

**Western Washington University
Board of Trustees
Special Meeting Minutes
Monday, September 14, 2020
Tuesday, September 15, 2020
Monday, September 22, 2020**

CALL TO ORDER

Board Chair John Meyer called the first of three work session meetings of the Board of Trustees of Western Washington University to order on Monday, September 14, 2020, at 1:04 p.m. via Zoom. A quorum was established by roll call.

Board of Trustees

John Meyer, Chair – *via Zoom*
Chase Franklin, Vice Chair – *via Zoom*
Sue Sharpe, Secretary – *via Zoom*
Earl Overstreet – *via Zoom*
Faith Pettis – *via Zoom*
Hunter Stuehm – *via Zoom*
Karen Lee – *via Zoom*
Mo West – *via Zoom*

Western Washington University

Sabah Randhawa, President
Brent Carbajal, Provost and Vice President for Academic Affairs
Richard Van Den Hul, Vice President for Business and Financial Affairs
Melynda Huskey, Vice President for Enrollment and Student Services
Stephanie Bowers, Vice President for University Advancement
Donna Gibbs, Vice President for University Relations and Marketing
Faye Gallant, Executive Director for Budget and Financial Planning
Melissa Nelson, Assistant Attorney General
Paul Dunn, Chief of Staff and Secretary to the Board of Trustees
Rayne Rambo, Assistant Secretary to the Board of Trustees

1. EXECUTIVE SESSION

At 1:06 p.m. Chair Meyer announced that the Board would convene in Executive Session for approximately one hour to discuss a personnel matter as authorized in RCW 42.30.110 (1)(g).

The board returned to open session at 2:23 p.m.

Chair Meyer announced a ten-minute break at 2:23 p.m. The board reconvened at 2:30 p.m.

2. STRATEGIC ISSUES, TRENDS, AND CHALLENGES IN HIGHER EDUCATION AND FOR WESTERN

Chair Meyer introduced the topic of challenges and opportunities that Western is facing during unprecedented times and suggested that the Board's summer reading of "How to be an Antiracist" by Ibram X. Kendi would be a helpful lens through which to view the discussion.

The trustees and Western leadership engaged in conversation that centered around the future landscape of higher education and how to best apply what has been learned in recent months due to the coronavirus global pandemic and the current social unrest, and how to be more responsive to emerging student and campus community needs.

Trustee Stuehm expressed his gratitude for the opportunity to have the conversation and noted that the commitments to proactive antiracism and racial equity are mutually reinforcing, and the need for self-criticism and self-evaluation are critical as Western evaluates its policies, structures and governance model. He emphasized that Western has the opportunity within Whatcom County and beyond to continue to be a leader as Western learns from these conversations on how to take action and create policies that support inclusive success and racial equity.

President Randhawa acknowledged the importance of the social justice and equity lens in contextualizing the entire conversation. He went on to note how the impacts of the global pandemic have brought attention to inequities and underutilized resources in the past, and the importance of forging partnerships to take advantage of new opportunities that have now presented themselves.

Board Chair John Meyer adjourned the meeting for the day at 3:49 p.m. on Monday, September 14, 2020 and noted that the board will reconvene at 2:00 p.m. the following day.

Tuesday, September 15, 2020

Board Chair John Meyer called the second of three work session meetings of the Board of Trustees of Western Washington University to order at 2:04 p.m. on Tuesday, September 15, 2020 via Zoom. A quorum was established by roll call.

Board of Trustees

John Meyer, Chair – *via Zoom*
Chase Franklin, Vice Chair – *via Zoom*
Sue Sharpe, Secretary – *via Zoom*
Earl Overstreet – *via Zoom*
Faith Pettis – *via Zoom*
Hunter Stuehm – *via Zoom*
Karen Lee – *via Zoom*
Mo West – *via Zoom*

4. BUDGET AND OPERATIONAL OUTLOOK FOR WESTERN DUE TO THE CORONAVIRUS PANDEMIC

Richard Van Den Hul, Vice President for Business and Financial Affairs, and Faye Gallant, Executive Director for Financial Management provided an update on the development of the fiscal year 2021 operating budget that the board approved in continuation form at the regular June meeting, scheduled for final approval at the regular October meeting pending more complete information about fall enrollment and state funding. Included were scenario comparisons and recommendations due to the impacts of the coronavirus pandemic. The board received an update and engaged in conversation that included how to best position Western for potential state funding challenges in future legislative sessions. The presentation included operating assumptions on enrollment and tuition revenue changes due to COVID-19, new investments, and mitigation strategies that could potentially offset the structural deficit that will remain in future years without an increase in revenues and/or more permanent reductions. It was noted that the planning process for the 2021-2023 budget will begin in January 2021 to help to identify the more permanent adjustments, investment or reductions needed for decisions before board approval in spring 2021 which is the customary process and the structural deficit will be addressed in the FY2021-2023 budget process. The board also received an update and a summary of impacts on Western's self-sustaining and auxiliary units that included an update on the board's approval in August of the issuance and sale of bonds to refinance and restructure all or a portion of debt service (principal and interest) for university housing and dining that will be due and payable in June 2023.

