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1977 - Board of Trustee Meeting Minutes

Board of Trustees, Central Washington University

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MINUTES
BOARD OF TRUSTEES
CENTRAL WASHINGTON STATE COLLEGE
SPECIAL MEETING
PRESIDENT'S RECEPTION CENTER
APRIL 8, 1977
10:30 A.M.

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The special meeting of the Board of Trustees was called to order by Mr. Thomas Galbraith at the request of the Assistant Attorney General, Mr. Owen Clarke. The meeting was held in the President's Reception Center, 211 E. 10th, Ellensburg, Washington.

ROLL CALL

Present

Board of Trustees

Mr. Don Broughton
Ms. Linda Clifton
Mr. Thomas Galbraith
Mr. James Hogan
Mr. Sterling Munro

Others

Dr. James E. Brooks, President
Dr. Helmi Habib, Faculty Senate Chairman
Mr. Owen Clarke, Assistant Attorney General

The meeting was turned over to President Brooks who welcomed the new board members.

A list of former members of the Board of Trustees was distributed by Dr. Brooks. The list included the dates of service and the number of years served. There have been fifty-one trustees since 1890; Dr. Brooks noted he had worked with twenty-three of them during his term of office.

An information sheet was distributed to the members of the board. They were asked to make corrections and to indicate their preference for mailing addresses, telephone numbers, etc.

Dr. Brooks noted that the purpose of the meeting was to provide an orientation for the board. He referred the members to Part II of the Policies and Procedures Manual. This section contains the board Constitution and By-Laws. It also contains information on board meetings, relationship to other college bodies and policy making functions of the board. Dr. Brooks indicated the administration would be talking about functions later on. He emphasized it would be up to the board members to establish their style of how they respond to the college community needs.

Dr. Brooks pointed out that the Policies and Procedures Manual also contains the laws of the state relating to board operations (Part III). RCW 28B.40.120 sets forth eleven general powers and duties of the Board of Trustees. The Faculty Code of Policies and Procedures and the proposed Administrators' Code further define the trustees role.

Dr. Brooks stated a discussion of the role of the Trustees starts on a legal base because the Board of Trustees' authority comes from state law. He then turned the meeting over to Mr. Clarke to continue the discussion with the trustees.

Mr. Clarke reviewed the functions of his office indicating he was a part of the State Attorney General's office. Under the education division of that office there are 18 attorneys assigned to (a) the University of Washington and Washington State University, (b) the four year colleges, (c) community colleges, and (d) various other educational agencies including the Superintendent of Public Instruction, the State Board of Education, State Board of Community College Education and the Council on Vocational Education.

Mr. Clarke indicated that the Assistant Attorney Generals' functions on a four year college campus were varied. They assume an advisory role and advise administrators, trustees and sometimes students, faculty and classified staff on (a) interpretation of statutes and internal policies, (b) personnel questions, (c) conflict of interest law, and (d) a wide range of legal questions which arise in day-to-day operation of the institution. Mr. Clarke indicated that the A.A.G.s also help to develop and draft policies such as the administrators' code and revisions to the faculty code. He noted that they try not to participate in the decisional capacity. They advise how the policies are affected by law; they do not participate in votes or serve on committees.

In discussing the litigation role of the A.A.G.s, Mr. Clarke indicated they represent the college, its trustees, officers and employees in litigation: (a) court cases, defendant and plaintiff and in administrative hearings, which represent 70% of the litigation, before the Higher Education Personnel Board, the Human Rights Commission, Veterans Administration, Health, Education and Welfare, etc. The A.A.G.s also recommend settlements when the terms are reasonable. The A.A.G.s attend all trustees' meetings, answer questions and give on-the-spot advice, and make sure that legal procedures are followed.

Mr. Clarke reviewed the legal responsibilities of the trustees. He noted the powers and duties are established by RCW 28B.40.120. He indicated there was a very broad grant of powers by the legislature to control the property of the college, and to employ the president, his administration, faculty and civil service staff. Mr. Clarke urged the trustees to read the statutes and review the powers and duties of trustees. The board may prescribe the course of study in various schools and departments with the assistance of the faculty and with program approval of the State Board of Education. The trustees may acquire property and build facilities. They may purchase supplies and equipment and enter into contracts. And they may promulgate rules and regulations, adopt policies, etc.

