

**WESTERN WASHINGTON UNIVERSITY
BOARD OF TRUSTEES
AGENDA**

Friday, October 8, 2004

Time: 8:30 a.m.
Location: Old Main 340

INTRODUCTIONS

- Associated Student Board of Directors
- Carol Edwards, Dean, College of Fine and Performing Arts

1. EXECUTIVE SESSION

2. BOARD OF TRUSTEES

- a) Consent Items:
 - Approval of Minutes of the September 30, 2004 Special Meeting of the Board (A)
 - Approval of the Minutes of the August 13, 2004 Meeting of the Board (A)
- b) Resolution No. 2004-04 Welcoming Trustee Dennis Madsen (A)
- c) 2005 Board of Trustees Meeting Schedule (A)
- d) Resolution No. 2004-05 Amending the WWU Board of Trustees Rules of Operation and Affirming Delegation of Authority to the President (A)
- e) Report on the Joint Governing Board Meeting, September 14, 2004 (I)

3. PRESIDENT

- a) President's Report

COMMUNICATIONS BUILDING DEDICATION

- 10:00 a.m. - Trustees meeting breaks for preview tour
- 10:15 a.m. - Deans Kleinknecht & Norman conduct tour for Trustees
- 11:30 a.m. - Lunch in Fairhaven College Courtyard Room
- 1:00 p.m. - Opening Ceremony
- 1:30 p.m. - Trustees returns to Old Main
- 1:45 p.m. - Board meeting reconvenes in Old Main

4. ACADEMIC AFFAIRS

- a) Performance Contracts between State and WWU (I)

5. BUSINESS AND FINANCIAL AFFAIRS

- a) University Auxiliary Financial Statements: Housing and Dining; Associated Student Bookstore; Wade King Student Recreation Center; and, Parking and Transportation Services (I)
- * b) Major Capital Projects Status Report (I)
- * c) University Endowment Investments (I)

6. STUDENT AFFAIRS

- a) Fall Opening Update (I)
 - Enrollment
 - *Creating an Early Academic Environment

7. EXTERNAL AFFAIRS

- * a) External Affairs Report (I)

8. UNIVERSITY ADVANCEMENT

- * a) Development Report (I)
- * b) Alumni Relations Report (I)

9. FACULTY SENATE

10.. ASSOCIATED STUDENTS

- a) Green Energy Fee (I)

* Written Report
(A) Action
(I) Information

**WESTERN WASHINGTON UNIVERSITY
BOARD OF TRUSTEES
MINUTES
October 8, 2004**

CALL TO ORDER

Chair John Warner called the regular meeting of the Board of Trustees of Western Washington University to order at 8:30 a.m., October 8, 2004, in Old Main 340, Bellingham, Washington.

Board of Trustees

Dennis Madsen
Kevin Raymond, Vice Chair
Phil Sharpe, Secretary
Maya Tomlin
John Warner, Chair
Betty Woods
Peggy Zoro

Western Washington University

Karen W. Morse, President
Suzanne Baker, Assistant Secretary to the Board of Trustees
Andrew Bodman, Provost and Vice President for Academic Affairs
Wendy Bohlke, Assistant Attorney General
Stephanie Bowers, Vice President for University Advancement
Eileen Coughlin, Vice President for Student Affairs and Academic Support Services
George Pierce, Vice President for Business and Financial Affairs
Elizabeth Sipes, Secretary to the Board of Trustees
Jim Stewart, Faculty Senate President
Rachel Zommick, Associated Student Body President

1. BOARD OF TRUSTEES

a) Resolution No. 2004-04 Welcoming Trustee Dennis Madsen

Trustee Raymond read Resolution No. 2004-04 Welcoming New Trustee Dennis Madsen.

MOTION 10-1-2004 Betty Woods moved that the Board of Trustees of Western Washington University adopt Resolution No. 2004-04 Welcoming Trustee Dennis Madsen.

The motion passed unanimously.

Trustee Madsen said that he was pleased and honored to be a part of Western's Board of Trustees.

