

ACTION ITEM #1

Board of Regents Policy on Delegation of Authority (Danielle Hess)

January 27, 2017

TO ALL MEMBERS OF THE BOARD OF REGENTS

SUBJECT: Adoption of the Board of Regents Policy on Delegation of Authority, and Adoption of Resolutions Delegating Authority

PROPOSED: That the Board of Regents approve and adopt the proposed Policy on Delegation of Authority.

That the Regents adopt the following resolutions amending or clarifying certain existing delegations of authority:

- (1) Resolution 170127-539 delegating authority to the President or designee to approve changes to the *Faculty Manual*;
- (2) Resolution 170127-540 delegating authority to the President or designee to approve the following changes to the University's Washington Administrative Code Regulations: editorial changes, changes made pursuant to expedited and emergency rulemaking, and changes to parking and traffic regulations;
- (3) Resolution 170127-541 delegating authority to the President or designee to approve name changes to degree programs and to approve extensions of existing degree programs to another WSU campus, provided the extension is consistent with the institution's and the specific campus's strategic plans;
- (4) Resolution 170127-542 delegating authority to the President or designee to initiate legal action on behalf of the University upon approval of the Board Chair;
- (5) Resolution 170127-543 delegating authority to the President or designee to approve settlements of legal claims within the general business and financial affairs threshold of \$2,500,000 and time-sensitive contracts beyond the \$2,500,000 threshold;

- (6) Resolution 170127-544 delegating authority to the President or designee to approve operating agreements between WSU and the WSU Foundation, WSU Alumni Association, Washington 4-H Foundation, and other affiliated entities; and
- (7) Resolution 170127-545 delegating authority to the President or designee to assign temporary names to major facilities to indicate function until a permanent name is assigned.

SUBMITTED BY: Danielle A. Hess, Division Chief
WSU Division of the Attorney General's Office

SUPPORTING INFORMATION: The Regents discussed the proposed policy at the June and August 2016 retreats. It also was presented as a future action item at the November 2016 meeting. The only change since November 2016 was to the Resolution in paragraph 6 above, adding operating agreements with the 4-H Foundation and other WSU-affiliated entities to the list of operating agreements the President or designee may approve.

The policy is intended to provide clarity regarding delegated authority, as well as a central and accessible resource for Regents, University administrators, and others to determine when Board approval is needed.

The introduction to the policy articulates the Board's commitment to engaging in responsible institutional governance by reserving authority in certain key areas and delegating authority to the President or designee to manage and conduct the day-to-day affairs of the University.

The policy then describes the President's broad delegated authority and sets forth the areas in which the Board has reserved authority or partial authority, linking to the applicable Board resolutions containing the details of the delegations. A non-live web version policy has been provided to the Regents with active links to illustrate how the policy will function for the user.

The attached resolutions amend and/or provide clarification to existing delegations and will be linked to within the policy.

ATTACHMENTS: Draft Board of Regents Delegation of Authority Policy
Resolutions 170127-539 through 170127-545

DRAFT

Washington State University BOARD OF REGENTS POLICY MANUAL

Regents Policy # ____
Approved by Board of Regents, _____, 2017

Washington State University Board of Regents Policy on Delegation of Authority

POLICY AND PURPOSE

The Washington State University (University or WSU) Board of Regents (Board) is vested with full authority to manage the assets and affairs of the University. The Board's powers and duties are granted by state law, in particular the [Revised Code of Washington \(RCW\) 28B.30.150](#) and other statutory provisions. The Board has authority to delegate by resolution any of its powers and duties to the University President or designee. [RCW 28B.10.528](#).

It is the policy of the Board to engage in responsible institutional governance by delegating full authority, express and implied, to the President or designee to manage and conduct the affairs of the University, except for those matters reserved either by law or by the Board for the proper exercise of its fiduciary duties to the institution.

The policy delineates specific powers reserved by the Board and, conversely, powers that have been delegated to the President or designee. Any delegated authority continues to be subject to the ultimate authority of the Board. The Board reserves the right to intervene in any matter and to enact or amend such rules and policies as it deems necessary or proper to further the best interests of the University. In doing so, the Board acts as a whole, recognizing the Chair or designee as its spokesperson.

The Board will periodically review delegations and reserves the right to amend or rescind them at any time.

RESERVED AND DELEGATED AUTHORITY

The President or designee has been delegated broad authority to act in matters relating to the general business and financial affairs, academic affairs, organization, and management of the University, including express or implied authority to carry out the administration and operations of the University. The Board has reserved authority in specific areas as set forth below.

Links to the resolutions delegating authority to the President or designee are provided in each area. In the event of a conflict between the language in this policy and a particular resolution, the language in the resolution will take precedence.

