



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

Meeting No. 4

June 20, 2016

1:30-3:30 PM

Werner University Center, Santiam Room, North

AGENDA

- (1) Call-to-Meeting and Roll Call**
- (2) Chair's Welcome/Announcements**
- (3) UPDATE: NWCCU Accreditation Visit and Report**
- (4) UPDATE: Strategic Planning Progress**
- (5) UPDATE: Potential Board Vacancies**
- (6) DISCUSSION: Board Evaluation**
- (7) ACTION: Recommendation for Board Chair**
- (8) Adjournment**

EGTC, Board Evaluation

The Executive, Governance and Trusteeship Committee's charter states:

"The EGTC is responsible for developing an evaluation process for the performance of the Trustees to improve Board function."

In this inaugural year, the Board Chair requested the Board's Office survey trustees on some key questions in order to facilitate an EGTC discussion about board structure and processes. Trustees were all asked the following questions:

- (1) How well did the board function in the first year?
- (2) What can we do differently to improve board function?
- (3) Should the meeting format/timing/location or other aspects change?
- (4) Should committee membership rotate, change, or stay the same?
- (5) Does the board need to revisit committee charters to delegate more to the committees or take more to the full board?
- (6) When should the committees meet in order to be most effective for board function?
- (7) Is the scope of the standing committees too broad?

With individual input, the Board Chair asked the Board's Office to summarize the findings for the EGTC. The summaries are intended to help the EGTC evaluate Board function in the first year and consider what processes might need to be implemented so the Board may evaluate its performance and function in the future, including, but not limited to whether or not there needs to be a Board Statement on Board Evaluation.

A common theme in trustee input was that the Board was functioning well in its first year and that it did not make much sense to make substantial changes until the Board had more experience and more meetings under its belt. For example, one trustee stated: "[The board functioned] very well, particularly for a new board. Participation and engagement by board members seems to be going well. Board committees seem to be working well, and making their reports and recommendations for action to the board." Another trustee stated: "We accomplished and impressive amount of foundational work and done it very cohesively...I feel confident that, for the short history of this governing body, we do a remarkable job speaking with one voice." From function to committees to membership, trustees, with clear uniformity, expressed satisfaction with board function

and urged to wait for more experience before making substantial changes. One trustee noted that committees should not meet right before full meetings of the Board because the Board should only receive committee recommendation after they are truly vetted and included in board materials. Another trustee asked whether there might be ways to encourage vocal participation from all trustees. Yet another trustee asked for a new process for board minutes and records.

Some other observations from trustees that might spark conversation about function and efficacy follow:

- (1) “I am very interested to see how the larger campus community may view the function of the board through the strategic process.”
- (2) “I am not sure how to bring topics to the board for discussion—it might be useful to have a process whereby members can send the chair a list of topics that are worth exploring...”
- (3) “As new as we are, I think things are working well enough now that I would be inclined to keep things working pretty much as they are for at least another year or so before we initiate any changes.”
- (4) “It would be nice to have two meetings up north and two down south in Monmouth for our commuters and that should be the same for committee meetings. Target cities could be Wilsonville & Monmouth...”

Questions to Consider:

- (1) Does the Board need an annual evaluation?
- (2) If so, what are the elements of an annual evaluation? Survey instrument?
- (3) Does the Board need a Board Statement on Board Evaluation?
- (4) If the Board does not want to make substantial changes in the first year, what process should it use to revisit some of the foundational questions next year to evaluate the functionality and efficacy of agenda-building, committee structure, scope, and membership, and other questions of function?
- (5) Any revision of the core organic governance documents necessary?
- (6) Are there are any core organic governance documents missing?

EGTC, Board Chair Recommendation

Article 3, Section (5)(a) of the Bylaws of the Western Oregon University Board of Trustees states:

“The Board shall select one of its members as Chair and another as Vice Chair, and may appoint such other Board Officers with such duties as the Board determines necessary and appropriate. Thereafter, a vacancy in the position of Chair shall be filled by the Vice Chair, unless the position of Vice Chair is vacant in which case the Board shall appoint the Chair. A vacancy in the position of Vice Chair shall be filled by the Board. The Chair and Vice Chair shall hold office for two years, starting on July 1, or until a successor shall have been duly appointed and qualified or until death, resignation, expiration of the appointment as a Trustee, or removal. **For the initial term of Board Officers to commence on July 1, 2015, the Chair shall hold office for one year and the Vice Chair shall hold office for two years.** The Chair and Vice Chair shall not be employees or students of the University and shall not, as Chair and Vice Chair, be authorized to bind the university, except that they shall have such authority as is reasonably necessary to execute, implement, achieve, or otherwise affect any action that is adopted by the Board. The Secretary, described at Article VI, Section 5 of these bylaws shall serve as the Secretary of the Board.” (Emphasis added).

As the Board was preparing to assume all authority for the University on July 1, 2015, the Board consciously decided to stagger the terms of its officers. As such, James Baumgartner was elected to a one-year term as Chair, expiring June 30, 2016 and Cecilia Koontz was elected to a two-year term as Vice Chair, expiring June 30, 2017.

In order for the EGTC to nominate one or more candidates for Board Chair, the Vice President & General Counsel was asked to contact each trustee individually to gather information and gauge interest in serving as Board Chair. Chair Baumgartner is eligible to continue as Board Chair and is willing to stand for re-election. No other candidates were nominated for EGTC to consider in its recommendation to the full Board. The Board will include the election of its Board Chair on the agenda of the July 27, 2016 regular meeting.

COMMITTEE RECOMMENDATION: Absent any nomination from the floor, the Committee nominates James Baumgartner to serve a two-year term as Board Chair, expiring on June 30, 2018.