RESOLUTION NO. 2004-04

**A RESOLUTION OF THE BOARD OF TRUSTEES OF
WESTERN WASHINGTON UNIVERSITY
WELCOMING TRUSTEE DENNIS MADSEN**

WHEREAS, on September 1, 2004, Governor Gary Locke appointed Dennis Madsen of Mercer Island, Washington, to serve a term on the Western Washington University Board of Trustees through September 30, 2007; and

WHEREAS, Dennis Madsen brings to his appointment as a trustee 38 years of experience with the Seattle-based company, Recreational Equipment, Inc. (REI), a national retail cooperative of outdoor gear and clothing; and brings leadership qualities developed during his extensive career, including service as the company's President and CEO; and

WHEREAS, Dennis Madsen has demonstrated a commitment to community service by serving on a number of boards related to conservation and outdoor recreation including the national Rails-to-Trails Conservancy, Washington Wildlife and Recreation Coalition, IslandWood, and the Bicycle Alliance of Washington; and

WHEREAS, Dennis Madsen supports Western by the fact that his son and daughter received a great education and graduated from WWU; and

WHEREAS, Dennis Madsen has been a significant contributor to the efforts of the Western Washington University Foundation, most recently as its President, and to the strength of the *Western in Seattle* Committee; and

WHEREAS, Dennis Madsen has declared his commitment to serve as a member of the Western Washington University Board of Trustees;

NOW, THEREFORE BE IT RESOLVED, that the Board of Trustees of Western Washington University officially extends a warm welcome to Dennis Madsen as he begins his term on the Board.

INTRODUCTIONS

Provost Bodman introduced Dr. Carol D. Edwards, new dean for the College of Fine and Performing Arts. Edwards previously served as Assistant Dean of the School of the Arts at Kennesaw State University in Kennesaw, Georgia. She has received several teaching awards, including the 2000 Board of Regents Teaching Excellence Award. Edwards said that she was pleased to become a part of the arts at Western and in the Bellingham community. She recognized the talented faculty and artistically gifted students within the College of Fine and Performing Arts.

AS President Zommick introduced the following 2004-2005 Associated Student Board of Directors:

Alanna Ahern, Vice President for Campus and Community Affairs
Peter Graves, Vice President for Legislative Affairs
Jesse Moore, Vice President for Diversity
Tony Russo, Vice President for Business and Operations
Matthew Wood, Vice President for Activities

The vice presidents each provided statements on their goals and areas of concentration for the academic year. Zommick noted that the VP for Academic Affairs position was currently vacant and would be filled in the near future.

Vice President Coughlin introduced Ted Pratt, Dean of Students, who also serves as an advisor to Western's student government and Viking Union student programs.

2. EXECUTIVE SESSION

At 8:40 a.m. Chair Warner announced that the Board would go into Executive Session for approximately 30 minutes to discuss a personnel matter.

The Board returned to open meeting at 9:10 a.m. with no action.

3. BOARD OF TRUSTEES

a) Consent Items

MOTION 10-2-2004 Kevin Raymond moved that the Board of Trustees of Western Washington University, upon the recommendation of the president, approve the following consent items:

- Approve the minutes of the August 13, 2004 Board of Trustees meeting.
- Approve the minutes of the September 30, 2004 Special Meeting of the Board.

The motion passed unanimously.

b) 2005 Board of Trustees Meeting Schedule

Chair Warner reviewed the proposed 2005 meeting dates with Board members. Board members discussed options for meeting dates in April and December 2005.

MOTION 10-3-2004 Betty Woods moved that the Board of Trustees of Western Washington University establish the following meeting schedule for the year 2005:

February 4, 2005
April 22, 2005
June 10, 2005
August 12, 2005
October 7, 2005
December 9, 2005

The motion passed unanimously.

c) Resolution No. 2004-05 Amending the WWU Board of Trustees Rules of Operation and Affirming Delegation of Authority to the President

Chair Warner stated the importance for the Board to clarify its role and its relationship with other campus community groups. He said that Washington State rules concerning Board of Trustees responsibilities provide guidelines that clearly emphasize boards should always work through the president.

To reaffirm the channel of authority, board members proposed amendments to the WWU Board of Trustees Rules of Operation. Chair Warner reviewed proposed amendments to Section 010(3), The Board and Governance, which details the role of the board and describes processes for recommending changes to policies, programs, and other matters that may require the Board's consideration.

Warner highlighted other proposed amendments to the Rules of Operation including Section 020(3)m)n, that increases the dollar amount in which the Board authorizes executing public works consultants and contracts, and Section 080, Presidential Evaluation, which would allow the Board to extend the term for conducting the formal presidential evaluation from four years to five years.

