



**WESTERN OREGON UNIVERSITY BOARD OF TRUSTEES
REGULAR BOARD MEETING
JANUARY 28, 2015
WERNER UNIVERSITY CENTER, COLUMBIA ROOM
2:00-6:00 PM
MEETING NO. 2**

SUMMARY SHEET

Pending the approval of written minutes of the Board meeting, this sheet summarizes attendance, votes, motions, and any actions by the Board at its January 28, 2015 regular meeting. The Board docket for this meeting is available at:

<http://www.wou.edu/board/files/2016/08/WOU-Meeting-2-Cover-Agenda-150127-4.pdf>

This summary sheet is provided for informational purposes only. For questions or comments, please contact the Board's Office at 503-838-8888 or board@wou.edu.

(1) Call-to-Meeting/Roll Call/Welcome

Chair Jim Baumgartner called the meeting to order at 2:07 PM and welcomed the Board to the first work session at the Board and University worked their way to full governance independence on July 1, 2015. He asked Ryan Hagemann to take roll of the meeting.

The following trustees were present:

Arredondo (left the meeting at 5:00 PM)
Baumgartner
Guthrie
Hokanson
Hurtado
Ingle
Koontz
Kulongoski
Llamas
Mladenovic (arrived at 2:45 PM)
Paraskevas
Shetterly
Taylor

Weiss (non-voting)

The following trustees were absent:

Minahan

(2) President's Report

President Weiss made several announcements about the university's budget, collective bargaining, events on campus, the informal Council of Presidents, and the legislative session, asking Ryan Hagemann to update the Board on the upcoming legislative session. Hagemann reviewed the January legislative days prior to the session, the Presidents' Council meeting, work with Representative Tobias Read (House Higher Education Committee Chair), Senator Arnie Roblan (Senate Education Chair), and Senate Mark Hass regarding Senate Bill 270 and the legislation that will be necessary to dissolve the Oregon University System and the State Board of Higher Education. Hagemann also described the collaborative work of the Legislative Advisory Council across all seven public universities.

(3) Work Session

Chair Baumgartner, President Weiss, and Hagemann described the packet of core organizational documents that the Board will consider over the course of the coming months prior to governance independence. Hagemann described that OUS retained a former university general counsel to offer model drafts on various topics for each of the remaining campuses to consider as they moved to independence on July 1, 2015. Baumgartner noted that the draft documents were circulated with several questions to consider in order to facilitate a meaningful conversation on the drafts. Because there were several drafts circulated for consideration, Chair Baumgartner suggested a focus on the draft by-laws, Board Statement on the Delegation of Authority, and the Board Statement on Committee. He specifically suggested that the Board defer discussion and action on the Draft Resolution on the Individual Responsibilities of Trustees until after draft policies on conflicts of interest and ethics were drafted and presented to the Board.

(a) Draft Board Statement on Delegation of Authority

After an explanation of the various sections of the draft Board Statement on the Delegation of Authority, the Board offered comments, reflecting on the questions circulated prior to the work session, on the draft. In Section 1.1, Trustee Shetterly asked about the scope of the Board's authority to "amend or rescind any action" and whether or not the statement needs clarification. Trustee Paraskevas asked whether or not there was a significant difference in the Board's role regarding a mission statement

and a strategic plan. In Section 1.3, the Board asked Hagemann to confirm whether or not identified the university president as the “president of the faculty” was required by law. The Board spent significant time considering Section 1.6 regarding the Business and Administrative Affairs facing the university. Shetterly asked about the scope of the term “instruments relating to real property.” President Weiss clarified that a specific expenditure or transaction was included in the budget approved by the Board, there should be no need to return to the Board to approve the transaction at a later time. The Board also asked whether or not the thresholds for Board consideration should be reduced from \$500,000 to a lower number, such as \$250,000. Shetterly asked specific questions about litigation and settlement agreements and when the Board might consider those documents. Shetterly also asked whether the thresholds were singular or aggregate transactions and asked for clarity around Section 1.6.2 and 1.6.7.

