Monitoring Report to the
Middle States Commission of Higher Education
from

BUCKNELL UNIVERSITY

Lewisburg, PA 17837

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Subject of Monitoring Report:
"...documenting developments regarding governance
structures."

Date of the Evaluation Team's Visit: March 28-31, 2004
Chair of the Evaluation Team: Roger Hull, President, Union College

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Middle States Association Monitoring Report on Governance

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1. Introduction: Issues and Topics Covered

In its re-accreditation letter of June 25, 2004, the Middle States Commission on Higher Education required a Monitoring Report "documenting developments regarding its [Bucknell's] governance structure" by April 1, 2005. This requirement formalized a recommendation of Bucknell's Evaluation Team following its March 28-31, 2004 campus visit. The Evaluation Team observed that the traditional collegiate structure of shared governance had become unbalanced at Bucknell due to expansion of the powers both of the Board and the Faculty with consequent weakening of the powers and authority of the Office of the President.

While responding most immediately to this Middle States requirement, the impetus for this analysis really comes from five distinct sources:

1. The Middle States Evaluation Team Report of March 28-31, 2004, which specified a number of recommendations and suggestions relating to the structure and functioning of shared governance at Bucknell. For reference purposes, all of these recommendations and suggestions are reproduced in Appendix A, with annotations summarizing the current status of Bucknell's response to each item.
2. Bucknell's Self-Study Report, in which the campus community independently raised similar concerns about aspects of the University's shared governance system. Relevant sections of the Self-Study report are reproduced in Appendix B.
3. Bucknell's Board of Trustees, which had already begun assessing the impact of campus governance on the short tenure of the previous two presidents of the University. (See Appendix C for an Executive Summary of the report of the Trustee *Ad Hoc* Committee, November 8, 2003.)
4. Board Chair Susan Crawford and President Mitchell, who have made a joint commitment to restore Bucknell's governance structure to the balanced model recommended by the Association of Governing Boards.
5. A series of national studies of governance over the past ten years, including those of the RAND Institute (1994), the Middle States Commission on Higher Education's Advisory Committee on Governance (1998), and the recent report (1993) on "Challenges for Governance: A National Report," by the Center for Higher Education Policy Analysis at the University of Southern California.

This Monitoring Report provides documentation of the steps Bucknell has been taking to address its governance issues. The scope of this report is comprehensive, spanning issues relating both to formal and informal governance, and including reports on the separate governance reviews conducted independently by the Board of Trustees, the Faculty and the administration.

2. Guiding Considerations

Governance is essentially about negotiating mutually acceptable outcomes among diverse interests and perspectives. Traditionally, shared governance has been viewed as a tri-partite structure involving the Board of Trustees, the President and Administration, and the Faculty. This formal structure—the primary focus of this report—is accompanied by an informal one, represented by a climate of participatory involvement that the University has established with all of its stakeholders. For example, the 2003 report on governance by the Center for Higher Education Policy Analysis noted that the Faculty has considerable informal influence even where they lack formal authority. There must be a series of ongoing and open communications with all stakeholders to ensure that institutional decisions satisfy the needs of the broadest cross-section of constituent groups. This stakeholder approach has been central to the current strategic planning process, and the University is now systematically seeking input from all of its "core" constituencies and researching information about the needs of its "peripheral" stakeholders. The same stakeholder approach is embodied in the considerations of formal governance described in the sections that follow. A comprehensive typology of Bucknell University's stakeholder groups is included as Appendix D.

With regard to the structure of governance at Bucknell, we take three principles to be axiomatic for this examination:

1. **There is no one, ideal form of governance structure for all institutions.** Institutional history and local context are the most influential factors on patterns of institutional governance. This is one of the salient conclusions of the recent (2004) book, *Governing Academia*, by Ronald G. Ehrenberg.
2. **What is common and/or best practice at other institutions <u>does</u> matter.** Each institutional governance structure represents a living laboratory, and we must be prepared to assess what works best at other colleges and universities of all types and replicate such best practices at our institution—if they are appropriate. Accordingly, this study has been accompanied by extensive benchmarking of the governance structures of peer institutions.
3. **There are strong disadvantages to being perceived as too divergent from the mainstream of institutional governance practices.** It is difficult to attract the best leadership talent to institutions that appear to be uniquely idiosyncratic in their governance structures—even if the system works.

One way of approaching governance review is to imagine the characteristics of an idealized governance structure that is functioning in an optimal manner. What would an optimal governance structure look like?

1. The Board would attend to policy matters with the administration, and the administration would attend to matters relating to the daily operations of the University.
2. The President would have powers and authority sufficient to lead the institution effectively.

3. Governance would enjoy broad and active participation.
4. Constituents would understand clearly the different roles and responsibilities in the shared governance structure (an issue both of clarification as well as communication).
5. Constituents would understand and support the institution's vision and direction.
6. Constituents would understand their role, and their department's role, in achieving that vision.
7. All constituents would feel that their participation was valued.
8. All constituents would feel that their contributions make a difference in the quality of institutional decisions.
9. All constituents would have trust in the openness, fairness and integrity of the governance process and the administration.
10. Governance processes would be sensitive to the competing time demands (professional and personal) of the trustees, administration and faculty, and meetings would be scheduled in ways that ensure the greatest possible participation.
11. Meetings would be structured and managed in ways that encourage the active participation of all those expected to be in attendance.
12. The governance structure would provide avenues for timely decision-making throughout the calendar year, providing institutional agility to respond to fast-paced changes in the external environment of higher education.

Several important characteristics described above (including the clarity of vision and direction, and the effectiveness of decision-making) relate as much to strategic planning as they do to campus governance processes. Indeed, the 1994 RAND study concluded that the real challenge for higher education governance was not "internal considerations," but rather the way the governance system responds to its external environment. In particular, RAND cited the capacity of the governance system to reallocate resources. As requested by the Commission on Higher Education, this Monitoring Report focuses on "internal considerations"—the organization, structure and functioning of governance at Bucknell. Inextricably linked to this report, however, is the Progress Letter on strategic planning that Bucknell is scheduled to submit to the Commission in the fall of 2005.

3. Institutional Context

Each of the last two presidencies of Bucknell has been shorter than the national average of six years (Martin and Samels, 2004). Short presidential tenure has been accompanied by high rates of turnover in other, senior administrative positions. Despite this administrative instability at the top, strong middle management has assured continuity and effective operation of the institution. As a result, the costs of this situation have not been obvious to an outsider, but they have been significant. Foremost has been an opportunity cost: institutional progress requires, above all, continuity of leadership accompanied by clarity and constancy of goals and direction. A secondary cost has been further incursions by both the Board and the Faculty into areas of power and authority that are typically in the domain of the Office of the President. Nature abhors a vacuum, and this is no less true of voids in administrative leadership.

The appointment of Brian C. Mitchell as Bucknell's 16th president marked a significant turning point in the evolution of Bucknell's leadership governance structures. In conducting the search, the Board agreed at the outset that what Bucknell most needed at this juncture in its history was strong leadership by an individual who already had successful experience as a seated president. They also realized that certain changes would be required to attract individuals of this caliber. Further, they committed themselves to openness and candor in apprising presidential candidates of the governance issues with which Bucknell had wrestled in the past, and to restoring the traditional balance of shared governance powers at the University.

There is a management axiom that is relevant here: when successive individuals are unable to succeed in a leadership position, the problem may lie not in the individuals, but in the structure of the position. With the announced retirement plans of President Steffen Rogers, the Board wanted to be sure that there were not factors in the structure of governance at the institution that would impede Bucknell's efforts to attract and hire the very best individual to serve as Bucknell's 16th president.

In September 2003, Board Chair Susan Crawford appointed a Trustee *Ad Hoc* Committee to review Bucknell's governance processes and systems, including "issues of administration, authority and leadership." The committee conducted numerous interviews on and off-campus, reviewed key documents, and recruited the assistance of outside counsel. A final report was completed in November 2003 (see Appendix C for Executive Summary).

The committee concluded that the presidency had indeed been weakened over a number of years, and made several recommendations to strengthen the position of President. The committee also noted that the Bucknell community was eager to support a new and strong leader, as well as to consider constructive changes in administration and governance. The report also affirmed the importance of trust and communication in strengthening the University's governance system. This finding is consistent with the conclusions reached by the Center for Higher Education Policy Analysis (2003): that trust is one of the most significant barriers to meaningful faculty participation, and that genuine administrative respect for faculty involvement is more important than governance resources.

Multiple campus perspectives on governance (from faculty, students and staff) were also solicited as part of the Middle States Self-Study during FY02-03 and FY03-04, and are reflected in the narrative of Standard 5 of Bucknell's Self-Study Report).

3.1 Central Issues

Functionally, governance at Bucknell had been marked by several prominent issues:

- *Over-reach of the Board of Trustees.* The Board's active interests have extended beyond its fundamental policy role into matters relating to the daily operations of

the University. This has been both a symptom and a cause of other governance problems.

- *Weakening of the Presidency.* As the expansion of the Board's power progressed, the presidency weakened. In the search for Bucknell's previous (15th) president, the Board recruited a chief operating officer rather than a chief executive officer. Structural weakness in the position of president all but guaranteed weak executive performance, with the Board then feeling the need to intervene even further into operations. The publication of *Characteristics of Excellence* reaffirmed that a chief executive officer was a requirement for accreditation, and the Board acted promptly to change the status of Bucknell's president.

- *Expansion of the Powers of the Faculty.* Over the years, as part of a series of historic political compromises, previous presidential administrations gradually ceded to the Faculty specific powers and authority that traditionally resided with the office of the chief executive.

- *Participation at Faculty Meetings.* Although the University's committee system is considered by most community members to be robust and productive, there are concerns about the extent of participation at meetings of the whole Faculty, and issues relating to the effectiveness with which business is conducted at Faculty Meetings.

4. Progress to Date

4.1. Educational Efforts

It can be assumed that those members of the community who are disengaged from the formal governance processes of the institution have not taken the time to master the complexities of its current structure and functioning. One cannot begin to consider changes in governance without first educating the community broadly about the system that is now in place. Efforts to educate that community about governance processes are thus central to our plans for governance reform. One such initiative was introduced by the new Chair of the Faculty, Prof. Marty Ligare, in October 2004: a faculty governance Web site that included a page for each faculty committee, including its charge, membership, and pending business (with links to relevant documents), and a section of the home page summarizing and tracking all faculty motions that call for future action. (See www.eg.bucknell.edu/~mligare/governance)

A second initiative is a tabular summary of the structure of governance at Bucknell (see Appendix E). The table is not exhaustive, in that is does not list every sub-committee of every faculty committee. It does, however, provide in one place an overview of the major structures in all of the components of governance, both formal and informal (Faculty, Board of Trustees, Administration, Students, Administrative Staff, Support Staff, Alumni and Parents.)

An ongoing challenge is the education of young faculty, many of whom come to the University with little understanding of parliamentary procedure and the way that meetings are governed under Robert's Rules of Order.