MOTION 10-4-2004 Phil Sharpe moved that the Board of Trustees of Western Washington University adopt Resolution No. 2004-05 Amending WWU Board of Trustees Rules of Operation and Affirming Delegation of Authority to the President effective October 8, 2004. **(Rules of Operation attached as Attachment 'A'.)**

The motion passed unanimously.

RESOLUTION NO. 2004-05

**A RESOLUTION OF THE BOARD OF TRUSTEES OF
WESTERN WASHINGTON UNIVERSITY
AMENDING THE WWU BOARD OF TRUSTEES RULES OF OPERATION
AND AFFIRMING THE DELEGATION OF AUTHORITY TO THE PRESIDENT**

WHEREAS, the Western Washington University Board of Trustees has made a comprehensive review of its Rules of Operation and made amendments to such rules; and

WHEREAS, the Western Washington University Board of Trustees has clarified its relationship to the University and its President; and

WHEREAS, various provisions of the amended WWU Board of Trustees Rules of Operation affirm the delegation of authority to the President, or his or her designee, in conformance with RCW 28B.10.528,

NOW, THEREFORE BE IT RESOLVED, that the Western Washington University Board of Trustees adopt its Rules of Operation as amended and attached hereto and affirm the delegation of authority to the President, or his or her designee, effective immediately.

d) Report on the Joint Governing Board Meeting

Chair Warner reported on the September 14, 2004 Joint Governing Board meeting in Seattle. Representatives participated from the community colleges, the comprehensive universities, and The Evergreen State College. James Sulton, Executive Director of the Higher Education Coordinating Board, discussed ways to improve the student articulation from K-12 through baccalaureate education and to encourage the business community to advocate for higher education support. Participants also discussed accountability measures, higher education funding, and student retention and degree completion rates.

Warner noted that at the meeting he stated the need for a balanced education system and emphasized the importance of liberal arts in students' education.

Warner reported that the next joint governing board meeting would be held December 7, 2004, and that a future joint assembly would be held, to which the new governor will be invited.

4. PRESIDENT

a) President's Report

President Morse reported on the Bellingham Waterfront Development. She said that a Western committee composed of faculty, students, and administrators has been convened to discuss Western's presence on the Bellingham waterfront. The group first met in spring and discussed strategies regarding the size and growth of the university, approaches to enrollment, and Western's potential role in the waterfront development.

The committee met with Patricia Decker, Director of the Bellingham Waterfront Futures Project Group, who provided an overview of that group's plan and projections for the waterfront futures. In June, the Western committee began brainstorming about possible university involvement on the waterfront and developing principles that could serve as a guide for planning and campus discussion. The committee drafted the following principles:

- Remain consistent with Western's strategic principles, goals and mission, and maintain Western's identity and integrity.
- Add value to students' educational experience.
- Be driven by faculty and academic initiatives or by initiatives that enable and enhance programs on the main campus. Multidisciplinary proposals should be strongly encouraged.
- Allow for a futuristic vision.
- Provide and maintain a quality physical environment with a campus-like atmosphere.
- Contribute to the larger Bellingham community and to the state by creating partnerships with the community and promoting a sustainable waterfront development.
- Incorporate programs that position Western in national and international arenas.
- Make logistical sense of any new space and promote access to Western (including studying parking and transportation issues). Encourage inclusiveness and integration with campus.
- Phase in off-campus development, possibly with self-sustaining programs and programs for the retirement community in Bellingham.

President Morse said that campus involvement with this project is critical. The committee is looking at ways to involve the campus and will be asking for broad stroke suggestions. The suggestions could then be assembled into categories that the campus could consider to determine which ones might be viable. Proposals could then be refined and submitted for further review, including possible details on future programs, types of facilities that might be needed, estimates of how many persons could be accommodated, and transportation needs. The president said the university is proceeding carefully and remains committed to preserving the university's role and niche.

Trustee Sharpe encouraged the constituencies involved in the project to "think big."

Communications Facility Grand Opening

At 9:50 a.m. the Board recessed the meeting to tour the Communications Facility conducted by Academic Deans Ron Kleinknecht and Arlan Norman and chairs and representatives from the Departments of Communication, Computer Science, Journalism, Physics and Astronomy.