Mr. Clarke noted there can be a refinement of the powers and duties of the trustees by a delegation of powers to the president. He indicated that the trustees cannot become involved in every detail of the operation of the college, nor should they. The trustees may delegate authority to the president and administrative personnel by resolutions adopted by the Board of Trustees. Past boards at Central have delegated the employment of civil service personnel and the entering into of contracts to the president and his designees. Mr. Clarke noted that it was up to the

present board to develop their style of leading and governance. He stated it was up to them to decide what things they want to delegate. Mr. Clarke indicated, however, that the ultimate responsibility belonged to the board. He suggested that after the board gets to know each other and the administration, decisions on how to delegate could be made.

Mr. Clarke continued to speak on the refinement of powers and duties of the board by indicating the board may adopt formal policies and procedures which become commitments on the part of the board to follow certain things in certain ways and define the procedures for handling certain matters.

Mr. Clarke noted that jurisdiction of other agencies or the overlay of other legislation may define some of the powers and duties of the board. He cited collective bargaining legislation which may limit powers to some extent.

Contracts which the board may enter into may also refine the powers of the board.

Under statutory responsibilities of the board, Mr. Clarke discussed the Open Public Meetings Act and indicated that the intent of that act (with a few exceptions) is to ensure that actions and deliberations of governing boards will be open to public scrutiny. Mr. Clarke defined a meeting as when a majority of the trustees gather and discuss, deliberate, debate or act upon official business of the college. He noted that an agreement or consensus to act in the future is considered "action." Mr. Clarke indicated this interpretation does not mean that the board members can't meet socially or that they can't talk to each other. It does mean that the members cannot do privately what would ordinarily be done in a public meeting. He said board members would have to use their judgments and not participate in discussion, debate, deliberation, etc. of official business at other than open meetings.

Mr. Clark stated there are exceptions in that the board may travel together, socialize and meet in executive session to consider national security matters, consider purchase or lease of real estate where public discussion can lead to increased price; discuss appointment, employment or dismissal of an employee; or the hearing of any charges against an employee unless the employee requests an open hearing; and to meet privately with their attorney for legal advice. The latter occasion is protected under the right of the attorney-client privilege.

The classification of meetings was discussed by Mr. Clarke. He informed the board that they may meet at regular meetings which are held once a month (on the second Friday) unless dispensed with by the Board of Trustees. Special meetings may be held anytime on call by the Chairman of the Board or by a majority of the trustees. Twenty-four hours notice must be given to each board member, the press, radio and television for a special meeting. The business to be transacted must be stated in the notice of a special meeting and no additions may be made to the agenda. Changes may be made to the agenda at regular meetings upon agreement of the trustees.

Mr. Clarke stated that there is a \$100 fine for knowingly violating the Open Meetings Act and any action taken in violation of the act is null and void.

The conduct of the board meetings was discussed by Mr. Clarke. He indicated the meetings were the board's and that the public has the right to attend but not to participate. Mr. Clarke stated that if a member of the public is recognized by the chair it cannot compel the person to identify himself. The board meetings may be adjourned or continued to another time and place specified in a notice of adjournment or continuance. Proper notices must be posted.

Mr. Clarke reiterated that the board may only take action by vote of a majority of trustees at a public meeting duly called and held. Action is taken by formal motion or resolution. The trustees may not legally act in any other way (a single trustee acting alone, or less than a quorum, cannot legally take any action). The board may not arrive at a consensus except in public meeting. If three board members get together they should not discuss, deliberate or act on official business of the college. Three can get together and talk about the college but need to be sensitive and not discuss matters which would normally be handled in an open meeting. Two members may get together and there is no problem. Members may talk on the phone with each other.

