



BOARD OF TRUSTEES

RULES OF OPERATION

Effective ~~February 13, 2015~~ December 15,
2017

Table of Contents

SECTION 1 THE BOARD AND GOVERNANCE

1.1 Board Authority Established by Law	1
1.2 Governance Development	1
1.3 Policy Development	1
1.4 Channel of Authority	1
1.4.a University Community Responsible to the President	1
1.4.b Recommendations for the Board Transmitted to the President	1
1.4.c President to Engage Discussion	1
1.4.d President's Recommendation and Background Materials to be Provided to the Board	1
1.4.e Presidential Oversight of Governance Groups	1
1.4.f Communication to the Board by Governance Groups	1
1.5 Attorney General of Washington Provides Legal Counsel	2

SECTION 2 AUTHORITY, POWERS, AND DUTIES OF THE BOARD

2.1 Title 28B RCW Establishes Board Authority	2
2.2 Chair Spokesperson for the Board	2
2.3 Authority Reserved by the Board	2
2.3.a To Employ the President	2
2.3.b To Administer the Board	2
2.3.c To Adopt Administrative Rules	2
2.3.d To Approve Budgets	3
2.3.e To Structure the University	3
2.3.f To Award Degrees	3
2.3.g To Establish Certain Fees	3
2.3.h To Approve Collective Bargaining Agreements	3
2.3.i To Establish Retirement Programs for Employees	3
2.3.j To Retain Fiscal Responsibility	3
2.3.k To Enter into Certain Agreements	3
2.3.l To Purchase or Lease Real Estate	3
2.3.m To Select Certain Architects and Engineers	3
2.3.n To Authorize Certain Public Works Contracts	4
2.3.o To Establish Self-Supporting Facilities	4
2.3.p To Authorize Bonded Indebtedness	4
2.3.q To Approve the Settlement of Claims	4
2.3.r To Name Buildings and Facilities	4
2.3.s To Designate an Agent	4
2.3.t To Exercise Authority Reserved to the Board	4
2.3.u To Retain All Authority Hereafter Delegated to the Board	4
2.4 Conflict of Interest Standards	4
2.4.a Fiduciary Responsibilities	4
2.4.b Affirmation and Disclosure	5
2.4.c Situations Which Constitute Conflicts of Interest	5

SECTION 3 APPOINTMENT		
3.1	Appointment by the Governor	6
3.2	Oath to Discharge Duties	6
3.3	Selection of Student Trustee	6
3.4	Term and Qualification of Student Trustee	6
3.5	Student Trustee Shall Excuse Himself or Herself	6
SECTION 4 RESIGNATION AND REMOVAL		
4.1	Resignation	6
4.2	Removal Only for Misconduct	7
SECTION 5 OFFICERS AND COMMITTEES		
5.1	Officers and Terms	7
5.2	Board Chair	7
5.3	Board Secretary	7
5.4	Committees May be Established	7
5.5	Notification of Trustee Violation	7
5.6	Meetings of Board Committees	7
5.6.a	Audit-Finance, Audit, and Enterprise Risk Management Committee	7
5.6.b	Board Governance Committee	8
SECTION 6 UNIVERSITY SEAL		
6.1	Seal Design Approval	8
6.2	University Seal is the Official Legal Seal of the University	8
SECTION 7 MEETINGS OF THE BOARD		
7.1	Regular Meetings	8
7.2	Annual Schedule of Regular Meetings	8
7.3	Special Meetings	8
7.4	Quorum	8
7.5	Public Meetings	8
7.6	Notice of Agenda	9
7.7	Executive Sessions	9
7.8	President as Representative of the University	9
7.98	Faculty and Student Representatives	9
7.109	Presiding Officer of the Board	9
7.110	Order of Business	9
7.121	Appearance Before the Board	9
7.132	Rules of Procedure	10
SECTION 8 AUTHORITY, POWERS, AND DUTIES OF THE PRESIDENT		
8.1	President Responsible to the Board	10
8.2	Primary University Representative	10

8.3	Principal Administrative Officer	10
8.4	Delegation of Appointing Authority	10
8.5	Administrative Performance Review	10
8.6	Delegation as to President’s Relatives	10
8.7	Appeal of Denial of Tenure	10
8.8	President Administers Board Policy	10
8.9	Banking, Credit, and Investment Authority and Further Delegation	11
8.10	Security Management Authority and Further Delegation	11
8.11	Board Delegation of Authority and Further Delegation	11
8.12	Organizational Structure	11
8.13	President at Board Meetings	11
8.14	Board and President Relationship	11
8.15	Prompt Report Required Regarding Non-Compliance	11
8.16	Emergency Contract Authority	11
8.17	Acting President in the Event of a Vacancy	11
8.18	Responsibility for Search Process	12
8.19	Presidential Service	12
SECTION 9 PRESIDENTIAL EVALUATIONS		
9.1	Annual Objectives	12
9.2	Evaluations	12
9.3	Criteria and Process for Evaluation	12
9.4	Transition Review	12
9.5	Additional Leave May be Requested	12
SECTION 10 POLICIES		
10.1	President Authorized to Adopt Interim Policies	13
10.2	Policy and Rule Development	13
10.3	Materials to be Maintained	13
SECTION 11 INDUCTION AND ORIENTATION OF TRUSTEES		
SECTION 12 PER DIEM		
SECTION 13 AMENDMENTS TO BOARD RULES OF OPERATION		
SECTION 14 EFFECTIVE DATE		
Appendix A – Washington State Laws and Western Washington University Rules		16
Appendix B – Finance, Audit, and Enterprise Risk Management Committee Charter		21

SECTION 1

THE BOARD AND GOVERNANCE

- 1.1 **Board Authority Established by Law.** The authority to govern Western Washington University is vested by law in the Board of Trustees of the University, referred to from this point forward as the “Board.” (See Appendix A for statutory references.)
- 1.2 **Governance Development.** The Board believes that the educational interests of the University are furthered by encouraging an environment of collegiality. Therefore, it has established a system of shared governance in which the various elements of the institution are encouraged to participate. Without limiting its duties or authority, the Board directs its attention to matters of general policy relating to the institution’s mission, educational program, operation, and Strategic Plan.
- 1.3 **Policy Development.** The Board delegates responsibility for the development and administration of policies and management of the institution to the President, or his or her designees, including the appropriate unit or units of internal governance.
- 1.4 **Channel of Authority.** The channel of authority from the Board to the faculty, administrative officers, staff, and students shall be through the President.
 - (a) **University Community Responsible to the President.** All faculty, administrative officers, staff, and students must, through appropriate channels, be responsible to the President, and through the President, to the Board, unless otherwise specifically directed by the Board.
 - (b) **Recommendations for the Board Transmitted to the President.** When faculty, administrative officers, staff, and students bring forward recommended changes to policies, programs, and other matters that require Board consideration, such recommendations should be transmitted to the President and by the President to the Board with his or her recommendation.
 - (c) **President to Engage Discussion.** If the President does not support the recommendations as forwarded, the President will first send it back to the recommending group with a statement of concerns and engage in discussions with the group regarding the proposal before forwarding it to the Board for consideration.
 - (d) **President’s Recommendation and Background Materials to be Provided to the Board.** Background information, perspectives of constituents, and the recommendation of the President will be provided to the Board.
 - (e) **Presidential Oversight of Governance Groups.** The Board has the responsibility for oversight of the President, but delegates authority to the President for oversight of faculty, staff, students, or others engaged in communications or by contract with the University.
 - (f) **Communication to the Board by Governance Groups.** The presidents of the Faculty Senate and Associated Students may, in exceptional circumstances,

communicate directly to the Board collectively through written communication. Copies of such communication will be provided to the President. The presidents of those groups shall serve as the representatives of their respective elected bodies at all Board meetings where they are welcome to address the Board directly.