The board and executive leadership engaged in long and frank discussion on the future of higher education and the importance of understanding and realizing Western's role in its own recovery process and the recovery process of the state and nation. President Randhawa noted the importance of the board's leadership during these unprecedented times and the value of having external expertise and insight on how to best adapt as an institution to meet of the needs of the state and Washingtonians.

Chair Meyer announced a break at 3:29 p.m. The board returned and reconvened the meeting at 3:42 p.m.

5. BOARD COMMITTEES

The Board of Trustees engaged in a conversation to evaluate the purpose, charge, and desired outcomes of the work of the Student Success Committee (SSC) and the Finance, Audit and Enterprise Risk Management (FARM) Committee, respectively. The board discussed potential changes to the committee charters that included a review of the committee meeting calendar, committee structure, including committees of the whole board, how information about the work of the committees is communicated to the public and the full board, and potential adjustments to committee names to best reflect their work.

Board Chair John Meyer adjourned the meeting for the day at 4:45 p.m. on Tuesday, September 15, 2020 and noted that the board will reconvene at 3:00 p.m. the following day.

Monday, September 22, 2020

Board Chair John Meyer called the third and final work session meeting of the Board of Trustees of Western Washington University to order at 3:02 p.m. on Monday, September 22, 2020 via Zoom. A quorum was established by roll call.

Board of Trustees

John Meyer, Chair – *via Zoom*
Chase Franklin, Vice Chair – *via Zoom*
Sue Sharpe, Secretary – *via Zoom*
Earl Overstreet – *via Zoom*
Faith Pettis – *via Zoom*
Hunter Stuehm – *via Zoom*
Karen Lee – *via Zoom*
Mo West – *via Zoom*

6. DISCUSSION OF BOARD OF TRUSTEES RULES OF OPERATION

Board Chair Meyer introduced the topic with a brief update on the work of the board Ad-Hoc Governance Committee whose work has been to evaluate the current Rules of Operation and By-Laws that govern the Board of Trustees. He added that the work included a review and comparison of the Western Washington University Rules of Operation with the bylaws and other governing documents of the University of Washington (UW) and Washington State University (WSU) Boards of Regents and identified options for consideration and discussion. Chief among the differences noted by the Ad-Hoc Governance Committee was that the UW and WSU Boards' governing documents are divided into three categories: a broad set of bylaws describing the primary characteristics, composition, and functions of the board; a selection of state statutes from which the boards derive their authority; and a body of board policy describing delegations of authority, board practices and procedures, and other more detailed matters. By contrast, the WWU Trustees Rules of Operation are a single governance document in which these three functions (and levels of detail) are combined. This monolithic format not only makes it more difficult to access information about the board, it requires the amendment of the entire document to accommodate changes in procedure. Therefore, the Governance committee recommended working toward replacing the board's Rules of Operation with a similar independent three-part structure, separating bylaws and references to board authority in state statute from a body of more detailed board policies and supporting documents.

The board engaged in discussion and reviewed the Ad-Hoc Governance Committee's recommendations for potential revisions to the Board's governance documents and structure.

7. EXECUTIVE SESSION

At 3:14 p.m. Chair Meyer announced that the Board would convene in Executive Session for approximately thirty minutes to discuss a personnel matters related to potential litigation as authorized in RCW 42.30.110 (1)(i) and (i) (iii).

The board returned to open session at 3:52 p.m.

Chair Meyer announced a ten-minute break at 3:52 p.m. The board reconvened at 4:01 p.m.

Board Chair Meyer called the meeting back to order for the board to formally accept the recommendation of the Ad-Hoc Governance Committee to work toward the three part governance document structure, and endorse the continuing work of developing draft bylaws and reviewing Board policies with the goal of revising, replacing, adding, and/or eliminating policies, including material from the current Rules of Operation, as necessary.

MOTION 09-01-2020 Trustee Stuehm moved that the Board of Trustees of Western Washington University appoint board staff and Assistant Attorney General Melissa Nelson, in consultation with Trustee Sharpe and Trustee Franklin, to review and present revised bylaws for Board approval; following Board approval, review current Board policies with the goal of revising, replacing, adding or eliminating policies as necessary; and finally, review and recommend select state statutes relevant to the Board's authority for presentation on the Board's website and other materials available to the public."

The motions were voted on by roll call.

Roll Call for the Vote:

Trustee Sue Sharpe - Yes
Trustee Karen Lee – Yes
Trustee Faith Pettis – Yes
Trustee Mo West – Yes
Trustee Hunter Stuehm - Yes
Trustee Earl Overstreet– Yes
Trustee Chase Franklin – Yes
Trustee John Meyer, Chair - Yes

The motion passed.

8. BOARD OF TRUSTEES MEETING CUSTOMS, PRACTICES, AND PROTOCOLS

Board Chair Meyer introduced the final topic of discussion which was centered on an evaluation of the Board of Trustees meeting environment, current protocols and practices. The board acknowledged the importance of creating a shared value culture and an atmosphere that

encourages participation from the public and all who attend meetings. Board Chair Meyer noted that the recent addition of "Trustee Remarks" as a regular meeting agendas item is an opportunity for trustees to engage outside of general board business and project their values in a less formal way.

Board Chair Meyer thanked everyone for their participation over the course of the work session and acknowledged the value of the discussion.

8. ADJOURNMENT

The meeting adjourned at 5:01 p.m.