Mr. Clarke discussed the Executive Conflict of Interest Act. He said the intent of the law is to prescribe restrictions against conflicts of interest within the executive branch without creating unnecessary barriers to public service. It applies to all employees in the executive branch of state government and members of governing boards. Mr. Clarke indicated persons cannot participate in a transaction involving the state in the consequences of which he has a substantial economic interest; he cannot assist another in same whether for or without compensation; he cannot accept gifts or anything of economic value from any person he has reason to believe would not give the gift or thing of value but for the position or office. Trustees cannot use their office to induce anyone to provide anything of economic value, directly or indirectly. Mr. Clarke said this means that trustees cannot receive anything other than the compensation and expenses which they are entitled to for each day they spend on board business for the college, its officers and employees, or from others doing business with the college. Mr. Clarke emphasized that this law is strictly interpreted and applied. He indicated it is doubly important for trustees and officers of the college to be sensitive to potential conflicts of interest. He noted that this involves matters of judgment and that it could be embarrassing to the trustees or the college if this is not observed. He suggested that if there is any question that the trustees check with Dr. Brooks or with himself and either would be more than willing to assist the board.

Mr. Clarke indicated the Public Disclosure Law (Referendum 36) passed last fall is now applicable to the trustees and president of the college. Mr. Clarke noted that all trustees should have received a financial disclosure form along with the oath of office. This form should be filled out and returned to the Public Disclosure Commission at once. To be in compliance the trustees will be required to fill out and file this form once each calendar year between January 1 and January 31 for the preceeding twelve months. He informed the trustees they would also be sent a quarterl

form for reporting legislative contacts and activities on behalf of Central.

Mr. Clarke opened the discussion on litigation with the trustees by telling them they are going to be sued. He noted that trustees are frequently named as Defendants in law suits. He indicated this is not a reflection on the trustees or administration's performance. He pointed out that the college is subject to many laws and regulations--it has 5,500 students, 900 employees and conducts business with many people. Litigation indicates a disrupted relationship in one of these areas. Mr. Clarke emphasized that the trustees when encountered with service of legal papers should not accept service for anyone other than themselves and should inform the Assistant Attorney General's office on campus immediately.

Mr. Clarke indicated to the trustees that Mr. Courtney Jones would talk to them in more detail tomorrow about the college's liability insurance. He noted that the college maintains liability coverages in the amount of \$5,000,000 umbrella policy which covers defense costs, judgments and settlements and which specifically covers the Board of Trustees or named insured. Mr. Clarke indicated there are various other coverages under that policy--sports, publishing, broadcasting, auto, and aircraft. Mr. Clarke pointed out that insurance policies are filled with exceptions and exclusions and he suggested that the board members might wish to investigate this matter further as it relates to them personally.

In 1972 the legislature enacted legislation authorizing defense of tort actions against regents, trustees, officers, employees or agents of the college by the Attorney General's office, Mr. Clarke advised the trustees. The institution bears the litigation costs which come out of the college's budget appropriation. Payment of any judgment is made out of the tort claims revolving fund maintained by the State of Washington. This indemnification statute requires that a determination be made that the person or persons sued acted in good faith in the performance or failure of performance of their duties. When officers, employees or agents of the college are involved, the trustees make this determination; when a majority of trustees are involved the Attorney General's office makes the determination. The Attorney General's office will conduct the defense at the institution's expense and any judgment or settlement will be paid by the state.

Mr. Clarke indicated that each trustee will have to decide whether he/she wants to purchase individual liability insurance. Mr. Clarke noted that he has confidence these two (college liability insurance and state statutory indemnification) give the trustees excellent personal coverage, however, he could not tell them that they would always be covered under all circumstances.

Mr. Clarke noted that the board will be involved in a lot of work and will have to make some tough decisions but he indicated that his office will be there to assist them whenever they require legal advice.

Dr. Brooks continued the discussion by indicating to the trustees that he carried an additional liability umbrella policy. He noted that Pending Litigation sheets are sent regularly from Mr. Clarke's office

so the board is kept up to date on activities in that area.

Dr. Brooks indicated the most important matters for the board to consider immediately are the selection of a new president and how the board wishes to interpret its role. The board does have a lot of authority and he suggested they handle it like a cream puff not a hammer. He emphasized the importance of having excellent relationships with the college community (administration, faculty, students, employees and local community).