- 1.5 **Attorney General of Washington Provides Legal Counsel.** The legal advisor to the Board is the Attorney General of Washington. The assistant attorney general assigned by the Attorney General to represent the University shall provide counsel to the University to and through the Board. The assistant attorney general provides legal counsel to the various divisions of the University through the President.

SECTION 2

AUTHORITY, POWERS, AND DUTIES OF THE BOARD

- 2.1 **Title 28B RCW Establishes Board Authority.** The Board derives its authority from the laws of the state of Washington. The Board operates under the provisions of Title 28B and other portions of the Revised Code of Washington (RCW). The powers and duties of the Board include those specifically set forth in Title 28B and all other powers and duties which are necessary or appropriate to carry out the Board's responsibilities and obligations. (See Appendix A.)
- 2.2 **Chair Spokesperson for the Board.** The Chair or his or her designee is the spokesperson for the Board. Individual Board members are encouraged to consult regularly with both the President and the Board Chair on matters of interest. Unless otherwise authorized by the Board, individual Trustees exercise no authority over the institution nor may they make or enter into contracts on behalf of the Board or University.
- 2.3 **Authority Reserved by the Board.** The Board reserves unto itself the following authority (unless specifically delegated in particular instances by definite resolution or motion duly passed by the Board), which it exercises subject to the conditions and limitations of law:
 - (a) **To Employ the President.** To employ the President under such terms and conditions as may be negotiated from time to time through a written contract, including, but not limited to, compensation, housing requirements, benefits, and tenure to an academic unit. The Board may also negotiate employment for the spouse/partner of the President upon determining that he/she has appropriate qualifications. The contract(s) shall be authorized in compliance with the Open Public Meetings Law, Chapter 42.30 RCW. (See Appendix A.)
 - (b) **To Administer the Board.** To organize, administer, and operate the Board.
 - (c) **To Adopt 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; ~~Chapter 516-14 WAC, Appeals from parking violations;~~ and Chapter 516-

Commented [HK(1)]: Repealed

15 WAC, Skateboards, foot scooters, skates, and other similar devices. (See Appendix A.)

- (d) **To Approve Budgets.** To approve the operating budget, the services and activities fees budget, and the capital budget for the University.
- (e) **To Structure the University.** To establish or abolish colleges, divisions, schools, departments, and degree programs.
- (f) **To Award Degrees.** To authorize the awarding of degrees for appropriate programs of study, and to authorize the awarding of honorary degrees.¹
- (g) **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.
- (h) **To Approve Collective Bargaining Agreements.** To facilitate, approve, and enter into collective bargaining agreements with faculty.
- (i) **To Establish Retirement Programs for Employees.** To establish retirement programs for employees as authorized by law.
- (j) **To Retain Fiscal Responsibility.** To retain responsibility for the expenditure of state funds by the University and its agents and employees.
- (k) **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 \$50,000, regardless of duration. _____ during a _____ year period. The Board shall be provided copies of all Interlocal Agreements entered by the University that do not meet the \$50,000 threshold. (See Appendix A.)
- (l) **To Purchase, Acquire, or Lease Real Estate.** To authorize the purchase, acquisition, or long-term lease (for more than two years) 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 of real property. The Board may authorize the purchase of properties not identified in the Institutional Master Plan if it adopts by resolution the rationale for such purchase.
- ~~(m)~~ **To Select Certain Architects and Engineers.** To authorize the selection of professional, architectural, engineering, and related services for the design of public works in instances where the fee for such services will exceed \$300,000.00,

¹ RCW 28B.35.205 states, in part: The Board of Trustees, upon recommendation of the faculty, may also confer honorary bachelor's, master's, or doctorate level degrees upon persons in recognition of their learning or devotion to education, literature, art, or science. No degree may be conferred in consideration of the payment of money or the donation of any kind of property.

or where competitive proposals were not solicited and considered, unless other procedures approved by the Board were followed.

(m)

Formatted: Indent: Left: 0.5", Hanging: 0.38", Numbered + Level: 1 + Numbering Style: a, b, c, ... + Start at: 1 + Alignment: Left + Aligned at: 0.5" + Indent at: 0.75"

- (n) **To Authorize Certain Public Works Contracts.** To authorize the execution of public works contracts for amounts in excess of \$500,000.00, or where competitive proposals were not solicited and considered, unless other procedures approved by the Board were followed.
- (o) **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. (See Appendix A.)
- (p) **To Authorize Bonded Indebtedness.** To authorize and approve bonded indebtedness.
- (q) **To Approve the Settlement of Claims.** To approve the settlement of claims against the University for amounts in excess of \$50,000.00.
- (r) **To Name Buildings and Facilities.** To name buildings and facilities in honor of a person or persons in accordance with established Board policy.
- (s) **To Designate an Agent.** To designate such agents as it deems necessary and efficient to solicit and receive gifts for the benefit of the University.
- (t) **To Exercise Authority Reserved to the Board.** To exercise all authority expressly reserved to the Board by recorded resolution or motion, or in rules which have been or are hereafter adopted or amended by the Board pursuant to the provisions of the Administrative Procedure Act, Chapter 34.05 RCW. (See Appendix A.)
- (u) **To Retain All Authority Hereafter Delegated to the Board.** To retain all authority which may be hereafter delegated to the Board by the Legislature of the state of Washington, unless such authority is expressly delegated to the President or President's designee in these rules or by duly adopted resolution.

2.4 Conflict of Interest Standards

The following standards apply to each member of the Board of Trustees of Western Washington University and are intended to serve as guidance for everyone serving on the Board.

- (a) **Fiduciary Responsibilities.** Members of the Board serve the public trust and have an obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions are to be made solely on the basis of a desire to promote the best interests of the institution and the public good. The University's integrity must be considered and advanced at all times.

Trustees are often involved in the affairs of other institutions, businesses, and organizations. An effective Board may not always consist of individuals entirely free from perceived, potential, or real conflicts of interest. Although most such conflicts are and will be deemed to be inconsequential, it is every Trustee's responsibility to ensure that the Board is made aware of situations at the University that involve personal, familial, or business relationships.

