



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

**Meeting No. 33**

**January 13, 2023 | 2:00pm – 3:00pm**

**Public Meeting: [Zoom](#)**

**By Phone: 1-253-215-8782 | Meeting ID: 894 9893 8991 | Passcode: 521097**

**AGENDA**

- I. CALL-TO-MEETING AND ROLL CALL**
- II. CHAIR'S WELCOME AND ANNOUNCEMENTS**
- III. DISCUSSION ITEMS**
  - 1) [EGTC Committee Charter \(revisions\)](#)**
- V. ADJOURNMENT**

## **Executive Governance & Trusteeship Committee (EGTC), Revision of the Committee Charter**

Prior to assuming full governance authority of the University on July 1, 2015, the WOU Board of Trustees approved charters for its (then) three standing committees. Each charter included a recommendation for annual review and reassessment.

The EGTC charter was reviewed and amended at the committee's [November 1, 2021 meeting](#), removing the university president as a member of the Committee. This amendment was then approved by the Board of Trustees at the [November 17, 2021 meeting](#).

To fulfill the recommendation for annual review, EGTC has provided a careful review of its charter to ensure alignment with the current practices of the committee and the university.

At its January 13, 2023 meeting, member of EGTC will continue their conversation to review recommended changes that are outlined (in red and blue) in the document below. The committee will meet again on January 27, 2023 to approve the final product.

### **STAFF RECOMMENDATION**

There is no recommendation at this time.



**Western Oregon University Board of Trustees  
Executive, Governance, and Trusteeship Committee (EGTC) Charter**

**MISSION**

The Executive, Governance, and Trusteeship Committee (EGTC) of the WOU Board of Trustees is charged with ensuring (A) effective Board function, (B) presidential performance, (C) empowering University staff to position the University strategically with external audiences, and (D) monitoring legal and compliance risk to the Board and University. The EGTC is responsible for making recommendations to the Board, consistent with Board Statements and University policy, regarding presidential employment, board evaluation and performance, the University's strategic plan, advancement and advocacy, and litigation, **legal services and supporting financial stability**.

**AUTHORITY AND RESPONSIBILITIES**

***Employment of the President***

The EGTC is responsible for any and all recommendations to the WOU Board of Trustees regarding the employment of the President, including, but not limited to, performance evaluations, including the form, process, and factors on which the President will be evaluated, terms and conditions of employment, **compensation package**, contract negotiations, discipline or termination of the President, and, when necessary, the conduct of a search for a new President or the appointment of an interim or acting President.

***Strategic Plan***

The EGTC is responsible for guiding, reviewing and approving the form, direction, and content of the University's draft strategic plan. The President of the University develops the plan and presents the draft reviewed and approved by the EGTC to the WOU Board of Trustees for adoption.

***Board Best Practices***

The EGTC is responsible for developing an evaluation process **and other best practices** for the performance of the Trustees to improve Board function.

***Board Retreat***

The EGTC is responsible for organizing and recommending the structure of the retreat of the WOU Board of Trustees.

## **Board Membership**

The EGTC is responsible for surveying the interests, skills, and abilities of current Trustees so that the Board chair **will provide** the Governor of the Board recommendations as per stated by Oregon Statutes when a vacancy **occurs**.

**Advancement and Advocacy**~~[Strike this section?]~~ It is not typically the role of a governance committee, Management should be performing those duties in alignment with approved strategy and business plans.

The EGTC is responsible for advising and recommending strategies to the President in order to enhance the University's position with external audiences, including, the public, the Governor, the Higher Education Coordinating Commission, legislators, alumni, and donors. The EGTC will also recommend legislative concepts to the WOU Board of Trustees for approval so that the concepts may be proposed to legislators or other stakeholders for introduction to the Oregon Legislative Assembly.

Consider adding a section for **Acting on Behalf of Full Board**

[Add language about emergency and/or time sensitive matters where a full Board meeting is not feasible. Adjust section 2.3 Emergency and Temporary Actions of the Board Statement on Authority Delegation of Authority accordingly]

## **Litigation, Legal Services, and Risk Management**

The EGTC is responsible for bringing, consistent with other Board Statements, any and all recommendations regarding litigation or settlement of claims to the WOU Board of Trustees. The EGTC is responsible for accepting any and all reports with regard to legal services, **collective bargaining**, compliance, or enterprise risk management from the **General Counsel**. The EGTC will strategically assess risk to the University and recommend actions to the Board, as appropriate, to complement the Board's Finance & Administration Committee's responsibilities and recommendations for **financial** audit and insurance coverage. **The EGTC shall serve as the Board's Audit Committee. When sitting as the Audit Committee, the EGTC shall consider matters pertaining to internal controls, enterprise risk management, internal or external auditors, as the Board or President shall use, and audit plans and reports.**

## **Policies**

The EGTC is responsible for bringing any and all recommendations to the WOU Board of Trustees regarding Board Statements including, but not limited to presidential employment, including evaluation, presidential searches, and presidential contracts, legal services, trusteeship, board evaluation, conflict of interest, ethics, compliance, **human resources policies and practices**, and work with government officials, including, but not limited to the Governor, Oregon Secretary of State, Treasurer, Attorney General, **Higher Education Coordinating Commission (HECC)** or legislators.

## **ORGANIZATION**

### ***Membership; Structure; Quorum***

The EGTC, consistent with the Board Statement on Committees, will consist of five members. The Board chair will serve as the EGTC chair. The Board chair appoints the other four members of the EGTC. A quorum of the EGTC will be three committee members.

### ***Meetings***

The EGTC will meet at least four times each year. EGTC meetings will be conducted in substantial compliance with the Board Statement on the Conduct of Public Meetings. Because committees may meet more frequently than the full Board of Trustees, the Chair or staff are encouraged to convene meetings by telephone or videoconference for the convenience of the committee members.

### ***Agenda, Minutes, and Reports***

The chair, in collaboration with the staff designee, is responsible for establishing the agendas for meetings. An agenda, together with relevant materials, will be sent to committee members at least seven (7) days in advance of the meeting. Minutes for all meetings shall be drafted by the staff designee, reviewed by the Secretary to the Board, reviewed by the committee chair, and approved by committee members at the following meeting.

### ***Staff Designee***

The **Board Secretary** and his/her designee will be staff to the EGTC.

### ***Review of Charter***

This charter shall be reviewed and reassessed by the EGTC at least annually, and any proposed changes shall be submitted to the board for approval.

### ***Document History***

- Discussed and revised at May 27, 2015 EGTC Committee Meeting
- Approved by the Board of Trustees at October 28, 2015 Meeting
- Amendment considered and recommended at November 1, 2021 meeting
- Amendment approved by the Board of Trustee at November 17, 2021 meeting