

# University Governance

Organization – General Provisions

**EWU Policy 101-02**

**Effective: October 22, 2021**

**Authority: EWU Board of Trustees**

**Proponent: University President**

**Summary:** This policy describes the governance structures and related activities and responsibilities that comprise the system of shared governance for Eastern Washington University.

**History:** This policy revises and supersedes EWU Policy 101-02, dated February 28, 2020, along with housekeeping changes made on December 2, 2020. The Board of Trustees approved modifications to the bylaws section of this policy on October 22, 2021.

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## CHAPTER 1 – BOARD OF TRUSTEES

As set forth in RCW chapter 28B.35 and in WAC 172-06-010, the university is governed by the board of trustees, whose members are appointed by the governor. All legal powers, authority and responsibility for the operation of Eastern Washington University rest in the board of trustees.

The board of trustees shall be governed by the board bylaws, which are incorporated at Appendix A for reference but which are adopted as described within the by-laws.

## CHAPTER 2 – UNIVERSITY OFFICERS

### 2-1. University President

The president is the chief executive officer of the institution. The president shall be appointed by the board and shall serve at the pleasure of the board. The president may be removed from office only by a two-thirds majority of voting members of the board then in office, provided that notice is sent to all board members in accordance with the board by-laws. The president shall be responsible for the supervision and management of the institution and shall carry out the rules and regulations established by the board of trustees and such other duties as set forth in Title 28B RCW.

#### a. Selection of the President of the University

When it becomes necessary to name a new president, it is the responsibility of the board of trustees to establish criteria, organize and supervise

the selection process, and name the appointee, subject to state statutes. The board shall in this procedure consult with representatives of the faculty and student body, the classified and exempt staff, alumni, the EWU Foundation, and the local community, and involve them substantially in the interview and evaluation of candidates who are given serious consideration; however, the final selection shall be solely the responsibility of the board.

#### b. Authority

(1) Authority to Act. The president shall have authority to act on behalf of the university in all matters except those specifically requiring direct action by the board of trustees. The president may further delegate such authority to other administrative officers as is appropriate for stated actions, unless the board of trustees determines otherwise

(2) University Committees: The president may establish standing or ad hoc university committees as are deemed necessary for the administration of the university and shall name the personnel of such committees and prescribe their fields of responsibility.

(3) Personnel Actions Authority: The board of trustees delegates to the university president the authority to employ, discipline and discharge university employees, except the board of trustees retains sole authority related to the employment and discharge of the president and authority to award tenure. The president may further delegate this

authority to university vice presidents and to the director of athletics. The president should be notified at the beginning of any process to involuntarily terminate the employment of an individual for reasons other than nonrenewal of an employment contract.

(4) Disciplinary Authority. The president may take disciplinary action against university employees and students. The president may further delegate this authority. While a disciplinary decision is pending, the president or designee may place an employee on administrative leave or interimly suspend a student. The president also has the power to trespass people from university property under WAC 172-122-200.

(5) Authority in President's Absence. When the president is not available to act for the university within the time constraints of a situation, authority to act in the president's stead is delegated by the board in the following order: provost and vice president for academic affairs, vice president for business and finance, and vice president for student affairs. The normal processes for conferring about matters of university administrative action will be followed by those present on campus.

## **2-2. Provost and Vice President for Academic Affairs**

The provost & vice president for academic affairs serves as the chief academic officer of the institution and shall be appointed by and report to the president.

## **2-3. Other Vice Presidents**

In addition to the Provost, the following vice presidents shall be appointed by and report to the president of the university.

a. The Vice President for Business and Finance serves as the chief financial officer and treasurer of the institution.

b. The Vice President for Student Affairs is responsible for student affairs, programming, planning and enrollment functions.

c. The Vice President for University Advancement is responsible for fundraising, alumni relations, marketing, communications, public affairs and serves as the director of the EWU foundation.

d. The Vice President for Diversity and Inclusion is responsible for promoting a diverse, inclusive and welcoming campus environment.

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## **CHAPTER 3 - GOVERNANCE**

### **3-1. Shared Governance**

Eastern Washington University uses a collegial model of shared governance focused on timely communication and genuine dialogue. Shared governance is directed at matters pertaining to the planning or development of university-wide policy and not at the administrative implementation of such policy. Should a conflict exist between any provisions of this policy and the EWU/UFE Collective Bargaining Agreement (CBA), the CBA provisions will prevail.