- (b) **Affirmation and Disclosure.** The Board requires each Trustee to annually affirm that the following standards must be adhered to:
1. **Board disclosure of personal, familial, or business relationships.** Each Trustee will disclose to the Board any personal, familial, or business relationship that reasonably could give rise to a perceived, potential, or real conflict of interest, as any such may arise.
 - i. **Public disclosure.** Trustees are required by RCW ~~42.17.240-42.17A.700~~ to file annual statements with the Public Disclosure Commission relating to business interests and receipt of gifts.
 - ii. **Completion of disclosure form.** Trustees must annually complete the disclosure form provided by the University. The completed forms are retained in the Office of the President.
 2. **Disclosure of potential or real conflict of interest.** In the event there comes before the Board a matter for consideration or decision that raises a potential or real conflict of interest for any Trustee, the Trustee shall disclose to the Chair of the Board the existence of a potential or real conflict of interest as soon as possible.
 3. **Recording of disclosure in minutes.** The disclosure shall be recorded in the minutes of the meeting where a vote by the Board will occur on the matter.
 4. **Seeking counsel regarding disclosure.** In the event a Trustee is uncertain as to the need to make disclosure in a particular instance, the Trustee should seek counsel from the Chair and/or the President of the University. They, in turn, may elect to consult with legal counsel. A Trustee who is aware of potential or real conflict of interest with respect to any such matter shall not vote or participate in discussion in connection with the matter. That Trustee's presence may not be counted in determining whether there exists a quorum for purposes of validating the vote on the matter.
- (c) **Situations Which Constitute Conflicts of Interest.** While it is difficult to list all circumstances which create conflicts of interest for individual Trustees, the law defines some situations as prohibited actions. These include:
1. **Assisting another person, whether or not for compensation, in any transaction with the University.** Example: Trustees cannot ~~effect~~affect the admission of individual applicants for student status. Trustees might well be involved in admission standards through delegation, but do not make decisions on individual applications.
 2. **Use of University resources for personal benefit.** Example: Trustees cannot have office space to conduct their personal business on campus.
 3. **Use of official authority for personal gain.** Example: Trustees cannot vote to extend a contract to a business in which they have a significant financial interest.

4. **Receipt of gifts, gratuities, and favors.** Example: Trustees cannot accept money from businesses with which the University has contracts as an inducement from the business to execute/extend a contract; and if gifts have been received during a reporting period, the Trustee must report them to the Public Disclosure Commission.

SECTION 3

APPOINTMENT

- 3.1 **Appointment by the Governor.** The Board is composed of seven members appointed by the Governor of the state of Washington with the consent of the Senate for terms of six years, and one additional university student member, who is appointed annually by the Governor for a one-year term (RCW 28B.35.100).
- 3.2 **Oath to Discharge Duties.** Each member of the Board is required to take an oath to discharge faithfully, impartially, honestly, and to the best of his or her abilities, the duties of a Trustee (RCW 28B.10.520). (See Appendix A.)²
- 3.3 **Selection of Student Trustee.** The Governor shall select the student member from a list of candidates, of at least three and not more than five, submitted by the governing body of the Associated Students.
- 3.4 **Term and Qualification of Student Trustee.** The student member will hold his or her office for a term of one year from the first day of July and until his or her successor is appointed and qualified. The student member shall be a full-time student in good standing at the University at the time of appointment.
- 3.5 **Student Trustee Shall Excuse Himself or Herself.** A student trustee shall excuse himself or herself from participation or voting on matters relating to the hiring, discipline, or tenure of faculty members and personnel as required by RCW 28B.35.100_(4), or as it may be amended from time to time. (See Appendix A.)

SECTION 4

RESIGNATION AND REMOVAL

- 4.1 **Resignation.** A Board member may resign from the Board at any time during his or her term by notification submitted to the Governor.

² Normally, a Trustee will serve no more than two full six year terms. Normally, a Trustee appointed to fill the remainder of a former Trustee's term shall be eligible for two full terms if the partial term was not longer than three years.

- 4.2 **Removal Only for Misconduct.** No member of the Board may be removed during the term of office for which appointed, except for misconduct or malfeasance in office (RCW 28B.10.500). (See Appendix A.)

SECTION 5

OFFICERS AND COMMITTEES

- 5.1 **Officers and Terms.** The Board shall elect a Chair, Vice Chair, and Secretary for two-year terms, as the last order of business at the June meeting of the Board every second year. In the event of an interim vacancy in any office, a successor shall be elected to fill the unexpired term.
- 5.2 **Board Chair.** The Chair of the Board shall preside at meetings of the Board and the Chair shall have the customary powers and duties associated with such office (subject to the Board's direction). The Chair shall have full right of discussion and vote. If the Chair is absent or otherwise unable to preside over a meeting of the Board, the Vice Chair shall preside. In the event of the absence of both the Chair and Vice Chair for any meeting of the Board, the Secretary shall then preside. In the absence of all officers, the Board shall designate a Chair for the meeting.
- 5.3 **Board Secretary.** The Secretary of the Board, in addition to other duties specifically imposed by the Board, shall be the second signatory (the Chair being the first) for all documents requiring two signatures from the Board. The Board may authorize other members of the Board to sign documents in the absence of either the Chair or the Secretary. The Secretary shall be responsible for reviewing draft minutes of the Board meetings, which are prepared by staff assigned to the Board.
- 5.4 **Committees May be Established.** The Board or its Chair may establish such standing or special committees as are deemed appropriate. Committees shall advise the Board and the President of the University on matters referred to such committees for consideration.
- 5.5 **Notification of Trustee Violation.** In the event that a Trustee is acting in violation of Section 2.42, the President shall advise the Chair 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.
- 5.6 **Meetings of Board Committees.** Board committee meetings may be held before regular or special meetings, or at such time and such place as a committee chair may direct from time to time. All committee meetings must be held in conformance with the laws of the state of Washington governing such meetings.
- (a) [Finance, Audit, and Enterprise Risk Management Committee. The Finance, Audit, and Enterprise Risk Management \(ERM\) Committee of the Board of Trustees assists the Board in fulfilling its responsibility for oversight of the integrity of the University's financial operations, physical plant, and financial health; the quality and integrity of the accounting, auditing, and](#)

~~reporting practices of the University, and such other duties as directed by the Board; with particular focus on effective internal controls, advising the University on business and financial risk as identified in any audit process, and compliance with significant applicable legal, ethical, and regulatory requirements; and t identification, assessment, monitoring and response to enterprise risks, in fulfillment of the University's mission and strategic plan.~~
~~**Audit Committee.** The Audit Committee of the Board assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the University, and such other duties as directed by the Board. The Audit Committee's role includes a particular focus on the University's processes to assure effective internal controls, to advise the University on business and financial risk as such is identified in any audit process, and compliance with significant applicable legal, ethical, and regulatory requirements.~~ (See Appendix B – Board Finance, Audit, and Enterprise Risk Management Committee Charter.)

- (b) **Board Governance Committee (Ad hoc Special Committee).** The Board Governance Committee assists the Board in fulfilling its responsibility for institutional governance at the highest level of excellence. The committee is responsible for identifying and recommending best Board governance practices including the periodic review of the Board's Rules of Operation and Board policies, as well as facilitating Board transitions, new trustee orientation, mentoring and engagement, ongoing education and Board self-assessments.

SECTION 6

UNIVERSITY SEAL

- 6.1 **Seal Design Approval.** The design of the seal of Western Washington University shall be approved by the Board.
- 6.2 **University Seal is the Official Legal Seal of the University.** The University Seal is the legal seal of the University and is to be used only for diplomas, transcripts, official certificates, and other documents as designated by the President's Office. As the official legal seal of the institution, its usage must be constrained to official applications.

SECTION 7

MEETINGS OF THE BOARD

- 7.1 **Regular Meetings.** Regular meetings of the Board shall be held pursuant to schedules and at locations published annually in the Washington State Register. Any regular meeting of the board may be rescheduled by publishing notice of the changed date and/or location in the Washington State Register at least twenty days in advance of the rescheduled meeting date. If twenty days advance notice of a rescheduled meeting is not given, the meeting is conducted as a special meeting under RCW RCW 42.30.080 and Section 7.3. shall be held on the first or second Thursday and Friday of every other month, unless such dates are changed by Board action at a meeting regularly scheduled or called for that purpose. A copy of such action shall be filed in the President's Office (WAC 516-04-010). (See Appendix A.)