Dr. Brooks indicated that the board meeting agendas are set up on the basis of the By-Laws. The Chairman of the Faculty Senate and the Chairman of the ASC Board of Control sit with the board as non-voting members. He urged the board to use these two chairmen as reference persons, asking them to speak on matters relating to their areas which appear on the board agenda. He also urged the board to show interest in their organizations and in the kinds of things they do. Dr. Brooks mentioned that a former board had voted to have these people sit with them; the vote was not unanimous, however.

The board was advised by Dr. Brooks that they would need to elect officers. He suggested they might wish to elect a Chairman and Vice Chairman Pro Tem to serve until the regular election of board officers in May. The suggestion was made that there were two board members (Ms. Clifton and Mr. Galbraith) with a few more days experience than the other three new board members. By May, it was noted, the trustees would have had a little time to get to know each other better and be ready to select their officers for the 1977-78 year which runs from July 1 to July 1 of each year. Dr. Brooks indicated this decision was up to the board and that they might like to be thinking about how they would like to proceed.

Dr. Brooks reviewed the schedule for the day with the trustees. He indicated that the schedule was planned with the thought of moving the trustees around campus as much as possible to help them become acquainted with the physical campus. He noted that former board members Mr. Schaaake and Mr. Frank planned to join the board for lunch at the SUB today. Dr. Brooks indicated there would be a time for the college community to welcome the trustees from 1:30 to 2:30 in Grupe Conference Center. At 2:30 p.m. the board will meet in Rooms 204-205 of the SUB for a review of the agenda for the evening board meeting. This was planned, Dr. Brooks explained, so that the board could go through the agenda and see how matters were presented in order that they would feel more comfortable at the evening meeting. At 4:00 p.m. the board will meet in Hertz Music Building with the Presidential Search Committee. Dr. Brooks informed the board that he would not be present and will have nothing to do in the selection of another president. He indicated he did not feel he should be involved in this process. He commented to Mr. Galbraith that this was why he did not feel it was proper to evaluate the procedures. He noted that the selection of a new president is the responsibility of the board and he emphasized the importance of the matter to the college community.

Following breakfast on Saturday morning the trustees will meet the business affairs personnel in the Conference Room at the Physical Plant Building for a discussion of college business organization and operations. A model of the campus will be available for the trustees to view.

The business affairs people will provide a "Windshield tour" of the college campus by college van with short visits to selected buildings.

Following luncheon at Holmes Dining Hall the trustees will meet in Room 206 of the college library for a discussion of academic programs and organization.

Dr. Brooks indicated he would like to give the trustees a quick general orientation of the college. He indicated the primary purpose and function of the college is learning. He noted that he, the faculty, administrators and employees of the college hold this as a real conviction. Learning not only takes place in the classroom but in other contacts and experiences on and off the campus. It is hoped that learning will go on for a lifetime. Dr. Brooks indicated that most of the time is spent in instruction with some in research and public service. He reviewed the numbers of people involved at Central during 1976-66: students, faculty, academic administrators, other administrators and staff (civil service).

Dr. Brooks indicated that Central is a residential institution and he reviewed the role of auxiliary services (not funded by state funds) at the institution.

Some of the external relationships and support for Central were explained by Dr. Brooks. He noted the large off campus enrollments which Central has at the present time. He enumerated the state agencies with which Central has contacts: The Governor's office, the Council of Postsecondary Education, the Office of Program Planning and Fiscal Management, the Department of General Administration, etc. Dr. Brooks reviewed the relationships with the federal government: financial aid to students which is granted by congress and other research and grants from the federal government. He mentioned the CWSC Foundation. He indicated Central is expanding its alumni program and has just recently received support from a local community group who will be involved in fund raising and student recruiting programs for Central.

Dr. Brooks briefly reviewed the physical facilities at Central: over 250,000 books in the library, 350 acres of land holdings with buildings and land valued at \$137,000,000. There is a bonded indebtedness for the auxiliary services of \$16,677,000. He also outlined the financial support of the college.