4.2. Administrative Restructuring

In an article entitled, "How Academic Ships Actually Navigate," Gabriel Kaplan (2004) noted that institutional structure and organization dictates what receives attention. He urged universities to consider reorganizing their hierarchy to facilitate the things they consider most important. In that context, the organizational changes described below are an expression of institutional priorities, and again are linked closely to institutional planning processes.

4.2.1. Powers of the Presidency

In anticipation of the hiring of a 16th president of Bucknell, the Board of Trustees reaffirmed its commitment to hiring a chief executive officer, and revised its By-Laws (Appendix F) to make the president a full, voting member of the Board of Trustees. As a voting member, the new president would then participate in Executive Sessions of the Board, which had previously been closed to all Bucknell administrators—including the University's president.

4.2.2. Presidential Transition Team.

With the appointment of Brian C. Mitchell as Bucknell's 16th President, one of the significant changes initiated by the Board of Trustees was the appointment of a "Transition Team" to ensure the quick and effective integration of the new president into both the life and culture of the University, and the managerial responsibilities of the office. The story is well-known of new chief executive officers who are literally dropped on their campus and left to figure out the complexities of their job and the politics of their institution's varied constituencies. The Board decided that a small advisory group representing the University's key campus constituencies would provide a firmer foundation for success. The composition of the Transition Team included one member of the Board of Trustees who resides in Lewisburg, one active and one emeritus faculty member, one student, one support staff member, and two administrative staff members (the University Counsel and the Director of Institutional Research and Assessment, who served as on-campus administrator for the presidential search). The Team was particularly helpful in advising the President in several key areas: on the relative priority of current institutional issues; on the prioritization of the President's time; in developing a carefully orchestrated roll-out of meetings and communications with constituent groups on and off-campus; and in planning for key institutional events. The Transition Team functioned actively through the summer and early fall, and then met with decreasing frequency as the year progressed. As a result, President Mitchell's transition is widely regarded as one of the smoothest and most effective in Bucknell's history. The success of the transition team is noteworthy because of the effectiveness of the collaboration between representatives of all principal segments of the University's governance

structure, including the representation of students and support staff who are less directly connected with formal governance processes. Team members have a sensitive dual role as individuals representing different constituencies and as a group representing the interests of the institution as a whole. The Team must be cognizant of these different roles as they obtain and process a large body of information from offices and other staff members across the institution. The Board is committed to utilize this mechanism for any future presidential transitions.

4.2.3. Executive Assistant to the President and Assistant Secretary to the Board of Trustees.

One of President Mitchell's first administrative changes was to restructure the position of Assistant to the President. In recent years, this position has been a rotating one, typically with a two-year term, and filled by a member of the Faculty. The original intent, which had merit, was that the University would benefit by having a core of faculty members who had developed a deep familiarity with the workings of the administration and had developed strong relationships with members of the Board of Trustees. The good intent was frustrated, however, by the complexity of the position and the long lead time before an incumbent could be truly effective. Just as a faculty member began to become valuable in the role, it was time to rotate and train another newcomer for the job. Further, in the role of Assistant Secretary to the Board, continuity of relationships is critical to the successful execution of the responsibilities of the position. In the fall of 2004, President Mitchell elevated the position from Assistant to Executive Assistant to the President. A national search was conducted, and the post was filled by an internal candidate, Dr. Kathleen Martin Owens, who had served previously as Associate Director of Institutional Research and Assessment.

A restructuring of the two-person support staff of the President's Office accompanied this change in the position of the Executive Assistant. One secretarial position was re-filled, and office responsibilities were re-aligned. Further reorganization is pending as the University prepares to embark on an ambitious fundraising campaign.

4.2.4. Chief Planning Officer.

Given the importance of strategic planning to the long-term success of an institution, it was rather remarkable to realize that planning was not specifically assigned as the responsibility of any member of the President's senior staff. It was an orphan function— and a critical one. President Mitchell addressed this issue by assigning the additional responsibilities of chief planning officer to the Director of Institutional Research and Assessment, Dr. Jerome Rackoff, who had served successfully as co-chair of Bucknell's 2004 Middle States Self-Study and on-campus administrator for the presidential search. Under the new title of Director of Planning and Institutional Research, one of Dr. Rackoff's immediate responsibilities was to organize a new strategic planning process, replacing the failed *Vision 2010* planning exercise that was suspended prior to President Mitchell's arrival. We will have more to say about the progress of this planning exercise

in a Progress Letter to Middle States in October 2005.

4.2.5. President's Cabinet.

Under the previous administration, a group known as the President's Staff served as the senior administrative cabinet to the president. The composition of that group included the vice presidents, the two academic deans, the General Counsel, and the Assistant to the President. The group's responsibilities included matters relating both to policy and to operations, resulting in long agendas that could never be completed, and hurried treatment of matters that warranted more sustained discussion. President Mitchell chose to divide the policy and operational functions of this group and create two distinct bodies. The first, the University Policy Group (UPG) mirrored the previous President's Staff in its membership. The second, the University Operations Group (UOG), included all members of the UPG plus the Associate VP for Finance and Administration, the Associate VP for Information Services and Resources, the Dean of Students, the Director of Facilities, the Director of Athletics, the Director of Human Resources, and the Director of Planning and Institutional Research.

4.2.6. Budget Retreats.

Another matter that regularly consumed large amounts of time for the president's cabinet (University Policy Group) was the regular monitoring and review of institutional budgets (budget-to-actual, projections for year-end, etc.). Further, the membership of the President's Cabinet was not sufficiently inclusive for optimal discussion of a number of budget issues. To allow this critical aspect of institutional management the focused attention it deserves, budget review was scheduled for regular budget retreats attended by a slightly expanded group of administrators. Of particular relevance was the inclusion of the Director of Planning and Institutional Research to assure both the smooth articulation of budget processes with planning, and the effective integration of the results of assessment into conversations about the allocation of financial resources.

4.2.7. Office of the Provost.

President Mitchell elevated the vacant position of chief academic affairs officer to Provost, a designation that presumes broader experience and authority in matters beyond academic affairs. This individual will assume the mantle of leadership as the "first among equals" (Martin and Samels, 1997). This important change will provide additional benefits to President Mitchell as the off-campus demands on his time increase with the initiation of a comprehensive fund drive.

There has been a lack of continuity in defining the responsibilities of the chief academic affairs officer, and a variety of titles have been employed over the years: VP for Academic Affairs; Provost/VP Academic Affairs; and Provost. A "position specification" document drafted for the search in October 2004 defined clearly the following critical expectations for leadership by a new Provost:

- Shaping the University's academic identity and defining its academic vision and mission.
- Strategic planning, with expected outcomes that include: a review of institutional mission; definition of a common set of institution-wide learning outcomes for both colleges; a clear statement of distinctive institutional characteristics and unique market position; a set of institutional priorities to drive the next comprehensive campaign; a clarification of the interrelationship of academics and co-curricular activities and a plan for their seamless integration; and a vision of the future of the institution.

A national search for a new Provost is now close to a conclusion, following campus visits by three finalists during March of 2005.

4.3. Board of Trustees Governance Review

As noted above, the Board already took one important step in enacting the recommendations of its Trustee *Ad Hoc* Committee by amending the By-Laws of the University to appoint the Bucknell President to the Board of Trustees for her/his term of office (see Appendix F). Other recommendations of the Trustee *Ad Hoc* Committee included: the possibility of a larger role for the CEO in key academic and administrative matters; the reconciliation of discrepancies between the University Charter/By-Laws and the Faculty Handbook; the encouragement of broader and more active participation at Faculty meetings, particularly by younger faculty; strengthening of the Office of the Provost/VP Academic Affairs; and the review of structural organization of the colleges, administration and departments. Importantly, they found nothing in the governance structure that would impede the recruitment of the best possible individual to serve as the University's 16th president.

With regard to the functioning of the Board itself, the Trustee *Ad Hoc* Committee recommended a renewed and intensified self-assessment, assisted by outside counsel, to evaluate the perception that it "micromanages." Such periodic self-evaluations of Board performance were also recommended in the 1998 Middle States Advisory Committee on Governance report to the Commission on Higher Education.

The first step in responding to the recommended self-evaluation was a mail survey of all Board members to assess the effectiveness of the Board's performance on all dimensions of its responsibilities. The results of the survey were discussed in depth at the November 2003 meeting of the Board.

In fall 2004, Board Chair Susan Crawford convened a new Bylaws Review Committee co-chaired by President Mitchell and another member of the Board who is an attorney. The name of the committee did not do justice to the scope of its responsibilities. Charged with a comprehensive, formal review of all aspects of Board governance, the Committee began a systematic process that challenged assumptions about the Board's own practices and its role in governance. In particular, the Committee sought to reconcile distinctions

along the continuum from formal authority, to advice, to interference. A series of fundamental questions framed the initial work of the Committee:

- What are the appropriate areas of interest for the Trustees?
  - o Within those areas, where do the Trustees have primary responsibility and authority?
  - o How can the Trustees effectively discharge that authority by re-engineering the composition of Board committees or policies?
- What are the areas where the Trustees need information, but have an advisory or counsel role?
- How can the Trustees define their responsibilities and educate their members to limit their authority to those areas in which they have primary responsibility, to share authority in those areas where it needs to be shared, and to avoid interfering in areas in which the Trustees should remain uninvolved?
- How are these questions answered in other peer schools or in model provisions?

The Committee proposed an initial series of changes to the Bylaws at the January 28, 2005 meeting of the Board of Trustees. In general, the changes had three purposes: (1) to express in one document the legal restrictions and allowance so that the Trustees do not have to refer to additional texts for procedural rules; (2) to reflect current practices and practicalities; and (3) to meet present needs of the Board and the administration.

The following specific changes were designed to conform to Pennsylvania Non-Profit Corporation Law, to state the provisions for allowing Trustees to have the meeting information available to them, and to provide flexibility in those provisions to allow, for example, for electronic forms of communication:

- Meeting notices may be delivered by mail or in any other manner (including fax or e-mail) permitted by law and specifically authorized by each Trustee.
- A quorum is established as a majority of the voting members (the standard under Pennsylvania law), and the vote required for proper action as a majority of those members present with a proper quorum.
- Legal action of a committee is permitted without a formal meeting if the action is taken by a majority of the committee members.
- Teleconference or other remote participation in special meetings of the Board or committees is permitted with the allowance of the Board Chair or chair of the committee.
- Trustees are authorized to use written proxies at committee meetings (upon authorization of the committee chair), but not at meetings of the full Board or Executive Committee.

The changes listed below affect the terms and conditions of Board membership:

- The forced membership hiatus for those completing service as a Term Trustee or an Alumni/ae Trustee is equalized to one year for both, but that hiatus may be

waived upon recommendation of the Board Chair to retain the uninterrupted service particularly of those in leadership roles.

- Given the failure of a Board member to attend meetings for two years, the Board may inquire if the individual wishes to be considered for emeritus status. Approved leaves of absence may also be granted for particular personal circumstances.

