

# REPORT TO THE NORTHWEST COMMISSION ON COLLEGES AND UNIVERSITIES

*Policies, Regulations, and Financial Review*



*March 1, 2023*

Addendum A: Board Policies

Supplement to PRFR Report



MAKE WAVES.

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**Note to Reviewers: These Board Policies were approved in June 2022 after a two-year review process. The Board of Trustees website is being revised; the policies will be posted there on the public site once that process is complete.**

## POLICY ON DELEGATION OF AUTHORITY

### Purpose

The Western Washington University (University of WWU) Board of Trustees (Board) is vested with full authority to manage the assets and affairs of the University. The Board's powers and duties are granted by state law, in particular the Revised Code of Washington Chapter 28B.10 and 28B.35 ([RCW 28B.10](#) and [28B.35](#)) and other statutory provisions. The Board has authority to delegate by resolution any of its powers and duties to the University President or designee. ([RCW 28B.10.528](#)).

It is the policy of the Board to engage in responsible institutional governance by delegating full authority, express and implied, to the President or designee to manage and conduct the affairs of the University, except for those matters reserved either by law or by the Board for the proper exercise of its fiduciary duties of the institution.

This policy delineates specific powers reserved by the Board and, conversely, powers that have been delegated to the President or designee. Any delegated authority continues to be subject to the ultimate authority of the Board. The Board reserves the right to intervene in any matter and to enact or amend this policy as it deems necessary or proper to further the best interests of the University.

This policy will be approved by resolution of the Board. The Board will periodically review this policy and reserves the right to amend or rescind it by resolution at any time.

### Reserved and Delegated Authority

The Board of Trustees is authorized by [RCW 28B.10.528](#) to delegate to the President of Western Washington University, or their designees, powers and duties vested in or imposed upon the Board of Trustees by law, and to enable the President or their designee to act on behalf of the Board of Trustees in matters relating to the administration and governance of Western Washington University.

This policy affirms that the President shall have the authority to exercise all powers and duties vested in or imposed upon the Board of Trustees, except as reserved in the specific areas as set forth below.

In the event of a conflict between the language in this policy and a particular resolution, the language of the resolution will take precedence.

### Board Administration

The Board has reserved the following authority in this area:

- (a) **To Administer the Board.** To organize, administer, and operate the Board.

### University Personnel

The Board has reserved the following authority in this area:

- (a) **To Select, Appoint, and Evaluate the President.** This includes responsibility for setting the compensation, benefits, and other terms and conditions of the President’s employment, who shall serve at the pleasure of the Board. The President’s contract(s) shall be authorized in compliance with the Open Public Meetings Act, Chapter 42.30 RCW.
- (b) **To Approve Collective Bargaining Agreements.** To facilitate, approve, and enter into collective bargaining agreements.
- (c) **To Establish Retirement Programs for Employees.** To establish retirement programs for employees as authorized by law.
- (d) **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).
- (e) **To authorize legal defense and indemnification of employees, officers, or volunteers, subject to the following:**
- If any action, claim, or proceeding is filed against member(s) of the Board, the request shall be handled as follows:
    - If the request involves a minority of the members of the Board, it will be acted on by the remaining members of the Board.
    - If the request involves a majority or all members of the Board, it will be acted on by the Washington State Attorney General, as provided in [RCW 28B.10.842](#).

### **University Rules and Policies**

The Board has reserved the following authority in this area:

- (a) **To Adopt, Amend, and Repeal 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; and Chapter 516-15 WAC, Skateboards, foot scooters, skates, and other similar devices.

### **Tuition and Fees**

The Board has reserved the following authority in this area:

- (a) **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.

### **Academics, Planning, and University Structure**

The Board has reserved the following authority in this area:

- (a) **To Structure the University.** To establish or abolish colleges, divisions, schools, and degree programs.
- (b) **To Award Degrees.** To authorize the awarding of degrees for appropriate programs of study, and to authorize the awarding of honorary degrees.
- (c) **To approve the University-wide strategic plan.**
- (d) **To approve the campus master plan.**

### **Budgets, Business, and Finance**

The Board has reserved the following authority in this area:

- (a) **To Approve Budgets.** To approve the operating budget, the services and activities fees budget, and the capital budget for the University.
- (b) **To Retain Fiscal Responsibility.** To retain responsibility for the expenditure of state funds by the University and its agents and employees.
- (c) **To Approve Settlement Agreements.** To enter into agreements for the purposes of settlement of legal claims or potential legal claims when the total costs to WWU are estimated to be greater than \$100,000.
- (d) **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 \$100,000, regardless of duration. The Board shall be informed of the execution of an Interlocal Agreement at the next subsequent board meeting.
- (e) **To Purchase, Acquire, or Lease Real Estate.** To authorize the purchase, acquisition, or long-term lease (for more than two years and in excess of \$100,000 in annual rent) 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 (for more than two years and in excess of \$100,000 in annual rent) of real property.
- (f) **To Select Certain Architects and Engineers and Authorize Certain Public Works Contracts.** To authorize the selection of professional, architectural, engineering, and related services for the design of public works and to execute public works contracts in instances where the fee for such services will exceed \$500,000.00, or where competitive proposals were not solicited and considered, unless other procedures approved by the Board were followed.
- (g) **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.
- (h) **To Authorize Bonded Indebtedness.** To authorize and approve bonded indebtedness.

## **Naming and University Recognition**

The Board has reserved the following authority in this area:

- (a) **To Name or De-name Colleges, Major Organizational Units, and Facilities.** To name or de-name all major organizational units and University facilities in accordance with the University's policy and procedures on Naming Facilities, Colleges, and Organizational Units. However, the President or designee has authority to assign temporary names to major facilities to indicate function.
  
- (b) **To Approve the Design of the University Seal.** The design of the seal of Western Washington University shall be approved by the Board.

## POLICY ON BOARD SELF-ASSESSMENT

### Purpose

The purpose of this policy is to formalize the intent and process for Board of Trustees' periodic self-assessment review. The self-assessment process enables the Board to demonstrate that the Board and its individual members are carrying out their roles and responsibilities in an effective manner and to identify strengths and potential areas for improvement in the Board's functioning. The self-assessment process also satisfies the Board's responsibility to be accountable to the larger public interest and public trust and to demonstrate compliance with any external reporting requirements, such as University's accreditors which expect governing boards to define and regularly evaluate their responsibilities and expectations.

### Board Practices and Procedures for Self-Assessment

- Board Roles and Responsibilities. All Board members will participate in the self-assessment process as described herein. The process will be led by the Board Chair who will collaborate with the Board's Executive and Governance Committee to ensure its effective and timely execution.
- Frequency. The Board shall conduct a self-assessment at least once every two years.
- Goals and Objectives: The intent of the self-assessment process is to:
  - Ensure that trustees have a clear and common understanding of Board responsibilities.
  - Clarify mutual expectations among Board members.
  - Strengthen Board performance.
  - Strengthen relationships among Board members and with the University President.
- Process: The Board self-assessment process will include the following elements:
  - A confidential survey of Board members will be used to solicit feedback on relevant dimensions of Board work and performance. The survey will be conducted via a Board-approved self-assessment instrument. Individual responses will be reported in the aggregate and without attribution.
  - At its discretion, the Board may use an external consultant or facilitator, who may supplement the survey with additional methods of assessment.
  - The results of the board self-assessment review shall be presented to and discussed by the Board at one of the Board's two work sessions. Board members shall participate in improving and strengthening the Board's governance processes and its role in advancing University's priorities.
  - The Secretary to the Board will work with the Board Chair to implement an assessment process that underscores confidentiality and integrity.

## POLICY FOR PRESIDENTIAL PERFORMANCE EVALUATION

### Purpose

It is the policy of the Board of Trustees that it will evaluate the President of Western Washington University on an annual basis and that it will conduct a periodic comprehensive (“360 degree”) evaluation every three to four years.

The purpose of this policy is to formalize the intent and process by which the Board will fulfill an essential governance responsibility: supporting and evaluating the President. It also addresses the larger goal of contributing to the improvement of the President’s and the institution’s effectiveness. Further, the evaluation will accomplish the related goals of supporting continuous communication between the Board and the President about the President’s goals and accomplishments, the institution’s strategic goals and mission, and the effectiveness of the President’s organizational decision making. The evaluation process also meet’s the Board’s need to be accountable to the institution’s various constituencies and to the larger public interest and public trust.