(link) Resolution delegating general authority to President or designee

Board Administration

The Board has reserved the following authority in this area:

1. **To administer the Board.** To enact and amend Board Bylaws, enact and amend Board policies, establish standing and ad hoc committees, and otherwise organize, administer, and operate the Board.
2. **To appoint a Treasurer.** Pursuant to RCW 28B.30.130, the Board shall appoint a treasurer who shall be the financial officer of the Board.

University Personnel

The Board has reserved the following authority in this area:

1. **To select, appoint, and evaluate the University President.** This includes responsibility for setting the compensation and other terms and conditions of the President's employment, who shall serve at the pleasure of the Board.
2. **To hear faculty appeals of formal discipline, in accordance with the *Faculty Manual*.**
3. **To approve collective bargaining agreements.**
4. **To establish or amend retirement programs for employees.**

5. **To authorize legal defense and indemnification of employees, officers, or volunteers, subject to the following:**
 - a. The President is authorized to deny a request for legal defense and indemnification.
 - b. If any action, claim, or proceeding is filed against member(s) of the Board, the request shall be handled as follows:
 - i. If the request involves a minority of the members of the Board, it will be acted on by the remaining members of the Board.
 - ii. If the request involves a majority or all members of the Board, it will be acted on by the Washington State Attorney General, as provided in RCW 28B.10.842.

(link) Resolutions delegating authority to the President or designee–University personnel

University Rules and Policies

The Board has reserved the following authority in this area:

To adopt, amend, and repeal Washington Administrative Code (WAC) rules. However, the President or designee has authority to adopt, amend, and repeal expedited rules pursuant to RCW 34.05.353, emergency rules pursuant to RCW 34.05.350, and rules related to campus parking and traffic.

(link) Resolutions delegating authority to the President or designee–University rules and policies

Tuition and Fees

The Board has reserved the following authority in this area:

1. **To establish tuition.**
2. **To establish services and activities (S&A) fees and technology fees and to approve allocations.** However, the President has been delegated authority to adopt, amend, or repeal guidelines governing the establishment or funding of programs supported by S&A fees.
3. **To establish student fees.** To approve and implement new student fees or changes in student fees. However, the President or designee has authority to establish certain fees for goods, services, and access to University facilities, including but not limited to

application fees, transcript fees, graduate fees, identification card fees, orientation fees, late enrollment and payment fees, certification fees, and special course fees.

4. **To approve housing and dining rates.**
5. **To approve increases in certain parking rates and fines.** However, the President or designee has authority to approve annual increases in parking rates that do not exceed the U.S. Department of Labor CPI Index (Western) and annual increases in hourly rates that do not exceed \$.05 per hour.

(link) Resolutions delegating authority to the President or designee—tuition and fees

Academics, Planning, and University Structure

The Board has reserved the following authority in this area:

1. **To set admission requirements.**
2. **To structure the University.** To establish or abolish colleges and academic departments, and to approve reorganizations of academic and non-academic units.
3. **To authorize degree programs.** To establish or discontinue a degree. However, the President or designee has authority to approve name changes to degree programs and to approve the extension of an existing WSU degree program to another WSU campus, provided the extension is consistent with the institution's and the specific campus's strategic plans.
4. **To approve the University-wide and individual campus strategic plans.**
5. **To approve the campus master plans.**

(link) Resolutions delegating authority to the President or designee—academics, planning, and University structure

Budget, Business, and Finance

The Board has reserved the following authority in this area:

1. **To approve budget requests.** To approve the University's capital and operating budget requests to the state legislature.
2. **To authorize debt.** To authorize University debt, in accordance with the Washington State Board of Regents Debt Management Policy.

3. **To approve certain capital projects.** To approve contracts for capital projects when the estimated total cost is greater than five million dollars (\$5,000,000) for projects funded solely by state appropriated capital sources, or one million dollars (\$1,000,000) for projects funded in whole or in part by non-appropriated sources. The threshold amount includes all phases of the project, from selection of the architect to award of construction contract.
4. **To approve certain real estate transactions.** To approve the sale, purchase, lease, or granting of a security or other interest in real estate where the property value exceeds one million dollars (\$1,000,000).
5. **To approve certain contracts relating to the general business and financial affairs of the University.** To approve contracts, settlements of legal claims, and other instruments relating to the general business and financial affairs of the University when the anticipated cost or value to the University exceeds two million five hundred thousand dollars (\$2,500,000). However, the President or designee has authority to approve specific contracts without limitation as set forth in various resolutions delegating authority (link below).

[\(link\) Resolutions delegating authority to the President or designee—budget, business, and finance](#)

Naming and University Recognition

The Board has reserved the following authority in this area:

1. **To name colleges, academic departments, other major organizational units, and buildings.** To name all major organizational units and University facilities in accordance with the University's Facilities Names Policies and Procedures (Executive Policy #9, *Executive Policy Manual*). However, the President or designee has authority to assign temporary names to major facilities to indicate function.
2. **To award honorary degrees.**
3. **To designate Regents' Distinguished Alumni.**

[\(link\) Resolutions delegating authority to the President or designee—naming and University recognition](#)

ASSISTANCE

For questions about this policy, please contact the Office of the President.

