

**WESTERN WASHINGTON UNIVERSITY
BOARD OF TRUSTEES
MEETING MINUTES
FRIDAY, December 11, 2015**

1. CALL TO ORDER AND APPROVAL OF MINUTES

Chair Karen Lee called the regular meeting of the Board of Trustees of Western Washington University to order at 8:00 a.m., in the Boardroom, Old Main 340, in Bellingham, WA.

Board of Trustees

Karen Lee, Chair
Sue Sharpe, Vice Chair
Earl Overstreet, Secretary
Betti Fujikado
Chase Franklin
John M. Meyer
Mo West
Seth Brickey

Western Washington University

Bruce Shepard, President
Brent Carbajal, Provost and Vice President for Academic Affairs
Eileen Coughlin, Senior VP, Vice President for Enrollment and Student Services
Brian Sullivan, Assistant Vice President for Business and Financial Affairs
Stephanie Bowers, Vice President for University Advancement
Steve Swan, Vice President for University Relations and Community Development
Molly Ware, Faculty Senate President
Roger Leishman, Assistant Attorney General
Paul Cocke, Director of University Communications
Paul Dunn, Special Executive Assistant to the President
Elissa Hicks, Assistant Secretary to the Board of Trustees

There were no changes to the draft minutes as distributed.

MOTION 11-01-2015: Trustee Brickey moved that the Board of Trustees of Western Washington University, upon the recommendation of the President, approve the following minutes:

- October 8 & 9, 2015
- November 2, 2015
- November 6, 2015
- November 17, 2015
- November 24, 2015

The motion passed.

Chair Lee commented on the added and noticed action agenda item regarding the proposed presidential contract amendments. She asked if there were any objections to the addition, to which there were none.

2. PUBLIC COMMENT

As per Amended RCW 28B.35.110, the Board of Trustees provided time for public comment. There were no requests for public comment.

3. BOARD CHAIR

Chair Lee started by offering the Board's condolences to Barbara Sandoval, Secretary to the Board of Trustees, for her family's loss.

Chair Lee then reflected on her thoughts regarding the incidents of the past few weeks on campus. She acknowledged that racist stereotyping still exists throughout the country, but as she reflected on the events at Western over the last couple of weeks she thanked the entire university community for its willingness to take on such deeply rooted issues as race, equity, safety and inclusion. Because of Chair's Lee's personal history the issues of race and gender are particularly personal to her. However, she has always felt that education, and particularly higher education, is one of the great equalizers in our society, and that it is one of the reasons she enjoys being a trustee, especially at Western. Lee said that she feels that everyone is aligned to the same task, because the entire Western community cares about the education and betterment of its students and our society in general. She said that Western's continuous striving for improvement and President Shepard's approach of listening, setting aside judgement, learning and collaboration is a way to move the University and campus culture forward in a positive way that focuses on respect and engagement will bring healing to the campus and our community.

Trustee Lee then welcomed the new trustees, starting with Trustee John M. Meyer and asked Trustee Brickley to make the motion and read the welcome resolution.

RESOLUTION NO. 2015-12

A RESOLUTION OF THE BOARD OF TRUSTEES OF WESTERN WASHINGTON UNIVERSITY

WELCOMING TRUSTEE JOHN M. MEYER

WHEREAS, on October 21, 2015, Governor Jay Inslee appointed **JOHN M. MEYER** of Mount Vernon, Washington, to serve a term on the Western Washington University Board of Trustees through September 30, 2021; and

WHEREAS, JOHN M. MEYER brings to his appointment as a trustee over 40 years of legal and judicial experience as a Skagit County Superior Court and District Court judge, as a partner at Gilbert and Meyer Law Firm, and as a staff attorney with the Federal Power Commission in Washington, D.C.