### Board Practices and Procedures for Annual Evaluation

1. **Board Roles and Responsibilities.** All Board members will participate in the evaluation process as described herein. The process will be led by the Board Chair who will collaborate with the Vice Chair and the Board’s Executive Committee to ensure a smooth transition from one evaluation period to the next.
2. **Annual Goals and Objectives.** The evaluation will be based on a mutually agreed-upon, annual set of measurable goals, objectives, and priorities presented by the President and accepted by the Board pursuant to the procedures and schedule outlined in this policy. In addition to the progress on previously set goals and objectives, the evaluation may include such other matters as the Board may determine as provided in the President’s employment agreement.
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 may include a “360-degree component,” allowing for confidential input to be sought from the Vice Presidents, shared governance leaders, the President’s other direct reports, and in some cases external stakeholders. Among other standards and criteria for evaluation, the Board may consider the following:
  - Leadership, internal and external to the institution.
  - Administrative effectiveness.
  - Effectiveness at developing financial and other support for the institution.
  - Communication.
  - Accomplishments and progress toward annual objectives and institutional priorities established by the President and the Board.
4. **President’s Appointment and Compensation.** At the time of the evaluation or upon formal



acceptance of the President's annual goals, the Board may, in its discretion, extend the President's appointment, and/or adjust the President's compensation.

5. **Executive Session.** Pursuant to RCW 42.30 et seq., the Board may meet in executive session to review the President's performance. However, the Board will only take final action in meetings open to the public when setting the President's salary or other actions which must be taken and conducted in open session.
6. **Annual Evaluation Period and Schedule.** The annual evaluation period will begin with the President's presentation of goals and objectives at one of the Board's two work sessions, customarily at the start of each academic year, and will conclude at the same time the following year.

### **Board Practices and Procedures for Periodic Comprehensive Evaluation**

The Board will conduct a periodic comprehensive evaluation of the President's performance every three to four years in lieu of and building upon the foundation of the annual evaluations.

The comprehensive evaluation will be a formative process with the primary purpose of enhancing the performance of the President.

The Board Chair and Vice Chair, with assistance from Board staff, will establish a timeline and process for confidential interviews on the President's effectiveness and leadership with a significant cross-section of the campus community and external stakeholders.

The interviews will be led by an experienced professional engaged by the Board who can elicit fully objective responses.

The Board Chair will report findings and recommendations to the President and, subsequently, to the Board. All written assessment of the President's performance will remain confidential to the extent permitted by law, specifically, the Public Records Act, Chapter 42.56 RCW.

## POLICY ON COMMITTEE CHARTERS

### Purpose

Board of Trustees standing committees assist the Board in its oversight of advancing the mission and strategic priorities of the university. The committees help the Board to focus and organize its work around institutional issues and responsibilities that align with the Board's governance role. Committee charters delineate committee structure and responsibilities.

BOT committees include the Executive and Governance Committee and two standing committees, the Academic Affairs and Student Success Committee and the Finance, Risk, and Management Audit Committee. No committee may act on behalf of the Board on matters requiring Board action. All committees shall refer matters to the Board for appropriate action in a regular meeting of the Board. The Chair of the Board shall make standing Committee appointments, including an appointment of a chairperson to each of the Committees, who shall serve a term of two years. Each Committee shall consist of at least three and no more than four Trustee members.

BOT may establish ad hoc committees from time to time, as needed to focus on specific matters or for handling specific tasks in fulfillment of Board's duties and responsibilities. Ad hoc committees are advisory only, and no ad hoc committee may act on behalf of the Board on matters requiring Board action.

### Committees

#### Executive and Governance Committee

- Purpose: The purpose of the Executive and Governance Committee is to ensure the integrity of the Board, enhance the Board's performance, and facilitate presidential evaluation processes.
- Membership: The Committee shall typically consist of the chair of the board, the vice chair of the board and the immediate past chair of the board. The University President shall serve as an ex-officio member of the committee.
- Responsibilities: The Committee has a broad mandate that encompasses reviewing and making recommendations on the structure, format, and implementation of Board meetings and agendas, identifying and recommending strategic conversation themes for Board meetings and retreats; monitoring and advocating best practices in higher education governance; identifying the expertise and experience needed by the Board during Board member transitions; providing oversight to the process and timing of periodic Board self-assessments; facilitating presidential evaluations and compensation reviews; and serving in an advisory capacity to the President as needed.

#### Academic Affairs and Student Success Committee

- Purpose: The Academic Affairs and Student Success Committee facilitates the Board's responsibilities for teaching, research, outreach, and other academic matters, as well as

- matters related to student affairs, student life, and support services outside direct instruction.
- **Membership:** The Committee shall consist of three trustees, and the Student Trustee. The University's Provost and Executive Vice President will serve as staff and primary liaison to the Committee.
  - **Responsibilities:** The work of the Committee encompasses academic affairs, research and outreach, student life and support services, and ADEI (accessibility, diversity, equity, and inclusion). The Committee monitors progress towards University's academic performance goals, including research and outreach; protects, within the context of faculty shared governance, the educational quality of the University and its academic programs; monitors progress for student life and conduct and University's ADEI programs; and provides broad oversight to University's engagement with accrediting bodies. The Committee is responsible for such matters as may be referred to it by the Board.