- 7.2 **Annual Schedule of Regular Meetings.** The schedule of meetings for a two year period shall be determined each even year at the regular April meeting of the Board, prior to the end of each calendar year.
- 7.3 **Special Meetings.** The chair of the Board or a majority of its sitting members may call special meetings of the Board (RCW 42.30.080). (See Appendix A.)
- 7.4 **Quorum.** Five members of the Board constitute a quorum for the transaction of business by the Board. Provided, however, that action by the Board shall require the affirmative vote of at least four members. Provided, where only a quorum of five is present, and the student trustee has excused himself or herself from participation or voting when the matter relates to the hiring, discipline, or tenure of faculty members and personnel, action shall require the affirmative vote of at least three members. Members of the Board may appear by telephone or other telecommunications or video conferencing technology. Op. Att'y Gen. 4 (2017).
- 7.5 **Public Meetings.** All regular and special meetings at which a quorum of the Board is present shall be open to the public, with the exception of those portions of regular or special meetings specifically declared to be "executive sessions" as allowed by law, or to be otherwise exempt from the provisions of Chapter 42.30 RCW. (See Appendix A.)
- 7.6 **Notice of Agenda.** The President, with concurrence of the Chair of the Board, prepares a written agenda for each regular and special meeting. Copies of the agenda and supporting materials for a meeting are provided to the President and members of the Board and made available to the public approximately one week in advance of the announced meeting. Except as otherwise provided by law, the Chair, President, or any Board member may add additional items to the agenda for regular meetings without notice to the members of the Board or the public. However, the topics at special meetings are restricted to those for which advance notice has been given. Public notice of a special meeting must be made 24 hours in advance of the meeting.
- 7.7 **Executive Sessions.** During any regular or special meeting of the Board, the Board may hold an executive session to discuss matters as permitted by applicable laws of the state of Washington.
- ~~7.87~~ **President as Representative of the University.** The President of the University speaks for the University at meetings of the Board.
- ~~7.98~~ **Faculty and Student Representatives.** Because of the unique and integral relationship that the faculty and students bear to the mission of the University, the President of the Associated Students and the President of the Faculty Senate are issued a standing invitation to participate in all of the Board's public meetings.
- ~~7.109~~ **Presiding Officer of the Board.** The presiding officer of the Board shall have the right to maintain order, recognize speakers, and to limit the length of time used by a speaker for the discussion of any subject at meetings of the Board; provided, however, that any restriction on debate to be imposed upon members of the Board shall be announced in advance, uniformly applied, and subject to nullification by majority vote.

Formatted: Font: (Default) Arial, 11 pt

Formatted: Indent: Left: 0", Hanging: 0.5"

7.119 **Order of Business.** The agenda for regular meetings of the Board should include the following:

- Consent items;
- Public comment period;
- Major policy matters and decision options³;
- Special reports; and
- Other items or announcements from Trustees, committees, the University President, ~~Vice Presidents~~, Faculty Senate President, or Associated Students President.

7.124 **Appearance Before the Board.** The Chair of the Board ~~may~~ **will** entertain and grant requests of persons to appear at meetings of and speak to the Board as the Chair may determine. In connection with public comment periods at regular meetings, the Chair of the Board:

- may ~~require~~ **ask** that prospective speakers sign in prior to speaking;
- may set time limits for speakers;
- may limit the time period for public comment; and
- may halt comments on topics about which the Board is advised that it should not receive comment, such as pending quasi-judicial matters.

7.132 **Rules of Procedure.** Robert's Rules of Order, latest revised edition, govern the rules of procedure of all meetings of the Board, except where such rules of order are superseded by the Board's Rules of Operations or applicable statutes or regulations.

Commented [HK(2): This is now required by law that there be public comment, so the discretionary element has been removed. The Chair still retains discretion as to how much time is allotted (subject to reasonableness standard)

SECTION 8

AUTHORITY, POWERS, AND DUTIES OF THE PRESIDENT

- 8.1 **President Responsible to the Board.** The President of the University is directly responsible to the Board and subject to its direction.
- 8.2 **Primary University Representative.** In both internal and external affairs, the President shall be the primary representative and spokesperson for the institution to the public. In the internal operation of the University, the President shall be expected to exercise leadership and direction in the management of the University while maintaining effective working relationships with faculty, students, staff, administrators, new internal governance units, and unions representing faculty and staff.
- 8.3 **Principal Administrative Officer.** The President shall be the principal administrative officer of the University and shall have general supervision of all operations and programs of the institution.
- 8.4 **Delegation of Appointing Authority.** The Board delegates to the President the authority to appoint, in the name of the Board, all employees of the University, which

³ RCW 28B.15.067~~(3)(b)~~ requires the Board of Trustees to make public its proposal for tuition and fee increases twenty-one days before the board considers adoption and allows opportunity for public comment. This twenty-one day requirement shall not apply if the legislature has not passed the omnibus appropriations act by May 15th. Ch.228, Laws of 2012.

include faculty, professional staff, classified staff, and others. Appointments shall be made in writing with copies retained in the individual personnel files. The President shall periodically provide an informational report to the Board concerning faculty appointments. The President is authorized to further delegate appointing authority to the Vice Presidents or other designees.

- 8.5 **Administrative Performance Review.** The President is responsible for conducting periodic performance reviews of administrative staff.
- 8.6 **Delegation as to President's Relatives.** The Board hereby excepts from such delegation of authority in this paragraph the authority to appoint any employee of the University who is related to the President either as sibling, parent, spouse, or offspring. The Board hereby delegates to the Provost the authority to make such hiring decisions, subject to Board review, action, and approval. The Provost will have responsibility pertaining to making letters of offer, evaluations, salary modification, and supervision of any such employee, subject to the review of the Board.
- 8.7 **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). (See Appendix A.)
- 8.8 **President Administers Board Policy.** The President shall carry out all rules, regulations, orders, directives, and policies established by the Board, and shall perform all other duties necessary or appropriate to the administration of the University.
- 8.9 **Banking, Credit, and Investment Authority and Further Delegation.** The President of the University shall have the authority to negotiate banking and credit card services, to periodically open and close bank accounts, and to purchase and sell investments in accordance with the Revised Code of Washington, Washington Administrative Code, and University policy. The President may delegate this authority to other administrative officers.
- 8.10 **Security Management Authority and Further Delegation.** The President is fully authorized and empowered to sell, assign, transfer, or otherwise dispose of any and all donated types and kinds of securities, including, but not limited to, stocks, bonds, debentures, notes, rights, options, warrants, and certificates of every kind and nature whatsoever; to enter into agreements, contracts, and arrangements with respect to such security transactions, whether with securities-related individuals or agents; and to execute, sign, or endorse on behalf of Western Washington University. The President may delegate the authority to other administrative officers.
- 8.11 **Board Delegation of Authority and Further Delegation.** The President of the University shall have the authority to exercise in the name of the Board all of the powers and duties vested in or imposed upon the Board by law, except as otherwise specifically reserved or determined by the Board. This grant of authority is general in nature and is as broad and comprehensive as is allowable by law. Except as limited by the Board, the President may delegate authority to other administrative officers or units of internal governance where necessary or appropriate for the effective administration of the University.