Two additional changes relate to the powers of the President:

- The election of the President to full membership in the Board of Trustees (restating the Bylaw amendment approved by the Board in February 2004).
- The specific acknowledgement by the Board of the authority of the President to hire and negotiate contracts with such vice presidents as he or she shall determine. This authority is conditioned upon consultation with the Board Chair and with the chairs of such committees as are appropriate to the position.

One final Bylaw change relates to the composition of the Executive Committee:

- The Chair of the Long Range Planning Committee is added as a member of the Executive Committee in recognition of the central role that this committee plays in the strategic planning and deliberations of the Board.

All of the changes to the Bylaws described above were approved by the Board at the meeting of January 28, 2005. The full text of the Bylaw changes, with annotated comments, is included as Appendix E.

As the work of the Bylaw Review Committee continues, all aspects of Board governance will receive focused attention. Most recently, the co-chair of the Bylaws Review Committee has initiated a survey to begin to assess the structure and functioning of all Board committees.

4.4. Faculty Governance Review

4.4.1. Background

In February 2004, the Faculty Council first indicated its intent to propose an *ad hoc* committee to conduct an initial study of faculty governance processes and report to the Faculty by February 2005. Representing the Faculty Council, then Chair of the Faculty Michael Payne subsequently affirmed the need for a "genuine and thorough review of governance processes," and forwarded procedures proposed by Faculty Council. By vote of the Faculty at its April 2004 meeting, an *Ad Hoc* Committee on Faculty Governance was authorized, and members were elected and the Committee convened in September. Having been authorized without a detailed charge, the *Ad Hoc* Committee on Faculty Governance developed and proposed a charge to the Faculty in November 2004. Subsequently, the Committee solicited comments from members of the University

community, administered an anonymous Web-based survey of faculty opinions, conducted confidential interviews with several present and former senior administrators and faculty officers, and reviewed relevant documents including the Middle States Self-Study and the Evaluation Report of the visiting team.

The *Ad Hoc* Committee on Faculty Governance issued a report to the Faculty in January 2005. The report concluded that the evidence pointed to the need to adjust various elements of the governance system. But the Committee "got no sense...that the system is in serious crisis." The Committee took a gradualist view of governance reforms, dividing its recommendations into three categories: (a) those that can be implemented immediately (by vote of the Faculty); (b) those that would require amendments to the Faculty Handbook by majority vote at a Faculty Meeting; and (c) those that would require basic structural changes (e.g., a faculty senate). The Committee advised that reforms should be implemented and evaluated in the first category before proceeding to the second category, and likewise for the second category before proceeding to the third. In the sections that follow, descriptions of the specific recommendations of the Committee will be followed in parenthesis by the terms *Immediate*, *Handbook Change*, or *Structural Change*, to reference the governance processes that are required for implementation.

In support of the efforts of the *Ad Hoc* Faculty Committee, the Office of Planning and Institutional Research (OPIR) concurrently conducted benchmarking studies of peer governance processes. In Fall 2004, OPIR collected faculty handbooks of thirteen peer institutions and analyzed them for information on key governance issues and practices. In March 2005, OPIR solicited members of the Higher Education Data Sharing Consortium for informal feedback on recent governance reviews, and conducted an electronic survey of governance practices at the eleven institutions in Bucknell's general peer group. To date, six of the eleven schools have responded with detailed descriptions of their governance processes. Partial information on the non-respondents is available from their faculty handbooks.

For purposes of this Monitoring Report, faculty governance will be divided into the following components:

- The Faculty Committee System, where much of the work of faculty governance is accomplished;
- University-wide faculty governance (monthly meetings of the Faculty as a whole)—the primary focus of the *Ad Hoc* Committee on Faculty Governance;
- College-level governance (College of Arts & Sciences; College of Engineering);
- Departmental governance.

4.4.2. Committee Governance

We have chosen to discuss committee governance first because faculty leadership and shared governance are best expressed in the context of committee work. Committees

research issues that come under their purview, bring to the discussion perspectives of their members, draft and revise documents for presentation, and appear before their colleagues at Faculty Meetings prepared to draw upon their corporately gained expertise. Bucknell's committee structure is widely considered by the community to be productive and effective. More than 175 positions on standing committees and subcommittees are filled by faculty each year—the equivalent of 58% of all full-time faculty (although some faculty serve on more than one committee). Additional members of the Faculty participate in *ad hoc* committees. Committee deliberations are thorough and thoughtful. Yet carefully conceived committee reports and recommendations are sometimes derailed at meetings of the whole Faculty before they can receive the full and open discussion that they deserve. The discussion of University-wide Faculty Governance (Section 4.4.3.) thus includes recommendations of the *Ad Hoc* Committee on Faculty Governance on the management of committee reports before the full Faculty.

The *Ad Hoc* Committee on Faculty Governance also identified several issues in the structure and organization of particular committees of the Faculty.

4.4.2.1. Committee on Instruction (COI)

This committee is at times overextended, in part due to the scope of its charge and in part due to the number of subcommittees that report to it. In management terminology, the issue is one of "span of control." There is some maximum number of subcommittees that a committee can effectively oversee before it is so burdened with responding to subcommittee business that it never has time to deal with important issues that are the responsibility of the parent committee alone. The *Ad Hoc* Faculty Committee originally recommended four changes:

- Elevate the <u>Committee on Admissions and Financial Aid</u> from a subcommittee of COI to an independent standing committee of the Faculty. (*Handbook Change*)
- Create a new standing <u>Faculty Committee on Information Services and Resources</u>. The present advisory committees on academic computing and the library would either report to this new committee or be absorbed by it. *(Handbook Change)*
- Elevate the <u>Committee on Athletics</u> from a subcommittee of COI to an independent standing committee with elected faculty and student membership (i.e., a University Committee rather than a Faculty Committee), and with authority to oversee matters of athletic and recreational policy. *(Handbook Change)*

After reviewing faculty feedback on these recommendations, the *Ad Hoc* Faculty Committee made the following revised recommendation:

- Standing Committees: Faculty or University committee status should be determined by the Faculty Council or such group as it delegates. *(This requires a*

Handbook amendment, and will be subject to a vote at the April 2005 Faculty Meeting.)

One of the key strategies for improving governance (Center for Higher Education Policy Analysis, 2003) is to delineate governance responsibilities more clearly. The next two recommendations of the *Ad Hoc* Faculty Committee relate to committees that currently have ambiguous charges.

4.4.2.2. Faculty Council

The present Faculty Handbook fails to provide adequate specificity on the responsibilities and authority of Faculty Council. Only two functions are specifically defined: it is the designated body for administering faculty elections; and it serves as a component of the University Council, the designated planning body of the University governance structure. Under the conditions of a weakened administration and a void in presidential leadership, the Faculty Council has gradually evolved into a body of considerable importance to the Faculty, but one that is currently operating beyond the bounds of authority defined in the Faculty Handbook. Consequently, the *Ad Hoc* Faculty Committee made the following recommendation:

- The Faculty Council should have a more specific charge that includes advising the Chair of the Faculty and the President, and monitoring continuously the functioning of the governance system. *(This requires a Handbook change, and will be subject to a vote at the April 2005 Faculty Meeting.))*

If approved by the Faculty, this proposed change will still require review and approval by the administration and the Board of Trustees.

4.4.2.3. University Council

The University Council includes the Faculty Council, the President, the Vice President for Finance and Administration, the Vice President for Student Affairs, and the Academic Deans. As is the case for Faculty Council, the functions of University Council are also poorly defined, and with one exception, it is rarely convened. The exception relates to planning: it is designated in the Faculty Handbook as the official planning body of the governance system, in which capacity it typically includes student representation as well. The *Ad Hoc* Faculty Committee decided that the University Council, as currently structured, is not suited to the demands of the planning function. In implementing the current strategic planning process, President Mitchell has been emphasizing that the goal of strategic planning is not to develop a written document, but rather to establish goals for the University and to assure that it achieves those goals. Strategic planning must thus be a permanent, ongoing process, and one that is likely to require representative governance oversight and involvement even when the University is not in session. At issue is the concept of "institutional agility" in reacting quickly and appropriately to dynamic changes in the University's operating environment—at whatever time during the year

such changes might occur. The *Ad Hoc* Faculty Committee suggested the following change, which must be approved by President Mitchell:

- The University Council should be replaced by a standing Strategic Planning Council charged with coordinating ongoing strategic planning and proposing changes as necessary. The membership should include the President (as Chair), the Provost (as Vice Chair), the Vice Presidents, the Deans of the Colleges, a faculty majority (perhaps with specific identification of the Faculty Chair and Secretary), and representation for students, professional and non-professional staff. *(This requires a Handbook change, and will be subject to a vote at the April 2005 Faculty Meeting.)*

Unlike the present University Council, the faculty members of this proposed Strategic Planning Council would be separately elected, allowing for the recruitment of faculty members with specific expertise and/or experience for the tasks of planning. The Committee also recommended stipends for faculty and students to compensate them for any required meetings when the University was not in session. Another recommendation—designating alternate representatives—would help preserve the committee's representational balance in the absence of regular members, but it also raises issues of continuity that might compromise the decision-making effectiveness of the Council.

If the Faculty votes for the recommendation for a new Strategic Planning Council, the approval of the President will still be required. Because it is the administration that is charged with developing strategy, the precise wording of the proposal will need to be considered carefully to be sure that the respective roles of administration and faculty in planning are clearly and accurately defined.

One other potentially beneficial change to the committee system should be considered by the Faculty Council. Nominations for committee membership could be mandatory within a set of established guidelines. This change would involve a culture shift at Bucknell, but would increase faculty participation and extend the diversity of opinion on faculty committees.

4.4.3. University-wide Faculty Governance

Surveys conducted during the Middle States Self-Study, and more recently by the *Ad Hoc* Faculty Committee on Governance, reach a common conclusion: the weaknesses of Bucknell's governance structure lie principally within the Faculty Meeting itself. The majority of the recommendations of the *Ad Hoc* Faculty Committee thus focused on several issues related to Faculty Meetings:

4.4.3.1. Participation: Engagement and Access

Since 1970, the size of the Faculty has nearly doubled, but the attendance at Faculty meetings has changed little. Two factors are implicated in this issue: *engagement* and

access. The first—*engagement*—is the most critical, and has been alluded to above, in connection with efforts to clarify the governance structure and educate those who are not well informed about its operations (e.g., Faculty Chair Marty Ligare's governance Web site). A deeper significance is indicated, however, by the national scope of the problem. The governance study of the Center for Higher Education Policy Analysis (2003) provides some insights into the potential causes of disengagement. Apathy and lack of trust were found to be the two most significant barriers to meaningful faculty participation. If faculty feel that the "voice" of the Faculty is not really representative of their own views, or that the faculty voice is not respected or taken seriously by the administration and/or the Board, participation will suffer. To paraphrase the 2003 CHEPA report, trust is a reciprocal relationship developed over time by "walking the talk," and sustained by bonds of mutual obligation. One of the major efforts to address faculty participation is thus unrelated to the Faculty's governance review. It is based instead on the efforts of the new administration of President Brian C. Mitchell to develop open and consistent communications with the Faculty, and to establish a new climate of trust based on commitments honored.