WHEREAS, JOHN M. MEYER has received many honors over his professional career including the Washington State Association for Justice 2009 Judge of the Year award and induction into the Skagit Valley College Hall of Fame; and

WHEREAS, JOHN M. MEYER has shown his incredible commitment to community service by serving as a member on numerous boards, including the Board of Judicial Administration, the Sentencing Guidelines Commission Board, the Washington State Trial Lawyers Association Board, and Skagit Valley College Board; serving as chair of the Board of Judicial Administrations Court Education Committee, the Skagit County Law and Justice Board, and the Skagit Homeless Youth

Task Force; serving as dean of the Washington State Judicial College; serving as treasurer of the Superior Court Judges' Association; and serving as president of the University of Washington Alumni Association Board, the Skagit County Bar Association, the Skagit Valley College Foundation, Mount Vernon Kiwanis, and the Skagit Valley Family YMCA; and

WHEREAS, JOHN M. MEYER received his Bachelor's degree in education from the University of Washington and his Juris Doctorate from the University of California Hastings College of Law; and

WHEREAS, JOHN M. MEYER has declared his commitment to serve as a member of the Western Washington University Board of Trustees; and

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees of Western Washington University officially extends a warm welcome to **JOHN M. MEYER** as he begins his term on the Board.

PASSED AND APPROVED by the Board of Trustees of Western Washington University at its regular meeting on December 11, 2015.

MOTION 12-02-2015: Trustee Brickey moved that the Board of Trustees approve Resolution 2015-12 Welcoming John M. Meyer.

The motion passed.

Chair Lee then welcomed Trustee Mo West and asked Trustee Sue Sharpe to make the motion and read the welcome resolution.

RESOLUTION NO. 2015-13
A RESOLUTION OF THE BOARD OF TRUSTEES OF
WESTERN WASHINGTON UNIVERSITY
WELCOMING TRUSTEE
Maureen "Mo" West

WHEREAS, on October 21, 2015, Governor Jay Inslee appointed **MO WEST** of Bellingham, Washington, to serve a term on the Western Washington University Board of Trustees through September 30, 2021; and

WHEREAS, MO WEST brings to her appointment as a trustee years of extensive professional experience in nursing and government policy work with over 30 years in the nursing profession and by serving in Washington, D.C. for eight years as a legislative assistant with the U.S. Senate with the Senate Committee on Labor and Human Resources, Subcommittee on Disability Policy, and as a professional staff member to former U.S. Senator Robert Dole, responsible for legislation relating to various health, education, disability and social policy programs; and

WHEREAS, MO WEST also brings to her appointment academic experience serving as an instructor in Western's RN-BSN program, as adjunct faculty in the School of Health Sciences at Seattle Pacific University, and as a current member of the faculty at the University of Washington, Bothell School of Nursing and Health Studies; and

WHEREAS, MO WEST has shown commitment to serve her community by actively participating in local non-profit boards including Mt. Baker Planned Parenthood, the Bellingham Festival of Music, PeaceHealth St. Joseph Medical Center Foundation, and the Brigid Collins Family Support Center; and

WHEREAS, MO WEST received her Bachelor's degree in Nursing from the University of Iowa, her Master's in Nursing from the Catholic University of America, and her Doctorate in Nursing from the University of Washington; and

WHEREAS, MO WEST has declared her commitment to serve as a member of the Western Washington University Board of Trustees; and

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees of Western Washington University officially extends a warm welcome to **MO WEST** as she begins her term on the Board.

PASSED AND APPROVED by the Board of Trustees of Western Washington University at its regular meeting on December 11, 2015.

MOTION 12-03-2015: Trustee Sharpe moved that the Board of Trustees approve Resolution 2015-13 Welcoming Mo West.

The motion passed.

Trustees Meyer and West thanked the Board for their welcomes and both said that they look forward to the opportunity to serve on the Board over the next six years and to be part of this great institution and community.

4. UNIVERSITY PRESIDENT

President Shepard thanked Trustee Lee for her remarks and support. He then commented about how proud he was to be part of campus and for the leadership and engagement that was shown over the events of the last couple of weeks. He said the passion and respect that has been shown by everyone on campus has helped to spread empathy for others and continues to help improve relations on campus.

5. ASSOCIATED STUDENTS

Chair Lee noted that Belina Seare, Associated Students President was not present at the meeting and moved on to the next agenda item.