BOARD OF REGENTS

Delegation to Approve Revisions to Faculty Manual

Resolution #170127-539

WHEREAS, RCW 28B.30.095, RCW 28B.30.100, and RCW 28B.30.150 vest the governance and management of Washington State University (WSU) in the Board of Regents of WSU;

WHEREAS, the Board of Regents is authorized by RCW 28B.10.528 to delegate to the President of WSU or designee powers and duties vested in or imposed upon the Board of Regents by law and to enable the President or designee to act on behalf of the Board of Regents in matters relating to the administration and governance of WSU;

WHEREAS, the WSU *Faculty Manual* states that the President has final authority to approve changes to the *Faculty Manual*, upon the recommendation of the Faculty Senate; and

WHEREAS, the Board of Regents has determined that it is in the best interests of WSU for the President to have such authority;

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents hereby delegates authority to the President or designee to approve revisions to the *Faculty Manual*, provided that a summary of any revisions, other than editorial changes, is presented to an appropriate committee of the Board of Regents as an information item at the next regularly scheduled Board of Regents meeting.

DATED this 27th day of January, 2017.

Chair, Board of Regents

Vice Chair, Board of Regents

BOARD OF REGENTS

Delegation of Limited Rule-Making Authority

Resolution #170127-540

WHEREAS, RCW 28B.30.095, RCW 28B.30.100, and RCW 28B.30.150 vest the governance and management of Washington State University (WSU) in the Board of Regents of WSU;

WHEREAS, the authority of the Board of Regents includes authority to adopt rules pursuant to the Washington Administrative Procedure Act, chapter 34.05 RCW; and

WHEREAS, the Board of Regents is authorized by RCW 28B.10.528 to delegate to the President of WSU or designee powers and duties vested in or imposed upon the Board of Regents by law and to enable the President or designee to act on behalf of the Board of Regents in matters relating to the administration and governance of WSU;

NOW, THEREFORE, BE IT RESOLVED that:

- (1) The Board of Regents hereby confirms and continues prior delegations to the President or designee to adopt, amend, and repeal expedited rules pursuant to RCW 34.05.353 and emergency rules pursuant to RCW 34.05.350; and
- (2) The Board of Regents hereby delegates authority to the President or designee authority to adopt, amend, and repeal rules related to campus parking and traffic;

PROVIDED, HOWEVER, that a summary of any action taken pursuant to this delegation is presented to an appropriate committee of the Board of Regents as an information item at the next regularly scheduled Board of Regents meeting.

DATED this 27th day of January, 2017.

Chair, Board of Regents

Vice Chair, Board of Regents

BOARD OF REGENTS

Delegation of Authority to Approve Degree Name Changes and Extension of Existing Degrees

Resolution #170127-541

WHEREAS, RCW 28B.30.095, RCW 28B.30.100, and RCW 28B.30.150 vest the governance and management of Washington State University (WSU) in the Board of Regents of WSU;

WHEREAS, the Board of Regents is authorized by RCW 28B.10.528 to delegate to the President of WSU or designee powers and duties vested in or imposed upon the Board of Regents by law and to enable the President or designee to act on behalf of the Board of Regents in matters relating to the administration and governance of WSU; and

WHEREAS, the President previously has been delegated broad authority to act in the management of academic matters at WSU;

NOW, THEREFORE, BE IT RESOLVED that:

- (1) The Board of Regents hereby delegates to the President or designee authority to approve name changes to degree programs, upon the recommendation of the Faculty Senate; and
- (2) The Board of Regents hereby delegates authority to the President or designee authority to extend existing WSU degree programs to another WSU campus upon the recommendation of the Faculty Senate, provided the extension is consistent with the institution's and the specific campus's strategic plans;

PROVIDED, HOWEVER, that a summary of any action taken pursuant to this delegation is presented to an appropriate committee of the Board of Regents as an information item at the next regularly scheduled Board of Regents meeting.

DATED this 27th day of January, 2017.