A collegial model of shared governance formally recognizes a shared responsibility in the conduct of matters pertaining to the planning or development of university-wide policy. Legal authority rests with the board of trustees and is delegated to the administration and the faculty. The administration discharges its responsibility through its organizational structure, which administers the policies and programs of the university. The faculty discharges its responsibility (a) through a system of departments, schools, colleges and divisions designed to plan, develop and implement programs and policies inherent to the unit, and to express judgment on certain personnel matters, and (b) the Academic Senate, which, through a network of representative committees and councils, articulates formal faculty positions on policy matters.

The collegial nature of the academic community resides in the common functions and responsibilities of the faculty and the administration in effecting the educational work of the university. Collegial and peer review processes permit the coordination of professional effort in the development and presentation of an educational program.

It is essential for the effective functioning of a shared governance system to have a clear understanding of those university policies for which collegial decision making should hold. Collegiality does not preclude, indeed recognizes and encourages, the distinction between policy development and policy administration.

Effective collegial governance relies heavily upon prior consultation based upon full and adequate documentation of need. It demands leadership which seeks and evokes voluntary support of goals and objectives.

Collegial governance is not to be equated with government by majority rule, but it does place a great emphasis upon the need to develop consensus about the institutional mission, role, goals and objectives. The need for consensus implies that there is a need to inform, communicate and build the confidence of the other parties in the judgments and decisions made. Implicit in such a system is the acceptance of the principle that sufficient time must be allowed for full participation of all parties involved. Also implicit is the principle that all parties involved will respond in a timely manner.

Prudent management recognizes the desirability of delegating authority to the level within the university structure to which responsibility is assigned. Fundamental to the effective functioning of the shared governance model at all levels of determination is open, uninhibited discussion among all parties concerned and provision for each party to present its judgment in the form of recommendations or votes prior to decisions being made. There should be no unilateral action by any single party in the absence of such discussion. Regular communication channels must be assured whereby both faculty and administration may discuss issues and concerns with the board of trustees.

Academic administrators occupy a special place in the governance structure. Therefore, it is necessary for such administrators to be responsive to the faculty and for the faculty to be substantially involved in the selection and evaluation processes for such administrators. However, it is recognized that these administrators must have a reasonable degree of latitude in carrying out their duties.

### **3-2. University Governance Bodies**

The Faculty Organization and the Associated Students of Eastern Washington University are separate governance bodies within the university. These governance bodies articulate their own constitution and bylaws and are empowered to enact policy and take action within the confines and scope of their authority. They are also empowered to make

recommendations on institutional strategies, policies and actions that extend beyond their scope.

All such recommendations of university governance bodies are subject to approval by the president of the university, who will transmit them to the board for review or action as the president deems appropriate, provided that the elected head of the Faculty Organization may convey to the president written recommendations of the Faculty Organization and/or the Academic Senate which shall be presented to the board of trustees (see section 1-3, Academic Policy 301-21).

The board of trustees may delegate to university governance bodies certain appropriate operating responsibilities, provided that such delegation shall in no way set aside the authority or final responsibility of the president of the university, nor the policies or authority of the board of trustees itself. All such delegated responsibility may be revoked by the board of trustees.

### **3-3. President's Cabinet**

#### **a. Purposes**

The role of the President's Cabinet is to advise the President, provide effective, responsive and informed leadership to the University, and provide penultimate review of recommendations on matters of broad institutional significance. The Cabinet helps to ensure that the University makes timely progress toward its goal of advancing in strategic directions and enhancing its quality by:

- ensuring that the University successfully meets its mission;
- focusing on the achievement of University strategic goals;
- inculcating the University's core values throughout the organization;
- setting professional, productive, ethical and behavioral expectations throughout the University's policies and practices;
- maintaining the institution's financial and legal integrity; and
- enabling successful leadership throughout the University that reflects trust, integrity, openness, accountability and timely responsiveness.

In practice, the Cabinet is a forum for discussion and analysis of operational and major policy issues affecting the University. The Cabinet offers recommendations on University-wide policies and practices, and it provides advice to other Cabinet members in decisions that are more specific to various programs and parts of the University.

b. Membership

The president shall appoint Cabinet members.

c. Responsibilities

The primary responsibility of each member of the Cabinet is to bring individual perspectives to issues of importance to the University in a collegial manner. The prevailing objective is to bring together the best ideas for the good of the University.

Although individual perspectives are shaped by many influences, including individual responsibilities, the Cabinet is not “representative” in the sense that members are expected to advocate from their positional responsibilities.

This focus on the value of perspective instead of representation enables Cabinet members to think and speak about issues in an open environment.

Thus, the greatest good for the University is the only criterion on which members offer intellectual contributions to the deliberations of the Cabinet.