The second factor in participation—*access*—presumes that many faculty are engaged and interested, but have professional or personal conflicts that limit their ability to attend meetings at the regularly scheduled times. The *Ad Hoc* Faculty Committee has addressed this issue with the following recommendations:

- Change the time of faculty meetings from 5:00-6:30 once a month (a time that appears to conflict with child-rearing demands of young faculty) to 12:00-1:00 twice per month. *(Immediate)*
- Increase the required quorum from 75 to 100. *(This required a Handbook change, and will be subject to a vote at the April 2005 Faculty Meeting.)*

The significance of quorum issues has been affirmed by the responses of peer schools contacted in our benchmarking survey. Several respondents candidly admitted that the institutional quorum was rarely met, but they proceeded with meetings anyway unless someone called for a quorum count. A larger quorum (in absolute numbers) would serve two purposes for Bucknell: (1) it would emphasize the importance of participation and encourage attendance by those who are interested, but who do not always attend meetings; and (2) it would enhance the credibility of faculty decisions among those who have been disengaged from the process because they believed that it did not adequately represent the will of the Faculty as a whole.

Several approaches to the quorum issue were not explored by the *Ad Hoc* Faculty Committee, and should receive consideration by Faculty Council as it assumes the responsibility for continuing the review of faculty governance. The first approach is a quorum set as a percentage or fraction (e.g., 50%), rather than an absolute number of the voting faculty. With expectations that the size of the Faculty may increase substantially in the coming years to support a plan to move to a 3:2 faculty course load, a percentage-based system would be automatically scaled to the size of the Faculty without the need for continuing governance action. A second approach that has been employed by a few

peers in our benchmarking study is to base the quorum on the count of *resident* voting faculty, i.e., by excluding those away on sabbatical leave, etc. (Note, however, that electronic voting, discussed below, has the potential to maintain the participation of faculty working off-campus.)

The most common quorum size among the peer institutions surveyed is 50% plus one, in part because this is the default size in Robert's Rules of Order. The required size varies, however, from 1/3 at the College of the Holy Cross, to 2/3 of the faculty "in residence" (non-sabbatical) at Franklin & Marshall. Bucknell currently has 338 individuals eligible to vote at Faculty Meetings. Our current quorum size of 75 represents only 22% of those eligible—making it the least demanding of any of the peer schools for which data is available. Expanding the quorum to 100, as recommended by the Faculty *Ad Hoc* Committee, would increase the percentage to only 30%--still the lowest among the sample of schools for which we have data. This issue should also receive the attention of Faculty Council.

4.3.3.2. Monopolization of Meetings by a Vocal Minority

Among those who attend Faculty Meetings regularly, some voices are heard more often than others. It is possible that some attendees are inhibited from speaking because of the dominance of the very vocal few. Untenured faculty may be reticent to offer views that differ from those of tenured and vocal members of their departments. Responding to this perception of monopolization, the *Ad Hoc* Committee recommended that:

- The Faculty Chair should enforce the principle of Robert's Rules that "a member who has spoken twice on a particular question on the same day has exhausted his right to debate that question for that day." *(Immediate)*

Benchmarking data from other schools suggest that few institutions employ separate rules to limit individual comment on a given issue. Most rely on Robert's Rules—and the vigilance of the chair of the governance body—to assure that all interested individuals have the opportunity to speak before anyone can speak more than two times.

4.4.3.3. Efficiency and Effectiveness of Meetings

An important concern of the *Ad Hoc* Faculty Committee was to protect the integrity of the work of the faculty committees. Committee members spend long hours becoming expert on the issues in their charge. If the carefully reasoned recommendations of governance committees do not get the full and open discussion they deserve on the floor of the Faculty Meetings, the quality of the institution's decisions on the issue will suffer, and faculty members serving on committees will be discouraged from investing the time that good governance decisions require. Two circumstances may inhibit full discussion of committee motions: (1) the use of substitute motions, which can serve as a diversion, shifting the focus of debate; and (2) the scheduling of committee motions at the end of the meeting agenda, when time for discussion is typically limited. Accordingly, the *Ad*

Hoc Faculty Committee made the following recommendations:

- The use of substitute motions applied to motions from standing or *ad hoc* committees should be restricted or regulated. This does not appear to be a step that has been taken by any of the peer institutions surveyed, most of which rely strictly on Robert's Rules, but in remains a possibility under consideration. *(Immediate)*
- Reports and motions from standing committees should be placed first on faculty meeting agendas, followed by remarks and reports by the president and members of his/her staff, then by other old or new business. *(Immediate)*

To encourage careful reading and consideration of reports and motions prior to meetings, the Committee also made the following recommendation:

- The deadline for inclusion in the agenda should be advanced from one to two weeks. *(Immediate)*

There are several other procedural approaches to increasing the effectiveness of meetings that were not considered by the Faculty *Ad Hoc* Committee, and should receive the attention of Faculty Council. While our benchmarking studies suggest these approaches are not typically employed by our peer schools, they offer opportunities to utilize technology to enhance participation.

- Utilize electronic voting – Bucknell has the technological sophistication to employ this approach, and it offers a number of advantages. Voting results can be reported quickly. All faculty members can vote even if they did not attend meetings of the Faculty. Open discussion is always productive, but through electronic minutes and electronic reserve documents, non-attendees can remain well-informed of the issues. Young faculty, in particular, can avoid the intimidation of voting publicly in front of their senior faculty colleagues and academic administrators. Even individuals off-campus on leave can participate if all information is made available to them electronically. Bucknell and several peer institutions already use paper ballots for voting on sensitive issues, and electronic balloting achieves the same ends in a more efficient and timely manner.
- Use electronic straw voting – These non-binding votes could allow committees to strengthen their reports against ill-conceived amendments, substitute motions, or dismissal.
- Expand the use of surveys of faculty – Again, these would be Web-based for fast tabulation and reporting. Committees could employ such surveys more widely to ensure that their recommendations have broad-based support, and that they consider fully all ramifications or unintended results.
- Set time limits on agenda items – This is already done on occasion, with good effect, and can be employed more widely.

- Utilize separate open forum meetings, rather than regular meetings of the Faculty, for extended discussion of issues.

4.4.3.4. Powers and Authority of the President

Discussions of presidential power and authority centered on two questions: Should the President chair meetings of the Faculty? Should the President be able to change salary and tenure recommendations?

In communication with AAUP, the previous chair of the Faculty was advised that it was the norm to have faculty members chairing meeting of the full Faculty. Based in part on that report, the *Ad Hoc* Faculty Committee saw no consistent pattern of presidents chairing faculty meetings at peer institutions, and felt there were significant advantages to having the meetings chaired by the Faculty Chair. A different pattern emerged, however, from a survey of the eleven institutions in Bucknell's general peer group. Of the ten for which information was available, 8 had meetings of the faculty chaired by a senior administrator (7 by the president and 1 by the provost), and only two were chaired by a faculty member.

The Faculty *Ad Hoc* Committee did recognize the President's special status with the following recommendation:

- The President should sit at the head table with the Faculty Chair and Secretary at faculty meetings. *(Immediate)*

Regarding the President's ability to change salary, tenure and retention decisions, the *Ad Hoc* Committee made the following recommendation:

- Make no change regarding the President's authority regarding salary and tenure/retention decisions. *(Immediate)*

The AAUP takes the position that: "the Board of Trustees and the President should, on questions of faculty status, concur with faculty judgments except in rare instances and for compelling reasons which should be stated in detail." But it is precisely for these "rare instances" and "compelling reasons" that most peer institutions provide the president with significant authority over salary and tenure decisions.

There appears to be significant uniformity in the structure of tenure and retention review at peer schools: a committee generally forwards a recommendation to the President (at Lehigh, it is the provost), who in turn makes a recommendation to the Board. There is great variety, however, in the details of this process, and specific wording becomes very important

The committees making the initial tenure recommendation include elected faculty representatives as well as senior administrators—typically the provost. In two instances—Holy Cross and Trinity College (CT)—the president actually serves on the

tenure review committee. At Trinity and at the University of Richmond, only unanimous positive recommendations are moved forward, so the president has, in effect, the power of veto. The faculty handbooks of several peer schools state specifically that the president makes the final decision on tenure (e.g., Union, Villanova). At other institutions (e.g., Colgate, Middlebury, Lafayette, U. Richmond), where the final decision rests with the Board, the president has the power to overturn a committee recommendation ("to accept, modify or reject;" to "decline to accept;" "is not obligated to accept").

4.4.3.5. Structural Changes to Faculty Meetings

The *Ad Hoc* Faculty Committee considered the possibility that the growth in size of the faculty, both current and projected, may have exceeded some threshold for effective functioning in its current form. The Committee suggested that Faculty Council begin consideration of alternate structural possibilities, but such alternatives are not to be pursued until *Immediate* and *Handbook Changes* have been adequately explored, and until a consensus of the Faculty is reached on any proposed change. The Committee framed two categories of structural change for further consideration. The full wording of the Committee is reproduced below:

(1) The Faculty could have different ways of dealing with the transmission of information (by committees or by the University Policy Group), and basic policy decisions such as curricular changes or Handbook amendments. We could have Plenary Faculty Meetings once each semester to deal with basic policy issues, while more routine business could be dealt with monthly or bi-weekly by a Council of Delegates, meeting publicly, and with published minutes. Such a council could function smoothly with about 50 elected members, enough to represent diverse viewpoints and interests. The Council would refer policy issues to the Plenary Faculty Meeting. Other members of the Faculty could refer issues to the Council or to the Plenary Faculty. The Faculty Council or chairs of standing committees could act as a clearinghouse to determine the better venue for any given issue. The Chair of the Faculty would also chair the Council of Delegates. *(Structural Change)*

(2) Alternately, the Faculty could delegate its policy-making authority to a Faculty Senate, which would be elected to deal with all matters presently dealt with by the Faculty. As with the Council of Delegates, about 50 elected members would suffice to represent diverse viewpoints and interests. The Faculty Chair would preside, committees would report to the Senate, and its decisions would have the status of Faculty decisions now. Meetings would be public, and minutes would be published. Some non-trivial number of faculty members could convene a meeting of the full Faculty for a specific purpose within the authority of the Faculty. Any motion passed by such a special meeting would supersede a Senate motion only in the areas of primary Faculty responsibility (i.e., areas covered by the Faculty committees).

A constant feature of both proposed reforms and the present system is the right of the President to reject recommendations, as granted under the University's Charter.

Due to the idiosyncracies of governance at Bucknell's peer institutions, it is difficult to generalize about the prevalence of faculty senates or similar structures. True senates appear to be rare, but senate-like bodies with more circumscribed responsibilities occur at several peer institutions. These structures, for the most part, do not replace meetings of the Faculty as a whole. Again, no change in structure is to occur until we have explored fully the benefits of Immediate and Handbook Changes, and have reached a consensus among the Faculty.