Following the tour the Board attended a luncheon and the official grand opening of the Communications Facility. Featured speakers included President Morse, Vice President Pierce, Chair Warner, and Trustee Tomlin.

The Board meeting reconvened at 1:50 p.m. in Old Main 340.

5. UNITED FACULTY OF WESTERN WASHINGTON

Faculty who are attempting to form a collective bargaining unit at WWU gave a presentation to the Board of Trustees. The United Faculty of Western Washington (UFWW) steering committee introduced themselves to the Board. The following attended: Vernon Johnson,

Political Science; Michael Meehan, Computer Science; Steven Garfinkle, History; and, Anne Lobeck, English.

Professor Johnson, speaking on behalf of the group, said that the steering committee includes about ten faculty who represent UFWW. UFWW is a committee of approximately 50 members working to organize to win the right to engage in collective bargaining and negotiate a legal contract that would cover pay, benefits, and working conditions. Johnson said that if the group were successful in organizing a union they would negotiate in good faith and as equals. He said that a strengthened faculty voice, working in concert with the administration to pursue common goals, would enhance and strengthen their goals.

Trustees received a copy of the group's platform and positions earlier in the week. Johnson said that the group is ready to begin work with the Board of Trustees and the administration. He said that about a year ago the steering committee met with administrators to announce they had begun organizing efforts. The group met over the summer with Val Berry, Director of Human Resources, and Buff Schoenfeld, Executive Assistant to the President, to discuss the recent Public Employment Relations Commission ruling that establishes the composition of collective bargaining units on college campuses and other election procedures. They plan to meet again soon with Mr. Berry.

6. ACADEMIC AFFAIRS

a) Performance Contract Between the State and WWU

Provost Bodman provided a summary of approaches being considered by an *ad hoc* university committee on possible development of a performance contract between the university and the State of Washington.

The provost said that by developing a performance contract process the university has the opportunity to establish a new relationship with the state. Clearer commitments could be established for both the university and the state: the university could commit to established provisions and the state could provide a stable funding mechanism. The provost noted that over the past decade the average per-student funding at Washington baccalaureate institutions has fallen by approximately 22 percent.

House Bill 2111, which allowed the two state research institutions to enter into discussions with the Office of Financial Management, provides a context to discuss performance contract development. As the research institutions began developing their performance plan, Western thought it best to initiate its own planning process.

The provost provided the Board an outline of a draft document that addresses potential goals and elements of a performance contract between WWU and the state. Bodman discussed the proposal, which addresses six key state goals for higher education: value, access, affordability, accountability, efficiency, and a leadership model. Key university goals included stable funding, quality assurance, and reduced regulation and reporting requirements.

Board members discussed options of a performance contract with the state and ways in which to shorten student time to degree to provide greater access. They also considered a potential timeline for proposing a performance contract to the state, and agreed to discuss the matter further at the December Board meeting.

7. BUSINESS AND FINANCIAL AFFAIRS

a) University Auxiliary Financial Statements

Vice President Pierce provided Board members with the following financial statements: 2004 Housing and Dining System Financial Report, 2004 Western Associated Students Bookstore Financial Report, 2004 Student Recreation Center Financial Report, and Parking and Transportation Services Financial Report for June 30, 2004 and 2003. He reported that they all received clean opinions. Pierce expects to receive a management letter on one audit and will provide that letter to trustees along with the university's official response.

b) Capital Projects Status Report

Vice President Pierce provided a written report on the status of capital projects.

c) University Endowment Investments

Vice President Pierce provided an update on the investment of university endowment funds.

8. STUDENT AFFAIRS

a) Fall Opening Update: Overview of Enrollment and Activities

Vice President Coughlin reported on fall opening enrollments. She said that the university's headcount for fall quarter is 12,940, an increase of 260 students from fall 2003. The FTE is 12,123, up 128 from a year ago. Students of color this fall represent 14.62 percent of the total student body, the highest percentage in Western's history. Western also continued to maintain its commitment to community colleges by ensuring that 32 percent of incoming students are transfers from those institutions.

Coughlin reported that the incoming GPA for freshmen is 3.52 and the incoming GPA for transfer students is 3.25. She said that freshmen retention for this year is 83.8 percent, up slightly from last year. For freshmen students of color the retention dropped to 80.2 from 83.3 but the transfer students of color increased to 80.3 from 75.9.

