive and Governance Committee to ensure its effective and timely execution.

• **Frequency.** The Board shall conduct a self-assessment at least once every two years.

• **Goals and Objectives:** The intent of the self-assessment process is to:
  o Ensure that trustees have a clear and common understanding of Board responsibilities.
  o Clarify mutual expectations among Board members.
  o Strengthen Board performance.
  o Strengthen relationships among Board members and with the University President.

• **Process:** The Board self-assessment process will include the following elements:
  o A confidential survey of Board members will be used to solicit feedback on relevant dimensions of Board work and performance. The survey will be conducted via a Board-approved self-assessment instrument. Individual responses will be reported in the aggregate and without attribution.
  o At its discretion, the Board may use an external consultant or facilitator, who may supplement the survey with additional methods of assessment.
  o The results of the board self-assessment review shall be presented to and discussed by the Board at one of the Board’s two work sessions. Board members shall participate in improving and strengthening the Board’s governance processes and its role in advancing University’s priorities.
  o The Secretary to the Board will work with the Board Chair to implement an assessment process that underscores confidentiality and integrity.
Purpose

It is the policy of the Board of Trustees that it will evaluate the President of Western Washington University on an annual basis and that it will conduct a periodic comprehensive (“360 degree”) evaluation every three to four years.

The purpose of this policy is to formalize the intent and process by which the Board will fulfill an essential governance responsibility: supporting and evaluating the President. It also addresses the larger goal of contributing to the improvement of the President’s and the institution’s effectiveness. Further, the evaluation will accomplish the related goals of supporting continuous communication between the Board and the President about the President’s goals and accomplishments, the institution’s strategic goals and mission, and the effectiveness of the President’s organizational decision making. The evaluation process also meets the Board’s need to be accountable to the institution’s various constituencies and to the larger public interest and public trust.

Board Practices and Procedures for Annual Evaluation

1. Board Roles and Responsibilities. All Board members will participate in the evaluation process as described herein. The process will be led by the Board Chair who will collaborate with the Vice Chair and the Board’s Executive Committee to ensure a smooth transition from one evaluation period to the next.

2. Annual Goals and Objectives. The evaluation will be based on a mutually agreed-upon, annual set of measurable goals, objectives, and priorities presented by the President and accepted by the Board pursuant to the procedures and schedule outlined in this policy. In addition to the progress on previously set goals and objectives, the evaluation may include such other matters as the Board may determine as provided in the President’s employment agreement.

3. Criteria and Process for Evaluation. It is the responsibility of the Board to establish the criteria and process for evaluation and to communicate these in advance to the President. The process may include a “360-degree component,” allowing for confidential input to be sought from the Vice Presidents, shared governance leaders, the President’s other direct reports, and in some cases external stakeholders. Among other standards and criteria for evaluation, the Board may consider the following:
   - Leadership, internal and external to the institution.
• Administrative effectiveness.
• Effectiveness at developing financial and other support for the institution.
• Communication.
• Accomplishments and progress toward annual objectives and institutional priorities established by the President and the Board.

4. **President’s Appointment and Compensation.** At the time of the evaluation or upon formal acceptance of the President’s annual goals, the Board may, in its discretion, extend the President’s appointment, and/or adjust the President’s compensation.

5. **Executive Session.** Pursuant to RCW 42.30 et seq., the Board may meet in executive session to review the President’s performance. However, the Board will only take final action in meetings open to the public when setting the President’s salary or other actions which must be taken and conducted in open session.

6. **Annual Evaluation Period and Schedule.** The annual evaluation period will begin with the President’s presentation of goals and objectives at one of the Board’s two work sessions, customarily at the start of each academic year, and will conclude at the same time the following year.

**Board Practices and Procedures for Periodic Comprehensive Evaluation**

The Board will conduct a periodic comprehensive evaluation of the President’s performance every three to four years in lieu of and building upon the foundation of the annual evaluations.

The comprehensive evaluation will be a formative process with the primary purpose of enhancing the performance of the President.

The Board Chair and Vice Chair, with assistance from Board staff, will establish a timeline and process for confidential interviews on the President’s effectiveness and leadership with a significant cross-section of the campus community and external stakeholders.

The interviews will be led by an experienced professional engaged by the Board who can elicit fully objective responses.