- 8.12 **Organizational Structure.** The organizational structure of the University will be established by the President except as otherwise specifically determined by the Board.
- 8.13 **President at Board Meetings.** The President shall be entitled to be present at all regular or special meetings of the Board. The Board may, with the knowledge of the President, hold executive sessions out of the presence of the President to discuss appropriate matters. The substance of the discussions by the Board in executive session will be transmitted to the President by the presiding officer of the Board.
- 8.14 **Board and President Relationship.** The essence of the relationship between the Board and the President shall be one of full mutual confidence, completely open communication, and close consultation.
- 8.15 **Prompt Report Required Regarding Non-Compliance.** If the President fails or refuses to implement or enforce a policy, rule, or regulation which has been adopted by the Board, the President shall promptly inform the Board in writing of the reasons for such failure or refusal.
- 8.16 **Emergency Contract Authority.** The President shall have the power to enter into emergency contracts and agreements without complying with the provisions of these rules, when essential for the protection of health, safety, or property. Such actions shall be immediately reported to the Board.
- 8.17 **Acting President in the Event of a Vacancy.** If a vacancy occurs in the Office of the President, the Provost or principal academic officer shall act as President, unless otherwise determined by the Board.
- 8.18 **Responsibility for Search Process.** When it becomes necessary to name a new President, it is the responsibility of the Board to establish criteria, organize and supervise the selection process, and name the appointee. The final selection shall be the sole responsibility of the Board.
- 8.19 **Presidential Service.** The President serves at the pleasure of the Board.

SECTION 9

PRESIDENTIAL EVALUATIONS

- 9.1 **Annual Objectives.** It is anticipated that the President will set out objectives, goals, and priorities for the next year, subject to Board approval. At the conclusion of each year, the President will report to the Board on his or her progress. The Board will seek confidential input from the Vice Presidents, Faculty Senate President, and Associated Students President.
- 9.2 **Evaluations.** ~~A~~ Formal evaluation of the President's performance shall be as set forth in the President's contract. is made after four years of employment as President. ~~Thereafter, formal evaluations will be every fourth year; provided, however, that the Board may, at its discretion, defer the formal evaluation for an additional year. The~~ BThe Board may also initiate a formal review if desired sooner.

9.3 **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 will include a “360 degree component,” allowing for confidential input to be sought and provided regarding the effectiveness of the President in achieving annual objectives and such other performance measures to be considered. Among other standards and criteria for evaluation, the Board shall consider the following:

- Leadership, internal and external to the institution;
- Administrative effectiveness;
- Effectiveness at developing financial and other support for the institution;
- Communication;
- Physical and mental health; and
- Accomplishments and progress toward annual objectives established by the President and the Board.

9.4 **Transition Review.** The Board and the President will develop a plan for evaluation of the President’s performance at the end of the President’s first year.

~~9.5 **Additional Leave May be Requested.** After the third year of a President’s appointment, the President shall be entitled to request two months of leave time in addition to annual vacation leave.~~

Commented [HK(3)]: This is something that the Chair may need to discuss with the President to ensure there are no concerns from his perspective on the removal of this provision. He may wish to have an opportunity to consult with his attorney, but I would suggest leave provisions are best left in the President’s contract.

SECTION 10

POLICIES

- 10.1 **President Authorized to Adopt Interim Policies.** The Board authorizes the President to adopt interim policies or procedures to meet legal or operational requirements as needs arise, keeping the Board informed of such action.
- 10.2 **Policy and Rule Development.** All of the rules, regulations, policies and procedures governing the operation and organization of the University should, insofar as feasible, be contained in a file system maintained by the Office of the President of the University and his or her delegates. All such written statements approved by the Board and/or the President should, insofar as feasible, be kept current and up to date with amendments, revisions, and additions. These materials shall be maintained electronically and by such other means to ensure ease of public access.
- 10.3 **Materials to be Maintained.** All the following shall be maintained in this manner:
- All adopted policies and procedures.
 - All portions of the Revised Code of Washington and the Washington Administrative Code which apply to WWU (indexed).
 - University rules adopted pursuant to the provisions of Chapter 34.05 RCW and other chapters providing rule-making authority (indexed).
 - Constitution and By-laws of the Faculty Senate.
 - Constitution and By-laws of the Associated Students of Western Washington University.
 - Constitution and by-laws and/or regulations of all other organizations, as directed by the Board.
 - The Faculty Handbook.
 - The Professional Staff Handbook.
 - The Board Rules of Operation, including the Charter of the Board [Finance, Audit, and Enterprise Risk Management](#) Committee.
 - Collective bargaining agreements pertaining to university faculty and staff.
 - The index maintained by the University Records Center.
 - The index recording all Delegations of Authority made by the Board of Trustees.

Formatted: Font: (Default) Arial

Formatted: Indent: Left: 0.5", Space After: 10 pt, Line spacing: Multiple 1.15 li, No bullets or numbering

SECTION 11

INDUCTION AND ORIENTATION OF TRUSTEES

The President, in consultation with the Chair of the Board, has the responsibility to meet with new Trustees as they are appointed. Together with members of the administration and staff, the President will provide the new Board member with information and material about the institution, its operation, and the nature of trusteeship.

SECTION 12

PER DIEM

No Trustee shall receive a salary or compensation as a Trustee. Trustees are authorized to receive per diem and mileage reimbursements as provided by law in Chapter 43.03 RCW. Unless otherwise directed by the Chair, per diem will normally be paid for each day during which a Trustee attends a Board or Committee meeting or is otherwise engaged in the conduct of duties at the request or invitation of the Chair or the President. (See Appendix A.)

SECTION 13

AMENDMENTS TO BOARD RULES OF OPERATION

These rules may be amended or repealed by a two-thirds majority vote of those members present and constituting a quorum of the Board. These rules may be suspended for a particular meeting or for a particular matter under consideration by a two-thirds majority vote of those members present and constituting a quorum of the Board.

SECTION 14

EFFECTIVE DATE

These amended rules become effective February 13, 2015.

Board of Trustees Rules of Operation Amendment History

Board of Trustee Rules of Operation --Effective January 1, 1990
Amd 020(3)(c) October 7, 1991
Amd 070(3) July 8, 1993
Amd 020(4) October 7, 1994
Amd 070(3) December 2, 1994
Amd 010(2)(3)(4) October 11, 1996
Amd 020(1)(2) October 11, 1996
Amd 020(3)a--u) October 11, 1996
Amd 020(4)b)c) October 11, 1996
Amd 030 October 11, 1996
Amd 050(3)(5) October 11, 1996
Amd 060(1)(6) October 11, 1996

Amd 070(2)--(9) October 11, 1996
Amd 080 October 11, 1996
Amd 090 October 11, 1996
Amd 100 October 11, 1996
Amd 110 October 11, 1996
Amd 030,060 August 7, 1998
Amd 060(1) October 4, 2002
Amd 020(3)q-u) February 6, 2004
Amd 020(3)g) April 19, 2004
Amd 020(3)g) June 11, 2004
Amd 010(2)(3) October 8, 2004
Amd 020(2) October 8, 2004
Amd 020(3)g)l)m)n)r) October 8, 2004

Amd 050(2)(3) October 8, 2004
Amd 060(2)(10) October 8, 2004
Amd 070(3) October 8, 2004
Amd 080 October 8, 2004
Amd 090 October 8, 2004
Amd 110 October 8, 2004
Amd entire set April 30, 2010
Amd 7.10 & 7.11 June 7, 2012
Amd 5.6 (b) June 14, 2013
Amd 5.6 (b) February 13, 2015
Amd 7.12 February 13, 2015
Amd 13 February 13, 2015

Authority: RCW 28B.35.120

APPENDIX A

Washington State Laws and Western Washington University Rules Applicable to Western Washington University

1. Washington State Laws

These references are to chapters of law in the Revised Code of Washington (RCW). The links will take you to the Table of Contents for each chapter. The chapters can be “searched” for words.