Copies of the college organizational chart were distributed to the trustees. Dr. Brooks discussed the chart briefly indicating the governance of the college and the people reporting to him. He reviewed the positions which are to be occupied by the Special Assistant to the President and the Assistant to the President (changes of assignment for these two people are on the board agenda for this evening). Dr. Brooks noted that the Assistant Attorney General's position appears on the chart with a dotted line because the A.A.G. reports directly to the Attorney General and not to the President. Dr. Brooks pointed out the college has two Vice Presidents, one in academic affairs and one in business and financial affairs. Dr. Brooks noted that some colleges also have a Vice President for College Development, however, at Central this position will not be at the Vice President's level and similar duties will be handled by the Special Assistant to the President.

Dr. Brooks suggested that there is a need for the trustees to discuss collective bargaining with Mr. Clarke and others.

Dr. Brooks presented several charts for the information of the trustees. The charts included listings of bachelor degree programs, extended degree programs and degree programs offered by Central, CWSC sample pre professional and professional programs, enrollments by counties, total expenditures from federal and non-federal grants and contracts awards, higher education student financial aid, CWSC enrollments, percentage composition of student body by class, fall quarter, relative tuition charge by year, public high school graduates by academic year 1964-65 to 1989-99, State of Washington, average annual enrollment forecast for public four year colleges and universities, disposition of 291 registered A/S seniors, 1974-75, business and technical new position placements for 1970-75 and education placements for 1970-75. Dr. Brooks reviewed a chart which showed the number one priority for Central is to increase enrollment to 7,000. This chart listed several ways that Central is working to achieve this goal: change Central's image by publicizing college's diversity, obtain university title, set tuition halfway between that of the community colleges and the universities, continue to diversify the curriculum and to evaluate, maintain, and improve programs, enlist the support of alumni, community and business interests in the state.

Dr. Brooks concluded by indicating there were several other areas that the trustees and administration should discuss when there is time including affirmative action, legal aspects of higher education, centralization trends in American higher education, accountability, impact of requests from the outside community, etc.

Dr. Brooks assured the trustees that they were always welcome to come to the campus or to contact him or Mr. Clarke if they have questions.

ELECTION OF BOARD OFFICERS

Mr. Munro indicated that he was ready to make a motion concerning the officers for the board.

MOTION NO. 4493: After a brief discussion during which Mr. Galbraith pointed out that Ms. Clifton had seniority by the fact of being appointed one day earlier than he, Mr. Munro moved that Ms. Clifton be elected Chairman Pro Tem and Mr. Galbraith be elected Vice Chairman Pro Tem to serve until the regular yearly election of board officers occurs. Mr. Hogan seconded the motion. The motion carried.

Following passage of the foregoing motion, the board members continued their special meeting with luncheon at the SUB with Mr. Frank, Dr. Brooks, Dr. Bernard Martin, and Mr. Clarke present.

BOARD OF TRUSTEES
CENTRAL WASHINGTON STATE COLLEGE

From 1:30 to 2:30 p.m. the Board of Trustees greeted members of the college community in Grupe Conference Center on the Central Washington State College campus.

At a little after 2:30 p.m. the trustees met in Rooms 204-205 of the SUB for a review of the board agenda for the evening meeting. Dr. Brooks, Mr. C. Jones and Dr. Harrington took the board through a "dry run" of the evening's agenda. They reviewed presentation procedures so that the board would become familiar with the methods used in bringing matters to the board.

Following the run through the agenda, Dr. Brooks indicated to the board that the administration was anxious to have the trustees return to campus so that discussions could take place on the proposed revisions to the Retirement Rules and Regulations, the Administrators' Code and the proposed revisions to the Faculty Code.

ADJOURNED MEETING

The Chairperson adjourned the meeting to allow the trustees to go into executive session with the Presidential Search Committee.

ADJOURNMENT

Following the meeting with the Presidential Search Committee the Chairman adjourned the special meeting of the Board of Trustees at approximately 5:00 p.m.

INTRODUCTION

Following roll call of the new board members by the secretary, the chairman asked the members of the audience to introduce themselves. The audience was instructed that they had the right not to identify themselves if they chose.