Coughlin provided a written report on first-year experience programs.

9. EXTERNAL AFFAIRS

a) External Affairs Report

A written report was provided on the recent activities of External Affairs.

10. UNIVERSITY ADVANCEMENT

a) Development Report

Vice President Bowers provided a written report on recent activities of the Western Washington University Foundation.

b) Alumni Relations Report

Vice President Bowers provided a written report on the university's Office of Alumni Relations.

11. FACULTY SENATE

Senate President Stewart reported that he had no updates. He said that the Senate has been focusing on finalizing policies that deal with tenure and promotion and grievance and ombuds issues, and plans to bring them to the Board at its December meeting.

12. ASSOCIATED STUDENTS

a) Green Energy Fee

Vice President Coughlin reviewed with the Board the strategic plan concerning green energy that the Associated Students presented last June. She said that details of the green energy fee are being worked through with Tim Wynn, Director of Facilities Management; Ted Pratt, Dean of Students and advisor for student government; Rachel Zommick, AS President; and other representatives from the Students for Renewable Energy group. Coughlin said the Board has expressed concerns about students' willingness to pay the energy fee, and she asked Zommick to address that issue.

Zommick presented ways in which information on the green energy fee would be provided to students and feedback would be presented. She said that during the remainder of fall quarter, the Associated Students plans to work with Students for Renewable Energy and other AS environmental groups to give them guidance on collecting feedback. Plans include having tables set up in Red Square, Viking Union, and/or Vendor's Row to provide information, answer students' questions, and collect feedback. Other options for gathering feedback include exploring the use of the campus web site and e-mail systems to offer surveys via the Internet.

Zommick asked the Board if they had any questions and what information they desired prior to making a decision on the green fee.

Trustee Madsen said that he was interested in knowing students' tolerance for paying more for green energy and estimates of at what point their tolerance for increased rates would begin to reduce their enthusiasm.

Chair Warner expressed concern that the 100 percent guarantee of renewable electricity may be unrealistic for the university to provide and questioned whether implications of the guarantee were fully understood.

Zommick asked if the Board would more likely endorse the fee proposal with the understanding that the energy the university obtains may be less than 100 percent renewable energy.

Chair Warner said that the Board endorses the spirit of the Associated Students' proposal but wants to make sure the details are workable. Zommick thanked the Board for their support and said that the message sent to students is a great one. She said that the goal would be to present more information to the Board in December and try to implement some suggestions from the trustees.

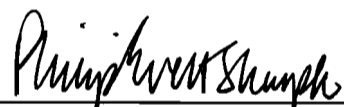
Trustee Raymond asked if another vote would be put to the students. Zommick said AS government prefers not to call for another vote. Raymond expressed concern that the university might not be able to meet student expectations and could incur more costs. Coughlin said that administrators are working in partnership with students to define the details so that when the proposal comes forward it will be a collaborative effort representing what students are trying to achieve and what is administratively possible.

The Board adjourned at 2:52 p.m.



John D. Warner, Chair

ATTEST:



Philip E. Sharpe, Jr., Secretary

RESOLUTION NO. 2004-04

**A RESOLUTION OF THE BOARD OF TRUSTEES OF
WESTERN WASHINGTON UNIVERSITY
WELCOMING TRUSTEE DENNIS MADSEN**

WHEREAS, on September 1, 2004, Governor Gary Locke appointed Dennis Madsen of Mercer Island, Washington, to serve a term on the Western Washington University Board of Trustees through September 30, 2007; and

WHEREAS, Dennis Madsen brings to his appointment as a trustee 38 years of experience with the Seattle-based company, Recreational Equipment, Inc. (REI), a national retail cooperative of outdoor gear and clothing; and brings leadership qualities developed during his extensive career, including service as the company's President and CEO; and

WHEREAS, Dennis Madsen has demonstrated a commitment to community service by serving on a number of boards related to conservation and outdoor recreation including the national Rails-to-Trails Conservancy, Washington Wildlife and Recreation Coalition, IslandWood, and the Bicycle Alliance of Washington; and

WHEREAS, Dennis Madsen supports Western by the fact that his son and daughter received a great education and graduated from WWU; and

WHEREAS, Dennis Madsen has been a significant contributor to the efforts of the Western Washington University Foundation, most recently as its President, and to the strength of the *Western in Seattle* committee; and

WHEREAS, Dennis Madsen has declared his commitment to serve as a member of the Western Washington University Board of Trustees;

NOW, THEREFORE BE IT RESOLVED, that the Board of Trustees of Western Washington University officially extends a warm welcome to Dennis Madsen as he begins his term on the Board.