- Chapter 28B.10 RCW Colleges and universities generally
<http://apps.leg.wa.gov/RCW/default.aspx?cite=28B.10&full=true>
- Chapter 28B.15 RCW College and university fees
<http://apps.leg.wa.gov/RCW/default.aspx?cite=28B.15&full=true>
- Chapter 28B.35 RCW Regional universities
<http://apps.leg.wa.gov/RCW/default.aspx?cite=28B.35&full=true>
- Chapter 42.30 RCW Open public meetings act
<http://apps.leg.wa.gov/RCW/default.aspx?cite=42.30&full=true>
- Chapter 42.52 RCW Ethics in public service
<http://apps.leg.wa.gov/RCW/default.aspx?cite=42.52&full=true>
- Chapter 42.56 RCW Public records act
<http://apps.leg.wa.gov/RCW/default.aspx?cite=42.56&full=true>
- Chapter 28B.76 RCW Higher education coordinating board
<http://apps.leg.wa.gov/RCW/default.aspx?cite=28B.76&full=true>
- Chapter 28B.92 State student financial aid program
<http://apps.leg.wa.gov/RCW/default.aspx?cite=28B.92&full=true>

- Chapter 28B.130 RCW Transportation demand management programs
<http://apps.leg.wa.gov/RCW/default.aspx?cite=28B.130&full=true>
- Chapter 34.05 RCW Administrative procedure act
<http://apps.leg.wa.gov/RCW/default.aspx?cite=34.05&full=true>
- Chapter 39.04 RCW Public works
<http://apps.leg.wa.gov/RCW/default.aspx?cite=39.04&full=true>
- Chapter 39.34 RCW Interlocal cooperation act
<http://apps.leg.wa.gov/Rcw/default.aspx?Cite=39.34&full=true>
- Chapter 40.14 RCW Preservation and destruction of public records
<http://apps.leg.wa.gov/RCW/default.aspx?cite=40.14&full=true>
- Chapter 41.06 RCW State civil service law
<http://apps.leg.wa.gov/RCW/default.aspx?cite=41.06&full=true>
- Chapter 41.58 RCW Public employment labor relations
<http://apps.leg.wa.gov/RCW/default.aspx?cite=41.58&full=true>
- Chapter 41.76 RCW Public four-year institutions of higher education – faculty labor relations
<http://apps.leg.wa.gov/RCW/default.aspx?cite=41.76&full=true>
- Chapter 42.56 RCW Public records act
<http://apps.leg.wa.gov/RCW/default.aspx?cite=42.56&full=true>
- Chapter 43.03 RCW Salaries and expenses
<http://apps.leg.wa.gov/rcw/default.aspx?cite=43.03&full=true>

2. Washington State Administrative Rules

These references are to Title 516 of the rules in the Washington Administrative Code (WAC) which pertain to WWU. The links will take you to the Table of Contents for each chapter. The chapters can be “searched” for words.

- Chapter 516-04 Board of trustees

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-04&full=true>

- Chapter 516-09 Public records

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-09&full=true>

- Chapter 516-12 Parking and traffic regulations

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-12&full=true>

- Chapter 516-13 Bicycles, mopeds, and other powered devices

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-13&full=true>

- ~~• Chapter 516-14 Appeals from parking violations~~

~~<http://apps.leg.wa.gov/wac/default.aspx?cite=516-14&full=true>~~

- Chapter 516-15 Skateboards, foot scooters, skates, and other similar devices

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-15&full=true>

- Chapter 516-21~~3~~ Student rights and responsibilities code

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-23&full=true>

- Chapter 516-24 General conduct

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-24&full=true>

- Chapter 516-25 External affairs

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-25&full=true>

- Chapter 516-26 Student records

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-26&full=true>

- Chapter 516-28 Standards and procedures for involuntary administrative withdrawal of students at Western Washington University for behavior from mental disorders

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-28&full=true>

- Chapter 516-31 State Environmental Policy Act – Rule

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-31&full=true>

- Chapter 516-34 Leasing of university property for business purposes

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-34&full=true>

- Chapter 516-36 Use of university facilities – Scheduling

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-36&full=true>

- Chapter 516-37 Use of university facilities – Libraries

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-37&full=true>

- Chapter 516-38 Access to campus services

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-38&full=true>

- Chapter 516-39 Media services

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-39&full=true>

- Chapter 516-40 Course materials

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-40&full=true>

- Chapter 516-~~5652~~ University housing and dining

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-56&full=true>

- Chapter 516-60 Admission and registration

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-60&full=true>

- Chapter 516-108 Practice and procedure

<http://apps.leg.wa.gov/wac/default.aspx?cite=516-108&full=true>

- Chapter 516-133 Organization
<http://apps.leg.wa.gov/wac/default.aspx?cite=516-133&full=true>
- Chapter 516-400 Loss of eligibility – Student athletic participation
<http://apps.leg.wa.gov/wac/default.aspx?cite=516-400&full=true>

APPENDIX B

Western Washington University Audit Finance, Audit, and Enterprise Risk Management Committee Charter

Role

The Finance, Audit, and Enterprise Risk Management (ERM) Committee of the Board of Trustees assists the Board of Trustees in fulfilling its responsibility for oversight of the following:

- The integrity of the University's financial operations, physical plant, and financial health;
- The quality and integrity of the accounting, auditing, and reporting practices of the University, and such other duties as directed by the Board; with particular focus on effective internal controls, advising the University on business and financial risk as identified in any audit process, and compliance with significant applicable legal, ethical, and regulatory requirements;
- The identification, assessment, monitoring and response to enterprise risks, in fulfillment of the University's mission and strategic plan, and such other duties as directed by the Board. The Committee's role includes a particular focus on the University's processes to assure effective internal controls, to advise the University on business and financial risk as such is identified in any audit process, and to comply with significant applicable legal, ethical, and regulatory requirements.

General Responsibilities

The Committee serves in an advisory capacity to assure the demonstrable integrity, accountability, completeness, and effectiveness of University policies and their implementation, guided by analytical consideration of the magnitude of potential institutional risks and vulnerabilities.

The Committee will ~~oversee~~ provide strategic oversight of matters related to:

- Financial performance of the institution;
- Plans for issuance of debt for long-term financing of capital projects;
- ~~matters related to the f~~Financial statements of the University and other official financial information provided to the public;
- The system of internal controls, including compliance with applicable policies, procedures, and risk management;
- Integration of enterprise risk identification, assessment, response, and monitoring into existing decision-making strategic planning and budgeting processes;
- The annual independent audit process, including recommending to the Board the appointment, compensation, retention, and oversight of the independent auditors engaged to audit the financial statements of the University;
- The effectiveness of the internal audit program; and,
- Interactions with the state auditor, as appropriate; and,
- Undertake an annual evaluation of the Committee's performance.

b) the system of internal controls, including compliance with applicable policies and

procedures and risk management; c) the annual independent audit process, including recommending to the Board of Trustees the appointment, compensation, retention and oversight of the independent auditors engaged to audit the financial statements of the University; d) the effectiveness of the internal audit program; and e) the interactions with the state auditor, as appropriate.

