

# ACTION ITEM #1

## Proposed Changes to Board of Regents Policy on Committee Charters (Danielle Hess/Chris Hoyt)

March 2, 2018

TO ALL MEMBERS OF THE BOARD OF REGENTS

**SUBJECT:** Proposed Changes to Board of Regents Policy on Committee Charters

**PROPOSED:** That the Board of Regents approve the proposed changes to the Board of Regents Committee Charters, which will be incorporated into the Board of Regents Policy on Committee Charters

**SUBMITTED BY:** Danielle Hess, Senior Assistant Attorney General

**SUPPORTING  
INFORMATION:**

On August 24, 2016, the Board of Regents approved Committee Charters, which were incorporated into a Board of Regents Policy on Committee Charters. Attached please find a copy of the Committee Charters, which includes proposed changes outlined in the "Audit and Compliance" section of the Finance and Compliance Committee. These changes are being proposed to bring the committee charters in sync with the institution's Internal Audit Charter and current practices, as established by that Charter.

Additionally, there is a minor word change proposed under the Executive and Governance Committee, which appears on page one of the Charters (changing the word "process" to "program").

**ATTACHMENT:** Washington State University Board of Regents Standing Committee Charters

## Washington State University Board of Regents Standing Committee Charters

### Executive and Governance Committee

**Purpose.** The Executive and Governance Committee has three central responsibilities: first, act as a monitor of and advocate for best practices in higher education governance; second, act on behalf of the board between meetings to address emergency situations; and third, serve as a sounding board for the university president and facilitate presidential evaluation and compensation.

**Composition.** The Executive and Governance Committee shall consist of the chair of the board, the vice chair of the board, and the immediate past chair of the board. The university president shall serve as an ex officio member of the committee. Committee membership shall change concurrent with the schedule for board elections as outlined in Article I, Section 3, of the Board of Regents Bylaws.

**Authority.** The Executive and Governance Committee shall have a broad mandate from the board to work with the board chair and the university president to help the board function effectively and efficiently in service to Washington State University and to the public it serves. It shall be vested with the authority to act on behalf of the board on emergency matters that cannot or should not be delayed until the board's next regularly scheduled meeting or until a special meeting of the full board is called, such action taking place at a meeting of the Executive and Governance Committee that has been properly noticed in accordance with the requirements of Washington law.

Three members of the Executive and Governance Committee shall constitute a quorum for the conduct of business of the committee. If three members of the committee are not available, the chair of the Board of Regents may designate any member of the board to temporarily fill the role as a member of the committee.

**Responsibilities.** The committee's responsibilities shall, at a minimum, include:

- Reviewing and recommending best practices in higher education governance to board members;
- Ensuring that a substantive orientation ~~process-program~~ is provided to all new board members;
- Encouraging all board members to continue to learn about the institution and their responsibilities and participate periodically in in-service education opportunities;
- Overseeing the timing and process of periodic board self assessment;
- Ensuring the board adheres to its policies, bylaws, and the Washington State Ethics in Public Service Law;
- Serving as a sounding board for the university president, when needed; and

- Monitoring the president's performance and facilitating presidential assessment and compensation.
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## Research and Academic Affairs Committee

Purpose. The Research and Academic Affairs Committee facilitates the board's ultimate responsibilities for the teaching, research, and service missions of the university. The committee provides guidance and recommendations to the board on matters essential to the advancement of its strategic research and academic priorities and ensuring educational quality for its students.

This committee may consider matters relating to the institution's research enterprise; intellectual property; academic standards and requirements; the effectiveness and integrity of academic programs, including the assessment of student learning; the organization of departments, colleges, and statewide research and extension centers; research and academic policies, including those related to academic personnel.

Composition. There shall be at least three members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of committee agenda and for submitting recommendations to the board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following:

- **Advancement of Research.** This committee shall consider matters related to strengthening and advancing research, scholarship, and creativity -- statewide, nationally, and internationally. It shall also consider matters pertaining to economic development and engagement activities to enhance the university's efforts in helping to build the state and global economies, including advancing the culture of innovation and entrepreneurship at the university.
- **Intellectual Property.** This committee shall consider matters related to the university's intellectual properties. It shall also review management of the institution's intellectual property assets, as well as technology transfer activities conducted on behalf of the university by the WSU Office of Commercialization in support of the university's goals of ensuring that innovations and discoveries by WSU researchers are evaluated, protected where possible, and prepared for potential third-party licensing or other actions.
- **Academic Policy.** This committee shall consider matters relating to the educational policies of the university, including curriculum; instruction; educational technology; online education; research; public service; admission requirements; the establishment and discontinuation of educational and research departments, colleges, and units; and the establishment and discontinuation of degree programs.