PASSED AND APPROVED by the Board of Trustees of Western Washington University at its regular meeting on October 8, 2004.


John D. Warner, Chair

ATTEST:


Philip E. Sharpe, Jr., Secretary

SECRETARY'S CERTIFICATE

I, the undersigned, Secretary of the Board of Trustees of Western Washington University and keeper of the records of said Board, DO HEREBY CERTIFY:

1. That the above Resolution No. 2004-04 is a true and correct copy of a resolution of the Board finally adopted at the regular meeting thereof held on the 8th of October 2004, and duly recorded.
2. That said meeting was duly convened and held in all respects in accordance with law and, to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Board of Trustees voted in the proper manner for the adoption of said Resolution; that all other requirements and proceedings incident to the proper adoption of said Resolution have been duly fulfilled, carried out and otherwise observed; and that we are authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the University this 8th day of October 2004.


Philip E. Sharpe, Jr., Secretary

RESOLUTION NO. 2004-05

**A RESOLUTION OF THE BOARD OF TRUSTEES OF
WESTERN WASHINGTON UNIVERSITY
AMENDING THE WWU BOARD OF TRUSTEES RULES OF OPERATION
AND AFFIRMING THE DELEGATION OF AUTHORITY TO THE PRESIDENT**

WHEREAS, the Western Washington University Board of Trustees has made a comprehensive review of its Rules of Operation and made amendments to such rules; and

WHEREAS, the Western Washington University Board of Trustees has clarified its relationship to the University and its President; and

WHEREAS, various provisions of the amended WWU Board of Trustees Rules of Operation affirm the delegation of authority to the President, or his or her designee, in conformance with RCW 28B.10.528,

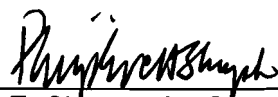
NOW, THEREFORE BE IT RESOLVED, that the Western Washington University Board of Trustees adopt its Rules of Operation as amended and attached hereto and affirm the delegation of authority to the President, or his or her designee, effective immediately.

PASSED AND APPROVED by the Board of Trustees of Western Washington University at its regular meeting on October 8, 2004.



John D. Warner, Chair

ATTEST:



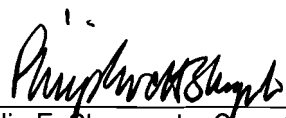
Philip E. Sharpe, Jr., Secretary

SECRETARY'S CERTIFICATE

I, the undersigned, Secretary of the Board of Trustees of Western Washington University and keeper of the records of said Board, DO HEREBY CERTIFY:

1. That the above Resolution No. 2004-05 is a true and correct copy of a resolution of the Board finally adopted at the regular meeting thereof held on the 8th of October 2004, and duly recorded.
2. That said meeting was duly convened and held in all respects in accordance with law and, to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Board of Trustees voted in the proper manner for the adoption of said Resolution; that all other requirements and proceedings incident to the proper adoption of said Resolution have been duly fulfilled, carried out and otherwise observed; and that we are authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the University this 8th day of October 2004.



Philip E. Sharpe, Jr., Secretary

**WESTERN WASHINGTON UNIVERSITY
BOARD OF TRUSTEES
RULES OF OPERATION**

Section 010. THE BOARD AND GOVERNANCE.

(1) The authority to govern Western Washington University is vested by law in the Board of Trustees of the University, hereinafter referred to as the "Board."

(2) 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. 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.

(3) The channel of authority from the Board to the faculty, administrative officers, staff and students shall be through the President. All faculty, administrative officers, staff and students shall, through appropriate channels, be responsible to the President, and through the President, to the Board, unless otherwise specifically directed by the Board. 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. If she or he does not support the recommendation 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. Background information, perspectives of constituents, and the recommendation of the President should be provided to the Board. The Board authorizes the President to adopt interim policies or procedures to meet legal or operational requirements consistent with Section 070(6) of these rules as needs arise, keeping the Board informed of such action. This rule reflects that 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. The presidents of the Faculty Senate and Associated Students may, in exceptional circumstances, communicate directly to the Board collectively through written communication. A copy shall 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.