6. FACULTY SENATE

Molly Ware, Faculty Senate President also thanked Trustee Lee for her remarks. Ware updated the trustees on the Senate's response to the recent events which included, sending a campus-wide response to all faculty, staff, and administration in response to the events; creating an accommodations guideline document which provided faculty with specific ideas for making accommodations for those students who do not feel safe returning to campus during dead week or finals week; and generating a list of principles and resources to support the campus in facilitating

challenging conversations in the coming weeks in ways that strengthen the health of the campus climate. Trustees thanked Ware and the Faculty Senate for their leadership.

Ware outlined the work that the Senate will engage in once everyone returns in the new term which includes prioritizing and discussing action steps to strengthen inclusive excellence on campus to more fully align university structures with Western's values and mission/vision statement. Ware also summarized recent events in an effort to think strategically about getting student feedback and creating a pool of students at the beginning of each year who may be interested in influencing university decision-making. She noted that currently, meaningful collaboration with more than a few students is challenging at the university level. Ware said she would like a substantive pool of students readily available to participate in key projects adding that students in the pool would be identified by both faculty and an open invitation to sign up through an Associated Students process.

7. CONSENT ITEMS

Chair Lee introduced the consent items. There were no questions.

MOTION 12-04-2015: Trustee Brickey moved that the Board of Trustees of Western Washington University, on recommendation of the faculty and subject to the completion of any unmet requirements, approves awarding undergraduate and graduate degrees to the candidates listed in the files of the Registrar and Graduate Dean, for Fall Quarter 2015, effective December 12, 2015.

The motion passed.

Trustee Lee and President Shepard noted that the presenter for the next agenda item was not present yet due to double meeting duty, so it was proposed to postpone that item until later in the agenda. There were no objections to the agenda order change.

8. APPROVAL OF 2015-2016 INTERNAL AUDIT AND CONSULTING SCHEDULE, AND ACCEPTANCE OF 2014-2015 ANNUAL REPORT

Brian Sullivan, Acting Vice President / Assistant Vice President for Business and Financial Affairs said that the Office of Internal Audit submitted its 2014-2015 Annual Report to the Board of Trustees Audit Committee at its October 8, 2015 meeting. Following revisions as requested by the Audit Committee, the final draft is submitted to the Board of Trustees for their final approval.

There were no questions from Trustees regarding the schedule or the annual report.

MOTION 12-05-2015: Trustee Overstreet moved that the Board of Trustees, upon recommendation of the Board of Trustees Audit Committee and President Bruce Shepard, accepts the 2014-2015 Annual Report of the Office of Internal Audit, and approves the 2015-2016 Internal Audit and Consulting Schedule.

The motion passed.

Chair Lee announced a break at 8:28 a.m. The board returned and reconvened the meeting at 8:40 a.m.

9. AGREEMENT BETWEEN FOUNDATION AND TRUSTEES UPDATE

Stephanie Bowers, Vice President for University Advancement said that the attached proposed agreement had been updated to further amend aspects of the relationship between the University and the Foundation, specifically to include the lease of the President's Residence from the Foundation and eliminate potential actions around patents and copyrights. All other updates are language refinements. She said this is the third amendment overall for the agreement and brings it in line with current best practices from around the country and peer institutions. Vice President Bowers asked for the Board to approve the updated Agreement between the WWU Foundation and the Board of Trustees.

Trustees asked what the Foundation funds are used for to which Bowers said that Foundation funds are used based on the specific terms outlined by the donor or used as needed by the University. She said funds are treated like a three way agreement between the donor the foundation and the university and those terms are agreed upon on a case by case basis.

Trustees asked for one minor correction in the attached proposed agreement in section 2, subsection D, last sentence:

"The President's expenses intended for reimbursement by the Foundation will be reviewed quarterly by the Chair of the Board of Trustees of the University, or **his** (the chair's) designee, to insure the President's expenses have been properly submitted, reviewed, and approved."

MOTION 12-06-2015: Trustee Franklin moved that the Board of Trustees of Western Washington University, upon recommendation of the President, approve the updated Agreement between the WWU Foundation and the Board of Trustees as proposed in the attached.