4.4.3.6. Faculty Action on Recommendations of the *Ad Hoc* Faculty Committee

Following the release of its January 2005 report, the *Ad Hoc* Faculty Committee on Governance solicited comment and discussion by the Faculty and incorporated that feedback in a revised set of recommendations that were presented as motions at the Faculty Meeting of March 7, 2005. An additional valuable suggestion emerged from the Faculty's discussion: that the mentoring and review process should emphasize the expectation that faculty members will participate in Faculty Meetings. The Faculty voted to approve as a block the *Immediate* recommendations summarized below:

- Meeting time: Change the time of the regular Faculty Meeting to make attendance more accessible. *[The Faculty Council was charged with proposing an alternative meeting time, and a motion to that effect will be presented at the April meeting of the Faculty.]*
- Agenda order: Place reports and motions from standing committees first on the agenda, but allow the Chair and Faculty Council the flexibility to change the order in response to circumstances. *[A brief presidential statement at the beginning of the meeting was considered to be consistent with this motion, as long as questions of the president or his staff were saved until later.]*
- Agenda deadline: The texts of committee reports and motions must be either attached to the published agenda, or made available at the same time as the agenda was published. *[There were some concerns that advancing the deadlines might not allow committees sufficient time to get their work done, but the Faculty agreed to this change.]*
- Substitute motions: Substitute motions on committee reports should be discouraged by the Chair until the report has been fully presented.
- Limits on speakers: Emphasize that the cited provision of Robert's Rules (restricting individuals to speaking twice on a particular question on the same day) would not prevent the presenter of a motion from speaking more than twice.
- President at head table: Seat the President at the head table with the Chair and Secretary of the Faculty.
- President's authority: The Faculty voted to make no motion on changes regarding the President's authority in salary and tenure decisions. Because this issue was specifically mentioned in the Middle States Evaluation Team Report, the Faculty chose not to withdraw it, in order to have their position on the issue on record.
- Chair's release time: Provide release time for the Chair of the Faculty.

- Secretary and Trustees: Include the Secretary of the Faculty with the Faculty Chair as *ex officio* attendees of Trustee meetings.

4.4.4. College-Level Governance

In addition to the University-wide governance structure, Bucknell's two colleges (Arts & Sciences; Engineering) have their own, well-developed governance structure, including regular college-wide meetings, meetings of departmental chairs, curriculum committees, etc. (See Appendix E.) A number of the most substantive educational issues (relating to curriculum, etc.) are addressed by governance structures at the college level. Various internal surveys as well as the Evaluation Report of the visiting Middle States accreditation team failed to find any issues or concerns with this level of governance.

4.4.5. Departmental Governance

Much has been written about the role and importance of academic departments. In institutions that evolved to enable deep specialization (Lohman, 2004), departments are both the source of our system's strength, and one of its conspicuous weaknesses. The problems of departments, as described by Lohman and others, include the tendency to ossify, to Balkanize (the inability to degree on hiring, promotions, etc.), to form silos, to work in their own best interests rather than for the common good (Kaplan, 20003), and so forth. One technique for bridging departmental silos is the assignment of positions jointly to departments and interdisciplinary programs (Kaplan, 2003). A number of such appointments have been made at Bucknell.

The leadership potential of departmental chairs has also received significant attention. Chairs are often considered to be the lowest tier of faculty governance, but the formal functions that they perform (for which they receive released time) are primarily administrative. At Bucknell, department chairs have considerable influence, but they are on occasion reluctant to use that influence in conspicuous ways because they must ultimately be able to return to collegial relations with their departmental colleagues. Incumbent chairs thus prefer to view themselves as no different from other members of the department.

The *Ad Hoc* Faculty Committee did not focus on this level of faculty governance, and it remains a subject for ongoing consideration.

4.4.6. Ongoing Work

The Center for Higher Education Policy Analysis (2003) found that differing perceptions and expectations are a major obstacle to effective governance. The Center urged institutions to engage in open discussions to articulate a common institutional meaning for shared governance. Three specific governance models were cited:

- Fully collaborative decision-making – Under this traditional "collegial" model, the faculty and administration make decisions jointly, and consensus is the goal.

- <u>Consultative decision-making</u> – The Faculty's opinion and advice is sought, but authority remains with the senior administration and the Board. There is information-sharing and discussion rather than joint decision-making.
- <u>Distributed decision-making</u> – The Faculty have a right to make decisions in some areas, and the administration and Board in other areas.

These models have not been specifically discussed by the *Ad Hoc* Committee on Faculty Governance. Bucknell's governance structure is something of a hybrid of these three, but the distributed model provides the best fit overall. The Faculty has clear authority in some areas (e.g., in matters relating to the curriculum), while other decisions rest with the administration and the Board. In the latter situation, the administration and Board seek the advice of the Faculty. Bucknell also has a somewhat unique situation in the presence of "University Committees" that include mandatory representation by faculty, administration and students. Recommendations to the President that are made within these committees are "collegial," and are made jointly by all participants. Open discussion of these different perceptions will be encouraged as another vehicle to develop an informed and effectively functioning governance community.

5. Case Examples: Governance in Action

5.1. Honorary Degrees

The awarding of honorary degrees is an instructive example, both of the duration of governance issues at Bucknell, and of the significant progress that is being made in our current efforts at governance reform. The re-initiation of a conversation about honorary degrees has given us the opportunity to clarify a point in our institutional history.

Bucknell stopped awarding honorary degrees in 1987 after a long and contentious dispute between the Faculty and the Board of Trustees over the qualifications of a particular nominee. This hiatus, it is widely believed, was the result of a Faculty vote to stop granting honorary degrees. But institutional memory can be faulty; that motion actually failed on the floor of the Faculty Meeting. The awarding of honorary degrees was actually suspended because then President Gary Sojka concluded that at that moment in institutional history it was not in the best interest of the University to continue the practice. The issue remained dormant for seventeen years.

Last semester, President Brian Mitchell convened a meeting of the University Council to consider the possibility of resuming the granting of honorary degrees by Bucknell. The University Council agreed that the time might be right to revive this practice, but only if we could develop a set of procedures that would lead to mutual agreement on worthy recipients by the Board, the Faculty and the administration. In the spring of 2005, the administration and the Faculty Council worked out a new set of procedures and a timetable that will implement the principles articulated in the Faculty Handbook. At the Faculty Meeting of March 2005, the Faculty voted to empower the Faculty Council to present nominations to fill the dormant Committee on Honorary Degrees.

5.2. The Faculty Handbook

The quality of governance is enhanced by clearly defined responsibilities and procedures, and the Faculty Handbook is a place where many of those matters are codified. A high priority should thus be assigned to keeping the Handbook current and accurate. An update to the Faculty Handbook has been long delayed, however, by debate over passages relating to "severe sanctions." The original language of the Handbook subscribed to the AAUP 1940 *Statement of Principles of Academic Freedom and Tenure* as well as the "current" version of *Institutional Regulations on Academic Freedom and Tenure*. When those regulations were revised in 1999, it was not clear whether the "current" version referred to in the Handbook related to what was then current at the time the Handbook was written, or whatever new version AAUP might introduce in the future. In the latter case, the University would be automatically bound by regulations that it had never explicitly reviewed and approved. All subsequent discussion on this issue was designed to make the Handbook compatible with this 1999 AAUP version of *Institutional Regulations*. One of the specific sections of *Institutional Regulations* (1999) that caused the most debate was the section on the imposition of severe sanctions other than dismissal, because the AAUP document provided no clear definition of what constitutes "severe."

During the previous presidential administration of Steffen Rogers, this debate reached an impasse. A new version of the Faculty Handbook had been completed—after substantial investment of faculty time and energy—and required only administrative approval. But that approval was held up by uncertainties regarding the AAUP wording described above. Many other important policies and updates that were greatly needed by the Faculty, and about which there was no debate, were held hostage by these few items on which agreement could not be reached.

President Mitchell's approach to this situation was to first find a way to approve the majority of the non-contested provisions of the new Handbook. After that, with the aid of the General Counsel, alternative wording was developed by the Committee on Faculty and Academic Personnel to reconcile the Handbook with the provisions of AAUP 1999. The negotiated solution involved several components. First, the Handbook was amended to read that the University subscribes to the AAUP *Recommended Institutional Regulations on Academic Freedom and Tenure* (1999), "insofar as these regulations are not inconsistent with specific procedures or policies of the Faculty Handbook." By giving priority to the Handbook, Bucknell could remain current with the majority of the new AAUP text, while incorporating specific language to supercede sections of *Institutional Regulations*. With regard to the ambiguity of what constitutes "severe sanctions," the new Handbook incorporated a specific definition. Severe sanctions "include a penalty that has severe adverse financial consequences for a faculty member and/or a penalty that significantly abridges the faculty member's normal rights and responsibilities within the University." Severe adverse financial consequences were then defined operationally in the following ways: a raise below the minimum permitted by the merit system; a reduction of base salary; financial penalties greater than the lesser of $1,000 or 1% of

annual salary; or sanctions that significantly impair the ability of a faculty member to perform essential professional duties (loss of office space, etc.).

Efforts to secure final faculty approval of this long-standing problem required advance notice of a motion by the Faculty and Academic Personnel Committee at the March meeting of the Faculty, with the joint support of the Committee on Academic Freedom and Tenure and the administration. A vote on this motion will occur at the April meeting of the Faculty.

6. Conclusions

During the past year, Bucknell has made remarkable progress in reforming a governance structure with problems that had developed incrementally over many years. Those problems resulted in a weakened presidency, a Board that did not confine its activity to policy matters, and a Faculty with expanded powers and authority. The central task was to reform the system so that governance could proceed effectively and expeditiously, under a presidency that had sufficient powers and authority for real leadership.

The most important change to date has been a reversal of the collective mistrust that had infused the governance structure. The administration of President Brian C. Mitchell has been characterized by a new openness to communication and dialogue. This informal climate of participatory involvement affects all members of the University community.

In terms of formal governance, the Board has acted appropriately to enhance the power and authority of the chief executive by making the president a full voting member of the Board of Trustees. This single change in the Bylaws is part of a larger, comprehensive Board review of its own governance operations. This review has included a written survey completed by all Board members, a new Bylaw Review Committee co-chaired by President Mitchell, a review (in progress) of the structure and functioning of all Board committees, and a commitment to a traditional policy role for the Board as recommended by the Association of Governing Boards.

Administratively, the change in presidential administration has been smoothly executed with the assistance of a representative Transition Team. The Office of the President has been strengthened by appointing a professional administrator (rather than a rotating faculty member) to the position of Executive Assistant to the President and Assistant Secretary to the Board. Strategic planning—hitherto an orphan function—has been assigned as a responsibility to the former Director of Institutional Research and Assessment. There have also been changes in the structure and functioning of senior administrative groups responsible for policy issues and institutional operations. Finally, the search for a chief academic officer, in a true provost's position, is nearing a conclusion.