#### Finance, Audit, and Enterprise Risk Management Committee

- **Purpose:** The Finance, Audit, and Enterprise Risk Management Committee assists the Board in fulfilling its fiduciary responsibilities, including fiscal and compliance matters, identification, assessment and response to enterprise risks, and integrity of physical and information infrastructure.
- **Membership:** The Committee shall consist of three trustees. The University's Vice President for Business and Financial Affairs will generally serve as the staff and primary liaison to the Committee, except for the internal audit function for which the Executive Director of the Office of Audit and Consulting shall be the staff and liaison to the Committee.
- **Responsibilities:** The work of the Committee encompasses finance, compliance, audit, and infrastructure. The Committee is responsible for monitoring University's financial performance and reporting to the Board as appropriate; reviewing and recommending to the Board annual and long-term operating and capital budgets; reviewing and recommending to the Board requests and plans for issuance of debt; and

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The Committee is responsible for such matters as may be referred to it by the Board.

## STATEMENT OF VALUES AND MEMBER EXPECTATIONS

### Role of the Board

The Board of Trustees acts as fiduciary to the University and holds it in trust for the long-term benefit of the public. The Board of Trustees is a deliberative body, whose members represent the interests of the public and the entire university, not any of its separate parts.

### Statement of Values

As appointees of the Governor of the State of Washington, the Trustees recognize the public's high professional and ethical standards for those in public office. As such, Trustees serve to the highest of ethical principles, place the public's interest above any personal interest, operate in a way that is transparent and responsive, and work to ensure that state resources are efficiently used for the public's purposes.

The Board of Trustees is committed to advancing access to transformational higher education for the people of the State of Washington, justice and equity in university policies and practices, and supporting an inclusive and welcoming campus environment that celebrates the dignity and value of all students, faculty, and staff.

Members of the Board of Trustees individually and collectively advance a culture of respect, trust, and collaboration in which we are open to learning, actively expressing our ideas, engaging in the work of the Board, and accountable for delivering on our commitments. The Board seeks to model the behavior it expects from all University constituents.

### Trustee Expectations

**Make your service on Western's Board a priority among your volunteer activities and commit to being authentically engaged in the work of the Board and the mission of the University**

- Commit to attending and thoroughly preparing for all Board and committee meetings.
- Expect to be asked to serve in leadership roles on the Board and its committees.
- Commit to continuously learning about the University's history, culture, values, mission, programs, policies, practices, and shared governance.
- Be engaged in the life and activities of the University and work to advance the University's values and culture.
  
- Be an ambassador for the University in your local community and within your sphere of influence.
- Contribute to the University's fund development program.

**Do your part to ensure that the Board meets its formal and fiduciary responsibilities at the highest level of accountability**

- Foster and protect the integrity of the University's academic mission and values and hold one another and the Board's partners in shared governance to the highest ethical standards.

- Foster the general welfare of the University and its diverse constituencies.
- Be a steward of the University's name and reputation.
- Avoid any appearance of conflict of interest.

**Consciously strive to establish and maintain a constructive, interdependent partnership between the Board and the President, and Western's commitment to shared governance**

- Focus on being a fiduciary, driving institutional strategy, and monitoring institutional outcomes by supporting the clear distinction between these high-level, policy-setting functions of the Board and the responsibility of the administration, faculty, and staff to administer and implement these policies.
- Embrace the principle that only the full Board can exercise authority as the ultimate governing body of the University.
- Respect the institution's commitment to shared governance and functional process by communicating and interacting with administrative personnel, faculty, students, and other constituencies in a way that is appropriate to the high-level, fiduciary role of the Board.

**Foster harmonious relationships within the Board of Trustees and the University community**

- Contribute to an atmosphere of trust and respect in which Board members can be authentic, honest, and accountable.
- Appreciate and leverage the collective strengths of the Board by respecting the rights and privileges of each member and facilitating their full participation in the deliberations and processes of the Board.
- Demonstrate respect for and civility toward all University representatives and constituents in the work of the Board.

**Participate and communicate openly, honestly, and constructively**

- Come to meetings prepared to participate constructively in the deliberations of the Board by asking pertinent and constructive questions, and by contributing your best counsel.
- Be a strong advocate for, and interpreter of, the University to its many public constituencies.
- Act and speak as one Board and not as individual Trustees.

