



## **Board Statement on Board Vacancies Board of Trustees of Western Oregon University**

### **1.0 Introduction and Purpose**

Under Oregon law, the WOU Board of Trustees (“Board”) may have between eleven and fifteen members. One position is a non-voting, ex officio position reserved for the university’s president. Three of the positions are designated for a faculty member, a non-faculty staff member, and a student of the university. The faculty and non-faculty staff member position can be either voting or non-voting at the election of the Governor. The remaining positions are at-large positions for individuals not employed by the university. The purpose of this Board Statement is to devise a process by which individuals who both understand the fiduciary obligations inherent with board trusteeship and complement the needs of the Board as a whole may be recommended to the Governor for nomination to the Board. The sole authority to nominate individuals to the Board rests with the Governor.

### **2.0 Authority**

All trustees must be nominated by the Governor and confirmed by the Oregon Senate. Except for resignation, removal, or death, trustees serve until the end of their term, they are reappointed, or their successor is confirmed by the Oregon Senate. The process and guidance in this Board Statement is designed to assist the Governor and Oregon Senate in identifying candidates for the Board. Under Article III, Section 3 of the Board’s bylaws, the Board Chair, in consultation with other Trustees, makes recommendations to the Governor to fill vacancies on the Board. Under the Committee Charter of the Board’s Executive, Governance, and Trusteeship Committee (EGTC), the EGTC develops a needs assessment when faced with a Board vacancy to assist the Board Chair in discharging his or her responsibilities under the bylaws.

### **3.0 Process**

#### **3.1 Natural Expiration of a Term**

At-large trustees may serve two, four-year terms on the Board. Designated trustees—those trustees that fill faculty, non-faculty staff, and student positions—may serve two, two-year terms. All terms end on June 30 of the last year of service. In the January prior to the expiration of a term, if the trustee is eligible for a second term, the Board Chair will discuss with the trustee whether or not the trustee would like his or her name recommended to the Governor for a second term.

### 3.2 Board Vacancies

Whether or not the vacancy is anticipated—due to the natural expiration of a term—or unexpected, when faced with the vacancy, the EGTC will conduct a needs assessment based on the current perspectives, backgrounds, experience and skills of the current trustees. This background information may include:

- 3.2.1 Gender, ethnicity, age, geographic location of residence, and other expressions of diversity;
- 3.2.2 Unique skills and competencies;
- 3.2.3 Complementary skills and perspectives;
- 3.2.4 A broad range of professional fields; and
- 3.2.5 Knowledge of Western Oregon University and/or higher education.

The needs assessment will assist the Board Chair, with the input of individual trustees, including the university's president, in identifying candidates for the vacancy.

### 3.3 Board Composition

As a whole, the Board should be composed of members who have:

- 3.3.1 A commitment to public higher education;
- 3.3.2 A record of public or community service;
- 3.3.3 Knowledge of complex organizations or academic institutions;
- 3.3.4 Demonstrated collaborative leadership;
- 3.3.5 A willingness and availability for constructive engagement;
- 3.3.6 A commitment to open-minded, non-partisan decision-making; and
- 3.3.7 A record of integrity and civic virtue.

### 3.4 Designated Positions

Whether or not the vacancy is anticipated—due to the natural expiration of a term—or unexpected, when faced with a vacancy in one of the designated positions on the Board, the Board Chair or designee will inform the relevant shared governance body—Faculty Senate, Staff Senate, or Associated Students of Western Oregon University—of the needs assessment, if available, process, timeline, or other information necessary for

the shared governance body to assist the Board Chair in the recommendation of candidates for the respective designated positions.

The timeline, regardless of the natural expiration of the term or an unexpected vacancy, may be different each year, depending on the schedule of the Governor and the Oregon Senate. The Board's Office will work with the Governor's Office and the Oregon Legislature to gather information about timelines to assist the Board Chair, the EGTC, and as appropriate, the shared governance bodies at the university.

- 3.4.1 The process by which shared governance bodies recommend a candidate or candidates for one of the designated positions remains within the province of the shared governance bodies as consistent with Section 3.4.2 of this Board Statement.
- 3.4.2 The process by which shared governance bodies recommend a candidate or candidates for one of the designated positions must accommodate the following:
  - (i) If there is more than one recommendation, the names of the recommended candidates must be unranked. All names forwarded by a shared governance body to the Board Chair should be qualified for board membership, including familiarity with the Board's governing documents; specifically including the Board's bylaws and the Board Resolution on the Responsibilities of Individual Trustees;
  - (ii) If an incumbent in one of the designated positions is eligible for a second term and is interested in serving in a second term, the Board Chair, in his or her discretion, may recommend that candidate to the Governor's Office; and
  - (iii) A process from the Board's office that permits anyone to self-nominate for any vacancy on the Board.

#### **4.0 Board Chair**

After the EGTC conducts a needs assessment and individuals have been recommended for the vacancies, whether through the input of the Board Chair or individual trustees, the president, self-nomination, or recommendations from a shared governance body, the Board Chair or designee will review information regarding the recommended individuals and may elect to interview one or more of the recommended persons. It is possible that the Board Chair may require a resume, curriculum vitae, or completion of any paperwork that would be required by the Governor's Office to facilitate the interview. After the interview, and consistent with any information of timelines the Board's Office has received from the Governor's Office or the Oregon

Senate, the Board Chair will inform the Governor's Office of the name or names of recommended candidates for the vacancy.

## **5.0 Document History**

WOU Board Statement on Board Vacancies (2) 160419.doc