



**PUBLIC MEETING OF THE WOU BOARD'S
EXECUTIVE, GOVERNANCE AND TRUSTEESHIP COMMITTEE (EGTC)**

Meeting No. 32

December 16, 2022 | 1:30pm – 3:00pm

Public Meeting: [Zoom](#)

By Phone: 1-253-215-8782 | Meeting ID: 810 6149 0156 | Passcode: 873734

AGENDA

- I. CALL-TO-MEETING AND ROLL CALL**
- II. CHAIR'S WELCOME AND ANNOUNCEMENTS**
- III. DISCUSSION ITEMS**
 - 1) [Board's Statement on the Delegation of Authority](#) (revisions to Section 1)
 - 2) Committee Goal(s) for 2022-2023
- IV. ADJOURNMENT**

EGTC, Revision of the Board Statement on the Delegation of Authority

The WOU Board of Trustees, prior to assuming full governance authority of the University on July 1, 2015, approved several core policy statements, including the [Board Statement on the Delegation of Authority](#). Since that time, informed by the day-to-day operations of the University, key revisions could assist with the continuous improvement of the University's processes. A redline capturing these proposed revisions is attached to this docket item.

First, several revisions to Section 1.6 Business and Administrative Affairs would streamline certain business activities while maintaining accountability. Previously, Board approval was required for a wide swath of business transactions, generally those with a cost of over \$500,000. Nonetheless, as the Board meets for regular business four times annually, it was difficult to ensure these subject transactions received Board approval in a timely manner. In the proposed revisions, certain transactions, such as the approval of capital construction projects submitted to the Oregon Legislature or the appointment of an external auditor, would still require Board approval. But, other transactions, even over \$500,000, could be approved by the university president with notice to the Board Chair. Section 1.6.1 through Section 1.6.5 in the redline are the transactions that still require Board approval, while Section 1.6.6 outlines the transactions which the university president could authorize upon notice to the Board Chair.

Below are the changes reflected in the docket from the November 16 BOT meeting. Based on discussion of section 1.6.5, language has been removed to indicate that the President or the Chair of the BOT (rather than also a majority of trustees or VP of Finance) can ask that an instrument be reviewed by the entire board. This entrusts the BOT chair, who would be notified of issues by the president, represents the BOT in determining if something within presidential delegated authority needs to come to the entire board.

STAFF RECOMMENDATION

The Board Chair and President of Western Oregon University recommend that EGTC approve the revisions to Section 1 of the Board Statement on the Delegation of Authority as included in the docket materials.

Board Statement on Delegation of Authority Board of Trustees of Western Oregon University

1.0 Authority of the Board of Trustees

1.1 Board Authority. The Board of Trustees is the final University authority and has full control of the University and its property of various kinds. The Board may take any and all actions as it determines necessary or appropriate. Board actions have precedence over other actions of the University and its constituent parts. Any such University actions shall be consistent with Board actions. The Board may review and intervene in any and all aspects of the University; amend or rescind of its actions; and take any such action it deems proper. The Board shall adopt a mission statement for the University in consultation with the faculty, students and staff members.

1.2 Collective Bargaining Agreements. Nothing in this Policy Board Statement affects any collective bargaining agreement entered into prior to the adoption of this Board Statement.

1.3 Appointment of the President of the University. As provided in ORS 352.096, in consultation with the Governor, or the Governor's designee, the Board shall appoint and employ a President of the University. Except in the case of an interim or acting president, the hiring committee for the president of the University shall include representatives of the university community and at least one other president of a public university based in Oregon. The President reports exclusively to the Board, and the Board supervises the President. The Board shall prescribe the President's compensation and terms and conditions of employment and is responsible for the reappointment or removal of the President. The President shall perform such duties as are assigned by the Board. Except as otherwise provided by law, bylaws, or Board action, the President is the executive and governing officer of the University and President of the faculty. The faculty and officers and employees of the University shall, through appropriate channels, be responsible to the President of the University and through the President to the Board of Trustees, except that the Vice President of Finance & Administration and Secretary are responsible to the Board in relation to the business of the Board. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to the affairs of the University.

1.4 University Budget. The Board retains sole authority for and shall adopt the budget of the University. The business and administrative transactions described at Section 1.6 of this Board Statement do not require separate approval if they are included, in sufficient detail, in the University budget adopted by the Board as provided in this Section.

1.5 Tuition and Fees. The Board retains sole authority for and shall adopt tuition and mandatory enrollment fees, including the incidental fee, in accordance with ORS 352.102, ORS 352.105, and other applicable law.

1.6 Business and Administrative Affairs. The Board retains sole authority for the business and administrative affairs of the University set forth in this section

1.6. All other authority for business and administrative affairs, including the authority set forth in section 2.8, is delegated to the President as described in this section. ~~If a business or administrative transaction delegated to the President, separately or in aggregate through one or more related transactions, reaches or surpasses any threshold described below, the transaction shall be presented to the Board for approval.~~

1.6.1 The approval of the naming of University buildings or outdoor areas in recognition of individuals or organizations.