### **3-4. Governance Statements**

University governance statements are binding on the faculty, staff, students and board of trustees of Eastern Washington University. All university governance statements are subject to federal laws, the laws of the state of Washington and the authority vested in the board of trustees. Nothing in the governance statements shall be construed as an abrogation or an extension in any way of any responsibility or power vested in the board of trustees by the laws of the state of Washington. All provisions of this policy are subject to and superseded by the state of Washington's legislative enactments and executive and judicial orders. Policy development and management shall conform to the provisions of EWU Policy 201-01, Policy Management.

**Appendix A - Board of Trustees' By-Laws****BOARD OF TRUSTEES OF EASTERN  
WASHINGTON UNIVERSITY****BYLAWS****Article I. Authority, Powers, and Duties**

As set forth in RCW chapter 28B.35 and in WAC 172-06-010, the university is governed by the board of trustees, whose members are appointed by the governor. All legal powers, authority and responsibility for the operation of Eastern Washington University rest in the board of trustees.

**a. Authority**

The board of trustees is authorized and operates under the provisions of chapters 28B.10 and 28B.35 RCW. The powers and duties of the board of trustees shall be as prescribed by statute and such other powers and duties as are provided for herein or as are necessary for the government of the university.

**b. Powers and Duties**

In addition to any other powers and duties prescribed by law, per RCW 28B.35.120, the board of trustees:

- (1) Shall have full control of the university and its property of various kinds, except as otherwise provided by law.
- (2) Shall employ the president of the university, his or her assistants, members of the faculty, and other employees of the institution.
- (3) With the assistance of the faculty of the university, shall prescribe the course of study in the various schools and departments thereof and publish such catalogues thereof as the board deems necessary: PROVIDED, That the Washington professional educator standards board shall determine the requisites for and give program approval of all courses leading to teacher certification by such board.
- (4) May establish such divisions, schools, or departments necessary to carry out the purposes of the university and not otherwise proscribed by law.
- (5) Except as otherwise provided by law, may establish and erect such new facilities as determined by the board to be necessary for the university.

(6) May acquire real and other property as provided in RCW 28B.10.020, as now or hereafter amended.

(7) Except as otherwise provided by law, may purchase all supplies and purchase or lease equipment and other personal property needed for the operation or maintenance of the university.

(8) May establish, lease, operate, equip, and maintain self-supporting facilities in the manner provided in RCW 28B.10.300 through 28B.10.330, as now or hereafter amended.

(9) Except as otherwise provided by law, shall enter into such contracts as the trustees deem essential to university purposes.

(10) May receive such gifts, grants, conveyances, devises, and bequests of real or personal property from whatsoever source, as may be made from time to time, in trust or otherwise, whenever the terms and conditions thereof will aid in carrying out the university programs; sell, lease, or exchange, invest or expend the same or the proceeds, rents, profits, and income thereof except as limited by the terms and conditions thereof; and adopt regulations to govern the receipt and expenditure of the proceeds, rents, profits, and income thereof.

(11) In accordance with RCW 28B.77.080, may offer new degree programs, offer off-campus programs, participate in consortia or centers, contract for off-campus educational programs, and purchase or lease major off-campus facilities.

(12) May promulgate such rules and regulations, and perform all other acts not forbidden by law, as the board of trustees may in its discretion deem necessary or appropriate to the administration of the university.

**c. Essential Responsibilities**

In addition to the general powers and duties described in RCW 28B.35.120, the board shall:

- (1) ensure that the institution's mission is kept current and is aligned with public purposes;
- (2) support and periodically assess the performance of the university president and establish and review the president's compensation;
- (3) charge the president with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress;
- (4) ensure the institution's fiscal integrity, preserve and protect its assets for posterity, and engage in fundraising and philanthropy;

- (5) ensure the educational quality of the institution and its academic programs;
- (6) preserve and protect institutional autonomy and academic freedom;
- (7) ensure that institutional policies and processes are current and properly implemented;
- (8) engage regularly, in concert with senior administration, with the institution's major constituencies;
- (9) conduct the board's business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards and complying with applicable open-meeting and public-records laws;
- (10) protect and maintain the confidentiality of executive session;
- (11) ensure the currency of board governance policies and practices; and,
- (12) periodically assess the performance of the board, its committees, and its members.

#### **d. Personnel Actions Delegated Authority**

The board of trustees delegates to the university president the authority to employ, discipline and discharge university employees, except that:

- (1) the board of trustees retains sole authority related to the employment and discharge of the university president; and,
- (2) the board retains authority to award tenure.

