



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

Meeting No. 34

January 27, 2023 | 2:00pm – 3:30pm

Public Meeting: [Zoom](#)

By Phone: 1-253-215-8782 | Meeting ID: 833 2805 7482 | Passcode: 606707

Minutes

I. CALL-TO-MEETING AND ROLL CALL

Chair Komp called the meeting to order at 2:00pm and Interim Secretary LouAnn Vickers took roll.

Trustees Present: Jerry Ambris, Susan Castillo, Gayle Evans, Betty Komp, Doug Morse, Jesse Peters

Others Present: Heather Brophy, Ana Karaman, Shadron Lehman, LouAnn Vickers

II. CHAIR'S WELCOME AND ANNOUNCEMENTS

Chair Komp welcomed the committee and called on President Peters to provide an update to the Committee. Topics included a Budget Open Forum to be held on campus January 31st; consultants from the search firm for the Provost Search visited campus to hold focus group meetings; Cultural Competency workshop is taking place on campus and the Equity Assessment work will begin next week; after a failed search, the HR search is relaunching with an extended start date of July 1; HSI committee has been established to begin mapping timelines and developing benchmarks; HSI Summit is scheduled for April 26; Brittany Kima (PIO & Social Media Manager) and Rico Lujan Valerio (Director for Government Relations) have both joined the WOU community; our accreditors will be visiting campus in April.

Trustee Evans noted that WOU might consider elevating the HR executive director role to increase salary to better match what's needed. Trustee Castillo supported this suggestion.

Trustee Castillo expressed appreciation to President Peters for his transparent communications regarding the budget challenges.

Trustee Ambris encouraged President Peters to celebrate the wins amidst the hard times and was also appreciative of the transparency in his communications.

III. CONSENT AGENDA

- 1) [Approval of meeting minutes from December 16, 2022](#)



2) [Approval of meeting minutes from January 13, 2023](#)

Chair Komp called for a motion to adopt the consent agenda which included meeting minutes from the December 16, 2022 and January 13, 2023 meetings.

Trustee Morse moved and Trustee Ambris seconded. Minutes were approved with no changes.

III. ACTION ITEMS

1) [Committee Charter \(revisions\)](#)

The Committee reviewed the edits made to its Charter. There was further discussion around the changes to the Board Membership section. It was noted that the process for adding new trustees can only take place during specific intervals when the Oregon Legislature is in session. Thoughtful planning will need to be in place to align our needs with those benchmarks. It's important to develop a transparent process but not slow down the process by waiting for the Board to meet each time a vacancy occurs.

The Committee determined that adding a form to the website would provide an opportunity for the WOU community to make recommendations about ideal characteristics for incoming trustees as the needs of the university are assessed.

In the section for Litigation, Legal Services, and Risk Management, it was suggested to replace the word "sitting" with "acting" in reference to the EGTC performing as internal audit committee.

Chair Komp called for a motion to approve the revisions to the EGTC Committee Charter, as presented in the docket, with suggested edits. Trustee Morse moved for approval. The motion was seconded by Trustee Castillo. The revisions to the Charter were approved.

2) [WOU Board of Trustees Delegation of Authority 1.6 \(revisions\)](#)

Vice President Ana Karaman explained the process used to develop the recommended changes to section 1.6 in the Delegation of Authority. At the request of President Peters and Chair Komp, she formed a task force, which included her, the Controller, and Director of Accounting. They compared this section of our statement to the language in the statement used by the other Oregon public universities.

She noted that section 1.6 outlines the generic authority delegated to the Board and section 2.8 outlines the generic authority that is delegated to the President. After reviewing the language used for this policy by the other universities, they developed the changes recommended in the docket materials.

Dr. Karaman noted that this policy was adopted by all public universities in 2015, when the Oregon University System was dissolved. And since that time, the other Technical &



Regional Universities (TRU's) have revised this section to increase the approval authority of the president to \$1 million.

Given this information, the recommendation is for WOU to increase the budget authority of the president to \$1 million. However, if a contract exceeds \$1 million, or if due to continued negotiation or changes in the deliverables the cost should increase, and the increase exceeds 10%, then the contract would need to be brought to the Board for approval.

Additionally, if a contract doesn't initially exceed \$1 million but a change occurs that causes it to exceed \$1 million, then it would need to come to the Board for approval.

The compensation amount of a settlement agreement (section 1.6.8) was also revised. This was lowered from \$500,000 to \$250,000.

With regards to section 2.8, it was noted that if it is impractical for the board to meet, the president can execute the agreements and then bring them back to the board via the executive committee.

In the Committee's conversation, it was noted that with the capability for the board to meet virtually, it is now easier to convene than perhaps when this document was originally written. The task force didn't recommend changes to this section.

Chair Komp called for a motion to approve the revisions to section 1.6 in the Delegation of Authority as presented in the docket. Trustee Evans moved that the revisions be accepted. Trustee Morse seconded the motion. Vote was unanimous in favor of the revisions.

IV. REPORTS & DISCUSSION ITEMS:

1) Board of Trustees Meetings – flow of 2-day meetings

Chair Komp solicited feedback with regards to the new 2-day meeting format that was implemented this year. The trustees confirmed that they appreciated the opportunity to focus and showcase students' work. They also noted that having the extended meeting time, provided additional opportunities for them, as a board, to interact and work together.

V. ADJOURNMENT

The meeting was adjourned at 3:20pm.