A major review of faculty governance is also underway, and initial faculty action has been taken to adopt a number of immediate steps. Subsequent governance reforms

requiring amendments to the Faculty Handbook or structural change in the governance system have been identified for further study. Extensive benchmarking of governance practices has produced additional ideas that should be explored thoroughly as ongoing responsibility for faculty governance review moves from am *Ad Hoc* Committee to the standing Faculty Council.

Continuing efforts will be needed to develop a common institutional vocabulary of what we mean by shared governance. Sustained attention to the relationships between different parts of the governance system will also be necessary to strengthen a campus climate of trust, mutual respect, open disclosure, and shared concern for the best interests of the institution as a whole.

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8. Appendices

A. Governance Suggestions and Recommendations of Bucknell's Evaluation Team (March 2004)
B. Passages Related to Governance in Bucknell Self-Study (December 2004)
C. Executive Summary of the Trustee *Ad Hoc* Committee
D. Bucknell Stakeholder Typology
E. Governance Structure
F. Proposed By-Law Amendments (January 28, 2005)
G. Governance Motions at the March 2005 Meeting of the Faculty

Appendix A.

Governance Suggestions and Recommendations of Bucknell's Evaluation Team (March 2004)

Suggestions

Board Governance

- The President should have the right to participate actively in all Board committees, except the Audit Committee. *[This has been accomplished by a change in By-Laws making the President a full member of the Board of Trustees.]*
- Agendas for full Board meetings should be set by the President and the Chair of the Board and committee agendas should be set by the President (or his delegate) and the Board committee chair. *[The President and Board Chair now collaborate on the agendas of all Board meetings. Most committee agendas are also set collaboratively by the appropriate member of the President's senior staff and the Trustee chair of the committee.]*
- The Board should re-examine its By-Laws to reflect the conclusions of its self-assessment. *[A new committee of the Board, the By-Law Review Committee, has been established and is co-chaired by the President. By-Law review is in progress.]*
- Trustee Access Days should be terminated. *[In its current form, this recommendation has been rejected. In response to the suggestion, however, the format for Trustee Access Day has been modified extensively. Each Access Day now focuses on a special topic that can be presented to the University community in depth and can be discussed collaboratively by the Board and the campus.]*
- The practice of "back-channeling" should be ended and all communications with Board members should be through the President, or, in the alternative, the President should be kept fully informed of any communications between members of the Bucknell community and individual Board members. *[The University agrees with the Evaluation Team that "back-channel" communications were a serious problem, and multiple steps have been taken collaboratively by the President and the Board Chair to assure that communications are funneled more effectively through the President. Given the culture of Bucknell, however, total elimination of all campus communications with members of the Board is not feasible. The University has dealt with these other communications in two ways: (1) From the administrative side, the President has made it very clear that he must be kept informed of all direct Board communications; and (2) From the Board side, the Board Chair has made it clear to all Trustees that the issue is not whether independent Board communications occur, but rather how Trustees react to or deal with those communications.]*

<u>Faculty Governance</u>

- The President should chair faculty meetings, rather than be treated as a guest at those meetings. *[The Faculty Ad Hoc Committee on Governance favor retaining the present system in which the chair of the Faculty chairs Faculty Meetings. They did agree that the special status of the President should be recognized by having him sit at the head table with the two officers of the Faculty (chair and secretary). Discussion of this matter continues as additional benchmarking data is accumulated.]*

- The President should be given the ability to review, and, if necessary, to change salary recommendations. *[The Faculty Ad Hoc Committee on Governance recommended that there be no change in the current practice. Discussions on this matter continue.]*

- The Faculty Manual should be amended to give the President the right to reject a tenure recommendation, as is standard at institutions across the land. *[The Faculty Ad Hoc Committee on Governance recommended that there be no change in the current practice. The Evaluation Team did not understand fully Bucknell's current procedures in this matter, because the President does have a significant degree of de facto authority over tenure recommendations. Although he is procedurally bound to forward to the Board the recommendations he receives from the University Review Committee, he can also communicate to the Board his disagreement with that recommendation. Nonetheless, this is a degree of authority significantly less than a presidential veto. Discussions on this matter continue.]*

- A serious, substantial and self-critical review of faculty governance which we think essential to empowering the faculty to work effectively with the incoming leadership of the University in moving Bucknell to the next level of its potential. *[A review of faculty governance has been conducted by the Faculty Ad Hoc Committee on Governance. Further consideration of faculty governance issues will be taken up by the Faculty Council.]*

Recommendations

- With a governance structure that is weak, the Board should continue to address this issue, the faculty should begin to do so, and the authority of the President should be reclaimed, and evidence of progress should be submitted by the end of the 2004-05 academic year. **[Governance self-studies have been undertaken by the Board and the Faculty, and significant administrative restructuring is described in the Monitoring Report. The most significant increase in the powers and authority of the President are the result of the Board's action to make the President a full member of the Board of Trustees.]**

Appendix B.

Middle States Self-Study Report, December 2003

Passages Relating to Governance

Shared Governance (Page 17)
The concept of shared governance in higher education generally refers to the division of responsibilities among the Board of Trustees, the Faculty and the administration. Within this context, Bucknell adds an additional and fairly unique dimension: University Committees are special governance bodies that include in their membership faculty, students, and staff (predominantly members of the senior administration). Historically, this system has been a source of considerable strength for the University, assuring that issues that have been through the governance process have benefited from discussions reflecting diverse perspectives. When such issues reach the Board of Trustees, the Board can be assured that data presented for their decision represents the voice of the whole community. This system functions optimally when there is ample time for complete consideration by the whole governance process. Campus governance has shown some recent strains under conditions of leadership transition and in dealing with issues that require quick decision-making. Leadership and governance issues and options are considered in depth in the section on *Institutional Challenges and Issues*, but it is believed that the present system will continue to serve the University well given the proper constellation of leadership in the Office of the President, the Board, and the Faculty.

Leadership Issues (Page 22)
Administrative instability (two short-term presidencies in the last decade and associated heavy turnover in other senior administrative ranks) has had a number of negative consequences for Bucknell. The fundamental academic mission has not been compromised, but the authority of the President has been weakened, with attendant shifts in the boundaries of authority and action of the Board and the Faculty. Bucknell must return to the pattern of stable, long-term leadership that served it well in the past; clarify the appropriate boundaries between the Board, the President and the Faculty; and restore a culture of open, consistent, and trusted communications that will sustain these relationships.

Leadership Issues (Page 29-30)
Bucknell has experienced extensive turnover at the presidential and senior staff level over the past decade. This turnover has been characterized by two short-term presidents and a number of vacancies in the President's Staff. Gary A. Sojka, Bucknell's 13th President, served Bucknell for 11 years from 1984 to 1995. William D. Adams, Bucknell's 14th President served just five years from 1995 to 2000; Steffen H. Rogers assumed office as Bucknell's 15th President in May 2000 and announced his retirement for spring 2004, a tenure of just four years. When President Rogers assumed office, all but one vice presidential position and one of the two academic dean positions were either vacant or filled with interim appointments. His first year was characterized by on-going, consuming searches to fill senior administrative positions in the context of pressures to initiate a new strategic planning process.

While transitions provide both challenges and opportunities, it is worth stressing that the institution itself remained financially stable during this period, and the fundamental academic and

educational mission of the University was not threatened. Bucknell continued to move forward in all measures of institutional quality (as indicated in the sections on *Institutional Strengths*); however, the lack of continuity in institutional leadership has imposed severe opportunity costs: the University has been unable to pursue opportunities that could move it to even higher levels of quality and stature. Bucknell also found that without the integrative vision provided by a strong, stable leadership, resources were allocated to divisions in ways that resulted in silos of institutional strength.

The negative consequences of the high administrative turnover include:
- An inability to pursue any planning strategy consistently over sufficient time to gauge the effectiveness of that planning.
- Insufficient time to develop close working relationships between the senior administration, the Faculty, and the Board, including development of mutual trust and open, candid, and consistent communications.
- Insufficient time to understand and appreciate the Bucknell culture and its cohesive sense of community and to develop institutional plans that both respect and build upon the accomplishments of the past.
- A weakening of the authority of the Office of the President as a result of ambiguity in decision-making roles that developed in the context of changing leadership. The boundaries of authority and action of the Board, the Faculty, and the senior administration have shifted to fill this "vacuum."

This time of administrative turnover is an opportunity to review the boundaries and the forms and patterns of interactions among the institution's major constituencies: Board of Trustees, President, Faculty, President's Staff, administrative staff, support staff, and students. The goal is to clarify the appropriate boundaries of authority and action that promote stable, strong leadership for the institution. The institution should, therefore, determine whether the structure or system of governance in any way encumbers the formation of a stable senior administration.

A number of productive steps have already been taken to restore stable leadership and to clarify and balance institutional governance and decision-making:

- In an effort to strengthen the Office of the President, and to encourage strong applicants for the presidency, the Board of Trustees voted at its November 2003 meeting to make the next president a full, voting member of the Board, effective July 2004. (Appendix C.)
- The Board established an *ad hoc* committee to "study issues of administration, authority and leadership at Bucknell, and to make recommendations that may help the University to attract and retain the highest caliber president ..." The committee found some confusion in governance responsibilities (similar to the findings of the National Study of the Challenges for Governance published in April 2003 by the Center for Higher Education Policy Analysis), but none significant enough to affect the recruitment of the next president. No immediate action was deemed necessary, and all recommendations are to be addressed with input from the next president. In general, the committee reported an eager and constructive climate within the campus community to welcome and support a new president. (See Appendix D for Executive Summary of the *Ad Hoc* Committee Report)
- The Chair of the Faculty recently announced plans for a self-study of the Faculty's governance system that will commence in the spring of 2004.

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- The Board has recently completed its first self-assessment (see Standard 7: Institutional Assessment), and is committed to repeat this process regularly, assisted next time by an external facilitator.
- Even before this period of unstable leadership, the Board struggled to find its appropriate role within the context of Bucknell's shared governance system. The policy-making role that is traditional for such governing bodies has been supplemented at Bucknell by a strong interest in operational issues. The current Board Chair has engaged the full Board in candid discussions of this issue, and there is a collective commitment to restore a more appropriate balance of responsibilities that follows the guidelines of the Association of Governing Boards.

Knowledge of institutional history and culture is a critical asset in moving any institution effectively from its present condition to a desired future state. The aggregate Bucknell experience of the current administrative team, however, is more limited than it has been at other times in the institution's past. The next president should thus take counsel as appropriate from members of the University community who can provide institutional perspective, including senior staff, faculty, and administrative and support staff. Staff focus groups have shown middle managers as a group to have been particularly disaffected by recent administrative volatility, and the lines of communication to this important reservoir of intellectual capital must be re-opened and sustained.