#### **e. Working with University Employees**

Board members routinely interact with university managers and employees at many levels; however, in so doing, board members must be careful not to assign or imply any tasks or responsibilities for a university employee. Board members shall coordinate such requests/needs through the university president or vice presidents.

#### **f. Evaluation of the President**

Each year, the president should provide the board with a self-assessment by May 1<sup>st</sup>. The board will evaluate the president's performance at its May meeting during executive session. During its annual retreat, the board will develop goals for the president in conjunction with developing its own goals.

### **Article II. Board Membership**

#### **a. Composition**

The board is composed of eight members, one of whom shall be a student, appointed by the governor of the state of Washington, with the consent of the

Senate (RCW 28B.35.100). Members are appointed for six-year terms, with the exception of the student trustee who shall hold office for one year or until succeeded, whichever is later. Each member is required to subscribe to an oath of office (RCW 28B.10.520).

#### **b. Resignation**

Any board member may resign by submitting a written notice to the board chair or secretary and to the governor. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

#### **c. Removal**

No member of the board shall be removed during the term of office for which appointed, excepting only for misconduct or malfeasance in office (RCW 28B.10.500). Any person, who is aware of such misconduct or malfeasance in office, may report the matter to the governor, the Washington State Executive Ethics Board, or to the Washington State Auditor's Office using the Whistleblower Program. The process to remove a board member shall proceed only as prescribed by RCW 28B.10.500.

For the purposes of these bylaws, malfeasance in office means any wrongful conduct that affects, interrupts, or interferes with the performance of official duty; the performance of a duty in an improper manner; and/or the commission of an unlawful act.

#### **d. Vacancies**

The board secretary shall immediately notify the governor of any current or expected board vacancies and request that the vacancies be filled.

#### **e. Discipline**

Board member conduct that is not contributing, consistently truant, and/or egregiously inappropriate may be addressed by the board through admonishment or censure, subject to a two-thirds majority vote of the board. Such behaviors/acts may also be reported to the governor for possible disciplinary action, including sanctions, censure, and even possible removal.

### **Article III. Board Officers**

The chair shall call meetings and preside. In the event of the chair's absence, the vice chair shall preside. The university president shall serve as the secretary of the board.

#### **a. Election and Terms**

The board shall elect the officers of the board at its regular June meeting. Board officers shall serve for either a single one-year or a single two-year term. Any officer whose term has ended may serve until a new appointment is made.

#### **b. Resignation of Officers**

Any board officer may resign at any time by submitting a written notice to the board chair or secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

#### **c. Removal of Officers**

Any officer may be removed from such office by a two-thirds majority vote of the board members at any regular or special meeting of the board called expressly for that purpose.

#### **d. Vacancies**

Board officer vacancies may be filled through a special election at any regular or special meeting of the board, but election or re-election shall normally take place at the board's annual meeting.

### **Article IV. Board Committees**

The board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities.

Each committee shall have a written description, approved by the board, which includes its statement of purpose, primary responsibilities, and composition, as well as such rules of procedure or other guidelines as it or the board may approve.

### **Article V. Board Meetings**

RCW 42.30.075 requires that "State agencies which hold regular meetings shall file with the code reviser a schedule of the time and place of such meetings on or before January 1 of each year for publication in the Washington State Register. Notice of any change from such meeting schedule shall be published in the State Register for distribution at least twenty days prior to the rescheduled meeting date." Any matters relating to the administration of the university may be considered at any meeting, whether special or regular and five members shall constitute a quorum. Two or more of the meetings of the board shall be held at the university annually (RCW 28B.35.110).

#### **a. Open Meetings**

All regular meetings, all special meetings and all study sessions with a quorum of the board of

trustees present, excepting those portions specifically declared executive sessions, as allowed by law, shall be open to the public. At any meeting, in person or by electronic communication, the chair shall ensure that the board complies with all provisions of the state's open-meetings laws.

#### **b. Relationship of President to the Board**

The president of the university is directly responsible to the board of trustees. The president shall be entitled to be present at all called meetings of the board, and shall present the prepared agenda for such meetings in conjunction with the board chair, provided that the board may, with the president's knowledge, hold executive sessions to discuss matters without the president's presence, the substance of which will be transmitted to the president at the board chair's discretion.

#### **c. Notice and Written Agenda**

Notice of all board meetings shall be given to all trustees as soon as possible, but in no event less than 24 hours before a scheduled meeting except in the case of an emergency. Notice may be delivered to the trustees via electronic mail or by telephone. Notice of any meeting will be given to the public in accordance with the Open Public Meetings Act. A written agenda with supporting material shall be made available to the members of the board approximately one week in advance of announced meetings and, except by action of the board, matters not included in that agenda or written supplements made available prior to the meeting will not be acted on in that meeting.