(4) 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 of Trustees. The assistant attorney general shall provide legal counsel to the various divisions of the University through the President.

Section 020. AUTHORITY, POWERS, AND DUTIES OF THE BOARD.

(1) The Board of Trustees 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. 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.

(2) 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. 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.

(3) The Board of Trustees 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 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.
- b) To organize, administer and operate the Board of Trustees.
- c) To adopt, amend or repeal rules pursuant to the Administrative Procedures 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 Traffic and Parking Regulations; Chapter 516-14 WAC, Appeals from Parking Violations; and Chapter 516-15 WAC, Skateboards.
- d) To approve the operating budget and capital budget for the University.
- e) To establish or abolish colleges, divisions, schools, departments, and degree programs.
- f) To authorize the awarding of degrees for appropriate programs of study.
- g) To establish schedules for the following fees: tuition fees (operating fee and capital building fee), including summer session and extended education fees; services and activities fees, including the recreation center fee; non-academic building fees; health services fee; technology fee; and housing and dining fees for students and employees.
- h) To approve and enter into collective bargaining agreements with employees.
- i) To establish retirement programs for employees.
- j) To retain responsibility for the expenditure of state funds by the University and its agents and employees.
- k) To enter into agreements with public agencies pursuant to the Interlocal Cooperation Act (Chapter 39.34 RCW) or other appropriate laws.
- l) To authorize the purchase 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, from time to time, subject to other approvals that may be required. 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 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 \$100,000, or where competitive proposals were not solicited and considered, unless other procedures approved by the Board of Trustees were followed.

- n) To authorize the execution of public works contracts for amounts in excess of \$500,000, or where competitive proposals were not solicited and considered, unless other procedures approved by the Board of Trustees were followed.
- o) To establish self-supporting facilities and to exercise all related authority delegated to the Board of Trustees pursuant to RCW 28B.10.300 through RCW 28B.10.330, as now or hereafter amended.
- p) To authorize and approve bonded indebtedness.
- q) To approve the settlement of claims against the University for amounts in excess of \$50,000.
- r) To name buildings and facilities in honor of a person or persons in accordance with established Board policy.
- s) To exercise all authority expressly reserved to the Board of Trustees 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 Higher Education Administrative Procedures Act, Chapter 28B.19 RCW, and the Administrative Procedures Act, Chapter 34.05 RCW.
- t) To retain all authority which may be hereafter delegated to the Board of Trustees by the Legislature of the State of Washington, unless such authority is expressly delegated to the President or President's designee.

(4) Conflict of Interest Standards. The following standards apply to each member of the Board of Trustees of Western Washington University. The standards are intended to serve as guidance for everyone serving on the Board of Trustees.

- a) Fiduciary Responsibilities. Members of the Board of Trustees 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 of Trustees requires each Trustee to affirm that:
 - 1) these standards will be adhered to; and
 - 2) each 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 to file annual statements with the Public Disclosure Commission relating to business interests and receipt of gifts.

- (ii) Western Washington University Form. Trustees shall complete the disclosure form provided by the University. The completed forms will be retained in the Office of the President.

In the event there comes before the Board of Trustees 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. The disclosure shall be recorded in the minutes of the meeting where a vote by the Board will occur on the matter. 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 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 businesses 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 030. APPOINTMENT.

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) The student member shall excuse himself or herself from participation or voting on matters relating to the hiring, discipline, or tenure of faculty members and personnel. 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)

Section 040. REMOVAL.

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)

Section 050. OFFICERS AND COMMITTEES.

(1) 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.

(2) 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.

(3) 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 of Trustees.

(4) 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) In the event that a Trustee is acting in violation of Section 020(2), 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.

Section 060. MEETINGS OF BOARD.

(1) Regular meetings of the Board shall be held on the first or second Friday of every other month, unless such date is 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)

(2) The Board shall attempt to hold meetings each year at locations off campus to allow attendance by citizens from other parts of the state. The schedule of meetings shall be determined each year at the regular meeting of the Board prior to the end of the calendar year.

(3) The Chair of the Board or a majority of its sitting members may call a special meeting of the Board. (RCW 42.30.080)

(4) Five members of the Board shall 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.

(5) 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 RCW Chapter 42.30.