The Board Chair will report findings and recommendations to the President and, subsequently, to the Board. All written assessment of the President’s performance will remain confidential to the extent permitted by law, specifically, the Public Records Act, Chapter 42.56 RCW.
WESTERN WASHINGTON UNIVERSITY BOARD OF TRUSTEES

POLICY ON COMMITTEE CHARTERS

DRAFT

Purpose

Board of Trustees standing committees assist the Board in its oversight of advancing the mission and strategic priorities of the university. The committees help the Board to focus and organize its work around institutional issues and responsibilities that align with the Board’s governance role. Committee charters delineate committee structure and responsibilities.

BOT committees include the Executive and Governance Committee and two standing committees, the Academic Affairs and Student Success Committee and the Finance, Risk, and Management Audit Committee. No committee may act on behalf of the Board on matters requiring Board action. All committees shall refer matters to the Board for appropriate action in a regular meeting of the Board. The Chair of the Board shall make standing Committee appointments, including an appointment of a chairperson to each of the Committees, who shall serve a term of two years. Each Committee shall consist of at least three and no more than four Trustee members.

BOT may establish ad hoc committees from time to time, as needed to focus on specific matters or for handling specific tasks in fulfillment of Board’s duties and responsibilities. Ad hoc committees are advisory only, and no ad hoc committee may act on behalf of the Board on matters requiring Board action.

Committees

Executive and Governance Committee

• Purpose: The purpose of the Executive and Governance Committee is to ensure the integrity of the Board, enhance the Board’s performance, and facilitate presidential evaluation processes.
• Membership: The Committee shall typically consist of the chair of the board, the vice chair of the board and the immediate past chair of the board. The University President shall serve as an ex-officio member of the committee.
• Responsibilities: The Committee has a broad mandate that encompasses reviewing and making recommendations on the structure, format, and implementation of Board meetings and agendas, identifying and recommending strategic conversation themes for Board meetings and retreats; monitoring and advocating best practices in higher education governance; identifying the expertise and experience needed by the Board during Board member transitions; providing oversight to the process and timing of periodic Board self-assessments; facilitating presidential evaluations and compensation reviews; and serving in an advisory capacity to the President as needed. <Link to Committee Charter>
Academic Affairs and Student Success Committee

• Purpose: The Academic Affairs and Student Success Committee facilitates the Board’s responsibilities for teaching, research, outreach, and other academic matters, as well as matters related to student affairs, student life, and support services outside direct instruction.

• Membership: The Committee shall consist of three trustees, and the Student Trustee. The University’s Provost and Executive Vice President will serve as staff and primary liaison to the Committee.

• Responsibilities: The work of the Committee encompasses academic affairs, research and outreach, student life and support services, and ADEI (accessibility, diversity, equity, and inclusion). The Committee monitors progress towards University’s academic performance goals, including research and outreach; protects, within the context of faculty shared governance, the educational quality of the University and its academic programs; monitors progress for student life and conduct and University’s ADEI programs; and provides broad oversight to University’s engagement with accrediting bodies. The Committee is responsible for such matters as may be referred to it by the Board. <Link to Committee Charter>

Finance, Audit, and Enterprise Risk Management Committee

• Purpose: The Finance, Audit, and Enterprise Risk Management Committee assists the Board in fulfilling its fiduciary responsibilities, including fiscal and compliance matters, identification, assessment and response to enterprise risks, and integrity of physical and information infrastructure.

• Membership: The Committee shall consist of three trustees. The University’s Vice President for Business and Financial Affairs will generally serve as the staff and primary liaison to the Committee, except for the internal audit function for which the Executive Director of the Office of Audit and Consulting shall be the staff and liaison to the Committee.

• Responsibilities: The work of the Committee encompasses finance, compliance, audit, and infrastructure. The Committee is responsible for monitoring University’s financial performance and reporting to the Board as appropriate; reviewing and recommending to the Board annual and long-term operating and capital budgets; reviewing and recommending to the Board requests and plans for issuance of debt; and monitoring the University’s internal control structure to ensure key risk, compliance, and regulatory requirements are met and overseeing internal and external audit activities. The Committee is responsible for such matters as may be referred to it by the Board. <Link to Committee Charter>