The Committee will review and make recommendations further recommends to the full Board broad policy for ensuring to ensure sound financial and risk management, accurate financial reporting, sound risk management, and institutional compliance with applicable legal, ethical and regulatory requirements, ethical behavior. The Committee's duties do not replace or duplicate established responsibilities and delegations for University leadership and management. Further, the Audit Committee does not act on behalf of the Western Washington University Board of Trustees, conduct hearings, or take testimony or public comment.

Membership

The membership of the Committee consists of three trustees selected by the Board. The Committee's liaison to the Board is the Chair of the Finance, Audit and ERM Committee. The Vice President for Business and Financial Affairs will generally serve as staff and primary liaison to the Committee except for the internal audit function for which the Director of Internal Audit shall be the staff and liaison to the Committee. The Audit Committee shall include or have access to a financial expert as appropriate.

Operations

The Committee meets at least four times a year. Additional meetings may occur as the Committee, or its chair deems advisable. As appropriate, the Committee will invite members of the administration, faculty, staff or others to attend meetings and provide pertinent information. The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next meeting of the Board.

Communication

S

With respect to the Committee's auditing functions, the The internal auditor, independent auditors and state auditor report directly to the Committee. The Committee maintains free and open communication with the internal auditors, the independent auditors, the state auditor, and management, including periodic private sessions with each of these parties.

Relationship between Finance, Audit and ERM Committee, University Leadership, Internal Auditor, Independent Auditors, and State Auditor

The Committee relies on the expertise and knowledge of the University's leadership team, the internal auditor, the independent auditors and the state auditor in carrying out its oversight responsibilities. The President of the University is responsible to the Board and with the

counsel of the Audit-Committee, for ensuring that internal controls are reasonable, and for determining that the University's financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditors are responsible for auditing the University's financial statements. The state auditor's responsibilities are established by law and carried out pursuant to the policies and procedures dictated by the Washington State Auditor's Office. The internal auditor is responsible for providing an independent appraisal function which evaluates the University's activities to assist the Board of Trustees, President and University leadership team in the discharge of their oversight, management, and operating responsibilities.

Audit Committee Responsibilities

Responsibilities to be Evaluated in the Annual Committee Performance Assessment

In performing its audit oversight responsibilities, the Audit-Committee shall:

General:

1. Review the coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of independent auditors other than the state auditor.
2. Meet with the President in private session to discuss any matters the Committee or the President believes should be discussed privately ~~with the Audit Committee.~~
3. Review policies and procedures with respect to transactions between the University and trustees, or affiliates of trustees.
4. Review with management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.
5. ~~Undertake an annual evaluation of the Committee's performance.~~

Internal Controls, Risk Assessment and Financial Reporting:

1. Inquire of the University leadership team, the internal auditor, the independent auditors and the state auditor about significant risks or exposures, review the University's policies and processes for risk assessment and risk management, and assess the steps management has taken to control such risk to the University.
2. Consider and review the University's internal controls with management and appropriate auditors related to:
 - a. The University's assessment of the effectiveness of its internal controls and any auditor's attestation and report on ~~about~~ the University's assessment.

- b. The adequacy of the University's internal controls including computerized information system controls and security.
 - c. Any related significant internal control findings and recommendations of the independent auditors or state auditor together with management responses.
3. Periodically, review with the President and the appropriate auditors the University's critical accounting policies.
 4. Review and oversee procedures for: (a) receipt, retention and treatment of complaints received by the University regarding accounting, internal accounting controls, and auditing matters; and (b) the confidential, anonymous submission of employee concerns regarding accounting or auditing matters.

Internal Audit Program:

1. Annually review the Internal Audit Charter and make recommendations to the Board of Trustees. Review the responsibilities, functions and performance of the University's internal audit program and consult with management with respect thereto.
2. Participate in the annual audit planning risk assessment process. Review and make recommendation to the Board of Trustees for approval of the risk-based annual audit plan.
3. At least four times a year on such dates as specified by the Committee Chair, receive updates from the Office of the Internal Auditor on the status of the annual audit plan and other matters. Receive and review all reports issued by the Office of the Internal Auditor and ensure that management responds appropriately to issues raised.
4. Ensure that the internal audit function has an external quality assurance review every five years at a minimum or a lesser period of time at the discretion of the Committee. Review the results of the independent external quality assurance review and periodic internal assessments, and monitor the implementation of the action plans to address recommendations raised. Review and concur with the President's appointment, evaluation, replacement, reassignment, or dismissal of the Director of the Office of the Internal Auditor.
5. Review and concur with the President on the appropriate organizational structure, staffing and budget for the Office of the Internal Auditor to ensure functional independence and to enable it to effectively carry out the internal audit program's responsibilities.
6. Receive and review all audit, consultation and investigation reports issued by the Office of the Internal Auditor and ensure that management responds appropriately to issues raised.

~~7. Review and make recommendation to the Board of Trustees regarding the Internal Audit schedule. Receive periodic updates from the Office of the Internal Auditor on the status of the audit schedule.~~

~~1. Annually review the Internal Audit Charter, policies and procedures and recommend changes to the Board of Trustees, as needed.~~

~~2. Inquire of the Internal Audit Director regarding any difficulties encountered in the course of audits, consultations and special investigations, including any restrictions on the scope of work or on access to required information.~~

~~6. Review and make recommendations as appropriate related to the President's appointment, evaluation, replacement, reassignment, remuneration or dismissal of the Director of the Office of the Internal Auditor.~~

~~7. Meet with the Director of the Office of the Internal Auditor in private session to discuss any matters the Committee or the internal auditor believes should be discussed privately, with the Audit Committee, and report the results of such meetings to management.~~

External Audit Activities:

~~1. Recommend to the Board of Trustees the appointment or replacement of the independent auditors and approve the terms on which the independent auditors are engaged for the ensuing fiscal year. The Committee shall solicit the input of management in the selection process.~~

~~2. Evaluate the independent auditors' qualifications, performance, and independence, including that of the lead partner.~~

~~3. Pre-approve any non-audit services provided by the independent auditors, including tax services.~~

~~4. Ensure the periodic rotation of lead or concurring partner for the independent auditor and establish appropriate interval for rotation.~~

~~5. Resolve any disagreements between management and the independent and/or state auditors.~~

~~6. Ensure receipt from the independent auditors of a formal written statement delineating all relationships between the auditors and the University or any other matter that may impact the objectivity and independence of the auditors.~~

~~7. Review with the independent auditor, state auditor and University President the scope and plan for the various audits.~~

~~8. Upon completion of each audit performed by the independent and state auditors, conduct a detailed review of the audit report with management and the appropriate~~

auditor and discuss any significant findings, recommendations, and management's responses.