# WESTERN WASHINGTON UNIVERSITY BOARD OF TRUSTEES

## CONFLICT OF INTEREST POLICY

### Policy

The members of the Board of Trustees, as well as all Western Washington University faculty and staff, hold positions of public trust and should adhere to the highest ethical standards in carrying out their duties to the University. These standards include maintaining objectivity and independent judgment to ensure that all actions are taken in the best interests of the University and avoiding activities that could impair the public's trust in the institution.

### Purpose

This policy protects the interests of the University by providing guidance to the Trustees in recognizing and handling conflicts of interest and meeting their obligations under the Washington State Ethics in Public Service Act ([RCW 42.52](#)). The Ethics Act prohibits state officers and employees from having an interest, financial or otherwise, direct or indirect, or engaging in a business or transaction or professional activity, or incurring an obligation of any nature, that is in conflict with the state officer's or employee's duties. ([RCW 42.52.020](#)) In addition to these statutory obligations, members of the Board of Trustees have fiduciary responsibilities to the University, which require them to avoid conflicts of interest and exercise their authority solely on the basis of promoting the best interests of the institution and the public good.

### Definition of Conflict of Interest

A conflict of interest is a personal interest, financial, familial, professional, or otherwise, that might impair or reasonably appear to an objective, outside observer to impair, a Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the University. For purposes of this policy, the Student Trustee shall not be deemed to have a conflict of interest for purposes of participation in or voting on matters of general interest to Western Washington University students.

### Trustee Obligations

#### 1. Public Disclosure and Affirmation

**A. Public Disclosure.** Under the Washington Public Disclosure Act, [Chapter 42.17 RCW](#), Trustees are required annually to file a Personal Financial Interest Statement with the Public Disclosure Commission. See [RCW 42.17A.700](#).

**B. Record of Affirmation.** Trustees should annually complete an affirmation disclosure form specific to the University, appended to this policy. The completed forms will be retained in the Office of the President.

#### 2. Financial transactions involving the University where a Trustee may have a beneficial interest

In the event the Board of Trustees is called upon to consider a transaction in which a Trustee has a beneficial interest, such Trustee shall, pursuant to the Ethics in Public Service Act, [Chapter 42.52 RCW](#):

- Disclose fully the precise nature of their interest in such transaction; and
- Refrain from participation in the Board's consideration of the proposed transaction.

State law defines what constitutes a "transaction involving" the University and a "beneficial interest" in such a transaction. See [RCW 42.52.010](#).

Members of the Board of Trustees should also act in accordance with [RCW 42.52.020](#) which states that state officers and employees may not "have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction or professional activity, or incur an obligation of any nature, that is in conflict with the proper discharge of the state officer's or state employee's official duties."

### 3. Other matters

All trustees should be sensitive to matters that could involve a conflict of interest. If a Trustee becomes aware of any personal, financial, familial, or professional relationship that could give rise to a conflict of interest with respect to a particular matter, the Trustee shall promptly disclose the relationship to the Chair of the Board of Trustees, (or Vice Chair, if the Chair is unavailable or is the Trustee with the possible conflict). In turn, legal counsel may be consulted. The Chair (or Vice Chair, if applicable) makes the final decision regarding whether a conflict of interest exists. A recess may be taken if needed to address an issue arising during a Board of Trustees meeting.

### 4. Recusal

Trustees should err on the side of caution and shall recuse themselves from participating in, discussion, influencing or voting on matters when a conflict of interest exists. The Trustee's recusal (or the decision not to recuse and the basis for that decision) shall be noted on the record. In the event of a recusal, the Trustee's presence will not be counted when determining whether there is a quorum for action on that matter.

### 5. Notification of Trustee Violation

In the event that a Trustee is acting in violation of these standards, the Chair shall be notified 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. Continued violation of the ethical standards may be a basis for removal of the Trustee or action by the State Executive Ethics Board.

AFFIRMATION DISCLOSURE FORM  
FOR TRUSTEES OF WESTERN WASHINGTON UNIVERSITY

Please complete the following:

1. Are you aware of any relationships with the University between yourself, a member of your family, friend, associate, or any organization with which you are formally involved that may represent a conflict of interest as defined by the letter or spirit of this policy?

Yes       No

If **YES**, please list or elaborate about such relationships and the details of actual or potential financial or other benefit as you can best estimate them.

2. Have you or a member of your family received, during the past 12 months, any gifts or loans from any source from which the University buys goods or services, or otherwise has significant business dealings?

Yes       No

If **YES**, please list such loans or gifts, their source, and their approximate value.