- Enrollment Management and Planning. This committee shall consider matters pertaining to enrollment management and planning for the university, including enrollment levels for each campus, overall levels of domestic and international undergraduate and graduate enrollment, and graduation rates.
  - Equity, Diversity, and Inclusion. This Committee shall consider matters relating to equity and diversity and shall support the institution's efforts to promote academic excellence through the pursuit of equity, diversity, and inclusion in its programs and operations.
  - Faculty Affairs. This Committee shall consider matters relating to the faculty, including certain revisions to the Washington State University *Faculty Manual* and composition of the faculty.
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### Student Affairs and Student Life Committee

**Purpose.** The Student Affairs and Student Life Committee is responsible for policies and matters relating to student life and education outside the classroom. It advises the board on student affairs issues and topics to help the board make informed decisions on matters directly affecting the students and supports institutional efforts to improve the quality of the student experience. The committee shall also consider issues and policies related to intercollegiate athletics and other programs that promote school spirit and the quality of student life.

**Composition.** There shall be at least three members appointed by the board chair, one of whom shall be the student regent, as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.

**Responsibilities.** This committee shall make recommendations and provide governance oversight on the following:

- Student Policies. This committee shall consider policies, practices, and procedures that create conditions to enhance student success, such as the institution's standards of conduct, housing and food service policies, health and safety policies, and policies governing student organizations and extracurricular activities. Working with other committees, it shall also consider issues related to student service areas of the university, including admissions, registration, financial aid, student advising, and housing.
- Student Experience. This committee shall develop an understanding of the non-academic programs and services that create conditions for student success and shall advise the board in its decision making on matters affecting the students. It shall support programs that help create a diverse, vibrant learning environment and student-oriented campus culture, such as civic engagement and leadership activities, education abroad, academic support programs, career services programs, intramural and club sports, and recreation, and other co-curricular activities.

- Athletics. This committee shall review matters related to intercollegiate athletics and athletic policies and planning.
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### Institutional Infrastructure Committee

Purpose. The Institutional Infrastructure Committee is responsible for ensuring that the necessary infrastructure is in place to support research, academic, residential, extra curricular, and co-curricular programs and services. The committee considers matters related to university buildings, grounds, facilities, roads, and related structures. It also considers matters related to the institution's information technology infrastructure and campus safety and security.

Composition. There shall be at least three members appointed by the board chair as provided in the Board of Regents Bylaws. Additionally, the president shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following:

- Real Property. This committee shall consider the ownership, management, leasing, acquisition, and disposition of the university's real property.
- Physical Facilities. This committee shall consider the following:
  - Long-range physical planning, including capital and campus master plans;
  - Capital-asset preservation and renewal, including monitoring deferred maintenance and overseeing the repairs, replacements, modernization, and renovations of buildings and infrastructure systems (e.g., relating to roofs, electrical and infrastructure technology systems, fire-protection, etc.);
  - Major capital projects, with focus on evaluating institutional needs, prioritizing projects, and exploring funding scenarios;
  - Research infrastructure, including major research facilities, core instrumentation laboratories, and other capabilities;
  - Plant operations and maintenance, with focus on ensuring adequate funding to maintain the physical plant at appropriate standards; and
  - Facilities-related policies and procedures, ensuring that the institution has appropriate policies and procedures in place (e.g., bidding processes); is in compliance with regulatory requirements (e.g., regarding safety and the Americans with Disabilities Act); and addresses other special issues, as appropriate (e.g., sustainability initiatives).
- Information Technology. This committee shall consider the needs of, and coordination among, the various campuses in areas such as information technology, research computing, telephone services, and other technologies used or proposed for use by the university.

- Campus Safety and Security. This committee shall consider safety and security matters in the exercise of its responsibilities to enhance the safety of its students, faculty, staff, and visitors, as well as to protect the institution's infrastructure and information assets.
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## Finance and Compliance Committee

Purpose. The Finance and Compliance Committee is responsible for ensuring the institution is operating in a financially sustainable manner, balancing its long-term and short-term financial obligations. This committee works in coordination with other committees, where appropriate, and may consider matters and policies relating to the following: internal and external audits; the accounting and financial controls of the university; risk management; operating and capital budgets; debt management; and financial and investment policies. This committee may also consider matters related to the institution's classified and administrative/professional employees.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

Responsibilities. This committee shall make recommendations and provide governance oversight on the following:

- Investments. Consistent with the Investment Policy Statement for the Washington State University Foundation Consolidated Endowment Fund (the Fund), this committee is responsible for:
  - Reviewing and recommending the Investment Policy, inclusive of the spending policy, and changes to the Investment Policy as it relates to the university endowed assets;
  - Reviewing and recommending Regents-appointed members to the WSU Foundation Investment Committee (the Committee);
  - Annually reviewing the operational performance of the Fund and the actions of the WSU Foundation, its Governors, and its Committee in their role as manager of university endowed assets in order to monitor performance and compliance with the scope of the delegation of management of university endowed assets; and
  - Reviewing and recommending the de-selection recommendations from the Committee of Regents-appointed members. De-selection does not include normal end-of-term roll-off of members.

This committee shall also review and recommend any other financial or investment policies of the university; monitor the performance of the treasurer and other officers charged with implementation of such policies; and monitor the performance of any other managed funds.

- Audit and Compliance. This committee shall assist the board in fulfilling its fiduciary oversight responsibilities relating to the financial health of the university

and the integrity of ~~the~~ its financial statements, systems of internal control and risk management, the performance of the auditors and internal audit function, and the university's compliance with legal and regulatory requirements. The committee shall review matters related to audit, risk management, and other compliance matters, as appropriate, and will make recommendations when board action is required.

