



**WESTERN WASHINGTON UNIVERSITY BOARD OF TRUSTEES**  
**RESOLUTION NO. 2022-10 BOARD POLICY ON COMMITTEE CHARTERS**  
**Passed by the Western Washington University Board of Trustees on October 14, 2022**

**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.

#### 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.

#### 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.