The motion passed.

10. APPROVAL OF PRESIDENTIAL SEARCH CANDIDATE EVALUATION CRITERIA

Sue Sharpe, Chair, Presidential Search Advisory Committee (PSAC) introduced Kathy Kitto, Spencer Anthony-Cahill and Trula Nichols, PSAC members, and gave a brief summary to the Board, and asked for their approval of the proposed Presidential Characteristics/Evaluation Criteria and Application Screening Form created by the PSAC. Trustee Sharpe said that this action item is the last step in the search process so that the committee can move forward. Jan Greenwood, Partner, Greenwood/Asher & Associates, gave a brief overview of the steps taken to compile these documents and how they will be used going forward in the screening and evaluation of the potential candidates. Trustee Sharpe said that the documents represent the commitment and hard work of the entire committee and reflects the consensus within the group as a whole.

Trustees thanked the entire Presidential Search Advisory Committee for the inspiring, comprehensive and relevant work this document represents and for their hard work in the process so far. Trustees had no questions.

MOTION 12-07-2015: Trustee Overstreet moved that the Board of Trustees of Western Washington University, upon the recommendation of the Chair of the Board of Trustees and the Chair of the Presidential Search Advisory Committee, adopt the Presidential Characteristics/Evaluation Criteria and Application Screening Form.

The motion passed.

11. PROPOSED PRESIDENTIAL CONTRACT AMENDMENTS

Before Trustee Lee started discussion on this agenda item, President Shepard excused himself from the meeting room. She then asked Trustee Fujikado to make the motion for the first amendment regarding a merit salary increase for President Shepard. Fujikado said that Western has always placed an emphasis on competitive salaries and made a few points regarding President Shepard's contract. Noting that President Shepard is the only Western employee that has not received an increase that given to many Western employees this past fall and his adjustment is actually less than most others given. Fujikado also said that the Trustees want this increase to be a recognition of his superior performance at the University over his tenure.

MOTION 12-08-2015: Trustee Fujikado moved that the Board of Trustees of Western Washington University approve Amendment No. 2 to the Employment Contract for President Bruce Shepard to increase the President's annual salary with a merit increase of 4 percent, to \$324,500, effective July 1, 2015, and authorize the Board Chair to execute the action on behalf of the Board of Trustees. All other terms and conditions are to remain the same.

The motion passed. Trustee Seth Brickey abstained from voting as required per RCW 28B.35.100(4).

Trustee Franklin said that as we all know, President Shepard will be moving on to the next phase of his life in 2016, and as such, the Board of Trustees needed to finalize terms of his second contract which the board approved in 2011. Terms of that contract were developed to retain him, and were done so at a time when he was being aggressively sought by other higher education institutions. Those terms have been finalized while also recognizing the superior level of leadership he has provided to Western the past eight years. Franklin noted that some of terms addressed in the proposed MOU include, a defined time frame of his salary compensation and the terms of his professional development year, an early retirement tenure buyout, a payment for accrued vacation, terms of availability to consult or assist with the presidential transition over the coming year, and details related to the Shepards' vacating the residence provided to them by the university.

Trustees were pleased with the terms of the MOU and had no questions.

MOTION 12-09-2015: Trustee Franklin moved that the Board of Trustees of Western Washington University approve Amendment No. 3 to the Employment Contract for President Bruce Shepard in connection with his announced retirement from the presidency and the faculty, and authorize the Board Chair to execute the action on behalf of the Board of Trustees. All other terms and conditions are to remain the same.

The motion passed. Trustee Seth Brickey abstained from voting as required per RCW 28B.35.100(4).

President Shepard was invited back into the meeting room, to which Chair Lee informed him of the approved amendments and thanked him for his excellent work during his tenure.