The Office of the President occupies a pivotal role in managing communications between the Board of Trustees and the campus community. Confidence in those communications has deteriorated during the last two presidencies. The next president must make it an important priority to re-establish the confidence of both sides in the communications through the Office of the President. This means that communications with Board and campus must be open, candid, and consistent.

Appendix C.

Executive Summary
Trustee *Ad Hoc* Committee Report
November, 2003

In September, 2003, the Board of Trustees appointed an Ad Hoc Committee comprised of Joe Ciffolillo, Chair; Ron Benjamin, Vice Chair; Linda Greenberg, Scott Nichols and Ed Staiano "to study issues of administration, authority and leadership at Bucknell, and to make recommendations based on what we learn that may help the University attract and retain the highest caliber president.....(to review) practices and policies (that) may exist within our governance system at Bucknell that could impede the Presidential Search Committee's recruitment of an excellent president."

Over the ensuing months, the Committee conducted numerous confidential interviews on and off campus, reviewed a variety of key documents, retained outside counsel and received valuable, greatly appreciated wide ranging views from all parts of the Bucknell community. The following observations and recommendations summarize the most important parts of the Committee's conclusions and suggested issues for further action and attention.

After careful consideration of all inputs, the Ad Hoc Committee agreed that the position of the president has been weakened over a number of years and some changes should be made to improve the situation. Improving trust among all groups is the key to the future. Leadership skills are the essential ingredient for an improved Bucknell.

Among its most important recommendations, the Committee underscored the importance of recruiting a strong leader to serve as CEO of the University and urged that the new president be appointed to the Board. The presidency should be strengthened, possibly including a larger role for the CEO in key academic and administrative matters. Issues related to governance are seen as creating confusion on campus but none of these are felt to be significant enough to affect the recruitment of the new president. The Committee feels that faculty should be encouraged to explore improvements to faculty governance with a specific goal of achieving much more active, widespread participation and representation, especially among younger faculty. Discrepancies between the University Charter/By-laws and the Faculty Handbook should be reconciled. Trustees should intensify self-assessment about their role. Structural organization of the colleges, administration and departments should be reviewed. While progress can be made on some of these recommendations, all these issues can and should be addressed with input from the new president. The Committee recommends continuing its work in conjunction with other campus groups in the coming months in preparation for a new president..

In summary, the Ad Hoc Committee was pleased to find a community ready to welcome a strong, new leader. Furthermore, the community is ready, even eager, to embrace constructive, thoughtful change in critical aspects of governance, structure and

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working relationships.   The current strength of Bucknell should attract a strong leader as Bucknell commits itself to necessary change.

Appendix D.

Bucknell University Stakeholder Typology

CORE

- Board of Trustees
    - Current
    - Emeritus
    - Former Trustees (see PERIPHERAL)
    - Executive Committee
- Current Students
    - Bucknell Student Government
    - Greek and Independent
    - Athletes and Non-Athletes
    - Class Year: First-Year, Sophomore, Junior, Senior, Graduate Students
- Senior Administration – University Policy Group
- Regular Administrative Staff
    - University Operations Group
    - Department Heads
    - Non-Supervisory Staff
    - Administrative Forum
    - Administrative Personnel Committee
    - Human Resources Office Roundtable
- Regular Support Staff
    - Dining Services Staff
    - Physical Plant Staff
    - Secretarial/Clerical Staff
    - Technical Support Staff
    - Support Staff Forum
    - Support Staff Personnel Committee
- Casual Staff
- Outsourced Employees
- Faculty
    - Tenured Faculty and Untenured Faculty
    - Market Field Faculty and Non-Market Field Faculty
    - Department Chairs
    - Colleges: Arts & Sciences and Engineering
    - Academic Divisions: Arts & Humanities, Social Sciences, Natural Sciences/Mathematics, Engineering
    - Faculty Meetings
    - Faculty Council
    - Chairs of major governance committees
    - Class Year: First-Year, Sophomore, Junior, Senior
    - Prof. Hendry senior capstone course in Strategic Planning

- Parents
  - Current
  - Past
  - Prospective
  - Donors
  - Parents Board
- Alumni
  - By Decade
  - Former Trustees
  - Alumni Board
  - Bucknell Engineering Alumni Association
  - Black Alumni Association
  - Management Department Advisory Board
  - Donors and Non-Donors
- Retirees

PERIPHERAL

- Prospective Students
- Admitted Students Who Did Not Enroll
- Transfers In / Transfers Out
- Friends (donors/volunteers with no other BU affiliation)
- Corporations
  - Employers of graduates
  - Donors and donor prospects
- Private Foundations
  - Donors and donor prospects
  - Policy-making foundations that affect Bucknell
- Local Community
  - School districts that accept student teachers and student volunteers
  - Government officials
  - Downtown Partnership
  - Town-Gown Committee
  - Neighborhoods Task Force successor committee
- Federal Government
  - Senators and Representatives
  - Federal grant-making agencies
  - Accountability agencies (Department of Education IPEDS reports, etc.)
  - Financial Aid Sources
- State Government
  - Sate Representatives
  - State Accreditors – PA Dept. of Education
  - PHEAA Financial Aid Funding
- Consortial Partners (AICUP, HEDS, SSC, OCLC, Patriot League, etc.)

- Outsourcing Partners
  - Sodexho or successor
  - H2L2 (Facilities)
  - UAS (Perkins Loan Collections)
- Suppliers
- Employers of Graduates
- Graduate Schools Enrolling Bucknell Graduates
- National Accrediting Agencies
  - Middle States
  - Accrediting Board of Engineering & Technology (ABET)
  - National Association of Schools of Music (NASM)
- Educational Associations   (AAHE, CAE, AAICU, etc.)
- Professional Associations (American Psychological Society, American Philosophical Society, etc.)
- Association of Governing Boards (AGB)
- College Guides (*US News & World Report*, Princeton Review, College Board, etc.)
- Financial Intermediaries
  - Bond rating agencies
  - Endowment managers
- Bucknell Bond Holders
- External Auditor (KPMG)

Appendix E.

Governance Structure

Board of Trustees

I. Standing Committees
(1) Executive Committee
(2) Audit Committee
(3) Buildings and Grounds Committee
(4) Compensation Committee
(5) Complementary Activities Committee
      Athletics Subcommittee
(6) Educational Policy Committee
(7) Finance Committee
(8) Investments Committee
(9) Long-Range Planning Committee
(10) Nominations Committee
(11) Risk Management Committee
(12) University Relations Committee

Faculty

I. Faculty Meetings
(1) Chair of the Faculty
(2) Secretary of the Faculty

II. Standing Faculty Committees
(1) Faculty and Academic Personnel Committee (FAPC)
(2) Faculty Development Committee
(3) Committee on Honorary Degrees
(4) Committee on Staff Planning
(5) University Review Committee (URC) (responsible for faculty review; considers recommendations from departmental review committees)
(6) Committee on Academic Freedom and Tenure (CAFT) (considers procedural appeals in cases of faculty review)
....
(7) Faculty Hearing Committee (not a standing committee)

III. University Committees (include student and administrative representatives)
(1) Committee on Complementary Activities
      Committee on Greek Life (COGL)
(2) Committee on Instruction (COI) (responsible for assessment of Writing Center, Graduate Studies,
      Summer School, Honors Program, University Course Program, International

Education)
    <u>Standing Subcommittees</u>
    Committee on Academic Computing (CAC)
    Committee on Admissions & Financial Aid
    Committee on Assessment
    Committee on Athletics
    Committee on International Education
    Composition Council
    Graduate Council
    Honors Council
    Residential College Advisory Board
    University Library Committee

(3) Committee on Planning & Budget
(4) Faculty Hearing Committee

IV. University Council

The University Council is the body designated planning body of the University's governance structure. The faculty members of the University Council constitute the Faculty Council, which is charged with conducting elections for membership to faculty committees

V. College of Arts & Sciences

(1) Curriculum Committee (responsible for assessment of departmental major, Common Learning Agenda, University Scholars Program, Residential Colleges Program)
(1) Committee on Academic Computing (CAC)
(2) Interdepartmental Major Committee (responsible also for interdepartmental minors)
(3) Departmental Review Committees (responsible for the review of individual faculty members)

VI. College of Engineering

(1) Council of Chairs
(2) Engineering Curriculum Committee (responsible for assessment of departmental major and all other aspects of the curriculum)
(3) Engineering College Computing Committee (ECCC)
(4) Graduate Studies Committee
(5) International Education Committee
(6) Instructional Facilities Committee
(7) Departmental Review Committees (responsible for the review of individual faculty members)

Administration

(1) University Planning Group (UPG)
(2) University Operations Group (UOG)

(3) Budget Retreat Group – President, Vice Presidents, Academic Deans, Assoc VP Finance/Controller, Dir. of Planning & Institutional Research

(4) Council of Deans (two academic deans plus Provost; acts on merit rankings of faculty)

(5) Academic Council

(6) Administrative Computing Committee (ACC)

(7) Departmental Chairs

(8) University Lectureship Committee

(9) Administrative Roundtable (a meeting of the heads of major administrative offices, convened by the Human Resources Office)

Students (Bucknell Student Government (BSG))

(1) Congress

(2) Executive Board

(3) Congressional Committees
> Fiscal Affairs
> Internal Affairs
> Multicultural Affairs
> Academic Affairs
> Community Affairs
> Public Affairs
> Student Affairs

(4) Judicial System
> Community Judicial Board (CJB) (includes faculty and staff members)
> Hearing Board for Sexual Assault (HBSA)
> Board of Review for Academic Dishonesty

Administrative Staff

(1) Administrative Forum

(2) Administrative Personnel Committee (APC)

Support Staff

(1) Support Staff Forum

(2) Support Staff Personnel Committee (SPC)

Appendix F.

PROPOSED BYLAW AMENDMENTS
JANUARY 28, 2005

The Bylaw Review Committee has met and proposed an initial series of changes to the bylaws. The initial changes are principally designed to meet three purposes: (1) to express in one document the legal restrictions or allowances so that trustees do not have to refer to additional texts for procedural rules; (2) to reflect current practices and practicalities; and (3) to meet present needs of the Board and the Administration. The proposed changes to the bylaws are detailed below, arranged by Article to be amended. The new or revised language is indicated within each provision under the heading "Proposed Changes" and designated within the text by italics.

ARTICLE I.--Meetings

Present Wording: Article 1. Section 2. Notice of all Annual or Semi-Annual Meetings shall be mailed by the Secretary to each member of the Board at his/her last known address not fewer than ten days before the date of said meeting; and of any special meeting, not fewer than five days before the date thereof, the object of such meeting to be stated in the notice and no other business than that for which the meeting is called to be transacted at such special meeting.

Proposed Changes:

Article I. Section 2. Notice of all Annual or Semi-Annual Meetings shall be *delivered by mail or in any other manner permitted by law and specifically authorized by each individual Trustee* by the Secretary *or Assistant Secretary* to each member of the Board at his/her last known address not fewer than ten days before the date of said meeting; and of any special meeting, not fewer than five days before the date thereof, the object of such meeting to be stated in the notice and no other business than that for which the meeting is called to be transacted at such special meeting.