~~1.6.2 The approval of the appointment of external auditors.~~

~~1.6.3. The approval of a capital construction project and its budget prior to submission to the Higher Education Coordinating Commission and the Oregon Legislative Assembly for consideration and approval.~~

~~1.6.4 The approval of any settlement agreement or release of claims for \$500,000 or higher.~~

~~1.6.5 The approval of the execution of any instrument that the President, or Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.~~

~~1.6.6 Upon notice to the Board Chair, the President is authorized to approve the following transactions:~~

~~1.6.2(1)~~ The approval of the execution of instruments relating to real property, including the sale, purchase, conveyance, or lease of real property, where the anticipated cost or value to the University exceeds \$500,000.

~~1.6.3 The approval of the appointment of external auditors.~~

~~1.6.4 The approval of a capital project budget that is anticipated to exceed \$500,000, including for architects, construction managers, engineers and other professional consultants; and approval of any increase to a capital project budget that causes the total of all increases to the capital project budget to exceed \$500,000.~~

~~(2)1.6.5~~ The approval of the execution of instruments relating to any borrowing or debt finance transactions which are or may be in excess of \$500,000, singularly or in the aggregate.

~~(3)1.6.6~~ The approval of the execution of instruments relating to any shares, stock or other equity or interests in or obligations of any entity other than the University in excess of \$1,000,000, unless the shares, stock or other equity or interests in or obligations of the entity are publicly traded or provided through the State Treasurer, Western Oregon University Foundation or a brokerage firm, investment bank, depository or other licensed firm.

~~(4) 1.6.7~~ Consent to the encumbrance of University real property by the State of Oregon.

~~(5)1.6.8~~ The approval of the execution of any other instruments, including but not limited to instruments related to the acquisition, disposal or provision of goods and services, where the anticipated cost or value to the University exceeds \$500,000; and approval of any increase or decrease in cost or value that causes the total of all increases or decreases in cost or value to exceed \$500,000. When the ultimate aggregate cost to the University is not known in advance for instruments relating to the acquisition, disposal or provision of goods or services on a continuing or intermittent basis (e.g. rental, service, or supply contracts), the amounts set forth in this paragraph shall be calculated on an annual basis.

~~1.6.9 The approval of any settlement agreement or release of claims which are or may be in excess of \$500,000.~~

~~1.6.10 The approval of the execution of any instrument that the President, Vice President for Finance & Administration, Chair of the Board of Trustees, or a majority of the Trustees deems appropriate for consideration by the Board or a Board committee, so long as the instrument has not been executed.~~

1.7 Academic Affairs

1.7.1 The Board has the authority to establish, eliminate, control or substantially reorganize academic programs and units of operation. Any significant change in the University's academic programs as defined by the Higher Education Coordinating Commission must be approved by the Board prior to submission to the Commission. The Board confers academic degrees, certificates and other forms of recognition upon the recommendation of the faculty. Such academic degrees, certificates and other forms of recognition are granted in the name of the Board of Trustees of Western Oregon University and are executed by the Board Chair and the University President. The Board shall have the exclusive authority to approve honorary degrees.

1.7.2 The Board delegates to the President and the professors ("the faculty" as defined in ORS 352.146) authority relating to: (a) academic standards relating to admission to study at the University; (b) curriculum, curricular materials, method of instruction, grading, credits, and academic standards of the University; and (c) standards of student competence in a discipline.

1.8 Gifts

The Board retains sole authority for gifts to the University set forth in this section 1.87. All other authority related to gifts is delegated to the President.

1.8.1 Gifts that create obligations on the part of the University for which there is no established funding source.

1.8.2 Gifts with a value exceeding \$500,000 which involve: (1) Construction of facilities not previously approved; or (2) Non-traditional investment assets (such as real estate, debt instruments, closely held stock, partnership interests, permanent insurance policies, royalties, copyrights, licenses, and other illiquid assets).

1.8.3 A gift requiring naming of a University building or outdoor area.

1.8.4 Any other gift that the President, Vice President for Finance & Administration, or a majority of the Board of Trustees deems appropriate for Board consideration.

1.8.5 Current gifts of non-traditional investment assets, charitable lead trusts where the University is to act as trustee, bargain sale gifts of property, and partial interest gifts.

1.8.6 Deferred gifts, if the University is to act as trustee or custodian of the deferred gift.

1.8.7 Gifts of real estate, interests in real estate, or gifts of debt instruments secured by real estate from other than the Western Oregon University Foundation. The Treasurer shall determine in each such case, including when the gift is from the Western Oregon University Foundation, whether a hazardous waste inquiry or other due diligence is required, and the scope and extent of such inquiry. The President and the Vice President for Finance & Administration, in consultation with the Vice President for ~~Development~~ Advancement, shall establish further policies and procedures regarding evaluation of gifts of real estate, as may be necessary or desirable from time to time.

1.9 Gifts to the Western Oregon University Foundation

Gifts to the Western Oregon University Foundation shall be accepted by the Western Oregon University Foundation in accordance with then-current agreements between the University and the Foundation (as may be amended from time to time).