- Management is directly responsible for the preparation, presentation, and integrity of the university's financial statements and the appropriateness of the accounting principles and reporting practices used by the university. This committee, in its audit role, is responsible for overseeing management's efforts to meet those responsibilities in a reasonable and appropriate manner. Sufficient opportunity for the independent external auditor to meet with the committee or the committee chair shall be provided.
  - This committee shall meet a minimum of four times per year with the university's chief audit executive to discuss the integrity-effectiveness of the university's systems of internal control, ~~and~~ the performance of the internal audit activity in carrying out audit-related responsibilities, including updates status of the Audit Plan and review of results of audit activities, and review of the internal audit charter, as needed. Sufficient opportunity for the internal ~~and independent~~ auditors to meet with the committee ~~should~~ shall be provided. This committee or the committee chair shall meet quarterly with the internal auditor in the absence of university officers.
  - This committee, in its audit role, may investigate any matter brought to its attention with full access to all records, facilities, and personnel of the university and the authority to engage other individuals as necessary to carry out its duties, consistent with applicable laws.
  - ~~The responsibilities of this committee, in its audit role include, but are not limited to, a review of the internal audit plan, a review of the audits completed, and a review of annual audited financial statements.~~
  - This committee may also consider policies regarding discrimination and harassment, Title IX, equal opportunity, and fairness and equality in all activities and practices at the university.
- Operating and Capital Budget Endorsement. This committee shall oversee the annual and long-range operating and capital budgets for the university and review and provide recommendations to the board concerning all proposed requests for appropriation of state funds for the university's operating and capital budgets, prior to submission to the legislature or other state authorities.
  - Student Fees, Tuition, Policies, and Charges. This committee shall consider rates and resulting fees directly affecting students, such as tuition; Housing and Dining policies and fees; Student Health and Wellness policies and fees; Student Recreation Center policies and fees; the Student Technology fee rate and allocations; and Services and Activities fee rate and allocations.

In accordance with RCW 28B.15.067, any proposal for tuition and fee increases must be made public 21 days before the Board considers adoption of such increases. Exceptions to the 21-day period shall be as provided in RCW 28B.15.067.

- Borrowing and Debt Management. This committee shall consider the long-term financing of capital projects and any other borrowing, which may be required by the university.
  - Trust Lands. This committee shall consider matters related to the university's trust lands and regularly review the management of these assets to ensure that they are being managed in appropriate ways to maximize income to the university over the long term.
  - Classified and Administrative/Professional Employees. This committee considers matters relating to classified and administrative/professional employees, including revisions to the Administrative and Professional Personnel Handbook, composition of the university's workforce; and collective bargaining agreements for those employees who are represented by an exclusive bargaining representative.
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### Strategic and Operational Excellence Committee

Purpose. The Strategic and Operational Excellence Committee shall ensure that the university is operating in fulfillment of its stated mission and goals and meeting broadly-accepted higher education standards of quality and excellence. This committee will facilitate the board's engagement in strategic planning and oversight of the strategic plan and the accreditation process. It will also consider the university's strategies for institutional advancement and reputational enhancement, statewide, nationally, and internationally. It may also consider matters pertaining to the efficiency and effectiveness of system-wide operations. This committee will work in coordination with other committees, as appropriate.

Composition. This committee shall operate as a committee of the whole. The President shall appoint ex officio members from among the officers of the university who, in consultation with the committee chair, shall be responsible for development of the committee agenda and for submitting recommendations to the Board.

Responsibilities. This committee shall make recommendations and provides governance oversight on the following:

- Strategic and Organizational Planning. This committee will facilitate appropriate board engagement in the development and approval of the university's strategic plan and overseeing its implementation, ensuring that the university's goals are directly related to its mission. The committee will periodically monitor overall performance, including review of meaningful performance metrics. This committee will also participate, as appropriate, in the university's accreditation process, as well as other processes that impact the institution's ability to fulfill its mission and meet high standards of operational excellence. The committee will also discuss issues of strategic importance or major issues in higher education that will deepen the board's understanding of and enhance its ability to make decisions on other key institutional issues.

- **Advancement.** This committee will consider policies and plans for acquiring the financial support required to achieve annual and capital fundraising goals, ensuring alignment between fundraising efforts and the institution's strategic priorities. This committee will also consider programs and activities for meeting the needs of alumni for involvement with the institution, and the institution for alumni support.
- **Government Affairs.** This committee will consider the institution's public policy agendas and long-range planning efforts aimed toward elevating the status of public higher education and the university's strategic priorities to all local, state and federal constituencies and agencies, including the Washington Legislature and the general public.
- **Marketing and Communications.** This committee will consider policies and plans for a broad program of public relations, marketing, and communications to represent WSU's achievements and advance the WSU brand and support fulfillment of its strategic goals and objectives across all areas of the university.
- **System-wide operations.** This committee will consider the efficiency, effectiveness, and quality of administrative services, including system-wide shared services, to ensure adequate support for fulfillment of the university's strategic initiatives.