The Board turned to Section 1.7 Academic Affairs and asked for clarification on the definition of departments and academic programs. Paraskevas asked if the Board should consider definitions of clarification on curriculum versus academic program versus degree programs. In Section 1.8, Trustee Kulongoski asked for a better definition of gift. Trustee Koontz inquired whether or not a more careful read of Sections 1.8, 1.9, and 2.10 was necessary. The Board asked that shared governance be encouraged in Section 2.4 and Koontz advised a careful consideration of what an Executive Committee might mean at WOU. In the consideration of university policies, Kulongoski asked about the definition of sexual misconduct under Title IX. Trustee Hokanson asked how the Board might receive policy updates. In Section 2.9 Legal Action, the Board requested a specific mechanism to be updated on litigation and lawsuits.

(b) Draft Board Statement on Committees

In addition to the by-laws and delegation of authority draft documents, Hagemann walked the Board the draft Board Statement on Committees. Baumgartner asked if the draft required every trustee to serve on a standing committee. Trustee Mladenovic asked whether or not Board should consider if committee membership should rotate or be staggered so different trustees serve on different committees. The Board asked several questions about Section 2.0 identifying the Board’s standing Executive, Governance and Trusteeship Committee (EGTC). Baumgartner noted that the EGTC would have a role in the university’s strategic plan. The Board asked questions about the reference to committee charters in the Board Statement. Baumgartner also asked about whether or not it was necessary to identify a specific number of trustees on each standing committee. Kulongoski inquired about the necessity to be clear and explicit on the roles and powers that we vested in the standing committees. Baumgartner asked for clarification on when and where the Board could meet.

(c) Draft By-Laws

In the discussion of the draft by-laws, Shetterly asked for clarification the role of the Secretary and whether or not there was a significant difference of the role of University Secretary or Board Secretary. In Section (5)(a), Kulongoski advised that the Board stagger the first term of the Chair and Vice Chair so there is always rotation. The Board asked whether or not it needed more officers other than a chair and vice chair. Shetterly asked whether not the statement regarding the chair or vice chair of the Board binding the university in contract should be deleted or amended.

Shetterly noted that executive sessions should be explicitly added to Article IV of the draft bylaws. Kulongoski offered specific comments about the individual, as opposed to collective, obligation with regard to declaring conflicts of interest referenced in Article IV, Section (3)(b). Guthrie asked for Article IV, Section 4 to be revised for clarity. The Board considered whether or not there should be an express reference to a planning retreat or calendar in Article V, in addition to whether or not there should be a lower standard for trustees to request a specific meeting.

The Board further discussed Article VI and asked that it be consistent with the draft Board Statement on the Delegation of Authority. The Board asked for indemnification to be described and added to the duties of the General Counsel & Secretary. Baumgartner and Kulongoski asked for Article IX on Conflicts of Interest to be revised for clarity. In Article X Indemnity, Baumgartner asked for the qualifier “sole discretion of the university” to be deleted.

(d) Draft Board Statement on the Conduct of Public Meetings

The Board deferred discussion on this draft Board Statement to the next meeting.

(e) Draft Board Statement on the Performance of Official Business

The Board deferred discussion on this draft Board Statement to the next meeting.

(f) Draft Resolution on the Individual Responsibilities of Trustees

The Board deferred discussion on this draft Board Statement to the next meeting.

(4) Next Steps/Next Meetings

Chair Baumgartner thanked the Board for the significant work on the organic governance documents and explained that Hagemann would bring back revised documents, in addition to the drafts that the Board had not discussed, for consideration. Baumgartner also noted that in addition to the work sessions on core organic governance documents, future board meetings would include education sessions to

permit the trustees to familiarize themselves with major units and functions of the university.

(5) Adjournment

Chair Baumgartner adjourned the meeting at 5:45 PM

Ryan J. Hagemann
Secretary to the Board of Trustees