Article I. Section 3 [new]. A quorum for the transaction of business at meetings of the Board of Trustees or its Executive Committee or any other committee of the Board of Trustees shall consist of a majority of their respective voting members. Except as otherwise provided in these bylaws or the Charter of the University, a majority vote of those members present with a proper quorum shall constitute proper action.

Article I. Section 4 [new]. Any action required or permitted to be taken by any committee of the Board of Trustees may be taken without a formal meeting if the action is taken by a majority of the members of the committee A written consent setting forth the actions taken, signed by such persons and bearing the date of the action shall be filed with the minutes of the proceedings as soon as is practical.

Article I. Section 5 [new]. Upon authorization of the Chair and to the extent permitted by law, trustees may participate in a special meeting of the Board of Trustees by means of conference telephone or other remote communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in the foregoing manner shall be deemed presence in person at the meeting. The authorization of the Chair may be expressed in the notice of the special meeting or upon preliminary announcement at the time of the meeting and recorded with the minutes of the meeting.

Article I. Section 6 [new]. Upon authorization of the chair of any committee of the Board of Trustees and to the extent permitted by law, trustees may participate in a special meeting of such committee by means of conference telephone or other remote communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in the foregoing manner shall be deemed presence in person at the meeting. The authorization of the chair may be expressed in the notice of the special meeting or upon preliminary announcement at the time of the meeting and recorded with the minutes of the meeting.

Article I. Section 7 [new]. Upon special written authorization of the chair of any committee (except the Executive Committee), written proxies may be given by any trustee to another trustee for his/her vote at a committee meeting. The authorization and proxy may be delivered by mail or fax. Proxies shall not be authorized for full regular or special Board or Executive Committee meetings or action.

Commentary: Most of the recommended changes in Article I relate to the need to (1) conform our bylaws to the Pennsylvania Non-Profit Corporation Law; (2) specifically state those provisions of the Non-Profit Corporation Law which have always governed the proceedings in order to allow trustees to have the information available; (3) modernize those provisions of the notice and voting allowances to conform to current needs; and (4) otherwise build into the bylaws flexibility.

The changes to Section 2 only change the notice alternatives so that trustees may specifically authorize alternative means of receipt, including fax and e-mail whenever allowed. Section 3 incorporates the Pennsylvania standard for quorum determination. Section 4 authorizes **committee** meetings to be conducted in any manner that allows participation, including teleconferences and written exchanges but it still requires that a majority of the full committee is required to take action. Sections 5 and 6 authorize teleconference participation in **special meetings and committee meetings** of the Board of Trustees, but only upon specific allowance of the Chair or the chair of the committee. This allowance is consistent with the Pennsylvania Non-Profit Corporation Law. Section 7 allows proxy voting at **committee** meetings, upon specific authorization of the chair of the committee, but does not extend that authority to full Board meetings or to Executive Committee meetings.

ARTICLE II.--Membership

Present Wording: Article II. Section 2. At least two, but not more than four, members shall be designated as Term Trustees who will serve for a stated term of three years and who shall not be eligible for further election to the Board for at least two years after serving as Term Trustee.

Proposed Wording:

> Article II. Section 2. At least two, but not more than four, members shall be designated as Term Trustees who will serve for a stated term of three years and who shall not be eligible for further election to the Board for at least *one* year after serving as a Term Trustee; *provided, however, that upon recommendation of the Chair to the Committee on Nominations, any one or more such Term Trustees may be considered for election as Regular Trustees immediately upon conclusion of their service as a Term Trustee.*

Commentary: See below under Section 3 recommendations.

Present Wording: Article II. Section 3. An Alumni/ae Trustee shall not be eligible for further election to the Board for at least one year after the expiration of his/her term as an Alumni/ae Trustee.

Proposed Wording:

> Article II. Section 3. An Alumni/ae Trustee shall not be eligible for further election to the Board for at least one year after the expiration of his/her term as an Alumni/ae Trustee; *provided, however, that upon recommendation of the Chair to the Committee on Nominations, any one or more such Alumni/ae Trustees may be considered for election as a Regular Trustee immediately upon conclusion of their service as an Alumni/ae Trustee.*

Commentary: The Committee spent a considerable amount of time and discussion on the issue of forced hiatus for term and alumni/ae trustees. After that discussion, it was the considered recommendation of the Committee that the mandatory hiatus for the two classifications should be equal (one year) and that the one year hiatus should be waivable upon recommendation of the Chair and subsequent concurrence of the Committee on Nominations. The Committee believes that the value of uninterrupted service from trustees, particularly ones in leadership roles, outweighs the current value of mandatory absences from the Board. The Committee on Nominations of the Board serves a vital role in engaging in a robust evaluative process of all trustees and the Committee believes that it will exercise the recommended discretion only in cases where it is in the Board's best interest.

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Present Wording: Article II. Section 6. Because active participation in the work of the Board of Trustees is expected of its members, it shall be the responsibility of the Committee on Nominations, whenever any member shall have failed to attend meetings of the Board for two consecutive years, or in lieu thereof shall have failed to present satisfactory excuses covering such absences, to inquire whether such member might wish to be transferred immediately from active membership to emeritus status.

Proposed Wording:

> Article II. Section 6. Because active participation in the work of the Board of Trustees is expected of its members, it shall be the responsibility of the Committee on Nominations, whenever any member shall have failed to attend meetings of the Board for two consecutive years, or in lieu thereof shall have failed to present satisfactory excuses covering such absences, *to inquire whether such member might wish to be considered for election to emeritus status. If the trustee requests consideration for election to emeritus status, the provisions of Section 4 above shall govern such election process. If a trustee anticipates an extended time during which active participation may be impractical because of illness, family concerns or other considerations, a trustee may request an approved leave of absence. The Committee on Nominations shall consider such request and, if appropriate, grant such leave for a time determined by the Committee, at the conclusion of which the trustee shall be eligible for return to active status upon approval of the Committee on Nominations.*

Commentary: The present wording of this Section suggests that elevation to emeritus status can be initiated by a trustee upon two years' absence from participation. The revised wording coordinates this section with the emeritus election process set forth in Section 4. In addition, the new wording also authorizes a leave of absence in situations in which a trustee anticipates an extended period of time when he or she may be unavailable for trustee duties but wishes to retain his or her status as an active trustee. The return to active status is subject to approval of the Committee on Nominations.

ARTICLE III.--Officers

Present Wording: Article III. Section 2. The President and principal administrative officers of the University shall be elected by the Board at the annual meeting for terms beginning July 1 and ending June 30 of the following year. In case of failure or omission to elect such officers, the officers of the preceding year shall continue in office until superseded by a new election at any subsequent meeting of the Board or the Executive Committee thereof. The Chair shall have the authority to enter extended term contracts with the President not to exceed three years without the consent of the Board of Trustees. The duties of such officers may be defined by the Board. Administrative officers may be removed by action of the President, with the consent of the Executive Committee.

Proposed Wording:

Article III. Section 2.

(a) The President shall be elected by the Board and shall serve such term as determined by the Chair. The Chair shall have the authority to enter extended term contracts with the President not to exceed three years without the consent of the Board of Trustees.

(b) The Provost and vice presidents shall be selected by the President in consultation with the Chair and appropriate Committee Chairs and shall serve for such terms and have such authority and responsibilities as the President shall determine in consultation with the Chair. The President in consultation with the Chair and appropriate Committee Chairs shall have the authority to remove any Provost or vice president.

Commentary: Subsection (a) does not significantly change the wording of the present bylaws and reflects the amendment approved by the Board in February, 2004. Subsection (b) is designed to (1) reflect current practice and (2) specifically acknowledge the authority of the President to hire and negotiate contracts with such vice presidents as he or she shall determine. That authority is conditioned upon consultations with the Chair and appropriate Committee Chairs. The reference to "appropriate Committee Chairs" anticipates that vice presidential selection would normally be coordinated with the Chair of the Board and the Chair of the Committee most closely related to the specific vice president under consideration, such as the Finance Committee Chair in selection of the Vice President for Finance and Administration. The additional authority extended to the President is to enter multi-year contracts, when necessary and appropriate, with such senior officers.

ARTICLE IV.—Standing Committees

Present Wording: Article IV. Section 2. The Executive Committee shall be composed of the Chair, Vice Chair(s), and the Secretary of the Board, and of the Chairs of the following committees: Educational Policy, Finance, University Relations, Complementary University Activities, and Nominations.

Proposed Wording:

> Article IV. Section 2. The Executive Committee shall be composed of the Chair, Vice Chair(s), and the Secretary of the Board, and of the Chairs of the following committees: Educational Policy, Finance, University Relations, Complementary University Activities, Nominations, and *Long Range Planning*.

Commentary: The only change is the inclusion of the Chair of Long Range Planning Committee on the Executive Committee, in recognition of the central role such committee plays in the strategic planning and deliberations of the Board.

Appendix G.

Governance Motions at the March 2005 Meeting of the Faculty
(from the Minutes of the Faculty Meeting, March 7, 2005)

Faculty Handbook

"The next item was a motion from the Faculty and Administrative Personnel Committee brought by Geoff Schneider. In his overview of the proposed changes to the Faculty Handbook, Prof. Schneider highlighted the conflict over the status of severe sanctions, for which both CAFT (Committee on Academic Freedom and Tenure) and AAUP give a very vague definition. In an effort towards clarity, a severe sanction would be defined as a financial penalty greater than $1,000 or 1% of annual salary. Any smaller financial penalty would be considered a minor sanction, with same rights for appeal. In the absence of questions, the motion will be discussed and voted on at the April meeting of the University Faculty."

Faculty Governance Review

"Prof. John Peeler next presented the report and recommendations from the Ad Hoc Committee on Faculty Governance (see agenda), and moved that faculty approve the Immediate Recommendations on governance. After a second to that motion, Prof. Greg Krohn made the following motion: *The Faculty Council should propose an alternative meeting time for Faculty approval.* This motion was seconded, voted on and passed. Expressing his opinion that the body should be asked permission to change the order of the agenda, Prof. Paul Susman moved that we *follow Robert's Rules of Order in organizing agenda items.* Following a few comments on the various ways to achieve a rational agenda, the motion was voted on and failed. Going back to Prof. Peeler's original motion, Prof. Ben Marsh suggested that it be added that *mentoring and review process should emphasize the expectation of the participation in Faculty meetings.* The motion to extend the meeting for five minutes was made and passed. Concerning the question of meeting time, the issue of having to rearrange the schedule entirely was raised. Associate Dean Midkiff pointed out that he had met with three members of the Faculty Council and gave appropriate suggestions. In response to a question whether the sitting of the President at the head of the table would alter his status, it was noted that this would be a symbolic way to recognize and reinvigorate the authority of the President's office. A motion to end debate was made and passed. The original motion was then voted and passed as well."