12. WSU NORTH PUGET SOUND AT EVERETT

Bob Drewel, Senior Advisor to President Dan Bernardo, Washington State University gave a brief overview of the Everett program, saying that Western is WSU's largest and boldest partner in the venture. He said that only the best programs from each school were brought to College Center which helps the program do the most good for the community with the resources available. Drewel said that the center is a good example of cooperation between all the partners in that every partner brings its specialty niches to College Center without competing for the same resources. He added that by bringing the programs and needs to the people there is a distinct economic advantage for the students.

Drewel said that the administration building project at College Center has commenced and is ahead of schedule and under budget. The building was entirely designed by staff at the center which helped to save a significant amount for the project.

Trustees asked questions regarding the difference between a branch campus and a center, to which Drewel responded that a branch campus typically has a Chancellor and offers all four years of education and that a center has a Dean and only offers junior and senior level courses. Trustees appreciated learning more about College Center and the innovative cooperation that exists between the partners.

Chair Lee announced a 10 minute break at 9:55 a.m. The board returned and reconvened the meeting at 10:08 a.m.

13. DIVERSITY TASKFORCE STRATEGIC PLAN UPDATE

President Shepard commented that the issue of diversity, equity and inclusion has been one of his top priorities and was also set as a priority by the Board of Trustees when he started his tenure at Western. He said he knew Western needed to create a strategic plan to address this issue and a way to put plans into action. In response to that priority he created the President's Taskforce on Equity, Inclusion and Diversity and started to quickly develop a plan and steps for implementation on campus.

President Shepard introduced Karen Dade, Co-Chair of the President's Taskforce on Equity, Inclusion and Diversity /Presidential Fellow and Nick Sanchez, Co-Chair of the President's Taskforce on Equity, Inclusion and Diversity who thanked President Shepard and the Board of Trustees for their leadership on this important topic. Dade and Sanchez gave a brief overview of the events from the last couple of weeks and noted that the processes already in place and the nine previously scheduled diversity trainings in the ten days after the events aided in helping individuals and the community process the events.

The co-chairs then provided an overview of the focus for the taskforce in the upcoming year including adding more student representation to the taskforce, being ready for the next president to continue moving this issue forward, improving the process on campus based on the real life situations of the past few weeks and continuing the listening session across the campus community. They both said that progress has been made over the last couple of years, but that there is still much to do.

Trustees asked how the taskforce collaborates with peer institutions. Dade responded by saying that taskforce leadership and members participate in professional associations and national and regional meetings, have looked at similar set-ups at other universities and have researched

experiences and remarks from other diversity type groups. Trustees also asked what the taskforce has learned from the listening session on campus. Dade and Sanchez said that the community has responded well to the listening session that they appreciate the taskforce being willing to meet with people on their terms and they have learned that everyone is at different levels on the issue and that education at all levels is still needed throughout the community. They feel that many on campus are willing to be open, authentic and honest with regards to addressing the diversity issue which is encouraging. Adding that the campus collectively cares about the issue, and while people may not always agree, everyone cares about improving the issue. Sanchez acknowledged that there is still pain being processed by everyone, both new pain from the recent events and old pain that people have dealt with for a while and that needs to be addressed in order to move forward.

14. PRESIDENTIAL SEARCH UPDATE

Sue Sharpe, Chair, Presidential Search Advisory Committee (PSAC) gave a brief summary of the events of the PSAC since the last Board meeting. She said with the approval of the Presidential Characteristics & Evaluation Criteria and Application Screening Form earlier in the day the next major step is up to the search consultant for marketing the position and recruiting applicants. Sharpe also showed the Trustees the updates to the Presidential Search website which includes the Presidential Leadership Profile approved by the Trustees at an earlier Board meeting. Trustee Sharpe said most of the hard work for the PSAC is done for a while and will pick up again after the application deadlines and screening starts in the new year.