#### **d. Agenda Transmittal by the President**

The university president, in consultation with the board chair and board vice chair, shall develop the written agenda for each board meeting. The president shall transmit to the board any written recommendations adopted by the Faculty Organization and/or the Academic Senate which are conveyed by the elected head of the Faculty Organization with that request (see section 1-3, Academic Policy 301-21) and any written recommendations adopted by the Associated Students' Council which are transmitted by the elected head of the Associated Students with that request (see section 800-010-060[4]). The chair of the board, in consultation with the board vice chair and the university president, shall determine the manner in which such recommendations shall be presented in the agenda of a regular or special meeting of the board of trustees.

#### **e. Attendance**

Board members are expected to attend all regularly scheduled board meetings, work sessions, and retreats. Board members must notify the board chair or board secretary when they are unable to attend a meeting.

#### **f. Remote Participation**

Any board member may participate in a meeting of the board by means of a conference telephone or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meeting.

#### **g. Quorum**

A quorum for the transaction of business at meetings of the board shall consist of five trustees. The board members present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present.

#### **h. Manner of Acting**

Except as otherwise provided in these bylaws or by law, a majority vote of those members present at any meeting at which a quorum is achieved shall constitute an action of the board. Voting by proxy is only permitted with approval of board members present at the meeting.

#### **i. Executive Session**

Subject to the requirements of RCW 42.30.110, the board may hold any regular or special meeting, or any part thereof, in executive session with participation limited to board members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the board chair.

### **Article VI. Conflicts of Interest**

#### **a. Policy**

Board members must act in accordance with the Ethics in Public Service Act, RCW 42.52, these bylaws, and the university's policies regarding ethical standards, including, but not limited to, Ethical Standards (EWU 901-01), Appropriate Use of University Resources (901-02), Fraternalization and Consensual relationships (901-03), and Nepotism (901-05).

#### **b. Trustee Conflicts of Interest**

In addition to the ethical responsibilities identified in law and university policy, board members must avoid any conflict of interest. A board member shall be

considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated; has a direct or indirect interest that may impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the university.

#### **c. Voting**

Board members shall disclose to the board any actual, apparent, or possible conflict of interest at the earliest practical time. A board member who has made a disclosure of an actual conflict of interest shall abstain from voting on such matters. At the discretion of the chair or vice-chair, the board member may participate in the discussion. The board meeting minutes shall reflect that a disclosure was made and note the board member's abstention from voting. A board member who is recused may be counted for purposes of determining the presence of a quorum. The student trustee is eligible to vote on all issues except those prohibited by RCW 28B.35.100.

#### **d. Annual Disclosure**

In accordance with this section, every board member shall complete and sign a disclosure form on an annual basis and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

### **Article VII. Indemnification**

The state shall indemnify board members to the extent permitted by RCW 4.24.490.

### **Article VIII. Amendments to Bylaws**

These bylaws may be amended at any meeting of the board by a two-thirds majority of voting members of the board then in office, provided notice of the substance of the proposed amendment(s) is sent to all board members.

### **Article IX. Board of Trustees Travel**

Trustees are entitled to receive travel-related expenses in accordance with RCW 43.03.050 and RCW 43.03.060 for each day or portion thereof in which the trustee spends at least a portion of the day on University business.

Section 10.70 of the State Administrative and Accounting Manual (SAAM) defines methods the University must use for making reimbursements and payments to trustees when on University business.



**a. Travel and Attendance at Conferences**

The Board recognizes the need for continuing involvement in university-related organizations, in-service training, and education for Board members. The Board encourages the participation of all members in meetings, conferences, and workshops at the local, regional, and national levels, which are sponsored by the Association of Governing Boards (AGB) and are directly pertinent to their duties as members of the Board. The Board also appoints members to represent the Board in certain university-related organizations.

Board members shall be reimbursed for reasonable expenses incurred in attending Board-approved meetings and conferences. Reimbursable expenses shall be those enumerated in existing travel regulations.

**b. Approval of Conferences and Meetings**

Board members attend meetings or conferences subject to the availability of funds. All travel must be approved in advance by the board chair.

**c. Per Diem and Travel-related Expenses**

Trustees are entitled to daily per diem for each day in which a trustee spends at least a portion of the day on University business. Per diem is not paid for athletic events and for events in which the trustee is not designated as the liaison.

Example: Trustees are invited to attend the Foundation Board Social. Trustees eligible for per diem would be the liaison to University Advancement and the Foundation Board liaison.