



Resolution on the Responsibilities of Individual Trustees Board of Trustees of Western Oregon University

Whereas, the Board of Trustees develops and advances the mission and goals of Western Oregon University;

Whereas, the Board of Trustees ensures that the institution is well managed, endeavors to provide for adequate resources, and endeavors to maintain good relations with all constituencies; and

Whereas, the Board of Trustees provides accountability, fosters transparency, and endeavors to ensure that the University meets its obligations as part of Oregon's education system while preserving the autonomy of the institution.

Now, therefore, each Trustee for herself or himself and for future Trustees pledges to fulfill the duties set forth herein:

1.0 Evaluation. Each Trustee acknowledges that the Board is responsible for seeing that each Trustee carries out their responsibilities as specified herein, and each Trustee will participate in self-evaluations and evaluations of Board performance, which should be conducted in odd-numbered years. At each regular self-evaluation, an opportunity will be provided for the university community to provide written input or public testimony evaluating the work of the board.

2.0 Fiduciary Duties. Each Trustee acknowledges that they have fiduciary duties to the University and its beneficiaries, including the following.

2.1. Duty of Care. Each Trustee must act in good faith, using a degree of diligence, care, and skill that a prudent person would use under similar circumstances and must act in a manner that they reasonably believes to be in the University's best interests. In discharging their duties, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by or under the direction of: (a) One or more officers of the institution whom the Trustees reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants or other persons retained by the institution to speak to matters that the Trustees reasonably believes are within the person's professional or expert competence; (c) A committee of the Board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence. A Trustee fails to act in good faith if the Trustee has personal knowledge concerning the matter in question that makes reliance unwarranted, even if such reliance would otherwise be permitted by this subsection.

- 2.2. Duty of Loyalty. A Trustee must be motivated by honesty and faithfulness to the institution and not self-interest. A Trustee must be loyal to the institution, considering both financial interests held by a Trustee and governance or leadership positions a Trustee has with other organizations. A Trustee must maintain independence from stakeholders external to the Board in the conduct of all Trustee responsibilities. The faculty, non-faculty, and student Trustees are chosen from among the faculty, non-faculty staff, and student body respectively but do not represent those groups and acknowledge that organizations exist to represent each group.
- 2.3. Duty of Compliance. A Trustee must ensure that the institution operates in furtherance of its stated purpose; and is operating in compliance with the law. A Trustee also must ensure effective internal controls. The Board shall periodically reevaluate its purposes and mission and must be prepared to amend or change them when it is necessary to do so.

3.0 Service. Each Trustee must make service to the University through Board activities a high personal priority; ensure attendance at substantially all meetings for which the Trustee is scheduled, participate constructively and consistently in the work of the Board and its committees; accept and discharge leadership positions and other assignments; work positively on behalf of the University between Board meetings; attend functions and events to which the Trustee is invited; prepare for meetings by reading the agenda and supporting material and keeping informed about the University and trends and issues in higher education; participate in rational, informed Board or committee deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decisions on the merits that are in the best interests of the institution; and use his or her own judgment in voting versus following the lead of others.

4.0 Respect. Each Trustee acknowledges that only the Board Chair and the President speak for the University; other Trustees must be careful to identify when they do not speak on behalf of the University; should support the President of the University in word and deed while at the same time exercising critical judgment as an active, discerning, energetic, and probing Trustee; distinguish, in their role as a Trustee, between matters of governance and matters of management; speak candidly but also support actions approved by the Board—even if the Trustee did not vote for them; respect the opinions of others and refrain from public criticism of others or their views; communicate any significant concern or complaint promptly to the Chair.;

Each Trustee must refrain from directing the President; and accept that the President reports to the Board as a whole. A Trustee must also refrain from directing staff, including making requests for information from or directing the activities of staff members. The Board Chair, President, Board Secretary, Internal Auditor, Vice President for Finance and Administration, or General Counsel may provide limited assistance to individual Trustees. Authority to direct and manage the activities of employees is delegated to the President.

5.0 Personal Behavior. Each Trustee must avoid conflicts of interest or the

appearance thereof, should declare actual and potential conflicts of interest in accordance with Oregon Law and the Board’s policies on conflict of interest and adhere to the highest standards of personal and professional behavior and discretion so as to reflect favorably on the University. A Trustee may not use their position of authority to obtain, whether directly or indirectly, a benefit for themselves for another organization in which the Trustee has an interest; must avoid personal agendas or appearing to be a representative of any internal or external constituency, group, cause, community, or constituent part of the institution; and from requesting special considerations or favors.

A Trustee who is unable to uphold the Responsibilities of Individual Trustees may be asked to resign their position on the board.

6.0 Document History

Version	Change	Date
	Initial Version	Adopted by the Western Oregon University Board of Trustees on April 15, 2015
1	Changes with emphasis added to the attendance, upholding responsibilities, added frequency and involvement of university community added to the evaluation process. Change Duty of Obedience to Duty of Compliance Clarified the directing of the President and staff, and made some basic edits.	Adopted by the Western Oregon University Board of Trustees on June 12, 2024

Approved on _____, 2024.

Chair of the Board

Secretary of the University