15. OLYMPIA UPDATE

Becca Kenna-Schenk, Government Relations Director said that the University Relations and Community Development office has been busy in between sessions doing advocacy for the university including on site campus tours, Compass to Campus visits, Western Leadership Forum, tours of the Carver Renovation site and the Munro Seminar. She said that several Western faculty, staff and students have been invited to testify for Legislative Committee meetings in Olympia which have been very well received by the Legislative members. She said that currently there is a small surplus of state funds in the latest revenue forecast, but that is not expected to lead to new funding, just some small adjustments of last year's budget. Kenna-Schenk said that Western will focus on small budget asks for next year including funding for Student Success programs, funding for the Campus Wireless Upgrade, and some building security upgrades. She also mentioned that this summer the Legislature asked all the teaching schools in Washington to put together proposals to address the teacher shortage with in the state. Woodring responded quickly and with a proposal that was very well received by the Legislature.

16. CAMPAIGN UPDATE

Tim Syzmanowski, Associate Vice President for Development and Leadership Giving said that as of November 12, 2015 the campaign had reached its goal of \$60 million dollars. Symanowski said that currently there are plans for campaign wrap-up celebrations on February 24th and March 8th and that details will come forward as things are firmed up. He shared a story from the Biology department and their need for a new microscope. He said that most of the money had been raised, but they were \$20,000 short. A crowdfunding campaign was started and an alumni brought the campaign to their parent's attention and the rest of the microscope was funded. Symanowski said that during a follow up visit by campaign staff the parents made an even larger donation of \$150,000. He said that plans are in the works for the engineering robotics lab to be named in memory of their family member.

17. AUDIT COMMITTEE REPORT

Trustee Betti Fujikado, Chair, Board of Trustees Audit Committee reported that the committee heard the results from the State Auditor's yearly financial statements audit and that Western received a clean report. She said the State Auditor's Office was complimentary of the university's response to GASB 68 and the university cooperation throughout this year's audit and over the past few years. Fujikado also mentioned that Western was awarded the first annual State Auditor's Award for Excellence in Financial Stewardship, to which she see as a testament to the excellence of Western's Business and Financial Affairs division.

18. BOARD GOVERNANCE COMMITTEE REPORT

Trustee Sue Sharpe, Chair, Board Governance Committee reported that the committee discussed the onboarding process and gathered input from the new trustees and also discussed Western's participation at the upcoming Association of Governing Board's upcoming 2016 National Conference on Trusteeship in April 2016.

19. INFORMATION ITEMS

a. Academic Affairs Report

Provost Carbajal provided a written report with information regarding the number of declared student majors per academic department for fall quarter 2015 and fall quarter 2014. The reports include fall 2014 and fall 2015 peak date comparisons.

b. Quarterly Grant Report

Provost Carbajal provided a written report with information from the Office of Research and Sponsored Programs concerning grant awards for the period July 1, 2015 – September 30, 2015 and fiscal year 2015/16.

c. Admissions and Enrollment Report

Vice President Coughlin provided a written report regarding the university's general enrollment and admissions.

d. University Advancement Report

Vice President Bowers provided a written report on the University's Alumni Relations and Western Foundation activities.

e. Capital Program Report

Vice President Van Den Hul provided a written report on the University's capital projects.

f. University Relations and Community Development Report

Vice President Swan provided a written report documenting recent activities of University Relations and Community Development.

g. 2014-2015 University Financial Report

Vice President Van Den Hul provided a written report on the University's finances.

h. 2015 Housing & Dining System Financial Report

Vice President Van Den Hul provided a written report on the University's Housing and Dining System.

- i. 2015 Wade King Student Recreation Center Financial Report**
Vice President Van Den Hul provided a written report on the Wade King Student Recreation Center.
- j. 2015 AS Bookstore Financial Report**
Vice President Van Den Hul provided a written report on the University's Bookstore.
- k. 2015 Parking Services Financial Report**
Vice President Van Den Hul provided a written report on the University's parking services system.
- l. Student Right to Know/Clery Act**
Vice President Coughlin provided a written report regarding the University's policy on the Student Right to Know / Clery Act.

20. DATE FOR NEXT REGULAR MEETING: February 11, 12, 2016 in Seattle at the Washington Athletic Club

21. The meeting adjourned at 11:52 a.m.

22. LUNCH

The trustees and invited guests enjoyed a presentation regarding the Recreation Degree Program from Keith Russell, Chair, Health and Human Development and students from the Recreation Degree program.