(6) The President of the University, with concurrence of the Chair of the Board, shall prepare a written agenda for each regular and special meeting. Copies of the agenda and supporting materials for a meeting shall be 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 normally restricted to those for which advance notice has been given.

(7) The President of the University shall speak for the University at meetings of the Board.

(8) 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.

(9) 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 restrictions on debate to be imposed upon members of the Board shall be announced in advance, uniformly applied, and subject to nullification by majority vote.

(10) The agenda for regular meetings of the Board should generally include the following:

Consent items;

Major policy matters and decision options;

Special reports;

Other items or announcements from Trustees, committees, the University President, Vice Presidents, Faculty Senate President, or Associated Students President.

Section 070. AUTHORITY, POWERS, AND DUTIES OF THE PRESIDENT.

(1) The President of the University shall be directly responsible to the Board of Trustees and shall be subject to its direction.

(2) In both internal and external affairs, the President shall be the primary representative and spokesman 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, and the internal governance units.

(3) The President shall be the principal administrative officer of the University and shall have general supervision of all operations and programs of the institution. The Board delegates to the President the authority to appoint, in the name of the Board of Trustees, all employees of the University, which include faculty, administrative exempt, classified, and others. 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. Appointments shall be made in writing to the affected faculty, with copies retained in the individual faculty personnel files. If the President denies tenure, the candidate may appeal the denial to the Board of Trustees, which may conduct an adjudicative proceeding pursuant to the Administrative Procedures Act, Chapter 34.05 RCW. 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. 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 of Trustees.

(4) 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.

(5) The President of the University 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, 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.

(6) 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.

(7) The organizational structure of the University will be established by the President except as otherwise specifically determined by the Board.

(8) 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.

(9) The essence of the relationship between the Board and the President shall be one of full mutual confidence, completely open communication, and close consultation.

(10) 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.

(11) The President shall have the power to enter into emergency contracts and agreements without complying with the provisions of subsection 020(3) of these rules, when essential for the protection of health, safety, or property. Such actions shall be immediately reported to the Board.

Section 080. PRESIDENTIAL EVALUATION.

It is anticipated that the President will make annual reports to the Board. Unless the Board determines an earlier review is necessary, a formal evaluation of the President's performance shall be made after three 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 Board may also initiate a formal review if desired sooner. It is the responsibility of the Board to establish the criteria and process for evaluation and to

communicate these in advance to the President. Among other standards and criteria for evaluation, the Board shall consider the following:

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

In addition to a formal evaluation provided for above, the Board and the President shall engage in an informal discussion of the President's performance at least annually.

Performance reviews of administrative staff are the responsibility of the President.

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.

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.

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.

The President shall serve at the pleasure of the Board of Trustees.

Section 090. POLICIES.

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. 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.

Copies of these documents shall also be located in the Wilson Library where they shall be open to inspection by any person. Access to such materials may also be provided through various electronic means. The file system should, insofar as feasible, contain the following:

- (1) All portions of the Revised Code of Washington and the Washington Administrative Code which apply to WWU (indexed).
- (2) University rules adopted pursuant to the provisions of Chapter 34.05 RCW and other chapters providing rule-making authority (indexed).
- (3) Constitution and By-laws of the Faculty Senate.
- (4) Constitution and By-laws of the Associated Students of Western Washington University.
- (5) Constitution and by-laws and/or regulations of all other organizations, as directed by the Board.
- (6) The Faculty Handbook.
- (7) The Exempt Professional Staff Handbook.
- (8) The Board Rules of Operation.
- (9) All adopted policies not otherwise referenced in this section, to the extent the Board or its secretary directs that such policies be included in the policy file.

Section 100. 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, and together with members of the administration and staff, provide the new board member with information and material about the institution, its operation, and the nature of trusteeship.

Section 110. PER DIEM.

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.

Section 120. AMENDMENTS TO BOARD RULES OF OPERATION.

These rules may be altered, amended or repealed and new provisions may be adopted at any regular or special meeting of the Board by affirmative vote of not less than four members of the Board.

Section 130. SUSPENSION OF RULES.

These rules may be suspended for a particular meeting or for a particular matter under consideration by a 2/3 majority vote of those members present and constituting a quorum of the Board.

Section 140. EFFECTIVE DATE.

These rules become effective January 1, 1990.

Board of Trustee Policies -- 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

Authority: RCW 28B.35.120

Updated 10/8/04