Chair, Board of Regents

Vice Chair, Board of Regents

BOARD OF REGENTS

Delegation of Authority to Commence Litigation

Resolution #170127-542

WHEREAS, RCW 28B.30.095, RCW 28B.30.100, and RCW 28B.30.150 vest the governance and management of Washington State University (WSU) in the Board of Regents of WSU;

WHEREAS, the Board of Regents is authorized by RCW 28B.10.528 to delegate to the President of WSU or designee powers and duties vested in or imposed upon the Board of Regents by law and to enable the President or designee to act on behalf of the Board of Regents in matters relating to the administration and governance of WSU;

WHEREAS, the President has been delegated authority to act in matters relating to the general business and financial affairs of WSU; and

WHEREAS, the need to commence litigation or to file notice of appeal may arise at a time when it is not feasible for the Board of Regents to meet;

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents hereby confirms and continues prior delegations of authority to the President or designee to commence litigation or other legal action in any court or tribunal having jurisdiction; to file claims, cross claims, or third-party complaints in existing litigation; and to file notices of appeal or otherwise seek review of a court decision;

PROVIDED, HOWEVER, that no new legal action shall be initiated in which WSU is the plaintiff and complaining party without prior approval of the Chair of the Board of Regents, or in the absence of the Chair, the Vice Chair of the Board of Regents.

DATED this 27th day of January, 2017.

Chair, Board of Regents

Vice Chair, Board of Regents

BOARD OF REGENTS

Delegation of Authority to Approve Settlement Agreements and Time-Sensitive Contracts

Resolution #170127-543

WHEREAS, RCW 28B.30.095, RCW 28B.30.100, and RCW 28B.30.150 vest the governance and management of Washington State University (WSU) in the Board of Regents of WSU;

WHEREAS, the Board of Regents is authorized by RCW 28B.10.528 to delegate to the President of WSU or designee powers and duties vested in or imposed upon the Board of Regents by law and to enable the President or designee to act on behalf of the Board of Regents in matters relating to the administration and governance of WSU; and

WHEREAS, the President has been delegated authority to act in matters relating to the general business and financial affairs of WSU;

NOW, THEREFORE, BE IT RESOLVED that:

- (1) The Board of Regents hereby delegates authority to the President or designee to enter into agreements for the purposes of settlement of legal claims or potential legal claims when the total costs to WSU are estimated to be less than \$2,500,000; and
- (2) The Board of Regents hereby delegates authority to the President or designee to execute time-critical contracts and other instruments requiring action between scheduled Board meetings; PROVIDED, however, that when the total costs to WSU are estimated to exceed \$2,500,000, the President consults with the Chair of the Board, or Vice Chair if the Chair is unavailable, prior to the execution of such contract or instrument; and PROVIDED FURTHER, that the agreement or instrument is presented to an appropriate committee of the Board of Regents as an information item at the next regularly scheduled Board of Regents meeting.

DATED this 27th day of January, 2017.

Chair, Board of Regents

Vice Chair, Board of Regents

BOARD OF REGENTS

Delegation of Authority to Approve Operating Agreements with the WSU Foundation, WSU Alumni Association, Washington 4-H Foundation, and Other WSU-Affiliated Entities

Resolution #170127-544

WHEREAS, RCW 28B.30.095, RCW 28B.30.100, and RCW 28B.30.150 vest the governance and management of Washington State University (WSU) in the Board of Regents of WSU;

WHEREAS, the Board of Regents is authorized by RCW 28B.10.528 to delegate to the President of WSU or designee powers and duties vested in or imposed upon the Board of Regents by law and to enable the President or designee to act on behalf of the Board of Regents in matters relating to the administration and governance of WSU;

WHEREAS, the President has been delegated authority to act in matters relating to the general business and financial affairs of WSU;

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents hereby delegates authority to the President or designee to approve, amend, and execute operating agreements with the WSU Foundation, the WSU Alumni Association, the Washington 4-H Foundation, and any other WSU-affiliated entity;

PROVIDED, HOWEVER, that a summary of any changes, other than editorial changes, is presented to an appropriate committee of the Board of Regents as an information item at the next regularly scheduled Board of Regents meeting.

DATED this 27th day of January, 2017.

Chair, Board of Regents

Vice Chair, Board of Regents

BOARD OF REGENTS

Delegation of Authority to Assign Temporary Names to Major Facilities

Resolution #170127-545

WHEREAS, RCW 28B.30.095, RCW 28B.30.100, and RCW 28B.30.150 vest the governance and management of Washington State University (WSU) in the Board of Regents of WSU;

WHEREAS, the Board of Regents is authorized by RCW 28B.10.528 to delegate to the President of WSU or designee powers and duties vested in or imposed upon the Board of Regents by law and to enable the President or designee to act on behalf of the Board of Regents in matters relating to the administration and governance of WSU;

WHEREAS, the President has been delegated authority to act in matters relating to the general business and financial affairs of WSU; and

WHEREAS, WSU has enacted Facilities Names Policies and Procedures (Executive Policy #9, *Executive Policy Manual*), which sets forth criteria and procedures for naming major and minor facilities;

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents hereby delegates authority to the President or designee to assign temporary names to major facilities to indicate function until a permanent name is assigned in accordance with WSU's Facilities Names Policies and Procedures.

DATED this 27th day of January, 2017.

Chair, Board of Regents

Vice Chair, Board of Regents