9. Review with management, the independent auditor and state auditor, all matters required to be communicated with the Committee under generally accepted auditing standards.
10. Inquire of the independent and state auditors any difficulties encountered in the course of audits, including any restrictions on the scope of work or ~~an~~ access to required information.
11. Meet with the independent auditors and state auditor in private sessions to discuss any matters the Committee or the auditors believe should be discussed privately with the Audit Committee, and report the results of such meetings to management. In order to assure independence, private sessions shall be held at least once a year.
12. Receive and review all outside audit, investigation and regulatory findings and reports of the University including, but not limited to, those from the State Auditor's Office Whistleblower Program, Executive Ethics Board, and Internal Revenue Service. Ensure that management responds appropriately to issues raised.

**Western Washington University
Audit Committee Charter**

Role

~~The Audit Committee of the Board of Trustees assists the Board of Trustees in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the University, and such other duties as directed by the Board. The Committee's role includes a particular focus on the University's processes to assure effective internal controls, to advise the University on business and financial risk as such is identified in any audit process, and to comply with significant applicable legal, ethical, and regulatory requirements. The Committee will oversee: a) matters related to the financial statements of the university and other official financial information provided to the public; b) the system of internal controls, including compliance with applicable policies and procedures and risk management; c) the annual independent audit process, including recommending to the Board of Trustees the appointment, compensation, retention and oversight of the independent auditors engaged to audit the financial statements of the University; d) the effectiveness of the internal audit program; and e) the interactions with the state auditor, as appropriate.~~

~~The Committee serves in an advisory capacity to assure the demonstrable integrity, accountability, completeness, and effectiveness of university policies and their implementation, guided by analytical consideration of the magnitude of potential institutional risks and vulnerabilities. The Committee further recommends to the full Board broad policy for ensuring accurate financial reporting, sound risk management, and ethical behavior. The Committee's duties do not replace or duplicate established responsibilities and delegations for university leadership and management. Further, the Audit Committee does not act on behalf of the Western Washington University Board of Trustees, conduct hearings, or take testimony or public comment.~~

Membership

The membership of the Committee consists of three trustees selected by the Board. The Audit Committee shall include or have access to a financial expert.

Operations

The Committee meets at least four times a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next meeting of the Board.

Communications

The internal auditor, independent auditors and state auditor report directly to the Committee. The Committee maintains free and open communication with the internal auditors, the independent auditors, the state auditor, and management, including periodic private sessions with each of these parties.

Relationship between Audit Committee, University Leadership, Internal Auditor, Independent Auditors and State Auditor

The Committee relies on the expertise and knowledge of the university's leadership team, the internal auditor, the independent auditors and the state auditor in carrying out its oversight responsibilities. The President of the University is responsible to the Board and with the counsel of the Audit Committee for ensuring that internal controls are reasonable and determining that the University's financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditors are responsible for auditing the University's financial statements. The state auditor's responsibilities are established by law and carried out pursuant to the policies and procedures dictated by the Washington State Auditor's Office. The internal auditor is responsible for providing an independent appraisal function which evaluates the university's activities to assist the Board of Trustees, President and University leadership team in the discharge of their oversight, management and operating responsibilities.

Audit Committee Responsibilities

In performing its audit oversight responsibilities, the Audit Committee shall:

General:

1. Review the coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of independent auditors other than the state auditor.
2. Meet with the President in private session to discuss any matters the Committee or the President believes should be discussed privately with the Audit Committee.
3. Review policies and procedures with respect to transactions between the University and trustees, or affiliates of trustees.
4. Review with management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.
5. Undertake an annual evaluation of the Committee's performance.

Internal Controls, Risk Assessment and Financial Reporting:

1. Inquire of the university leadership team, the internal auditor, the independent auditors and the state auditor about significant risks or exposures, review the University's policies and processes for risk assessment and risk management, and assess the steps management has taken to control such risk to the University.
2. Consider and review the university's internal controls with management and appropriate auditors related to:
 - a. The University's assessment of the effectiveness of its internal controls and any auditor's attestation and report about the University's assessment.
 - b. The adequacy of the University's internal controls including computerized information system controls and security.
 - c. Any related significant internal control findings and recommendations of the independent auditors or state auditor together with management responses.
3. Periodically, review with the President and the appropriate auditors the University's critical accounting policies.
4. Review and oversee procedures for: (a) receipt, retention and treatment of complaints received by the University regarding accounting, internal accounting controls and auditing matters; and (b) the confidential, anonymous submission of employee concerns regarding accounting or auditing matters.

Internal Audit Program:

1. Review the responsibilities, functions and performance of the University's internal audit program and consult with management with respect thereto.
2. Review and concur with the President's appointment, evaluation, replacement, reassignment, or dismissal of the Director of the Office of the Internal Auditor.
3. Review and concur with the President on the appropriate organizational structure, staffing and budget for the Office of the Internal Auditor to enable it to effectively carry out the internal audit program's responsibilities.
4. Receive and review all audit, consultation and investigation reports issued by the Office of the Internal Auditor and ensure that management responds appropriately to issues raised.
5. Review and make recommendation to the Board of Trustees regarding the Internal Audit schedule. Receive periodic updates from the Office of the Internal Auditor on the status of the audit schedule.
6. Annually review the Internal Audit Charter, policies and procedures and recommend changes to the Board of Trustees, as needed.

7. Inquire of the Internal Audit Director regarding any difficulties encountered in the course of audits, consultations and special investigations, including any restrictions on the scope of work or on access to required information.
8. Meet with the internal auditor in private session to discuss any matters the Committee or the internal auditor believe should be discussed privately with the Audit Committee, and report the results of such meetings to management.

External Audit Activities:

1. Recommend to the Board of Trustees the appointment or replacement of the independent auditors and approve the terms on which the independent auditors are engaged for the ensuing fiscal year. The Committee shall solicit the input of management in the selection process.
2. Evaluate the independent auditors' qualifications, performance, and independence, including that of the lead partner.
3. Pre-approve any non-audit services provided by the independent auditors, including tax services.
4. Ensure the periodic rotation of lead or concurring partner for independent auditor and establish appropriate interval for rotation.
5. Resolve any disagreements between management and the independent and/or state auditors.
6. Ensure receipt from the independent auditors of a formal written statement delineating all relationships between the auditors and the University or any other matter that may impact the objectivity and independence of the auditors.
7. Review with the independent auditor, state auditor and university President the scope and plan for the various audits.
8. Upon completion of each audit performed by the independent and state auditors, conduct a detailed review of the audit report with management and the appropriate auditor and discuss any significant findings, recommendations and management's responses.
9. Review with management, independent auditor and state auditor, all matters required to be communicated with the Committee under generally accepted auditing standards.
10. Inquire of the independent and state auditors any difficulties encountered in the course of audits, including any restrictions on the scope of work or on access to required information.
11. Meet with the independent auditors and state auditor in private sessions to discuss any matters the Committee or the auditors believe should be discussed privately with the Audit Committee, and report the results of such meetings to management. In order to assure independence, private sessions shall be held at least once a year.

~~12. Receive and review all outside audit, investigation and regulatory findings and reports of the university including, but not limited to, those from the State Auditor's Office Whistleblower Program, Executive Ethics Board, and Internal Revenue Service. Ensure that management responds appropriately to issues raised.~~

Approved by the Board of Trustees April 22, 2005
Revision Approved by Board of Trustees August 3, 2007
Revision Approved by Board of Trustees June 11, 2010
[Draft Revision – December 6, 2017](#)