Mr. Dietz introduced the new Chairman of the Student Board of Control, Mr. David Thomson, who assumed his chair at the board table. Mr. Scott Weegler, Chairman of the Political Action Committee, Board of Control, was also introduced by Mr. Dietz.

APPROVAL OF MINUTES

NOTICE NO. 4434: Mr. Broughton moved, seconded by Mr. Calverton, to approve the minutes of the special meeting of the board of Trustees on February 12, 1977. The motion carried.

CHANGES TO THIS AGENDA

Deletion of item I.3.-Election of Chairman Fyu Ten and the addition of item VI.8.5.-Civil Service Exempt Appointments, was noted by Dr. Brooks for the information of the board.

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MINUTES
BOARD OF TRUSTEES
CENTRAL WASHINGTON STATE COLLEGE
REGULAR MEETING
SUB 204-205
APRIL 8, 1977
8:00 P.M.

The regular meeting of the Board of Trustees was called to order by the Chairman Pro Tem, Ms. Linda Clifton, in Room 204-205 of the Samuelson Union Building on the campus of Central Washington State College in Ellensburg, Washington.

ROLL CALL

Present
Board of Trustees

- Ms. Linda Clifton, Chairman Pro Tem
- Mr. Thomas Galbraith, Vice Chairman Pro Tem
- Mr. Don Broughton
- Mr. James Hogan
- Mr. Sterling Munro

Others

- Dr. James E. Brooks, President
- Dr. Helmi Habib, Faculty Senate Chairman
- Mr. Richard Dietz/Mr. David Thomason, past and present Chairmen,
Student Board of Control

INTRODUCTIONS

Following roll call of the new board members by the secretary, the chairman asked the members of the audience to introduce themselves. The audience was instructed that they had the right not to identify themselves if they chose.

Mr. Dietz introduced the new Chairman of the Student Board of Control, Mr. David Thomason, who assumed his chair at the board table. Mr. Scott Mueggler, Chairman of the Political Action Committee, Board of Control, was also introduced by Mr. Dietz.

APPROVAL OF MINUTES

MOTION NO. 4494: Mr. Broughton moved, seconded by Mr. Galbraith, to approve the minutes of the special meeting of the Board of Trustees on February 25, 1977. The motion carried.

CHANGES TO THIS AGENDA

Deletion of item I.B.-Election of Chairman Pro Tem and the addition of item VI.B.5.-Civil Service Exempt Appointment, was noted by Dr. Brooks for the information of the board.

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REPORTS

Status of Reserves and Budget Changes

MOTION NO. 4495: Mr. Hogan moved, seconded by Mr. Munro, to approve the Status of Reserves and Budget Changes Through Budget Change #260, February, 1977. The motion carried.

Prior to passage of the motion, Mr. Jones noted that at some future time the business affairs area would like to request the board to consider eliminating the details of budget transfers from within departmental accounts from the Status of Reserves and Budget Changes Report.

Governor's Executive Order #77-2

Mr. Jones indicated he wished to report that the financial picture for the college is satisfactory now that the college has received relief from the extension of the reductions imposed under Executive Order #77-2.

Legislative Report

Dr. Brooks reported there are many legislative issues affecting higher education which have not been settled by the legislature at this time. The session may run until mid-May so it may be some time before we will know the results of this session.

Dr. Applegate, who had just returned from Olympia, reported that the chances for the passage of the universtiy title seem to be better; it seems to be getting more support. It may be a week or longer before we know on this. Dr. Applegate felt that the chance of having the the tuition and fees set at a halfway mark between the universities and the community colleges looks dead at this time. The students are planning to petition for a delay in implementing the higher tuition.

Academic Departments

Art

Dr. Stillman, Chairman of the Art Department presented a report on the Art Department through a display of colored slides.

Biological Sciences

Dr. Robert Brown, Chairman of the Biological Sciences Department, reviewed the programs and faculty of this department.

COMMUNICATIONS

Letter from Alpha Phi Omega

The Board of Trustees acknowledged a letter from Ruth A. Litterick, Alpha Phi Omega, dated March 9, 1977, supporting university status for Central Washington State College.